

Compulsive Eaters Anonymous, Inc.
World Service Board of Directors
Long Beach, California
July 29, 2000

Minutes

DRAFT

A. Call to Order

The WSO Board meeting was called to order by Pamela J. at 9:00 a.m.

B. Serenity Prayer

The meeting began its order of business with the Serenity Prayer.

C. Roll Call

Present: Pamela J. Fred S. Rae Z. David F. Norma T.
Jean C. Jean P. Lois B. Karen S. Dorothea P.

Absent: Howard G. (Resigned)

Excused: Margee C. David M.

D. Seating of New Board Members

The Board welcomed the new Board members who were elected by the June 2000 World Service Conference delegates.

E. Approval of Minutes

The minutes of the June 2000 World Service Conference were reviewed by the Board. A motion was made and seconded: To approve the minutes of the Third Annual World Service Conference held on June 9, 2000 as corrected. The motion carried. 9-Favor, 1-Abstained. A motion was made and seconded: To modify the current minutes and future minutes to state each motion verbatim. Discussion followed. The motion carried unanimously.

F. Election and Appointments

1. Board Officers

The floor opened to nominate the Chair of the Board. Nominations closed. Pamela J. was declared Chair by a unanimous vote. The floor opened to nominate the Vice Chair of the Board. Nominations closed. It was moved, seconded, and carried that Jean C. be elected Vice Chair of the Board by acclamation. The motion carried unanimously.

2. Corporate Officers

The floor opened to nominate the President of the Corporation. Nominations closed. A motion was made and seconded to elect Margee C. as President of the Corporation by acclamation. The motion carried unanimously. The floor opened to nominate the Vice President of the Corporation. Nominations closed. A motion was made and seconded to elect Karen S. as Vice President of the Corporation by acclamation. The motion carried unanimously. The floor opened to nominate the Secretary of the Corporation. Nominations closed. A motion was made and seconded to elect by Maria D. as Secretary of the Corporation by acclamation. The motion carried unanimously. The floor opened to nominate the Treasurer of the Corporation. Nominations closed. A motion was made and seconded to elect Rae Z. as Treasure of the Corporation by acclamation. The motion carried

unanimously.

3. Clarification of terms of Non-Participating Directors

The Board addressed the Bylaws as amended on July 25, 1999 to appoint Non-Participating Directors to two-year staggered terms. To effect staggered terms, a motion was made and seconded: To elect David M. For a 2-year term as Non-Participating Director. The motion carried unanimously

4. Howard G. Resigned as a Non-Participating Director. His resignation was accepted by the Board.

5. Board Committees

The Board reviewed the functions of Board committees as stated in the Bylaws and discussed other needed committees. A motion was made and seconded: To establish a Special Events Committee and an Organizational Planning Committee, and to form the Bylaws Review Committee as directed by the 6-9-2000 World Service Business Conference. The motion carried unanimously.

a. Executive

Floor opened to nominate five members to the Executive Committee. Nominations closed. The following members were elected by secret ballot to serve on the Executive Committee: Margee C., Pamela J., Rae Z., Karen S., and Jean C.

b. Nominating

The Executive Committee appointed the following members to serve on the Nominating Committee: Dorothea P., Chair, and Margee C.

c. Literature

The Executive Committee appointed the following members to serve on the Literature Committee: Jean C., Chair, Jean P., Co-Chair, Dorothea P., Karen S., Pamela J.

d. Finance

The Executive Committee appointed the following members to serve on the Finance Committee: Rae Z., Chair, Lois B.

e. Education

The Executive Committee appointed the following members to serve on the Education Committee: Margee C., Chair, David F., Jean P., Karen S., Jean C.

f. By-Laws Review

The Executive Committee appointed the following members to serve on the Bylaws Review Committee: Karen S., Chair, Fred S., Dorothea P.

g. Other - Special Events

The Executive Committee appointed the following members to serve on the Special Events Committee: Norma T., Chair, Fred S.

h. Other - Organizational Planning

The Executive Committee appointed the following members to serve on the Organizational Planning Committee: David F., Chair, Jean C., Jean P., Karen S.

G. Old Business

1. Reports

a. Accounting

Fred S. presented the financial reports as of June 27, 2000 as completed by Rureth A. The report shows our indebtedness is shrinking and we are an able and solvent organization. A copy of the financial report is available to all WSBC delegates and interested members.

b. President - Outgoing

Fred S. reported there has been growth in this new organization. There were 95 new meetings and 35 closed meetings. A copy of the report is attached.

c. Vice-Chair - Outgoing

Pamela J. reported organizational changes in the WSO office. A copy of the report is attached.

d. Executive Director

Pat A. reported that as of June 27 2000 there are a total of 525 meetings. Three new intergroups opened (New Mexico, Michigan, and Texas) for a total of 19 intergroups. A copy of the report is attached.

5. Conference/Convention

Norma T. presented her preliminary report on expenses and receipts for the conference and convention; the final receipts and expenses were not yet available, however, the conference and convention will show a profit. Next year's convention is scheduled for July 26-28, 2001 at The Rio, Las Vegas, Nevada with the same room rates as this year.

2. Conference Mandates

a. Literature

Pursuant to mandate of the 6-9-2000 WSBC, the Literature Committee was instructed to review the Forever Abstemious booklet and Food Plan, and the FAME and SAFE meeting formats and workbooks. Review and recommendation of the Forever Abstemious is to be presented to the Board at its October 2000 meeting. Review of the FAME and SAFE literature is also priority. Pending final revision and approval, FAME and SAFE formats will be available to members with the clear understanding they are currently in draft form and all such meetings will be participating in a pilot

program requiring feedback to the Literature Committee.

b. By-laws

The By-laws Committee was instructed to perform its duties and mission pursuant to motion unanimously carried at the 6-9-2000 WSBC.

