

**BY-LAWS FOR
SIERRA NEVADA INTERGROUP
COMPULSIVE EATERS ANONYMOUS - HOW**

Sierra Nevada Intergroup By-laws

August 9, 2018

TABLE OF CONTENT

PAGE NUMBER

<u>ARTICLE 1 - OFFICES</u>	4
SECTION 1. PRINCIPAL OFFICE	4
SECTION 2. CHANGE OF ADDRESS	4
SECTION 3. OTHER OFFICE	4
<u>ARTICLE 2 - PURPOSE</u>	4
<u>ARTICLE 3 - INTERGROUP MEETING</u>	5
SECTION 1. INTERGROUP REPRESENTATIVES (IG)	5
SECTION 2. MEETING PLACE AND TIME	5
SECTION 3. CONDUCT OF MEETINGS	5
SECTION 4. QUORUM	5
SECTION 5. OTHER MEETINGS	6
<u>ARTICLE 4 - INTERGROUP BOARD OF DIRECTORS</u>	6
SECTION 1. NUMBER	6
SECTION 2. CHARGE	6
SECTION 3. COMPOSITION	6
SECTION 4. POWERS	6
SECTION 5. DUTIES AND RESPONSIBILITIES	6
SECTION 6. INDIVIDUAL BOARD OF DIRECTORS DUTIES AND RESPONSIBILITY	7
SECTION 7. OTHER COMMITTEES	8
SECTION 8. MEETINGS AND ACTION OF COMMITTEES	8
SECTION 9. INTERGROUP BOARD TERM OF OFFICE	8
SECTION 10. COMPENSATION	9
SECTION 11. QUALIFICATIONS	9
SECTION 12. PARLIAMENTARIAN	9
SECTION 13. RESIGNATION AND/OR REMOVAL OF DIRECTORS	9
SECTION 14. PLACE OF MEETINGS	9
SECTION 15. BOARD OF DIRECTOR MEETINGS	10
SECTION 16. SPECIAL MEETINGS	10
SECTION 17. NOTICE OF MEETINGS	10
SECTION 18. CONTENTS OF NOTICE	10
SECTION 19. QUORUM FOR MEETINGS	10
SECTION 20. MAJORITY ACTION AS BOARD ACTION	10
SECTION 21. CONDUCT OF BOARD OF DIRECTORS MEETINGS	11
SECTION 22. NON-LIABILITY OF DIRECTORS	11
SECTION 23. INDEMNIFICATION BY ORGANIZATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS	11
SECTION 24. INSURANCE FOR ORGANIZATION AGENTS	11
<u>ARTICLE 5 - EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS</u>	12

SECTION 1. EXECUTION OF INSTRUMENTS	12
SECTION 2. CHECKS AND NOTES	12
SECTION 3. DEPOSITS and PRUDENT RESERVE	12
SECTION 4. GIFTS	12
<u>ARTICLE 6 - ORGANIZATION RECORDS REPORTS</u>	12
SECTION 1. MAINTENANCE OF ORGANIZATION RECORDS	12
SECTION 2. INSPECTION RIGHTS	12
SECTION 3. RIGHT TO COPY AND MAKE EXTRACTS	13
SECTION 4. ANNUAL REPORT	13
<u>ARTICLE 7 - FISCAL YEAR</u>	13
SECTION 1. FISCAL YEAR OF THE ORGANIZATION	13
<u>ARTICLE 8 - FINANCES</u>	13
SECTION 1. PROCEDURE	13
<u>ARTICLE 9 - ORGANIZATION ASSETS</u>	13
<u>ARTICLE 10 – BY-LAW AMENDMENTS</u>	14
SECTION 1. PROCEDURE	14
<u>ARTICLE 11 - PHILOSOPHY</u>	14
SECTION 1. PHILOSOPHY	14
SECTION 2. ROLE	14
SECTION 3. DUTIES	14
SECTION 4. RESPONSIBILITY	14
SECTION 5. COMMENTS	15
SECTION 5. WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS	15
<u>ARTICLE 12</u>	15

Sierra Nevada Intergroup By-laws
August 9, 2018

ARTICLE 1 - OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the organization for the transaction of its business is located at in Carson City County at 314 N. Division, Carson City, NV 89703.

