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ARTICLE I – NAME

The name of the organization shall be HOUSTON METRO INTERGROUP (“HMI”).

ARTICLE II – MISSION STATEMENT

Guided by the Twelve Traditions of Overeaters Anonymous (“OA”) and therefore directly responsible to those it serves, HMI provides support and information for those individuals within the Houston Metropolitan area seeking assistance for compulsive eating and compulsive food behaviors.

ARTICLE III – PURPOSE

The primary purpose of HMI is to carry the message of recovery to those with the problem of eating compulsively, by fostering 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.

- (a) The purpose of HMI 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.
- (b) Prohibitions: HMI 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 Bylaws.

ARTICLE IV – TWELVE STEPS

The Twelve Steps are suggested for recovery in the Fellowship of Overeaters Anonymous. The Twelve Steps¹ are:

- 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.

¹ Permission to use the Twelve Steps of Alcoholics Anonymous for adaptation granted by AA World Services, Inc.

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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.

ARTICLE V – TWELVE TRADITIONS

The Twelve Traditions² 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.

² Permission to use the Twelve Traditions of Alcoholics Anonymous for adaptation granted by AA World Services, Inc.



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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 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.

ARTICLE VI – TWELVE CONCEPTS

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 the World Service Business Conference the active maintenance of our world services; thus, the 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.



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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 acts of government, and each shall always remain democratic in thought and action.

ARTICLE VII – HEADQUARTERS

The headquarters of HMI shall be in Harris County, Texas, and be located as designated by a majority vote of HMI members, as defined in Article VIII, Section 1 - Membership. HMI may establish offices within its boundaries as required for the conduct of its affairs.

ARTICLE VIII – OVEREATERS ANONYMOUS HMI ORGANIZATION

Section 1 – Membership

- (a) The following shall have a voice and vote at all HMI meetings:
 1. The Intergroup Board, as defined in Article IX, Section 1 (a)
 2. Intergroup Representatives ("IRs"), as defined in Article X, Section 1
 3. World Service Business Conference ("WSBC") Delegates, as defined in Article XI, Section 1
 4. Region Representatives, as defined in Article XII, Section 1
 5. Committee Chairs, as defined in Article XIII, Section 1
- (b) Visitors are welcome and are encouraged to participate in the discussion. They have a voice at all meetings, but not a vote.

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Section 2 – Qualifications

- (a) HMI endorses the definition of an OA group in Overeaters Anonymous, Inc. Bylaws Subpart B, Article V, Section 1 as written and as it may be amended by a future WSBC.
- (b) Those groups that have formally registered with World Service Office (“WSO”) and indicated their intention to belong to HMI may be considered members.
- (c) An OA group is defined as the following:
 - 1. As a group, they meet together to practice the Twelve Steps and Twelve Traditions of OA, guided by the Twelve Concepts of OA Service.
 - 2. All who have a desire to stop eating compulsively are welcome in the group.
 - 3. No member is required to practice any actions in order to remain a member or to have a voice (share at a meeting)
 - 4. As a group, they have no affiliation other than OA
 - 5. It has affiliated as an OA group by registering with the WSO.
 - 6. Virtual groups (groups which replicate face-to-face meetings through electronic media) may affiliate with HMI without regard to geographic proximity.
- (d) In order to de-register, HMI must submit a written request to the WSO, Region Chair and Region Trustee.
- (e) Each group shall be entitled to vote through its elected IR(s).
- (f) No group may be registered with another Intergroup.

