

BYLAWS

OVEREATERS ANONYMOUS, INC.

SUBPART A – CORPORATE ORGANIZATION

ARTICLE I – NAME AND PLACE OF BUSINESS

The name of this Corporation is Overeaters Anonymous, Inc. (the “Corporation”). The principal office for the transaction of the business of the Corporation shall be located at such place or places within the County of Sandoval, State of New Mexico, as the Board of Trustees shall from time to time determine. Such principal place of business shall also constitute the location of the World Service Office of Overeaters Anonymous. The Corporation may have such other offices, either within or without the State of New Mexico, as the business of the Corporation may require from time to time.

ARTICLE II – PURPOSE

The Corporation is organized and incorporated under the laws of the State of New Mexico to operate as an exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or similar provision of any future revenue law) (the “Code”) without profit to any officer or director. The specific and primary purpose of the Corporation is to aid those with the problem of compulsive overeating to overcome that problem through a Twelve-step program of recovery. The general purpose and power is to promote the public health, and to work with and furnish charitable and cultural assistance to those with problems of obesity; and to conduct such other activities as are appropriate to these objectives. Subject to the foregoing, the Corporation may also engage in all other activities which are permissible by law. The Corporation is the guardian of the world services and the Twelve Steps and Twelve Traditions of Overeaters Anonymous and shall preserve the exclusive right to use the name Overeaters Anonymous. The Corporation shall maintain a World Service Office to serve Overeaters Anonymous.

ARTICLE III – MEMBERS

The Corporation shall have no members as such. Any action which would otherwise require approval by the members shall require only the approval of the Board of Trustees and all rights which would otherwise vest in the members shall vest in the trustees, except as otherwise expressly provided herein.

ARTICLE IV - PROHIBITIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's directors, members, officers or other private personas, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions necessary to carry out the purposes set forth in Article Two. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; or (b) by a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

ARTICLE V – DIRECTORS/MANAGEMENT

Section 1 – Powers

Subject to the limitations of the Articles of Incorporation, these bylaws and the laws of the State of New Mexico, all corporate powers shall be exercised by or under the authority of the Board of Directors, which shall be known as the Board of Trustees and shall control the business and affairs of this Corporation. The term “trustees” as used in the Articles of Incorporation and these bylaws shall mean “directors” as that term is used in the New Mexico Nonprofit Corporation Act and other laws. The use of the term “trustees” is historic only and is not intended to vary the duties of the trustees of this Corporation from that imposed on directors, or to establish a trust relationship.

Section 2 – Number of Trustees and Qualifications

The authorized number of trustees of the Corporation shall be sixteen until changed by amendment to the Articles of Incorporation or by the amendment of this Section 2, Article V, Subpart A adopted by the delegates, as provided in Article IX, Subpart B of these bylaws. The exact number of trustees shall be fixed from time to time by resolution of the board, subject to the right of delegates as provided by Subpart B. No paid employee at the local or national level may be a member of the Board of Trustees.

Section 3 – Composition

The board shall consist of all “regional trustees” and “general service trustees” elected in accordance with the procedures set forth in Subpart B of these bylaws.

Section 4 – Election and Terms of Office

Trustees shall be elected by the delegates at the annual World Service Business Conference of Overeaters Anonymous in accordance with Subpart B of these bylaws and shall hold office until the conclusion of the next such meeting at which their successors are elected and qualified.

Section 5 – Compensation

Trustees shall serve without compensation. Notwithstanding the foregoing, the Corporation may reimburse the trustees for reasonable out-of-pocket expenses for travel, lodgings, meals and miscellaneous expenses in connection with attendance at board meetings and other official business.

