

**BYLAWS of the CENTRAL NEW MEXICO INTERGROUP
OF OVEREATERS ANONYMOUS
AMENDED
NOVEMBER 10, 2018**

ARTICLE I - NAME

The name of this organization shall be the Central New Mexico Intergroup of Overeaters Anonymous, also known as the CNMI.

ARTICLE II - PURPOSE

The primary purpose of this intergroup (CNMI) is to carry the Overeaters Anonymous, Inc. (referred to hereafter as OA) message of recovery through service to member groups and to foster the practice of the Twelve Steps, the Twelve Traditions, and the Twelve Concepts as stated in OA Bylaws, Subpart B, Article I, II and III.

This intergroup is in compliance with and organized exclusively for charitable and educational purposes, including for such purposes as making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

A. The Twelve Steps suggested for recovery in the fellowship of OA are as follows: *

1. We admitted we were powerless over food - that our lives had become unmanageable.
2. Came to believe that a Power greater than ourselves could restore us to sanity.
3. Made a decision to turn our will and our lives over to the care of God *as we understood Him*.
4. Made a searching and fearless moral inventory of ourselves.
5. Admitted to God, to ourselves and to another human being the exact nature of our wrongs.
6. Were entirely ready to have God remove all these defects of character.
7. Humbly asked Him to remove our shortcomings.
8. Made a list of all persons we had harmed, and became willing to make amends to them all.
9. Made direct amends to such people wherever possible, except when to do so would injure them or others.
10. Continued to take personal inventory and when we were wrong, promptly admitted it.
11. Sought through prayer and meditation to improve our conscious contact with God *as we understood Him*, praying only for knowledge of His will for us and the power to carry that out.
12. Having had a spiritual awakening as the result of these Steps, we tried to carry this message to compulsive overeaters and to practice these principles in all our affairs.

B. The Twelve Traditions of OA are: *

1. Our common welfare should come first; personal recovery depends upon OA unity.
2. For our group purpose there is but one ultimate authority - a loving God as He may express Himself in our group conscience. Our leaders are but trusted servants; they do not govern.
3. The only requirement for OA membership is a desire to stop eating compulsively.
4. Each group should be autonomous except in matters affecting other groups or OA as a whole.
5. Each group has but one primary purpose - to carry its message to the compulsive overeater who still suffers.
6. An OA group ought never endorse, finance or lend the OA name to any related facility or outside enterprise, lest problems of money, property and prestige divert us from our primary purpose.
7. Every OA group ought to be fully self-supporting, declining outside contributions.
8. Overeaters Anonymous should remain forever non-professional, but our service centers may employ special workers.
9. OA, as such, ought never be organized; but we may create service boards or committees directly responsible to those they serve.
10. Overeaters Anonymous has no opinion on outside issues; hence the OA name ought never be drawn into public controversy.
11. Our public relations policy is based on attraction rather than promotion; we need always maintain personal anonymity at the level of press, radio, films, television and other public media of communication.
12. Anonymity is the spiritual foundation of all these traditions, ever reminding us to place principles before personalities.

** Permission to use the Twelve Steps and Traditions of Alcoholics Anonymous for adaptation granted to World Services Organization of OA, Inc.*

C. The Twelve Concepts of OA Service are:

1. The ultimate responsibility and authority for OA world services reside in the collective conscience of our whole Fellowship.
2. The OA groups have delegated to World Service Business Conference the active maintenance of our world services; thus, World Service Business Conference is the voice, authority, and effective conscience of OA as a whole.
3. The right of decision, based on trust, makes effective leadership possible.
4. The right of participation ensures equality of opportunity for all in the decision-making process.
5. Individuals have the right of appeal and petition in order to ensure that their opinions and personal grievances will be carefully considered.
6. The World Service Business Conference has entrusted the Board of Trustees with the primary responsibility for the administration of Overeaters Anonymous.
7. The Board of Trustees has legal rights and responsibilities accorded to them by OA Bylaws, Subpart A; the rights and responsibilities of the World Service Business Conference are accorded to it by Tradition and by OA Bylaws, Subpart B.
8. The Board of Trustees has delegated to its Executive Committee the responsibility to administer the OA World Service Office.