SECTION 2. CHANGE OF ADDRESS

The county of the organization’s principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

- Washoe County _____ Dated: _____, ____
- Storey County _____ Dated: _____, ____
- Douglas County _____ Dated: _____, ____
- Carson City County _____ Dated: _____, ____
- Lyon County _____ Dated: _____, ____

SECTION 3. OTHER OFFICE

The organization may also have offices at such other places within or without the State of Nevada where it is qualified to do business as its business may require and as the Board of Directors may, from time to time, designate.

ARTICLE 2 - PURPOSE

The general purpose and intent is to promote personal spiritual recovery and physical well-being through the sharing of the Twelve Steps of Recovery as described in the Big Book of Alcoholics Anonymous; the CEA-HOW Food Plan, Tools of Recovery, CEA-HOW Concept, and guidelines of CEA-HOW.

The specific aim and primary purpose of Compulsive Eaters Anonymous-HOW is to assist those persons who acknowledge their problem of eating compulsively and to aid them in the process of recovery from the disease of compulsive eating. The general purpose and intent is to promote public and personal health and to be of service by sharing our own experiences to those with the problems of compulsive eating and food addiction.

The specific aim and primary purpose of this Intergroup is to:

1. Provides a support staff to meet the needs of the fellowship and its service bodies
2. Provides a central office for the fellowship where calls, mail and e-mails from compulsive eaters can be addressed
3. Provides Conference Approved CEA-HOW literature for the local meetings it serves within it’s intergroup

ARTICLE 3 - INTERGROUP MEETING

SECTION 1. INTERGROUP REPRESENTATIVES (IG)

Each registered group shall be entitled to:

1. One voting Intergroup Representative per Intergroup Meeting (IG).
2. Each IG representative may represent only one meeting
3. Each IG representative may have one vote on each motion.
4. Each voting representative is required to have thirty (30) days of abstinence and be a Food Sponsor and Inventory Sponsor.
5. IG Representatives will be elected from each group and shall serve for a period of one (1) year.
6. The voting IG representatives shall elect the Board of Directors of the Intergroup at an annual November meeting.
7. The primary responsibility of a IG Representative is to communicate information and act as a liaison between the group and the Intergroup.

a) Duties of Representatives

1. Attend Intergroup Meetings as scheduled.
2. Prior to each Intergroup Meeting, inform the group of any agenda items that require their input and attention.
3. As a “Trusted Servant” the IG will speak on behalf of the group at the Intergroup meeting regarding any meeting issues. Keeping in mind Cea-how as a whole.
4. Take notes and report to the Group any significant items from the Intergroup meeting.
5. Report to the Group on an ongoing basis any upcoming activities sponsored by Intergroup and by the CEA-HOW World Service Organization.
6. Obtain revised Meeting and Phone Lists monthly. Make copies of the Phone and Meeting lists and any Intergroup related flyers and announcements for the literature table at the meeting they represent.

SECTION 2. MEETING PLACE AND TIME

- a) The Intergroup shall have Bimonthly Intergroup Meetings held in January, March, May, July, September, and November, unless otherwise rescheduled by the Board of Directors. Intergroup Meetings will alternate between Carson City and Sparks, Nevada or at such time and place as otherwise noticed in writing at least four (4) weeks in advance.

SECTION 3. CONDUCT OF MEETINGS

- a) Meetings shall be presided over by the Chair of the Board, or, in the Chair’s absence, by the Vice-Chair of the Board. If the Secretary Is absent the Chair or Vice Chair shall appoint another person to act as Secretary of the Meeting.
- b) Meetings shall be governed by the latest edition of Chairmans Rules, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws or with provisions of Law.
- c) Motions will be passed by a majority vote after the minority vote has had one additional time to be heard.
- d) Members of the Board of Directors **do not have a vote** (unless there are less then 5 IG representatives present)
- e) In the event of a tie, the Chairperson will vote to break the tie.