Section 6 – Meetings

- a) Immediately following each annual World Service Business Conference meeting held pursuant to Article X of Subpart B of these bylaws, the board shall hold a regular meeting to elect officers and transact other business. The Board of Trustees shall meet at least quarterly, at such place and time as it may designate from time to time by resolution of the board. In the absence of a resolution, regular meetings shall be held at the principal office of the Corporation. Special meetings may be called by the chairman of the board or any three trustees, and such meetings shall be held at the time, place and hour designated by the person or persons calling this meeting.
- b) Notice of the time and place of meetings shall be delivered to each trustee personally or sent by first-class mail, at least seven days prior to any such meeting, provided, however, that notice of regular meetings, the time of which has been designated by resolution of the board, is hereby dispensed with.
- c) More than half of the trustees shall constitute a quorum for the transaction of business.
- d) In the absence of a quorum, the board shall transact no business, except as otherwise expressly provided in these bylaws, in the Articles of Incorporation, or by law, and the only motion the board shall entertain is a motion to adjourn.
- e) Meetings of trustees shall be governed by the latest edition of *Robert's Rules of Order, Newly Revised* or such successor publication as may from time to time be published, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the Articles of Incorporation, with law, or with special resolutions the board may adopt.

Section 7 – Resignation and Removal of Trustees

- a) Any trustee may resign effective upon giving written notice to the chairman of the board, the secretary to the board, or the Board of Trustees of the Corporation, unless the notice

specifies otherwise, its acceptance by the Corporation shall not be necessary to make it effective.

Any trustee who advises the Board of Trustees that she/he has returned to compulsive eating will be deemed to have resigned as of the time of receipt of such notice by the Board of Trustees.

The Board of Trustees may declare vacant the office of a trustee who has been declared of unsound mind by a final order of court or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 53-8-25.1 or any other relevant provision of the New Mexico Nonprofit Corporation Act.

- b) Any trustee may be removed by a three-fourths vote of the Conference delegates present and voting at the annual World Service Business Conference.
- c) A vacancy shall be presumed and the office shall be declared vacant by a three-fourths vote of all trustees under the following circumstances:
 - 1) Any trustee who is absent from two Board of Trustees meetings during his term of office without prior notice to the chairman of the board or the secretary of the board and good cause as determined by the Board of Trustees.
 - 2) Any trustee who is absent from two Board of Trustees meetings in a twelve-month period, or any general service trustee who is absent from three Executive Committee meetings in a twelve-month period, beginning with the first such meeting following the adjournment (sine die) of the annual World Service Business Conference. Absences during a one-year term could be excused only by impassable weather, serious illness of a trustee, death or serious illness of a trustee's immediate family member, war or national strike. Any member of the Board of Trustees may present a motion that an absence from a meeting of the Board of Trustees, a meeting of the Executive Committee, and/or an Executive Committee teleconference be approved for good cause. The motion may be presented at a Board of Trustees meeting prior to or the meeting subsequent to the meeting from which the trustee wishes to be excused. The motion to excuse an absence shall be treated as any other business motion, and requires a three-fourths vote of the Board of Trustees. The vote to excuse the absence will be taken by written ballot.
- d) To be considered in attendance at a meeting, a trustee must attend seventy-five percent of the business meeting's schedule on the agenda for that meeting. This stipulation may be waived due to an emergency or other good cause that occurs during the business meeting if approved by a three-fourths vote of the trustees present.
- e) One leave of absence for up to sixty days from all Board of Trustees activities and responsibilities may be claimed by a member of the Board of Trustees during each of his

elected terms of office for any reason. The provisions in Section 7c) above do not apply to any absences of any trustee while on a leave of absence.

- f) The Board of Trustees may remove any trustee for cause by an affirmative three-fourths vote of the trustees. The failure to perform the duties and responsibilities of a trustee, as enumerated in the OA Bylaws, Subpart B, Article IX, Section 2 may constitute cause for removal.
- g) No reduction in the authorized number of trustees will have the effect of removing any trustee before his/her term of office expires.