9. Able, trusted servants, together with sound and appropriate methods of choosing them, are indispensable for effective functioning at all service levels.
10. Service responsibility is balanced by carefully defined service authority; therefore, duplication of efforts is avoided.
11. Trustee administration of the World Service Office should always be assisted by the best standing committees, executives, staffs, and consultants.
12. The spiritual foundation for OA service ensures that:
 - a) no OA committee or service body shall ever become the seat of perilous wealth or power;
 - b) sufficient operating funds, plus an ample reserve, shall be OA's prudent financial principle;
 - c) no OA member shall ever be placed in a position of unqualified authority;
 - d) all important decisions shall be reached by discussion, vote and whenever possible, by substantial unanimity;
 - e) no service action shall ever be personally punitive or an incitement to public controversy; and
 - f) no OA service committee or service board shall ever perform any acts of government, and each shall always remain democratic in thought and action.

ARTICLE III – MEMBERS

Section 1 Membership of the CNMI with voice and vote include the following:

- A. The CNMI board (chair, vice chair, secretary, treasurer, World Service Business Conference [WSBC] delegate(s), region representative(s) [RRs])
- B. Intergroup representatives (IRs) or their designated representatives
- C. Committee chairs or their designated representatives

Section 2 Group eligibility for membership in the CNMI:

- A. Groups within central New Mexico and surrounding areas that have formally registered with the World Service Office and indicated their intention to belong to the CNMI are considered members.
- B. Virtual groups that have formally registered with the World Service Office and indicated their intention to belong to the CNMI are eligible for membership in CNMI.
- C. No CNMI group may be registered with another intergroup.
- D. The CNMI endorses the definition of an OA group in OA, Inc. Bylaws, Subpart B, Article V, Section 1, as written and as it may be amended by a future World Service Business Conference.

Section 3 Suggested participation by groups in the CNMI:

- A. Send IRs to represent the group
- B. Make financial contributions to the CNMI
- C. Participate in CNMI activities and special events

ARTICLE IV - THE CNMI BOARD

Section 1 Central New Mexico Intergroup (CNMI) board:

- A. The CNMI board shall consist of the following four (4) officers: chair, vice chair, secretary, treasurer and the appropriate number of World Service Business Conference delegate(s) and region representative(s).
- B. Meetings shall be chaired by the chair of the board. In the event the chair is unable to attend any meeting, the vice chair will lead the meeting. In the event the vice chair is not available, another member of the board shall conduct the meeting.
- C. Board members may hold only one service position within the intergroup except that those serving as WSBC delegate or RR may hold one additional board or committee chair position. Members holding two service positions will have only one vote.
- D. For purposes of the annual nonprofit filing with the NM Secretary of State, officers are also designated as directors.
- E. Board members are authorized to discuss CNMI-related matters with state and federal agencies in connection with their designated responsibilities.
- F. Specific duties of board members are set forth in the CNMI Policy Manual.

Section 2 Nominations to the CNMI board:

- A. Notification of election of officers shall be made to all members of the CNMI. Nominations shall be opened two months prior to election and posted in the newsletter and announced at intergroup meetings.
- B. Individuals or groups may submit nominations to the CNMI prior to or at the time of elections.
- C. If a nominating committee is in place it shall recruit qualified candidates for open board positions.

Section 3 Qualifications for the CNMI board:

To qualify for election to the intergroup board, an individual must:

- A. Be working the Twelve Steps, Twelve Traditions and Twelve Concepts of OA Service to the best of their ability.
- B. Have six (6) months of current abstinence except:
 - 1) World Service Business Conference delegate(s) must comply with the abstinence and length of service and any other requirements specified in the OA Inc. Bylaws, Subpart B, Article X, Section 3(c)(1).
 - 2) Region representative(s) must comply with the abstinence and length of service and any other requirements specified in the Region III Bylaws, Article V (C and D).
- C. Be a regular member and attendee of an active OA group of the CNMI.
- D. Be willing to serve.

Each person shall be the sole judge of their abstinence and maintenance.

Section 4 Method of election:

- A. Elections shall be held at the annual meeting in October.
- B. Open positions shall be announced at the CNMI meeting and posted in the newsletter two months prior to the annual meeting.

- C. Nominees must be present at the annual meeting or other meeting at which the election will be held or have submitted a written acceptance of the nomination.
- D. In order to be elected to the CNMI board, a nominee must receive a majority (greater than half) of the votes cast by members of the CNMI in attendance.
- E. Voting will be by ballot.