SECTION 4. QUORUM

- a) CEA-HOW (51% of the meetings represented)

SECTION 5. OTHER MEETINGS

The Intergroup may have other meetings upon a fourteen (14) day advance notice to all member groups or announced orally at one meeting of each group.

ARTICLE 4 - INTERGROUP BOARD OF DIRECTORS

SECTION 1. NUMBER

The Organization shall have four (4) Directors and collectively they shall be known as the Board of Directors. The number of Directors may only be changed by amendment of these Bylaws. They are as follows: Chair, Vice Chair, Treasurer and Secretary.

SECTION 2. CHARGE

The purpose of the Board of Directors of this Intergroup of Compulsive Eaters Anonymous-HOW is to provide informative outreach, literature distribution, and local group formation. These are to be done while upholding the Twelve Steps, Twelve Traditions, Twelve Concepts of Service and Warranties, CEA-HOW Concept and CEA-HOW Seven Tools, which constitute the recovery program upon which the Fellowship of CEA-HOW is founded.

SECTION 3. COMPOSITION

The Sierra Nevada Intergroup Board of Directors shall consist of four (4) members: Chair, Vice-Chair, Secretary, and Treasurer. In the event of a prolonged absence of a Board of Director member, the Chair may appoint an Area Two Assembly Representative as a back-up Board of Director.

SECTION 4. POWERS

The activities and affairs of this organization shall be conducted and all organizational powers shall be exercised by or under the direction of the Board of Directors. These powers are subject to the provisions of the Nevada Nonprofit Organization Laws and any limitations in the Sierra Nevada Intergroup Bylaws. The powers and action required or permitted for the activities and affairs are to be taken or approved by the voting members of this organization.

SECTION 5. DUTIES AND RESPONSIBILITIES

- a) Each Director shall serve and represent CEA-HOW as a whole. The members of the Board, subject to the law, are expected to carry out the powers entrusted in them in a manner consistent with the faith that permeates and guides the Fellowship of CEA-HOW, inspired by the Twelve Steps of CEA-HOW, in accordance with the Twelve Traditions, Twelve Concepts of Service, the A. A. Service Manual and the Bylaws.
- b) Subject to the limitations of these Bylaws and to the actions of the Delegates at the World Service Conference, all powers carried out by the organization shall be controlled by the Board of Directors. Without prejudice to such general powers but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers:
 1. To act as guardians of the Twelve Steps, Twelve Traditions, Twelve Concepts of Service and its Warranties, CEA-HOW Concept and CEA-HOW Seven Tools, which constitute the recovery program upon which the Fellowship of CEA-HOW is founded, insuring that they are not altered in any way, except as specified in Article Twelve of these Bylaws.
 2. To conduct and manage the business affairs of the Organization (per the group conscience of its members) and to adhere to guidelines consistent with the law, these By-laws or the action of the Conference taken through the Delegates at the Conference.

3. To manage in such a manner as they deem best all funds and real or personal property received or acquired by the Organization and to distribute, loan, or dispense with the same and the income.
4. To prayerfully and in support of the mission of any group, the Directors may call attention to any violations of the Twelve Traditions which it believes the individual or group has made and offer methods of suggestion and support. To call to the attention of a Group any break of the Twelve Traditions or Twelve Concepts and to deal with such break using the Traditions and Concepts as a guide.
5. To provide for the retail distribution of CEA-HOW publications and translations.
6. To furnish guidance to the member Groups using the Twelve Traditions and Twelve Concepts and the AA Service Manual.
7. To support and guide information and attraction efforts of CEA-HOW.
8. To provide forums, workshops, and meetings for the interchange of ideas and information among Groups and CEA-HOW service bodies.
9. To be instrumental in carrying the CEA-HOW message of recovery to compulsive eaters and staying with our primary purpose.
10. To prepare an annual report and to make it available to member groups and the CEA-HOW World Service Office.

