

# Virtual Region Bylaws

Adopted 6/22/24

## ARTICLE I – NAME

The name of this organization shall be the Virtual Region of Overeaters Anonymous, Inc. herein referred to as the Virtual Region or Virtual Region. The Virtual Region is nongeographic and is primarily composed of virtual groups and virtual service bodies.

## ARTICLE II – PURPOSE

The Virtual Region 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 eating to overcome that problem through a Twelve Step program of recovery. This is accomplished through the practice of the Twelve Steps and Twelve Traditions of Overeaters Anonymous, guided by the Twelve Concepts of OA Service; and to serve and represent member groups and service bodies. The general purpose and power is to promote public health, and to work with and furnish charitable and cultural assistance to those with problems of compulsive eating and to conduct such other activities as are appropriate to these objectives.

### Section 1 -The Twelve Steps

The Twelve Steps suggested for recovery in the Fellowship of Overeaters Anonymous 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 of our affairs.

## **Section 2 – The Twelve Traditions**

The Twelve Traditions of Overeaters Anonymous 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 nonprofessional, 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 brought 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.

## **Section 3 – The Twelve Concepts of OA Service**

The Twelve Concepts of OA Service are:

The ultimate responsibility and authority for OA World Services reside in the collective conscience of our whole Fellowship.  
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. The right of decision, based on trust, makes effective leadership possible. The right of participation ensures equality of opportunity for all in the decision-making process.

Individuals have the right of appeal and petition in order to ensure that their opinions and personal grievances will be carefully considered. The World Service Business Conference has entrusted the Board of Trustees with the primary responsibility for the administration of Overeaters Anonymous.

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.

The Board of Trustees has delegated to its Executive Committee the responsibility to administer the World Service Office.

Able trusted servants, together with sound and appropriate methods of choosing them, are indispensable for effective functioning at all service levels. Service responsibility is balanced by carefully defined service authority. Therefore, duplication of efforts is avoided.

Trustee administration of the World Service Office should always be assisted by the best standing committees, executive staffs and consultants.

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**

**The membership of the Virtual Region business assembly shall consist of the following:**

Virtual Region representatives or alternates from each affiliated service body

- a. Each virtual intergroup shall be entitled to one representative in the business assembly for each ten groups or part thereof.
- b. Other Virtual Region affiliated service bodies (such as but not limited to special focus service boards) will be entitled to one representative in the business assembly regardless of the number of meetings they represent.
- c. Each service body being autonomous, selects its representatives in any manner it chooses, as long as it stays

within the framework of the Twelve Steps and Twelve Traditions and meets the qualifications.

- d. No service body shall also be registered with or be a member of any geographic region.

Virtual Region board members,  
Virtual Region committee chairs.

- a. Each Virtual Region committee will be entitled to one voting member.
- b. This member should be a committee chair in the first instance or a designated appointee.
- c. No committee chair will be permitted to stand as a service body representative.

## **Section 2 – Representative Qualifications**

1. Representatives to the Virtual Region assemblies must:
  - a. Be a member of a service body or committee of the Virtual Region of Overeaters Anonymous (OA), as defined in OA Inc., Subpart B Article V Sections 1 and 2 as well as Article VI. and
  - b. Have registered with the Virtual Region secretary as a voting representative on behalf of your service body or committee.
2. A Virtual Region representative shall have a minimum of six months current continuous abstinence as defined by Overeaters Anonymous, while practicing the Twelve Steps and Twelve Traditions of OA.
3. Each person shall be the sole judge of their abstinence from compulsive eating and compulsive food behaviors.

## **Section 3 – Group Definition**

The Virtual Region endorses the definition of an Overeaters Anonymous group in OA Inc., Bylaws, Subpart B, Article V, p4, and as it may be amended by a future World Service Business Conference.

## **Section 4 – Service Body Definition**

The Virtual Region endorses the definitions of an Overeaters Anonymous service body in OA, Inc., Bylaws, Subpart B, Article VI and as it may be amended by a future World Service Business Conference.

## **Section 5 – Affiliation/Participation**

1. A group may affiliate with only one intergroup or national service board through the registration process. Any group or service body may participate in the activities (including voting) of another service body with their permission. (OA Inc., Bylaws Subpart B Article V Section 2).
2. Any non Virtual Region service body that is composed of not less than 55% of virtual meetings will be entitled to full rights on request at any regular or special meeting.

- a. A request for participation rights must be submitted at least 14 days prior to a scheduled meeting to the Virtual Region Secretary.
- b. The secretary will confirm their participation rights (in consultation with the Virtual Region Board) at least 72 hours prior to the start of the business meeting.