Section 3 – Meetings

- (a) HMI shall meet monthly on a day voted upon by a majority of voting members.
- (b) A special meeting may be called at any time by a majority vote of the HMI Board, by the Chairperson of the Board, or by the request of four (4) HMI members.
- (c) Notification of such a special meeting must be given at least 24 hours prior to the meeting to Board members, delegates, and IRs.
- (d) The Board may deem it necessary to vote on an issue between normally scheduled meetings and choose to conduct such voting via email. Voting by



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such a “virtual” meeting method will be necessary generally when a timely issue requires a vote before the next meeting, but the Board lacked sufficient information during the scheduled Board meeting. In order to vote by email, the following procedure is suggested:

1. Introduce the issue at a regularly scheduled Board meeting that has a quorum.
2. Outline what information is needed in order to vote and assign members to secure the needed information.
3. Decide by majority vote that the issue can be voted on by email. The email voting will be limited to those voting members who were present at the meeting(s) at which the matter was presented and discussed.
4. Set a deadline for the vote to occur. The HMI Secretary (or such other person as the HMI Chairperson may designate) shall be the recipient of the votes.
5. Once the voting deadline has been reached, the nominated recipient will report the results to the voting members via email.

Section 5 – Quorum

Those voting members present at any meeting of HMI and at least two (2) Board members shall constitute a quorum for all proceedings of HMI.

Section 6 – Majority

A majority will be established when the greater number of voting members present at an HMI meeting is in agreement.

ARTICLE IX – HMI BOARD

Section 1 – HMI Board Qualifications

- (a) All voting members of HMI shall elect by a majority vote the following: CHAIRPERSON, VICE-CHAIRPERSON, SECRETARY, TREASURER, PARLIAMENTARIAN, AND HISTORIAN, plus any other officers deemed necessary by the HMI Board. Elected officers shall be referred to as the HMI Board.
- (b) An HMI Board nominee shall have, at the time of election, one (1) year of current abstinence/recovery, be working a Twelve Step program, have completed the fifth (5th) step, and be active in HMI a minimum of two (2) months within the last



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four (4) month period. Each person shall be the sole judge of his or her abstinence.

- (c) In the event that there is no qualified candidate for a Board position, the Chairperson may appoint a volunteer to fill the position until such time as a qualified candidate is available and duly elected.

Section 2 – Term of Office

- (a) One (1) term of office shall be one (1) year, except Treasurer shall be two (2) years. Length of service shall not exceed two (2) consecutive terms in one (1) office.
- (b) When a vacancy occurs, the voting members present shall elect, by a majority vote, a successor to serve the unexpired term. Ten (10) months remaining will constitute a full term.

An HMI Board member, WSO Delegate, or Regional Representative shall be deemed to have resigned if absent for two (2) consecutive regular meetings of HMI without having provided notification to the Board.

Section 3 – HMI Board Job Descriptions

- (a) Chairperson
 - 1. Prepares agenda and presides over each HMI meeting.
 - 2. Appoints and coordinates HMI committees.
 - 3. If needed, requests in writing funding for delegates attending Region III events in accordance with Region III policy.
 - 4. Submits names of delegates who will attend the WSBC 120 days prior to Conference date.
 - 5. May not participate in a vote unless necessary to break a tie.
- (b) Vice-Chairperson
 - 1. In the event of absence, incapacity or inability of the Chairperson, the Vice-Chairperson shall perform all duties of the Chairperson and exercise the powers of the office.
 - 2. Shall perform such other duties as may be designated by the Chairperson or the Board.
- (c) Secretary
 - 1. Shall keep minutes of all HMI meetings, which include all votes and actions.

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2. Shall keep the official record book of HMI containing the minutes as approved.

(d) Treasurer

1. Shall collect and account for all funds of the organization and make a financial report at each HMI meeting.
2. Shall maintain the financial records of HMI.
3. Shall supervise an audit of the financial records annually with the help of an Internal Audit Committee. The fiscal year ends December 31 and the audit shall be completed within 60 days.

(e) Parliamentarian – Shall insure all monthly HMI meetings are conducted in accordance with Robert's Rules of Order and current HMI bylaws.

(f) Historian – Shall maintain a scrapbook with copies of announcements and flyers of any OA special events and any publicity concerning OA. The scrapbook is the property of HMI. Materials may be filed at the HMI office until incorporated into the scrapbook.