SECTION 6. INDIVIDUAL BOARD OF DIRECTOR, DUTIES AND RESPONSIBILITIES:

a) **CHAIRPERSON:**

1. Presides over Intergroup Meetings, following procedures of "Chair's Rule" (see attached)
2. Contacts Board members to set the meeting agenda.
3. Updates Secretary so the Agenda is typed up for the IG meeting.
4. Confirms meeting place and time.
5. Passes on information to and from WSO and to and from meetings making up the Sierra Nevada Intergroup.
6. Performs any other duties as prescribed by the board (as per the group conscience of the members).
7. By Virtue of Chairperson position, serves as a member of committees as necessary.

b) **VICE-CHAIRPERSON:**

7. In the absence of the Chairperson, shall perform all duties of the Chairperson.
8. Acquires and maintains an operational manual for each Board Office.
9. Performs other duties as prescribed by the board (as per the group conscience of the members).

c) **SECRETARY:**

10. Maintains and distributes revised monthly meeting lists
11. Maintains and distributes revised phone lists for the Sierra Nevada Intergroup.
12. Distributes the Intergroup Meeting Agenda (including the most recent minutes) at least two (2) weeks prior to each meeting.
13. Keeps and maintains minutes of all Intergroup Meetings.
14. Written minutes should be taken at every board meeting. Minutes must accurately record the votes cast and identify the names of those in the minority on any question. Minutes should be signed and dated, circulated to the board members for review, and presented for approval.

15. All distributions by the secretary are made via email (using BCC on email) to Board Members, Intergroup Representatives and to the secretary of each meeting in the Sierra Nevada Intergroup. Maintains a current Sierra Nevada Intergroup Board Member roster. Performs any other duties as prescribed by the Board (as per the group conscience of the members).

d) **TREASURER:**

17. Receives and deposits money payable to the Intergroup from each meeting of the Sierra Nevada Intergroup.
18. Disburses the funds to WSO and Area as determined by WSO Bylaws.
19. Keeps and maintains adequate and correct accounts of the Board's business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. Oversees and ensures that all requirements for the Intergroup's Non-Profit status and all applicable tax requirements are completed on a timely basis.
20. Exhibits at all reasonable times the books, accounts and financial records to any Board member on request thereof.
21. Renders to the Chairperson and Board members every other month or whenever requested, an account of any and all of his or her transactions as Treasurer and of the financial condition of the Board.
22. Performs any other duties as prescribed by the Board (as per the group conscience of the members).

SECTION 7. OTHER COMMITTEES

The Board may, by resolution adopted by a majority of the Directors then in office, provided that a quorum is present, create one or more committees, each of which shall be chaired by a Committee Chairperson. Chairs of such committees shall be appointed by a member of the Board or elected by the SNVIG Intergroup. Committee Chairpersons shall have a minimum abstinence requirement of one (1) year. The Chair, Vice-Chair, Treasurer and Secretary are entitled to voice and vote on committees. Such "other committees" may consist of persons who are also not members of the Board. Such committees shall not carry out the authority of the Board. Any committee carrying out the authority of the Board must conform to Nevada State Nonprofit Organization Law.

SECTION 8. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the presentations of these By-laws concerning meetings of Board of Directors with such changes in the context of such By-laws provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committees.

The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt guidelines pertaining to the conduct of meetings of committees to the extent that such guidelines are consistent with the provisions of these Bylaws.

The Literature and Retreat Committees may maintain separate bank accounts at the discretion of the board. Each year, these Committee chairs shall provide the Intergroup Treasurer a written year-end report of expenses and income by the January Intergroup Meeting.

SECTION 9. INTERGROUP BOARD TERM OF OFFICE

- a) Directors shall be elected at the annual November Meeting of the Intergroup for a period of two (2) years.
- b) The Chair and Vice-chair shall be elected in alternate years from the Treasurer and Secretary.
- c) The elected officers will take office commencing in January of the following year.
- d) Directors may be elected at any time in order to fill the remaining term created by a vacancy.