Section 8 – Vacancies

Vacancies on the Board of Trustees may be filled by a majority of the trustees then in office in accordance with Article IX, Section 7 of Subpart B of these bylaws, whether or not less than a quorum, or by a sole remaining trustee, and each trustee elected in this manner shall hold office until the conclusion of the next annual Conference or until his earlier resignation or removal or his office has been declared vacant in the manner provided by these bylaws. A vacancy or vacancies on the Board of Trustees shall exist on the death, resignation or removal of any trustee, or if the board declares vacant the office of a trustee if he is declared of unsound mind by an order of court or is convicted of a felony, or if the authorized number of trustees is increased, or if the delegates fail to elect the full authorized number of trustees to be voted for at any delegates meeting at which an election of trustees is held. If the resignation of a trustee states that it is to be effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 9 – Waiver of Notice or Consent

The transactions of any meeting of the Board of Trustees however called and noticed or wherever held, shall be as valid as though it had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the trustees not present or who, though present, has prior to the meeting or at its commencement, protested the lack of proper notice to him, signs a written waiver of notice, or a consent to holding the meeting, or an approval of the minutes of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. A notice or waiver of notice need not specify the purpose of any regular or special meeting of the Board of Trustees.

Notice of a meeting need not be given to any trustee who signs a waiver of notice, whether before or after the meeting, or who attends the meeting without protesting, prior to or at its commencement, the lack of notice of such trustee.

Section 10 – Adjournment

A majority of the trustees present, whether or not a quorum is present may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four hours, notice of the adjournment to another time or place shall be given prior to the time of the adjourned meeting to the trustees who were not present at the time of the adjournment.

Section 11 – Meetings by Conference Telephone

Members of the Board of Trustees may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation by trustees in a meeting in the manner provided in this Section constitutes presence in person at such meeting.

Section 12 – Action without a Meeting

Any actions required or permitted to be taken by the Board of Trustees may be taken without a meeting. A two-thirds vote of the board shall be required for approval. Such action shall be filed with the minutes of the proceedings of the board.

Section 13 – Chairman of the Board

The Board of Trustees shall elect a chairman of the board to preside over meetings of the board, and shall elect a first and second vice chairman to serve in his absence.

Section 14 – Executive Committee

There shall be an Executive Committee of the board, whose members shall consist of the general service trustees. If a regional trustee is elected to the position of chairman of the Board of Trustees or to treasurer, these officers shall serve as ex-officio members of the Executive Committee with full rights. The Executive Committee shall meet at least monthly at such time and place as they designate by resolution from time to time. The chairman of the board shall preside at all such meetings. In the event the chairman of the board should be unable to attend any meeting of the Executive Committee, the next highest-ranking officer in attendance shall serve as chair for that meeting.

The ranking of the officers shall be as follows:

- a) First vice chairman
- b) Second vice chairman
- c) Treasurer
- d) Secretary

The secretary shall not be included in the progression since the managing director holds that office. In the event that no officer serves on the Executive Committee, the Executive Committee shall elect an interim chairman.

Notice of the regular monthly meetings of the Executive Committee need not be given if the time and place of such meetings have been set forth in the resolution of the committee. Otherwise, and in the case of special meetings, notice shall be given in the manner prescribed for meetings of the board in Article V, Section 6, Subpart A of these bylaws. All proceedings of the Executive Committee shall be conducted as prescribed in these bylaws for the Board of Trustees. The Executive Committee, to the extent provided in the resolution of the board or in these bylaws, shall have all the authority of the board, except with respect to:

- a) The approval of any action for which law or these bylaws also require approval of the Board of Trustees or delegates or approval of the majority of the Board of Trustees or delegates.
- b) The filling of vacancies on the board or in any committee which has the authority of the board.
- c) The fixing of compensation of the trustees for serving on the board or on any committee.
- d) The amendment or repeal of bylaws or adoption of new bylaws.
- e) The amendment or repeal of any resolution of the board, which by its express terms is not so amendable or eligible for repeal.
- f) The appointment of committees of the board or members thereof.
- g) The expenditure of corporate funds to support a nominee for trustee after there are more people nominated for trustee than can be elected.
- h) The approval of any self-dealing transaction.

Section 15 – Other Committees

The board may, by resolution adopted by a majority of the trustees then in office, provided that a quorum is present, create one or more committees, each of which shall be chaired by a trustee or designated officer of the Corporation, to serve at the pleasure of the board. The chairman of the board shall appoint chairmen of such committees. The chairman shall serve as ex-officio member, without vote, on all committees. Such committees shall not exercise the authority of the board. Any committee exercising authority of the board must conform to the New Mexico Nonprofit Corporation Act.