Section 5 Term of office:

- A. The following board members are elected for two (2) year terms:
 - 1) chair, secretary, one WSBC delegate, and one region representative shall be elected in even numbered years;
 - 2) vice chair, treasurer, a second WSBC delegate, and a second region representative shall be elected in odd numbered years.
- B. Board members may serve two (2) consecutive terms in the same position. A member may serve again in that same position after a leave of one (1) year from the position.
- C. If a board member is elected between annual meetings, the following stipulations apply:
 - 1) If the remaining term is less than 12 months the member may hold that same position for two additional terms.
 - 2) If the remaining term is 12 months or more, the member may hold that same position for one additional term.
- D. Once elected, a board member may not serve as an intergroup representative to the CNMI.
- E. A member of the CNMI board may not serve as a committee chairperson, except as follows:
 - 1) A WSBC delegate or region representative may hold one additional board or committee chair position, as provided in Article IV, section 1 C.
 - 2) A board member may serve as chair of the nominating committee, in which case the board member has only one vote at CNMI meetings.
 - 3) A board member may serve as chair of a special or ad hoc committee, formed for a specific task or objective, and dissolved after the completion of the task or achievement of the objective. In this case the board member has only one vote at CNMI meetings.
- F. Board members serve for two (2) years commencing at the end of the annual meeting at which they are elected and ending at the conclusion of the second annual meeting after their election. The following exceptions apply:
 - 1) Unless completing an unexpired term, the treasurer's term of office will begin on the first day of the calendar year following the annual meeting at which the election takes place and will end on the last day of the second full calendar year.
 - 2) If the fall Region Assembly takes place on or after the date of the annual meeting the incumbent region representative will continue to serve until the end of the fall Region Assembly, at which time the newly elected region representative will take office.

Section 6 Responsibilities of the CNMI board:

- A. Serve as guardians of the Twelve Steps, Twelve Traditions, and Twelve Concepts with respect to the functions of the CNMI.
- B. Perform the duties of their offices as set forth in the CNMI Policy Manual.
- C. Serve as guardian of the CNMI funds.
- D. Oversee and be informed of all issues pertaining to CNMI affairs.
- E. Appoint a nominating committee as appropriate.

Section 7 Vacancies and resignations:

- A. If a member of the CNMI board fails to attend two (2) consecutive meetings, without prior notice to another board member, their office may be declared vacant by a majority of those members present and voting.
- B. Any CNMI board member may resign at any time for any reason by giving written notice to the chair of the CNMI.
- C. Any CNMI board member may be removed from office for due cause by a two-thirds (2/3) vote of the CNMI members present at a special meeting announced for that purpose.

Section 8 Filling of vacancies:

- A. If a nominating committee is in place, it shall reconvene and present a slate to the CNMI at the earliest possible time following the resignation or removal of a board member.
- B. Vacancies shall be filled by a majority vote at the second regular meeting following the vacancy or at a special meeting called for the specific purpose of filling the vacancy. Such persons chosen to fill said vacancies shall serve for the remainder of the term.
- C. A person chosen to fill any vacancy on the board shall meet the qualifications as defined in Article IV, Section 3 and shall be made aware of all responsibilities of that position as described in the CNMI Policy Manual.

ARTICLE V - INTERGROUP REPRESENTATIVES (IRs)

- A. Each group is entitled to elect one IR for the first ten (10) regular members and one for each additional ten (10) regular members or any fraction thereof of that group. Each group may designate an alternate representative as the need arises. IR elections will occur at the discretion of each group.
- B. IRs or their alternates shall be voting members of the CNMI. Terms of office, abstinence requirements, and election procedures for IRs shall be determined by each group according to group conscience. IRs are subject to recall by their group.
- C. The intergroup representative will not serve in another intergroup voting position. If an intergroup representative is also the chair of the nominating committee or chair of an ad hoc committee they shall have only one vote.
- D. It shall be the group's responsibility to replace an intergroup representative for failure to carry out their duties.

ARTICLE VI – CNMI MEETINGS

Section 1 Regular meetings:

The CNMI shall meet monthly to conduct the business of the intergroup and to provide a forum for exchange of ideas and information between member groups.

Section 2 Annual meetings:

The CNMI shall hold an annual meeting in the month of October for the election of board members and committee chairs.

Section 3 Special meetings:

The CNMI may call a special meeting at any time by a majority vote of the CNMI board or by petition of five (5) CNMI members by giving notice as prescribed in Article VI, Section 4.

Section 4 Method of notification:

- A. All regular meetings shall be announced at the previous regular meeting, in the CNMI newsletter, and by IRs at the groups they represent.
- B. Special meetings shall be announced when known at the previous regular meeting or by electronic notification from the chair to all members of the CNMI at least seven (7) days prior to the meeting.

Section 5 Remote participation:

CNMI member may attend a CNMI meeting by conference call or other virtual means.