(g) Region Representative(s)- Attends, represents HMI, serves on a committee, and gives reports to HMI on the two Region Assemblies each year.

(h) World Service Delegate(s) - Attends, represents HMI, serves on a committee, and gives reports to HMI on the annual WSBC meeting.

Section 4 – Election

The election of officers will be held annually in November of each year, to take effect in January of the following year. Election will include CHAIRPERSON, VICE-CHAIRPERSON, SECRETARY, TREASURER, PARLIAMENTARIAN, and HISTORIAN. Nominees must be in attendance at the election meeting. For election, the candidate must receive a Majority vote.

ARTICLE X – INTERGROUP REPRESENTATIVES (IRs)

Section 1 – Qualifications

IRs shall consist of one member and one alternate from each group that may be affiliated with HMI. IRs shall be selected by the group conscience of the group they represent. Each IR shall be selected by any method deemed appropriate by their group, and shall serve for a period designated by their group.



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The primary responsibility of the IR and alternate is to represent their group at all meetings of HMI, to act as a liaison and to share information between HMI and the group they represent.

ARTICLE XI – WORLD SERVICE DELEGATES

Section 1 – Qualifications

Bylaws of Overeaters Anonymous, Inc., SUBPART B, ARTICLE X, Section 3, Item (c) (1): Qualifications for selection of World Service delegates/alternates shall be set by each Intergroup, region (in the case of region delegates) or service board provided that each delegate/alternate shall have at least one year of current abstinence and at least two years of service beyond the group level.

WSBC Standing Rule 1F: Delegates are expected to abstain from voting on any WSBC motions if they do not – at time of voting – have the one-year abstinence requirement unless a delegate had received permission for an exception in qualifications as per OA, Inc. Bylaws, Subpart B, Article X, Section 3c1.

Section 2 – Term of Office

- (a) One (1) term of office shall be two (2) years. Length of service shall not exceed two (2) consecutive terms.
- (b) When a vacancy occurs, the voting members present shall elect by Majority vote a successor to serve the remaining period. Eighteen (18) months shall constitute a full term.
- (c) A World Service Delegate shall be deemed to have resigned if absent for two (2) consecutive regular meetings of HMI without having provided notification to the Board.

Section 3 – Elections

The election of World Service Delegate(s) and alternate(s) will be held in November of each year when term expires, to take effect in January of the following year.

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Section 4 – Alternates

Alternates are subject to the same qualifications as World Service Delegate(s).

ARTICLE XII – REGION REPRESENTATIVES

Section 1 – Qualifications

A Region Representative shall have at the time of election (a) a one (1) year current abstinence, (b) be working an OA Twelve Step program, (c) have completed the fifth (5th) step, and (d) be active in HMI a minimum of two (2) months within the last four (4) month period. Any current Region Representative who meets the World Service qualification for a World Service Delegate may serve in both positions concurrently in accordance with the World Service Delegate qualifications.

Section 2 – Term of Office

- (a) One (1) term of office shall be two (2) years. Length of service shall not exceed two (2) consecutive terms.
- (b) When a vacancy occurs, the voting members present shall elect by majority vote a successor to serve the remaining period. Eighteen (18) months shall constitute a full term.
- (c) A Region Representative shall be deemed to have resigned if absent for two (2) consecutive regular meetings of HMI without having provided notification to the Board.

Section 3 – Elections

The election of Region Representative(s) and alternate(s) will be held in November of each year to take effect in January of the following year.

Section 4 – Alternates

- (a) Every two (2) Region Representatives shall have one (1) alternate to serve for a period of two (2) years.
- (b) HMI will only reimburse expenses of the alternate in the event one of the two Region Representatives is unable to attend.

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(c) Alternates are subject to the same qualifications as Region Representative(s).