SECTION 10. COMPENSATION

Directors shall serve without compensation. They may, however, be allowed reasonable reimbursement of expenses which have been pre-approved by the Board of Directors.

SECTION 11. QUALIFICATIONS

- a) Qualifications for participating Directors shall be one (1) year of continuous abstinence in CEA-HOW.
- b) Directors should visibly reflect the ideals of CEA-HOW in order to serve as role models to others.
- c) Director nominees must also have given away a Fourth Step Inventory.
- d) Must share an active relationship with their sponsor.
- e) Declared themselves as practicing:
 - 1. The Twelve Steps
 - 2. The Twelve Traditions
 - 3. The Twelve Concepts of Service
 - 4. The CEA-HOW Concept
 - 5. The Seven Tools
 - 6. Continual recovery including abstinence and face to face meeting attendance
 - 7. Compliance with and be bound by all the terms and provisions of the prevailing Bylaws of this Intergroup.

SECTION 12. PARLIAMENTARIAN

Parliamentarians are expected to be well versed in the rules of the body they are working for. A parliamentarian may be called upon to assist in drafting bylaws. Generally, the parliamentarian's role is purely advisory. At meetings, the parliamentarian should unobtrusively call the attention of the presiding officer to any breaks in the Twelve Traditions or Twelve Concepts and to serious errors in procedure. However, the advice of a parliamentarian is generally not binding and is there for information purposes. If the parliamentarian is a voting member of the meeting, that person has the same rights as other members and should exercise those rights to maintain impartiality, similar to the impartiality that is required of the chairman.

The Board of Directors may appoint a Parliamentarian to serve as its expert and arbitrator of parliamentary rules and procedures. If a Parliamentarian is appointed by the Board, the Parliamentarian shall make editorial changes to these Bylaws so long as they do not alter the meaning of the Bylaws, but merely clarify these Bylaws or bring them into conformity with law or the Articles of Incorporation. The Parliamentarian shall directly mail notice of any such editorial change to each Director. The Parliamentarian may not participate in any substantive deliberations of the Board nor vote on any action of the Board.

The Board of Directors may select one of their members other than the Chair to serve as Parliamentarian or may appoint a non-Director to serve as Parliamentarian. In the absence of a Parliamentarian, questions of parliamentary procedure shall be resolved by the Secretary. The Parliamentarian shall serve for a term of one year which shall expire upon the selection of a new Parliamentarian. A Parliamentarian may serve successive terms.

Duties and Responsibilities of Parliamentarian:

- a) To monitor IG meetings using the Bylaws, Traditions and Concepts
- b) To speak up when violations, concerns or questionable acts appear

SECTION 13. RESIGNATIONS AND/OR REMOVAL OF DIRECTORS

- a) Any Director may
 - 1. Resign effective upon giving written notice to the Chair of the Board, the Secretary, or the Board of Directors of the Organization,
 - 2. Unless the notice specifies a later time for the effectiveness of such resignation, in which case such resignation shall be effective at the time specified.
 - 3. Unless such resignation specifies otherwise, its acceptance by the Organization shall not be necessary to make it effective.
 - 4. Any Director who has resigned and then returns at a later date will not automatically be reinstated into his or her previous position. All previous requirements for any commitment and position must be fulfilled first.

5. The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under the Nevada Nonprofit Organization Law.
6. If a Director shall fail to attend two (2) meetings, without prior notification to the Secretary and good cause therefore, his office as Director may be declared vacant by a vote of a majority of all Directors.
7. No reduction of the authorized number of Directors shall have the effect of removing any Director before the established term of office expires.
 - b) Any Director may be removed by a majority vote of the Board of Directors.
 - c) Any Director may be removed by a majority vote of the Intergroup Representatives present and voting members at a meeting.