Section 6 Quorum:

A quorum to conduct business at regular business meetings and special meetings shall consist of no fewer than six (6) voting members of the CNMI. Matters will be decided by a majority vote, except when in conflict with other provisions of these bylaws. If a quorum is lost during the course of a meeting the meeting remains official.

Section 7 Visitors to CNMI meetings:

A member of the OA Fellowship who is visiting a CNMI meeting has a voice but no vote.

ARTICLE VII – COMMITTEES

The CNMI board may establish committees as are needed for the welfare and operation of the CNMI. Each committee is responsible to the CNMI board.

Section 1 Committees may be established to carry out the purpose of the CNMI in the most effective and efficient manner. Committees may include, but are not limited to, the following: archives; electronic communications; intergroup representative support; newsletter; nominating; outreach; public information/professional outreach (PI/PO); special events; twelfth step within; website; and young persons'. Other committees, either standing or ad hoc, may be established as deemed necessary by the CNMI.

Section 2 Nominations of CNMI committee chairs:

- A. Notification of election of committee chairs shall be made to all members of the CNMI. Nominations shall be opened two months prior to election and posted in the newsletter and announced at intergroup meetings.
- B. Individuals or groups may submit nominations to the CNMI prior to or at the time of elections.
- C. If a nominating committee is in place, it shall recruit qualified candidates for open committee chair positions.

Section 3 Qualifications for committee chair positions:

To qualify for election as a committee chair, an individual must:

- A. Be working the Twelve Steps, Twelve Traditions and Twelve Concepts of OA Service to the best of their ability.
- B. Have three (3) months of current abstinence, with each person being the sole judge of their abstinence and maintenance.
- C. Be a regular member and attendee of an active OA group of the CNMI.
- D. Be willing to serve.

Section 4 Method of election:

- A. Elections shall be held at the annual meeting in October.
- B. Open positions shall be announced at the CNMI meeting and posted in the newsletter two months prior to the annual meeting.
- C. Nominees must be present at the annual meeting or other meeting at which the election will be held or have submitted a written acceptance of the nomination.
- D. In order to be elected as a committee chair, a nominee must receive a majority of the votes cast by members of the CNMI in attendance.
- E. Voting will be by ballot.

Section 5 Term of office:

- A. Committee chairs may serve two (2) consecutive terms in the same position. A member may serve again in that same position after a leave of one (1) year from the position.
- B. If a committee chair is elected between annual meetings they will serve until the next annual meeting, after which they will be eligible to serve for two additional terms.
- C. Once elected, a committee chair may not serve as an intergroup representative to the CNMI.
- D. A committee chair may not serve as chair of another committee, except as follows:
 - 1) A committee chair may serve as chair of the nominating committee, in which case the committee chair has only one vote at CNMI meetings.
 - 2) A committee chair may serve as chair of a special or ad hoc committee, formed for a specific task or objective, and dissolved after the completion of the task or achievement of the objective. In this case the committee chair has only one vote at CNMI meetings.
- E. A committee chair may serve as a WSBC delegate or RR, in which case the committee chair has only one vote at CNMI meetings.
- F. Committee chairs serve for two (2) years commencing at the end of the annual meeting at which they are elected and ending at the conclusion of the second annual meeting after their election.

Section 6 Vacancies and resignations:

- A. If a committee chair fails to attend two (2) consecutive meetings, without prior notice to a board member, their office may be declared vacant by a majority of those members present and voting.
- B. Any committee chair may resign at any time for any reason by giving written notice to the chair of the CNMI.

- C. Any committee chair may be removed from office for due cause by a two-thirds (2/3) vote of the CNMI members present at a special meeting announced for that purpose.

Section 7 Filling of vacancies:

- A. If a nominating committee is in place, it shall reconvene and present a slate to the CNMI at the earliest possible time following the resignation or removal of a committee chair.
- B. Vacancies shall be filled by a majority vote at the second regular meeting following the vacancy or at a special meeting called for the specific purpose of filling the vacancy. Such persons chosen to fill said vacancies shall serve until the next annual meeting.
- C. A person chosen to fill any committee chair vacancy shall meet the qualifications as defined in Article VII, Section 3 and shall be made aware of all responsibilities of their position as described in the CNMI Policy Manual.

Section 8 Ex-officio members:

- A. With the exception of the nominating committee, the immediate past committee chair is considered an ex-officio member of their respective committee.
- B. With the exception of the nominating committee, the CNMI chair is an ex-officio member of all committees.

Section 9 Committee termination:

Should a committee be terminated, a final report and accounting shall be filed with the CNMI and all materials shall be delivered to the CNMI secretary.

