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ARTICLE I

As provided in its Articles of Incorporation, the name of the corporation shall be THE OASIS CLUB, hereinafter referred to as “the Club” and its registered office as of this date shall be 5645 Hillcroft, Suite 102, Houston, Texas 77036. The premises of the corporation are a nonsmoking facility. The premises of the corporation shall be available only for functions related to Overeaters Anonymous.

ARTICLE II - Purpose

1. The purpose of The Oasis Club is to provide an OA home in Houston, and to provide a welcoming environment to those individuals with eating disorders in the Houston Metropolitan Area.

2. The purpose of The Oasis Club shall be exclusively charitable and educational within the meaning of Section 501(c) 3 of the Internal Revenue Service Code of 1986, as amended, and similar statutes.

Section 2 - Prohibitions


The Oasis Club shall be a non-profit organization, and no part of its net earnings shall inure to the benefit of any private shareholder or individual. The organization shall not distribute propaganda, attempt to influence legislation, or intervene in any political campaign. This organization shall have no capital stock, and is not organized for business or for pecuniary profit, but solely for the purpose stated in our Charter and By-Laws.

ARTICLE III - Membership

1. Membership: Membership in The Oasis Club shall be open to any person who:

- A. acknowledges that his or her compulsive eating patterns are causing problems in his or her life;
- B. has affiliated with a group whose objective is the alleviation of food-related problems;
- C. has paid the dues established by the Board of Directors of the Club; and
- D. has met any such other requirement for membership as the Board of Directors may establish from time to time.

2. Voting Rights: Any member, regardless of class, shall have the right to one (1) vote on each matter submitted to a vote of the membership, provided such member is in good standing and has been a member for at least three (3) months immediately preceding such vote.

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3. Dues: The amount of dues shall be determined by a majority vote of the Board.

A. Payment of Dues: Dues shall be payable in advance on the first day of the month following the month in which his or her previous membership expired.

B. Termination: If any member defaults in the payment of his or her dues for a period of three (3) months, the membership is deemed terminated.

ARTICLE IV - MEETINGS

1. Annual Meeting: An annual meeting of the membership shall be held at the October Board Meeting each year for the purpose of electing Board Members and for such other business as may come before the meeting. This meeting may be waived if elections are conducted via Mail-in ballots or email and no other business is to be considered. Such balloting shall be completed no later than the Wednesday before the October Board Meeting each year.

2. Special Meetings: Special meetings of the membership may be called by the President, the Board of Directors, or by petition of not less than ten percent (10%) of the membership in good standing. Such meeting shall be held at such time as the Board shall deem advisable, provided no such meeting shall be held at a time other than the ordinary hours of the corporation's principal place of business. Any such special meeting shall be held within two (2) weeks of the calling of such meeting, and notice shall be posted at least ten (10) days in advance of such meeting at the corporation's principal place of business.


3. Place of Meetings: All meetings of the membership shall be held at the principal place of the corporation, unless otherwise directed. Discussions about club matters may be held virtually when the majority of Board Members agree to do so. When it is not feasible or practical to hold meetings in person, they may be held remotely. However, the majority of meetings will be conducted face to face.

4. Quorum: A quorum shall consist of those members in attendance at any meeting which has been properly announced, as indicated above. No meeting shall be adjourned due to the absence of members, nor is any established quorum necessary for the membership to act.

5. Manner of Acting: The act of the majority of the members present at a meeting at which a quorum is present shall be the act of the membership, unless the vote of a greater number is required by law or by these by-laws.

ARTICLE V - BOARD OF DIRECTORS

1. General Powers: The business and affairs of the corporation shall be managed by a Board of Directors.

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2. Number and Tenure of Directors: Every effort will be made to identify six Directors. There shall be no less than four unless changed by a majority vote of the Board. Directors shall be elected for a term of one (1) year, with the exception of the Treasurer position. The Treasurer shall be elected for a term of two (2) years.