SECTION 14. PLACE OF MEETINGS

Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so as long as all Directors participating in such meeting can hear one another.

SECTION 15. BOARD OF DIRECTOR MEETINGS

Board of Director Meetings will be held at the request of the Chairperson or any two (2) Board Members with advanced notice of a minimum of 2 weeks.

SECTION 16. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called, as needed, by the Chair of the Board, Vice Chair, Treasurer, or the Secretary, or by any two (2) Directors, and such meetings shall be held at the place, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the organization.

SECTION 17. NOTICE OF MEETINGS

Regular meetings of the Board may be held without notice. Notice of special meetings may be delivered electronically by email using BCC to protect anonymity at the public level.

SECTION 18. CONTENTS OF NOTICE

Notice of meetings shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

SECTION 19. QUORUM FOR MEETINGS

- a) For a Board of Directors Meeting a quorum shall consist of three-quarters (3/4) of the number of elected Directors.
- b) For a IG meeting, a quorum shall consist of 51% of the number of elected IG Representative. (One per meeting)

SECTION 20. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Board of Directors present at a meeting is the act of the Board of Directors, unless prohibited by the Bylaws of this organization or provisions of the Law. Any decision relating to:

- a) Appointment of committees
- b) Approval of contracts
- c) Transactions

which any Director who has a material financial interest shall recuse themselves from the vote and would require unanimous approval of the rest of the Board members and require Substantial Unanimity (¾ of the IG voting members).

SECTION 21. CONDUCT OF BOARD OF DIRECTORS MEETINGS

- a) Meetings of the Board of Directors shall be presided over by the Chair of the Board, or, in the Chair's absence, by the Vice Chair of the Board. If the Secretary is absent the presiding officer shall appoint another person to act as Secretary of the Meeting.
- b) Meetings shall be governed by the latest version of "Chair's Rules" (See attached) insofar as such rules are not in conflict with these Bylaws or with provisions of Law.
- c) Meetings will be open to all CEA-HOW members who may observe but may not vote.
CEA-HOW members attending may speak to the issue being discussed by raising one's hand and being acknowledged by the chair.

SECTION 22. NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the organization, its members or visitors.

SECTION 23. INDEMNIFICATION BY ORGANIZATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

- a) To the extent that a person who is, or was, a Director, officer, employee or other agent of this organization has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the organization, or has been successful in defense of any claim, issue or matter, therein, such person shall be compensated for expenses actually and reasonably incurred by the person in connection with such proceeding.
- b) If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this organization but only to the extent allowed by, and in accordance with the requirements of the Nevada Nonprofit Organization Law.

SECTION 24. INSURANCE FOR ORGANIZATION AGENTS

To the extent the purchase and maintenance of insurance is consistent with the provisions of the Nevada nonprofit law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the organization (including a Director, officer, employee or other agent of the organization) against any liability asserted against or incurred by the agent in such capacity whether or not the organization would have the power to indemnify the agent against such liability under the provisions of the Nevada Nonprofit Organization Law.

ARTICLE 5 - EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the organization to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization,

and such authority may be general or confined to specific instances. Unless authorized, no officer, agent, or employee has any power or authority by contract or engagement to pledge the credit or monetary liability of this organization for any purpose or in an amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for payments of money and other evidence of indebtedness of the organization shall be signed by the Treasurer and one other officer.

SECTION 3. DEPOSITS and PRUDENT RESERVE

All funds of the organization shall be deposited from time to time to the credit of the organization in such banks, trust companies, or other depositories as the Board of Directors may select. Prudent Reserve is to be a maximum of 6 months running expenses. Additional funds are to be dispersed to CEA-HOW World Service Office in Los Angeles, CA, unless said funds are to be used for an upcoming intergroup event or intended purpose. Any funds collected above and beyond the prudent reserve and upcoming event funds are to be dispersed to the CEA-HOW World Service Office. This is the duty and responsibility of the SNVIG treasurer.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the organization unrestricted contributions **up to** Ten Thousand Dollars (10,000) per year per donation from CEA-HOW members. Contributions will not be publicly recognized.