ARTICLE VIII - CNMI FUNDS

Section 1 Sources of income:

- A. Voluntary contributions of the member groups shall be the primary source of income.
- B. Secondary sources of income may be:
 - 1. Occasional projects or activities as are authorized by the CNMI according to Tradition Six;
 - 2. Funds received from the World Service Office or Region III.
- C. The CNMI may accept donations from OA members, conforming with the general practice of OA.
- D. The maximum allowable annual donation to the CNMI by an individual OA member is to be limited to five thousand dollars (\$5,000) per OA Inc. policy.
- E. The acceptance of bequests or donations from any outside source is prohibited.
- F. The CNMI shall not accept the responsibility for trusteeship over, or enter into the distribution or allocation of, funds set up outside of OA.

Section 2 Accumulation of income:

There shall be no accumulation of funds beyond current necessities and any special planned projects, with retention of a prudent reserve. Funds in excess will be donated to Region III and the World Service Office on a regular basis as directed by the CNMI.

Section 3 Accounts:

- A. General account: This is the primary checking account for the conduct of the business of the CNMI.
- B. Other permanent accounts: Other permanent accounts may be opened as needed for special activities which are ongoing in nature, such as management of funds for annual events.
- C. Temporary accounts: The CNMI may approve opening of additional checking accounts from time to time when special needs arise such as hosting of a region convention.

Section 4 Budgeting process:

The ad hoc budget committee, consisting of the CNMI treasurer and at least two other CNMI voting members, will meet during the fourth quarter of each year to prepare a budget proposal for the coming year. Procedures governing the budgeting process may be found in the CNMI Policy Manual.

Section 5 Employee Dishonesty Bond:

The CNMI will maintain an Employee Dishonesty Bond to cover the actions of the CNMI treasurer and any acting treasurer.

ARTICLE IX – INDEMNIFICATION

The Directors, officers and employees of this corporation shall not be liable, jointly or severally, for any obligation, indebtedness or charge against the corporation, and shall be indemnified to the full extent afforded by law pursuant to NMSA 1978, § 53-8-26.

ARTICLE X - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order* shall govern the CNMI in all cases to which they are applicable. Wherever *Robert's Rules of Order* conflicts with the CNMI bylaws, policies, or the Twelve Traditions of OA, the CNMI bylaws, policies, or the Twelve Traditions of OA will prevail.

ARTICLE XI - AMENDMENTS TO THESE BYLAWS

These bylaws, with the exception of Article II, A, B, and C, may be amended at any time by a two-thirds (2/3) vote of the CNMI members present at any regular or special meeting of the CNMI, provided a copy of the proposed amendment(s) has been submitted in writing or sent electronically and received by each group affiliated with the CNMI at least twenty (20) days prior to the meeting in which action is to be taken on the amendment(s). Amendments to the Twelve Steps, Twelve Traditions and Twelve Concepts may only be made as per OA, Inc. Bylaws, Subpart B, Article XIV, Section 1. The bylaws shall be reviewed every five (5) years.

CNMI shall evaluate its bylaws upon receipt of notification from the World Service Office of amendments to OA, Inc. Bylaws adopted at the World Service Business Conference to ensure that the intergroup bylaws do not conflict with OA, Inc. Bylaws. CNMI bylaws shall be amended to be consistent with OA, Inc. Bylaws Subpart B. Such amendments do not require the approval process described above. Any updates shall be submitted to the World Service Office pursuant to OA, Inc. Bylaws, Subpart B, Article VI, Section 3b.

ARTICLE XII – INTERNAL POLICY MATTERS

A CNMI Policy Manual will be maintained and reviewed annually, and updated as necessary.

ARTICLE XIII - MAJOR POLICY MATTERS

Matters which affect the CNMI and/or groups within its service area shall be referred to the board of the CNMI. Matters which relate to OA as a whole shall be referred to Region III and/or the World Service Board of Trustees.

ARTICLE XIV - DISSOLUTION

In order to deregister, an intergroup must submit a written request to the World Service Office, region chair and region trustee.

When this intergroup ceases operation and all debts have been paid, all remaining funds shall be distributed fifty percent (50%) to Region III and fifty percent (50%) to the WSO as in accord with the law and Tradition Six.

No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized to reimburse individuals in furtherance of the purposes set forth herein. No substantial part of the activities of this corporation shall be in carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on, otherwise than as an insubstantial part of its activities, activities which are not in furtherance of one or more of the aforementioned purposes for which the corporation is organized nor any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code § 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code § 170(c)(2).