3. Method of Nomination and Election:

A. The nominating Secretary of the Board of Directors shall develop a slate of nominees to be presented to the membership. The names of the nominees shall be submitted for each open Director position, and the nominee shall be willing to serve if elected. If there is an insufficient slate for election, the available positions may be filled by appointment from the members of the Board.

B. Additional nominees may be included on the ballot to be submitted to the membership if their names are submitted to the Board. Such nomination must be presented in writing to the Board before the September meeting of each year.

C. The final ballot containing the names of all nominees submitted by the Secretary as well as any additional nominees from the membership and in the form established by the Board shall be posted at the Club after the September meeting of each year, but no later than the first day of October of each year.

D. A Club member is eligible to vote if he or she is in good standing and is not in arrears in the payment of his or her dues at the time of the election.

E. Balloting will be completed as directed by the Board.


4. Qualifications:

A. To be eligible for election to the Board of Directors, a candidate must be a dues-paying member of the Club who is committed to practicing an abstinent recovery program as of the date of the annual meeting of the membership at which he or she is to stand for election.

5. Removal of a Director:

A. Any member of the Board, whether elected by the membership or appointed by the Board, may be removed with cause, at any regular or special meeting of the Board of Directors whenever, in the judgment of a majority of the Board of Directors, the best interest of the Club would be served thereby.

B. Nonpayment of club dues automatically disqualifies a Director from continued membership on the Board unless, due to hardship, illness, or other extenuating circumstances, the Board shall have suspended this automatic

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disqualification, which it is hereby empowered to do for whatever period of time it deems appropriate.

6. Vacancies: Any vacancy occurring on the Board of Directors shall be filled by a majority vote of the remaining Directors, even if they constitute less than a quorum of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

7. Quorum of Directors: A majority of the board of Directors shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

8. Annual Meeting of Directors: Immediately following the annual meeting of the membership, the Board of Directors elected at such meeting shall hold an annual meeting at which it shall elect officers and transact such other business as shall come before the meeting.

9. Regular Meetings of Directors: A regular monthly meeting of the Board of Directors shall be held at such time as shall be determined by the resolution of the Board.


10. Special Meetings of the Directors: The Secretary shall call a special meeting of the Board of Directors whenever requested to do so by the President or by two (2) Directors. Such special meetings shall be held at the time specified in the notice of request.

11. Place of Meetings: All meetings of the Board of Directors (annual, regular, or special) shall be held either at the principal office of the corporation or at such other place as shall be specified in the notice of the meeting. As defined in Article IV, Section 3, meetings may be conducted virtually.

12. Notice of Meetings: All meetings of the Board of Directors (annual, regular, or special) shall be held upon notice stating the date, place and hour of meeting, delivered to each Director, either personally or by mail, at the direction of the President of the Board or the Secretary or the officer calling the meeting. Notice may be given by telephone or email.

13. Informal Action by the Board: Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of the Directors, may be taken without a meeting if all the Directors consent.

14. Limitation of the Power of the Board: No action to relocate the principal place of business of the corporation may be taken by the Board of Directors without the prior authorization of the membership in accordance with the provisions of Article IV.

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ARTICLE VI - OFFICERS

1. Officers: The officers of the corporation shall consist of a President, Vice-President, Secretary, Assistant Secretary (optional), Treasurer, Assistant Treasurer (optional) and *Immediate* Past President (optional). All such officers shall be determined from amongst the Board of Directors provided for in Article V.

2. Term of Office: One (1) term of office shall be one (1) year, except that the Treasurer shall serve a term of two (2) years. Length of service shall not exceed two (2) consecutive terms in one (1) office.

3. Vacancies: If any office becomes vacant for any reason, the vacancy may be filled by a majority vote of the Board of Directors to serve the remaining period. Ten (10) months remaining will constitute a full term.


4. Absences: A Director shall be deemed to have resigned if absent for two (2) consecutive regular meetings of the Board without having provided notification to the Board.