ARTICLE 6 - ORGANIZATION RECORDS REPORTS

SECTION 1. MAINTENANCE OF ORGANIZATION RECORDS

The organization shall keep at its principal office or designated location in the State of Nevada:

- a) Adequate and correct books and records of account, including accounts of its properties and business transactions, minutes of business meetings and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- b) A copy of the organization's By-laws as amended to date, which shall be open to inspection at all reasonable times.
- c) A hard copy of all records shall be kept with an Archivist.

SECTION 2. INSPECTION RIGHTS

Every Director, Intergroup Representative and CEA-HOW member shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the organization.

SECTION 3. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts. The organization may charge reimbursement of costs of anyone who requests copies of materials and records opened for inspection. The organization may impose a charge for copying and mailing records open for inspection

SECTION 4. ANNUAL REPORT

a) The Board shall provide a written report to be furnished at each Intergroup Meeting, no later than one-hundred-twenty (120) days after the close of the organization's fiscal year to all registered meetings of the Intergroup. Such report shall contain the following information in appropriate detail:

- 1) The assets and liabilities of the organization as of the end of the fiscal year;
- 2) The principle changes in assets and liabilities during the fiscal year;
- 3) The revenue or receipts of the organization for the fiscal year;
- 4) The expenses or disbursements of the organization for the fiscal year;

b) Copies of yearly tax returns and all documents related to the Non-Profit status will be distributed to and maintained by the Secretary, the Archivist and the Treasurer.

ARTICLE 7 - FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE ORGANIZATION:

The fiscal year of the organization shall begin on January 1 and end on December 31.

ARTICLE 8 - FINANCES

SECTION 1. PROCEDURE

- a) Accounting procedures shall follow all general accepted accounting principles.
- b) Financial statements to the Board of Directors and all Registered Meetings shall be clear and easy to understand to prevent confusion and misinterpretations.
- c) Any Director or Intergroup Representative is entitled to examine the accounting records of the Intergroup's Office and any question concerning the finances is to be answered promptly by the treasurer.

ARTICLE 9 - ORGANIZATION ASSETS

- a) No participant of any local Group which is associated with CEA-HOW and no Director, officer or employee or member of a committee of or person connected with the Organization, or any other private individual shall receive at any time any earnings or pecuniary profit from the operations of the Organization; provided that this shall not prevent payment to any such person of reasonable compensation for services rendered to or for the Organization in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the assets upon the dissolution of the Organization. If the SNVIG dissolves or closes all funds are to be forwarded to the CEA-HOW World Service Office in Los Angeles.
- b) All participants of local Groups which are associated with CEA-HOW shall be deemed to have expressly consented and agreed that, upon such dissolution or winding up of the CEA-HOW affairs of the Organization, the assets of said Organization remain in the hands of the Board of Directors. The Board of Directors are to pay all Cea-HOW debts, then divide funds exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 510(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.
- c) If the local SNVIG agrees to continue CEA-HOW in its area, said funds will be used to continue CEA-HOW.

ARTICLE 10 – BY-LAW AMENDMENTS

SECTION 1. PROCEDURE

- a) The Board of Directors may amend these Bylaws by Substantial Unanimity, three fourths ($\frac{3}{4}$) majority vote of the Intergroup Representatives.
- b) Amendments to these Bylaws shall be effective at the close of the fiscal year except as otherwise specified.

ARTICLE 11 - PHILOSOPHY

SECTION 1. PHILOSOPHY

This Intergroup subscribes to the Philosophy of CEA-HOW, Inc., as set forth in the CEA-HOW, Inc. Bylaws, Part B, Philosophy (and as amended in the future) consisting of the Twelve Steps, the Twelve Traditions, the Twelve Concepts of Service and its Warranties, the CEA-HOW Concept, and the Seven Tools.