## **Section 6–Virtual Region Representative Responsibilities**

1. To represent their service body or a Virtual Region committee at all meetings of the Virtual Region business assembly.
2. To act as liaison between the Virtual Region Business Assembly and their respective service body or a Virtual Region committee.
3. To ensure that all communications pertaining to the Virtual Region are made available to their service body or committee.
4. Service on a committee is strongly encouraged and the commitment is maintained until the following assembly.
5. To review all documents pertaining to any regular or special business assembly prior to the meeting.

## **ARTICLE IV – THE VIRTUAL REGION WORLD SERVICE BUSINESS CONFERENCE (WSBC) DELEGATES**

1. If the Virtual Region is represented by less than 40 percent of its virtual intergroups and service bodies at the prior year’s World Service Business Conference, it may send up to five additional delegates to WSBC. (OA Inc, Bylaws, Subpart B, Article VIII, Section 3, a, 5, p. 15)
2. Applications must be submitted no later than sixty (60) days before the assembly at which the election will be held.
3. Preference shall be given to nominees selected from virtual intergroups and service bodies which would not otherwise be represented.
4. The World Service Business Conference delegate(s) will have full responsibility of attending on the behalf of the Virtual Region. They will participate in all World Service Business Conference activities and submit a report to the Virtual Region Assembly following the World Service Business Conference.

## **ARTICLE V – THE VIRTUAL REGION BOARD**

### **Section 1 – Composition**

1. The Virtual Region board shall consist of the following officers:
  - a. Chair,
  - b. Vice-Chair
  - c. Secretary
  - d. Treasurer
  - e. Data Coordinator
  - f. Digital Coordinator

- g. The assigned trustee serves as liaison to the Virtual Region board and has a voice.
- 2. In the event the chair of the board should be unable to attend any meeting of the board or a business meeting, the succession to serve as chair for that meeting shall be as follows:
  - a. Vice-Chair
  - b. Treasurer
  - c. Data Coordinator
  - d. Digital Coordinator
  - e. Secretary

## **Section 2 – Qualification for the Virtual Region Board**

Qualifications for the Virtual Region board are:

- 1. Two years of service beyond the group level,
- 2. Two years of continuous recovery in Overeaters Anonymous as evidenced by:
  - a. Two years of current abstinence
  - b. It shall be a requirement that the officer shall demonstrate continued recovery, including abstinence and working towards or maintaining a healthy body weight throughout the entire term(s) of office.
  - c. Each person shall be the judge of their recovery,
- 3. Having worked the Twelve Steps and having a working understanding of the Twelve Traditions and Twelve Concepts of OA Service.
- 4. Have attended at least one prior Virtual Region assembly within the past 36 months as a voting member or service volunteer.
- 5. When a board position cannot be filled in line with these qualifications the qualifications listed in paragraphs 1 through 3 above may be set aside by a two thirds majority of the Virtual Region Board or Assembly.

## **Section 3 – Nominations to the Virtual Region Board**

- 1. Applications must be submitted no later than sixty (60) days before the Assembly at which the election will be held.
- 2. In the absence of applicants, nominations may be made from the floor, with the exception of the Virtual Region chair or trustee positions.
- 3. Candidates must meet all qualifications.
- 4. If a nomination is taken from the floor, the member will stand for election at that time.
- 5. If there is no nominee for Virtual Region chair, the vice-chair will fill the role of chair until the next assembly when a new selection for the position of chair will take place. The position of vice-chair will be declared vacant.
- 6. In the event that no one applies for or is elected to an open position, the Virtual Region board will follow the rules for vacancies in Section 10.

## **Section 4 – Trustee Nominees**

- 1. Trustees are elected at the World Service Business Conference; however, Virtual Region nominees for the position of Trustee will be selected from

members of Overeaters Anonymous within the Virtual Region who meet the requirements of the Virtual Region Assembly and the OA Inc., Bylaws Subpart B.

- a. The Virtual REgion requires:
    - i. Being a regularly attending member of a Group within the Virtual Region.
    - ii. An awareness of the time and expenses involved in service as a trustee.
  - b. People wishing to be nominated must submit a Trustee Application.
    - i. Applications must be submitted no later than sixty (60) days before the Assembly at which the election will be held.
    - ii. Applicants must be present at the Assembly, prepared to respond regarding qualifications for trustee service.
2. In the event that there are no applicants for Trustee at an Assembly where applications are needed, or if a vacancy occurs where there is no Virtual Region Assembly prior to the date required for submission of applications or if the Board of Trustees calls for further Trustee applications for appointment, the following options will be taken:
- a. The Virtual Region board will solicit applications from the Virtual Region service bodies.
  - b. A board meeting will be held for the purposes of affirmation of the candidate.
  - c. A majority vote of the Virtual Region Board will constitute affirmation of the application.
  - d. Notification of the results of the affirmation process shall be sent to the Virtual Region service bodies. unaffiliated meetings and will be posted on the Virtual Region website.