ARTICLE XIII – COMMITTEES

Section 1 – Standing Committees

The following standing committees may be established as required to carry out the purposes of HMI in the most effective and efficient manner. Standing committees may include but not be limited to:

1. Convention
2. Public Information/Professional Outreach
3. Twelfth Step Within
4. Literature
5. Communications (Newsletter, Phone, Website, etc.)
6. Special Events/Workshops
7. Bylaws
8. Audit

Section 2 – Special Committees

The Chairperson shall designate such special committees as are deemed necessary for the welfare and operation of HMI.

Section 3 – Committee Appointments

The Chairperson shall appoint a committee Chairperson from those members present.

Section 4 – Committee Procedures

Each standing or special committee shall be responsible for calling and holding meetings, and establishing its method of procedures, subject to the approval of the HMI Board and the guidelines of the Twelve Traditions of OA.

Section 5 – Committee Responsibility

Each committee is responsible to the HMI Board. Any committee decision and/or vote which establishes or changes a policy, sets a procedural plan for a special event, or expends funds in excess of the approved budget, shall require approval by

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HMI prior to implementation. Each standing committee Chair shall submit a verbal report to HMI at the regular monthly meetings. If any monies are expended from an approved budget, a detailed and itemized report shall be included with a written committee report at the end of the specific event coordinated by that committee.

Section 6 – Committee Bank Account

If it is deemed necessary by the Board that a committee shall open a bank account, the following procedure shall be followed:

1. The committee Chair (or appointed treasurer for the committee) and the treasurer of HMI shall be cosigners on the account.
2. The committee Chair shall keep all financial records and shall present a detailed, itemized report of transactions to HMI within 60 days following any event for which monies were expended or received. The committee Chair may appoint a committee treasurer to perform these duties.

ARTICLE XIV – FINANCIAL STRUCTURE

Section 1 – Source of Funds

- (a) The activities of the HMI office shall be financed primarily by the contributions of its member groups.
- (b) Secondary source of financial income to the HMI office may be from such occasional projects or activities as may be authorized by the HMI Board.
- (c) The HMI Board may accept donations from individual OA members conforming with the Traditions of OA up to US\$5,000 per year.
- (d) The acceptance of bequests or donations from any outside source is prohibited.
- (e) The HMI Board shall not accept the responsibility, trusteeship, or enter into the distribution or allocation of funds set up outside of the HMI Board.
- (f) Upon dissolution of this organization after paying or adequately providing for the payment of debts and obligations of this organization, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, or religious and/or scientific purposes and which has established its tax exempt status under Section 501(c) 3 of the Internal Revenue Code.



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- (g) No part of the net earnings of this organization shall inure to or be for the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the exempt purposes for which it was formed.
- (h) Notwithstanding any other provision of these articles, the organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c) 3 of the Internal Revenue Code of 1986.

Section 2 – Prudent Reserve

There shall be no accumulation of funds beyond current necessities, with retention of only a prudent reserve for all contingencies. Prudent reserve is defined as six (6) months of operating funds. This amount should be reviewed and set annually. Funds in excess shall be donated to the Region and the WSO as budgeted and directed by HMI.

ARTICLE XV – AMENDMENTS

- (a) The Bylaws committee shall be comprised of Officers and IRs and other interested OA members. It shall meet every five years for the purpose of reviewing the Bylaws and proposing amendments to HMI. A special Bylaws review meeting shall be called in the event that either WSO makes a change or HMI makes a change that would require a revision of the HMI Bylaws.
- (b) These Bylaws may also be amended at any regular monthly HMI meeting by a majority vote provided that any proposed amendment shall have been presented to the group at a prior monthly meeting.
- (c) HMI shall submit a copy of these bylaws to the WSO whenever they are revised or amended.
- (d) Articles IV, V, and VI cannot be amended except as per OA, Inc. Bylaws, Subpart B, Article XIV, Section 1(e).
- (e) HMI's Bylaws must conform to OA, Inc. Bylaws.



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ARTICLE XVI - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of ***Robert's Rules of Order Newly Revised*** shall govern HMI in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Twelve Traditions or any special rules of order HMI may adopt.

Reviewed/Revised October 2019

Approved