5. Power of Officers: Each officer shall have, subject to these by-laws, in addition to the duties and powers specifically set forth herein, such powers and duties as are commonly incident to his or her office and such duties and powers as the Board of Directors shall from time to time designate. All officers shall perform their duties subject to the direction and under the supervision of the Board of Directors.

The Board of Directors may authorize an officer to enter into any contract or execute or deliver any instrument in the name of, and on the behalf of, the corporation. Such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Board of Directors or the Corporation by an engagement or contract or to pledge its credit or to render it liable for any purpose or amount.

6. President of the Board: The President of the Board shall be the chief executive officer of the corporation. He or she shall preside at all meetings of the Directors and the membership. He or she shall see that all orders and resolutions of the Board are carried out, subject, however, to the right of the Directors to delegate specific powers, except such as may be by statute exclusively conferred on the President of the Board, to any other officers of the corporation.

The President of the Board shall be ex-officio a member of all the Standing Committees except the Nominating Committee.

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The President of the Board shall submit a report of the operation of the corporation for the year to the Directors at their regular meeting just preceding the annual meeting of the membership and to the membership at their annual meeting.

7. Vice President of the Board: The Vice President of the Board shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and he or she shall perform such other duties as the Board of Directors shall prescribe.

8. Secretary and Assistant Secretary: The Secretary shall attend all meetings of the Board of Directors and all meetings of the membership, and shall record all votes and the minutes of all proceedings, and shall perform like duties for the Standing Committees, when required. He or she shall give or cause to be given notice of all meetings of the membership and all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board.


The Assistant Secretary shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary, and he or she shall perform such other duties as the Board of Directors shall prescribe.

In the absence of the Secretary or the Assistant Secretary, the minutes of the meetings of the Board and the membership shall be recorded by the President of the Board or by the Board of Directors.

9. Treasurer and Assistant Treasurer:

The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. He or she shall keep and maintain the corporation's books of account and shall render to the President of the Board and to the Directors an account of all of his/her books, records, and accounts to the President or Directors at any time. He or she shall disburse funds for capital expenditures as authorized by the Board of Directors and in accordance with the orders of the President and present to the President for his attention any requests for disbursing funds when, in the judgment of the Treasurer, any such request is not properly authorized. He or she shall perform such other duties as may be directed by the Board of Directors or by the President.

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The authorized signatures on The OAsis Club bank accounts shall be at least these two board members: Treasurer and President. These signatures must be updated after election of new Treasurer and President.

Section 2 - Prudent Reserve

There shall be no accumulation of funds beyond current necessities (6 months operating funds), with retention of only a prudent reserve for all contingencies. Funds in excess shall be donated to Houston Metro Intergroup, Region III and the World Service Office as recommended by World Service Office guidelines.

The Assistant Treasurer shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer, and he or she shall perform such other duties as the Board of Directors shall prescribe.

10. Termination or Resignation:

Upon the expiration of the term of any officer or upon the resignation of any officer, such officer shall turn over to the Secretary of the corporation all monies, files, records, or such other property of the Club that may be in his or her possession.

ARTICLE VII - COMMITTEES OF THE BOARD


1. Standing Committees: The Standing Committees of the Board shall be:

- A. Executive Committee;
- B. Finance Committee;
- C. Operations and Maintenance Committee;
- D. Membership Committee;
- E. Nominating Committee;
- F. By-Laws Committee

2. Appointment of Committees:

The President of the Board shall appoint, subject to approval by the Board, all Chairpersons of all Standing Committees. Such appointments shall be made no later than the second meeting of the Board after the annual meeting of the membership. The Chairperson of any Standing Committee must be a member of the Board of Directors.

The Chairperson of each Standing Committee shall appoint the members of his or her committee, and only dues-paying members of the Club are eligible for membership on a Standing Committee.