## **Section 5 – Election of the Virtual Region Board Members**

1. Nominees must be present for election.
2. Elections will be held at the last assembly of the calendar year unless otherwise required by these bylaws.
3. Each board member is elected for a two-year term.
4. Chair, treasurer, and data coordinator are elected in odd years.
5. Vice-Chair, secretary and digital coordinator are elected in even years.
6. Nominees will have five minutes to address the assembly and five minutes for questions.
7. When board elections coincide with that of the Virtual Region trustee, the trustee ballot shall be completed first.
8. For election, the candidate must receive a majority of the ballots cast.
9. If there are more than two nominees and no nominee receives a majority, the candidate receiving the lowest number of votes will be dropped from consideration and another vote will be taken.
10. If there are two candidates and neither receives a majority, a second ballot will be taken.

## **Section 6 – Term of Office**

1. Newly elected officers will begin service immediately following the close of the business meeting in which they were elected.
2. Board members shall serve no more than two complete consecutive terms in the same position.
3. After an interval of two years, they may again be eligible for election to a prior position.
4. Upon election to Virtual Region board, members shall cease to be a representative of their virtual service body or committee and that service body or committee may elect another Virtual Region representative.

## **Section 7 – Responsibilities of the Virtual Region Board Members**

For details about the Virtual Region board member responsibilities, refer to Item V in the Virtual Region Policy and Procedure Manual.

## **Section 8 – Board of Directors**

The officers of the Virtual Region shall be the directors of the corporation.

1. The Virtual Region board of directors shall meet regularly, or when notified by the chair of the need for an additional meeting.
2. The purpose of the Virtual Region board of directors shall be to provide for continuity between regular meetings of the Virtual Region and to address such issues as are appropriate.
  - a. The Virtual Region board of directors may approve, by two-thirds vote, reallocation of budgeted funds, or expenditures from the prudent reserve as deemed necessary throughout the year.
  - b. The treasurer will report any such decisions to the Virtual Region at the next assembly.

## **Section 9 – Resignation or Removal of Region Board Members**

1. Where necessary, a board meeting may be called for the removal of an officer.
  - a. Any board member of this region may be removed from office for due cause by a two-thirds vote of the ballots cast at a regular or special meeting announced for that purpose.
  - b. An absence is excused if a majority of the other board members vote to excuse the absence.
2. Any board member may resign at any time for any reason by giving the Virtual Region board written notice.
3. Any officer who advises the board that they have broken their abstinence will be deemed to have resigned as of the time of receipt of such notice by the board.

## **Section 10 – Filling Vacancies**



1. A vacancy after the resignation or removal of any board member will be filled, as far as practicable, within 45 days of notification to the Virtual Region of the vacancy.
2. An announcement will be sent to the Virtual Region service bodies asking for nominations to be submitted within 20 days of the vacancy deadline.
3. The member chosen to fill any vacancy on the Virtual Region board shall meet the qualification as defined in Article V, Section 2.
4. The Virtual Region board will interview all candidates and appoint the position at the next meeting of the Virtual Region board.
5. The appointed board member will participate fully as a member of the Virtual Region board.
6. The appointed board member will be ratified at the beginning of the next assembly.
7. The position is filled for the remainder of the term.

## **ARTICLE VI – TRUSTEE LIAISON**

### **Section 1. Trustee**

The Board of Trustees is elected at the World Service Business Conference.

Nominees can be affirmed to stand for election to the Board of Trustees from members of Overeaters Anonymous within the Virtual Region who meet the requirements of the Virtual Region Assembly and the OA Inc., Bylaws Subpart B. Consult the OA Bylaws for current qualifications.

### **Section 2 – Qualifications for Trustee Affirmation**

1. Be a regularly attending member of a Group within the Virtual Region or the assigned trustee liaison.
2. Have an awareness of the time and expenses involved in service as a trustee.
3. Demonstration of service to the Virtual Region beyond the group level.

### **Section 3 – Election to the Board of Trustees**

1. People wishing to be nominated must submit a Trustee Application.
2. Applications must be submitted no later than sixty (60) days before the Assembly at which the election will be held.
3. Applicants must be present at the Assembly, prepared to respond regarding qualifications for trustee service.
4. If a vacancy occurs where there is no Virtual Region Assembly prior to the date required for submission of applications or if the Board of Trustees calls for further Trustee applications for appointment, the following actions will be taken:
  - a. The Virtual Region board will solicit applications from the Virtual Region service bodies.

- b. A board meeting will be held for affirmation of the candidate.
- c. A majority vote of the Virtual Region board will constitute affirmation of the application.
- d. Notification of the results of the affirmation process shall be sent to the Virtual Region service bodies and unaffiliated meetings and will also be posted on the Virtual Region website..