SECTION 2. ROLE

This Intergroup agrees to fulfill the roles of a CEA-HOW Intergroup and to abide by the Bylaws and expectations of a CEA-HOW Intergroup as provided in the CEA-HOW, Inc. World Service Bylaws, Part C, Organizational Structure.

SECTION 3. DUTIES

This Intergroup understands that failure to make a good faith effort to comply with the CEA-HOW World Service philosophy or that any attempt to modify the CEA-HOW World Service philosophy may result in the Intergroup being unregistered by a majority vote of the World Service Board of Directors of CEA-HOW, Inc.

SECTION 4. RESPONSIBILITY

- a) This Intergroup understands that CEA-HOW, Inc. is not responsible for any act, omission, or debt of an Intergroup.
- b) This Intergroup understands that CEA-HOW, Inc. is not responsible for oversight, discipline, or management of any Intergroup. CEA-HOW, Inc. (through a request made by the WSB Board of Directors or any duly authorized officer or employee) may require a report, explanation, accounting, or formal audit of any aspect of any operation of an Intergroup.
- c) This Intergroup shall select Assembly Representatives (AR's) for the Area Assembly. Qualifications for selection of AR's and alternatives for this Intergroup shall be set by the Area containing this intergroup.
- d) AR's and alternatives should be selected at least one-hundred-twenty (120) days before the Area Assembly and the names forwarded immediately upon selection to the Area Chair.
- e) Qualifications for Delegates to the CEA-HOW General Service Business Conference are set by CEA-HOW, Inc.

SECTION 5. COMMENTS

- a) Any officer or Director of the World Service Board may attend any meeting of the Intergroup to observe and comment but may not vote.

b) This Intergroup understands that CEA-HOW, Inc. may comment or make a recommendation with respect to any aspect of the operation of an Intergroup including the performance, action, or status of any officer or employee of the Intergroup. Such comment or recommendation may be oral or written and may be made to the leadership of the Intergroup, to any employee of the Intergroup, to any member group of the Intergroup, to the Area or other organization to which the Intergroup belongs, to any other CEA-HOW Group, Intergroup, Area, or other CEA-HOW organization, to any other interested party, to any appropriate regulatory authority, or to the public as may be advisable in CEA-HOW's sole discretion without any liability on behalf of CEA-HOW, Inc. Any individual associated with CEA-HOW, Inc. who wrongfully, intentionally, and maliciously abuses this right to comment and make recommendations shall be solely liable as an individual under the law. Any comment or recommendation made in good faith to remedy a perceived problem or to prevent any possible harm or problem shall not be grounds for liability.

ARTICLE 12. AREA ASSEMBLY AND AREA REPRESENTATIVES

- a) This Intergroup shall select Assembly Representatives (AR's) for the Area Assembly. Qualifications for selection of AR's and alternatives for this Intergroup shall be set by the Area containing this Intergroup (See Area Bylaws Article 3, Section 1. Qualifications).
- b) AR's and alternatives should be selected at least one-hundred-twenty (120) days before the Area Assembly and the names forwarded immediately upon selection to the Area Chair.
- c) Qualifications for Delegates to the CEA-HOW General Service Business Conference are set by CEA-HOW, Inc.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are the persons named as the current Board of Directors in the Sierra Nevada Intergroup of Compulsive Eaters Anonymous-HOW, with the intent of becoming a Nevada nonprofit organization. All subsequently appointed Directors, pursuant to the authority granted to the Directors by Intergroup Representatives shall be deemed to have adopted the foregoing By-laws, consisting of fifteen (15) pages, as the By-laws of this organization.

Chair: Cherry R.,	Vice Chair: Lynne D.,
Secretary: Earlene D.,	Treasurer: Sue H.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the By-laws of the organization named in the title thereto and that such By-laws were duly adopted in accordance with Article 3, Section 3 of these Bylaws.

Dated: _____ Secretary: _____
Secretary: Earlene D.,

New Board: Chair: Cherry R., Vice Chair: Lynne D., Secretary: Earlene D., Treasurer: Sue H.