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ARTICLE VIII - DUTIES OF THE STANDING COMMITTEES

1. General:

Meetings of all Standing Committees shall be held at the discretion of the Chairperson.

2. Executive Committee:

The Executive Committee shall consist of the officers of the corporation and the immediate past President of the Board if he/she is still a Director. The Executive Committee may, between regular or special meetings of the Board, exercise all the powers of the Board in the management of the affairs of the corporation. However, such meetings of the Executive Committee must be called by at least one member of the Committee with proper notice given or waivers signed, minutes of the meeting must be kept for later submission to the Board and for inclusion within its minutes, and a quorum of the Executive Committee (which shall be a majority of the Committee) must be present for the Committee to transact business of behalf of the Board.

3. Finance Committee:

The Finance Committee shall be responsible for long-range financial planning and for supervising the financial activities of the corporation. Its duties shall include determining ways to increase the inflow of funds to the corporation, arranging for an annual audit of the books and records of the corporation, and for periodically reviewing accounting controls and procedures and making such recommendations as may be necessary.

4. Operations and Maintenance Committee:

The Operations Committee shall be responsible for overseeing the day-to-day operations of the coffee bar, including the management of personnel, and for the opening and closing of the Club facilities, as well as cleaning, maintaining and repairing the Club facilities and enforcing the Club rules.

5. Membership Committee:


The function of the Membership Committee is to devise ways and means of increasing the membership of the Club.

6. Nominating Committee:

The Nominating Committee shall provide the membership with a slate of nominees for membership on the Board of Directors in accordance with the following requirements:

A. Each Nominee shall be willing to serve.

B. The list of nominees shall be posted on the Club bulletin board on or before the 1st day of October of each year.

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C. At least one nominee must be submitted for each Director position.

D. Additional nominees may be included if, in the judgment of the majority of the Board of Directors, the best interest of the corporation would be served thereby.

7. By-Laws Committee:

The By-Laws Committee shall be comprised of Officers, other Board members and interested Oasis Club members and shall meet at least once per year for the purpose of reviewing the By-Laws and proposing amendments.

ARTICLE IX - FINANCES

1. Fiscal Year:

The fiscal year of the corporation shall begin on the first day of January in each year.

2. Moneys Received:

All moneys received by the Club, its Finance Committee, officers, Directors, employees, members or volunteers for or in the name of the Club, shall be turned over to the Treasurer for deposit in a bank or banks selected by the Board.

All moneys received from meeting collections, coffee and water sales, literature sales, or any other Club activities shall be turned over to the Treasurer for deposit in a bank or banks selected by the Board.

3. Disbursements:


All checks drawn on any Club account shall be signed by the Treasurer or President or other signatory on the account.

4. Annual Audit:

There may be an annual audit of the books and accounts of the corporation by an internal committee composed of members of the Club. If requested by a Board member, an independent audit may be conducted by such qualified individuals or firms as the Board may approve.

ARTICLE X - INDEMNIFICATION

Upon recommendation by the Board of Directors, the corporation may provide indemnification of its Directors, officers, and/or committee members for expenses and costs incurred by any such individual in connection with any claims asserted against such person by action in Court or otherwise, by virtue of the position held as Director, officer, or committee person, providing that any action taken by the aforementioned person or persons was within his or her official duties and/or under instructions from the Board of Directors.

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ARTICLE XI - AMENDMENTS

These By-Laws may be altered, amended or repealed in whole or in part by the majority vote of the members and Directors present at the meeting designated for such action. Only those members who are otherwise in good standing and no more than thirty (30) days in arrears in the payment of dues shall be qualified to vote.

ARTICLE XII - DISSOLUTION

Upon dissolution, all assets of the corporation shall be sold at public or private sale, and after the payment of all just claims, and after providing a reserve of contingent liabilities, any excess or surplus monies shall be donated to the Houston Metro Intergroup of Overeaters Anonymous.

Reviewed: October 2016

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