#### **Section 4 – Participation in the Virtual Region**

1. The Trustee Liaison will attend Virtual Region Board meetings where they have a voice and no vote.
2. Trustee Liaison will attend Virtual Region Assembly or special business meetings, where they have a voice but no vote.

### **ARTICLE VII –BUSINESS MEETINGS**

#### **Section 1 – Meetings**

1. The Virtual Region will meet at least annually at a time and place designated by the Virtual Region board.
2. An annual meeting shall be held for the election of officers.
3. The annual meeting may be held at the same time as the meeting of section 1 of this article or at any other time as decided by the Virtual Region board.
4. A special meeting may be called by a majority of the Virtual Region board or by a quorum of Virtual Region representatives provided sufficient notice is provided to the membership.

For more information about meetings, reference the Virtual Region Assembly Standing Rules.

#### **Section 2 – Virtual Conference Meetings**

1. Members of the Virtual Region may participate in a meeting through use of electronic means, so long as all members participating in such a meeting can hear one another and have a way to participate in any voting.
2. Materials presented during the meeting shall be made available to those participating virtually.
3. Participation by Virtual Region members in a meeting in the manner provided in this Section constitutes presence in person at such meeting.

For more information about meetings, see the Virtual Region Assembly Standing Rules.

#### **Section 3- Method of Notification**

Notification of regular or special Virtual Region business assemblies shall consist of electronic notice to each registered Virtual Region service body and representative, committee chair, board member, and the trustee at least 45 days prior to the assembly.

#### **Section 4– Quorum**

At the Virtual Region business assembly attendance of one-quarter of those who are entitled to participate and have registered to vote in the assembly with the Secretary (as listed in these Bylaws Article III, Section 1) will be necessary to hold an assembly.

## **ARTICLE VIII – PRUDENT RESERVE**

The Virtual Region shall maintain a prudent reserve of not less than four (4) months expenses.

Refer to the Virtual Region Policy and Procedure Manual III, Financial Policies for additional information.

## **ARTICLE IX – PARLIAMENTARY PROCEDURE**

All meetings of the Virtual Region representatives shall be conducted in accordance with the latest edition of *Robert's Rules of Order, Newly Revised*, where not in conflict with the law, Articles of Incorporation, these bylaws or any standing rules that the Assembly may adopt.

## **ARTICLE X – AMENDMENTS**

1. Amendments to these bylaws may be proposed by any registered Virtual Region service body, the Virtual Region board, or a Virtual Region committee.
2. Amendments shall be submitted to the chair and secretary at least 60 days prior to the Business Assembly.
  - a. Motions must be submitted using the region-approved form.
  - b. Motions will be reviewed by the bylaws committee for accuracy no later than 50 days prior to the assembly.
3. Except as otherwise specified by these bylaws, amendments to these bylaws may be adopted by a two-thirds majority of those persons voting at any regular or special business meeting of the Virtual Region.
4. Amendments to the Twelve Steps, Twelve Traditions and Twelve Concepts of OA Service may only be made per OA, Inc. Bylaws, Subpart B, Article XII, Section 1e.
5. Such changes made in accordance with the OA Inc., Bylaws to the Twelve Steps, Twelve Traditions or Twelve Concepts of OA Service will be automatically adopted in these bylaws without need for any further vote or action by the Virtual Region.
6. Any amendments adopted by the World Service Conference that impact these bylaws, shall be updated by the Virtual Region Bylaws Committee and the assembly membership will be notified.

## **ARTICLE XI – DISSOLUTION**

1. Upon dissolution of the Virtual Region, after paying and adequately providing for the debts and obligations of the Virtual Region, the remaining assets shall be distributed to a non-profit

fund, association foundation, or corporation which is organized and operated exclusively for charitable, educational and/or scientific purposes and which has established its tax status under Section 501(c)(3) of the Internal Revenue Code.

2. In accordance with Overeaters Anonymous Traditions, such a non-profit fund, association foundation, or corporation should be either the Overeaters Anonymous World Service Office or another Overeaters Anonymous service body.
3. No part of the funds of the Virtual Region shall ever inure to or be used for the benefit of or be distributed to, its members, trustees, officers, or private persons, except that the Virtual Region shall be empowered to pay reasonable compensation for services rendered and to make payment and distribution in furtherance of the express purposes for which it is formed.

Note: All documents (such as vouchers, registration for assembly, applications, these Bylaws, Articles of Incorporation, Virtual Region policy and procedures, etc.) will be found on the Virtual Region website, ([oavirtualregion.org](http://oavirtualregion.org)) under documents. The OA Inc., Bylaws Subpart B are located on [oa.org/world-service-business-conference](http://oa.org/world-service-business-conference).

Adopted 6/22/24