Section 16 – Managing Director

There shall be a managing director who shall act as the chief operations officer of the Corporation. The managing director shall be responsible for providing advice and assistance to members of the Board of Trustees, and shall be responsible for administering the total operations

of Overeaters Anonymous, Inc. and the World Service Office. The managing director shall also serve as an officer of the Corporation as its secretary.

Section 17 – Former Trustees

- a) May serve on a previous committee for one year as a full voting member.
- b) Shall receive minutes of formal Board of Trustees meeting automatically for one year, with the option of extending this for an additional year.
- c) Comment, concerns and historical perspective to be communicated to the chairman of the board.
- d) Shall receive the Conference Final Report following the last Conference attended as a member of the Board of Trustees.

ARTICLE VI – OFFICERS

Section 1 – General

The Corporation shall have a chairman of the board, first and second vice chairman of the board, a secretary and a treasurer and such other officers as the board may elect.

Section 2 – Qualification, Election and Vacancies

- a) The chairman of the board, first and second vice chairmen of the board and treasurer of the Corporation shall be elected from among the trustees by the board at its first regular meeting following the annual Conference. Each nominated trustee will be allowed to speak (for up to five minutes) on what he/she hopes to bring for the position to which he/she is nominated. Lot shall decide tie votes.
- b) No trustee shall serve in any one office for more than two consecutive one-year terms.
- c) Vacancies may be filled by the board.
- d) The board may elect such other officers, with such qualifications and duties as it may deem fit, to serve at the pleasure of the board.
- e) The secretary need not be a trustee.

Section 3 – Duties of Chairman of the Board

The chairman of the board shall be the chief executive officer of the Corporation and shall, subject to the control of the board, supervise and control the affairs of the Corporation. He shall perform all duties incident to his office and such other duties as are provided in these bylaws or

as may be prescribed from time to time by the Board of Trustees. The chairman shall serve as ex-officio member, without vote, on all committees.

The chairman of the BOT shall appoint all members of such committees. The chairman of the BOT may appoint former trustees to serve on such committees.

Section 4 – Duties of Vice Chairman of the Board

The first vice chairman of the board shall perform all duties and exercise all powers of the chairman of the board when the chairman of the board is absent, or is otherwise unable to act and when the first vice chairman is absent or otherwise unable to act, the second vice chairman shall perform such duties and exercise such powers. The first and second vice chairmen of the board shall perform such other duties as may be prescribed from time to time by the Board of Trustees.

Section 5 – Duties of Secretary

The secretary shall keep minutes of all meetings of the Board of Trustees, general service trustees and World Service Business Conference delegates; shall be the custodian of the corporate records; shall give all notices as are required by law or by these bylaws; and generally shall perform all duties incident to the office of secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, or which may be assigned to him from time to time by the Board of Trustees or general service trustees.

Section 6 – Duties of Treasurer

The treasurer shall have charge and custody of all funds of the Corporation, shall deposit such funds as required by the Board of Trustees or general service trustees, shall keep and maintain adequate and correct amounts of the Corporation's properties and business transactions, shall render reports and accounting to the trustees as required by the Board of Trustees or general service trustees, and shall in general perform all duties incident to the office of treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, or which may be assigned to him from time to time by the Board of Trustees or general service trustees. The treasurer shall be the chief financial officer of the Corporation.

Section 7 – Compensation

Officers who are trustees of the Corporation shall serve without compensation.

ARTICLE VII – INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the maximum extent permitted by the New Mexico Nonprofit Corporation Act, the Corporation shall, as to its past and present trustees, and may, in other cases, indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the Corporation, and shall advance to each such agent expenses

incurred in defending any such proceeding to the maximum extent permitted by that law. For purposes of this Article, an “agent” of the Corporation includes any person who is or was a trustee, officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a corporation which was a predecessor corporation of the corporation or of another enterprise serving at the request of such predecessor corporation. Notwithstanding anything to the contrary in this Article VII, the Corporation shall not be required to indemnify any past or present trustee to the extent that the matter to be indemnified against is covered by insurance purchased by the Corporation.

In the event that the Corporation makes any payment or assumes any obligations under this Article VII, it shall to the extent of such payment or obligation be subrogated to all rights of the indemnified agent, including under policies of insurance and in any cause of action and judgment in favor of such agent arising out of or related to the indemnified matter.

ARTICLE VIII - INSURANCE

The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, partner, trustee, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other incorporated or unincorporated enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the New Mexico Nonprofit Corporation Act.

ARTICLE IX – MISCELLANEOUS PROVISIONS

Section 1 – Fiscal Year

The fiscal year of the Corporation shall be January 1 to December 31.

Section 2 – Corporate Seal

The Corporation may have a seal, which shall set forth, the name of the Corporation, the state and date of incorporation. The seal may be affixed to any corporate instrument, but failure to affix it shall not affect the validity of any such instrument.

Section 3 – Execution of Checks, Notes, Contracts

- a) Contracts. The Executive Committee may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.
- b) Loans. No loans up to \$150,000 shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of

the Executive Committee. Loans above this amount require authorization of the full Board of Trustees. Such authority may be general or confined to specific instances.

- c) Checks, Drafts and Other Financial Instruments. Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money and other evidences of indebtedness of the Corporation shall be signed by:
- 1) The treasurer or other designated officer and countersigned by the chairman of the board or by other specified officer.
 - 2) Except that payment for any or all operating obligations may be signed by a designated employee of the World Service Office up to the amount of their respective bond.

Section 4 – Annual Report

- a) The board shall cause an annual report to be sent to the trustees not later than one hundred twenty days after close of the Corporation's fiscal year. Such report shall contain in appropriate detail the following:
- 1) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
 - 2) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
 - 3) The revenue or receipts of the Corporation both unrestricted and restricted to particular purposes, for the fiscal year.
 - 4) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.
 - 5) A statement of any transaction or indemnification in which the Corporation, a parent or subsidiary was party, and in which either of the following had a direct or indirect material financial interest:
 - (i) A trustee or officer of the Corporation, or its parent or subsidiary.
 - (ii) Any holder of more than 10 percent of the voting power of the Corporation, its parent or subsidiary.

For the purpose of this subparagraph (5), an "interested" person is any person described in subparagraph (i) or (ii) above of this subparagraph (5).

For the purpose of this subparagraph (5), a mere common directorship is not a material financial interest.

The statement required by this subparagraph (5) shall describe briefly:

- (i) Any covered transaction during the previous fiscal year involving more than forty thousand dollars, or which was one of a number of covered transactions in which the same interested person had a direct or indirect material financial interest, and which transactions in the aggregate involved more than forty thousand dollars.
- (ii) The names of the interested persons involved in such transactions, stating such person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

The statement required by this subparagraph (5) shall describe briefly the amount and circumstances of any indemnifications or advances aggregating more than ten thousand dollars paid during the fiscal year to any officer or trustee of the Corporation.

The report required by this Section 4 shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

Section 5 – Inspection

Every trustee shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

Section 6 - Choice of Law

These Bylaws shall be interpreted under the laws of the State of New Mexico, and any action brought to enforce its provisions shall be brought in a court in New Mexico.

ARTICLE X - DISSOLUTION

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation to an organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Trustees shall

determine. Any of such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI – AMENDMENTS

Section 1 – Board of Trustees

Except as expressly stated in Subpart A, and provided there is no conflict in Subpart B, the bylaws of Subpart A may be amended by the Board of Trustees as follows:

- a) Two-thirds vote of the board provided the amendment has been given in writing forty-five days prior to the next board meeting.
- b) Seven-eighths vote of the board provided the amendment has been given in writing at least one hour prior to the vote.

Section 2 – Record of Amendments

Whenever an amendment or new bylaw is adopted, it shall be copied and inserted into the minute book adjacent to the original bylaws or in an appropriate section of the bylaws.

If any bylaw is repealed, the fact of repeal and the date of the meeting at which the repeal was enacted or written consent was filed, must be noted in the minutes and adjacent to the original bylaw.