H. New Business

1. WSO Office Structure (Employees)

The Board discussed the proposal to hire an Office Manager and a Bookkeeper. A motion was made and seconded: To hire Jean W. as Officer Manager to work 16-20 hours per week at \$13 per hour and to hire Rureth A. as Bookkeeper to work 8 hours per week at rate of \$500 per month on a month-to-month basis. Discussion followed. The motion carried unanimously.

2. Recommendation to Finance Committee

In addition to the WSO proposed travel guidelines (See Item H.8), Karen S. will explore DNO insurance rates to determine WSO has the lowest possible rates.

3. Recommendations to Bylaws Committee

The Bylaws committee was to make the following bylaw amendments that have legal implications for the Board.

a. Change in Annual Meeting Date

It was recommended to the By-laws Committee that, for ease of travel and in an effort to contain costs, the date of the Annual Board Meeting be changed to coincide with the WSBC. A motion was made and seconded: That the annual meeting of the Board of Directors shall be on the fourth Saturday in July 10:00 a.m. Quarterly meetings of the Board of Directors shall be held on the fourth Saturday of October, January, and April at 10:00 a.m. All regular meetings may be rescheduled as needed by a majority vote of the Board of Directors at the meeting immediately prior to the rescheduled meeting. The motion carried unanimously.

b. Voice, not a vote (Co-Founders and Non-Participating Directors)

The Board recommended that the By-Laws Committee propose an amendment to the By-Laws regarding Co-Founders and Non-Participating Directors having a voice not a vote at Board meetings.

4. Literature

a. WSO (Authorized/Unauthorized Literature)

The Board discussed the need to implement a policy that WSO sell only CEA-HOW produced literature, and discontinue sales of Hazelden literature, AA literature or other 12-Step literature. Any inquiries on outside literature should be referred to local intergroups.

b. Website (Authorized/Unauthorized Literature)

The Board addressed the contents of the CEA-HOW website and asked that we do not sell literature that is not produced by

CEA-HOW, and that we do not include hyperlinks to outside organizations, including the website for AA. The Board agreed to include a statement on its website suggesting the fellowship contact * local intergroups for information on AA books or other literature required to work the CEA-HOW Program.

c. CEA-HOW Logo on All Literature

The Board discussed the need to have the correct logo on all CEA-HOW literature and the need to identify a procedure by which literature is to have its logo imprinted. We also need to identify which literature will include Fred S.'s name pursuant to his contract donating without pay certain CEA-HOW literature. The Literature Committee was asked to review all historic literature to comply with the contract.

5. Motion Regarding Policy Manual

A motion was made and seconded: That a complete listing of all organizational policies and continuing effects motions be gathered in a document to be known as the CEA-HOW Board Policy Manual. This document should be compiled from all extant past minutes of meetings of the CEA-HOW Board of Directors. The Chairman shall appoint a Board member to be responsible for the compilation of the document to be delivered to the Board of Directors at the earliest possible date. The Vice-Chairman shall be responsible for the ongoing maintenance of the document throughout his/her term of office. Copies of the CEA-HOW Board Policy Manual shall be distributed to all current Board members and shall be given to each new Board Member upon election. Discussion followed. The motion carried unanimously. Karen S. was appointed to compile the documentation for the CEA-HOW Board Policy Manual

6. Motion Regarding Timing for Submission of Agenda

A motion was made and seconded: That all motion to be discussed by the CEA-HOW Board of Directors be submitted to the Chairman of the Board (through the WSO office) no later than five (5) weeks prior to the meeting at which the motion is to be discussed. Submission shall be by postal service, e-mail, fax or other method of document transmission available at the time of the submission. A meeting agenda (including the text of all written materials to be discussed) shall be forwarded to each member of the Board of Directors no later than two (2) weeks prior to the subsequent meeting. Additional items may be added to the agenda by the Chairman to be dealt with after all items submitted for the agenda have been addressed and may be added in a perceived order of importance to the fellowship. Discussion followed. The motion carried unanimously.

7. WSO Sunshine Rule

Fred S. emphasized the Sunshine Rule: That nothing is secret in our organization.

8. Financial Guidelines for Board Travel

The Board agreed to establish a centralized way of handling Directors' travel expenses through the WSO Office. The Finance Committee was asked to issue Board expense guidelines for Directors traveling more than 50 miles to attend Board meetings. The guidelines will include parameters on the airfare rates and mileage as well as the reimbursement procedure.

9. Literature Sales in Spanish

The Board discussed the need to better serve the intergroup of Leon, Mexico. A motion was made and seconded: That for the next fiscal year, the So. Cal. Intergroup be designated the purveyor of the Spanish literature for WSO at a discount of 20% for the So. Cal. Intergroup to sell to the Mexico intergroup. Discussion followed. The motion carried unanimously. A letter regarding the implementation of this motion will be sent to the Southern California Intergroup.

10. Conference Approved Literature

There is no specific process in the Bylaws to identify conference approved literature. A motion was made and seconded: To refer to the Literature Committee the procedure to identify approved literature. Discussion followed. The motion carried unanimously.

11. Meetings Open to the Fellowship

It is Board policy to welcome everyone to attend Board meetings pursuant to Article 4, Sec. 27.d of the By-Laws. This policy will be stated in the Board agenda.

12. Urgent New Business Process

Board members were advised to ensure that items brought as Urgent New Business have previously been addressed at the Intergroup and Area levels.

13. New Signatures on Checks

Article 6, Sec. 7 of the Bylaws state the requirements for check writing procedures. The Board resolved that: Any member of the Executive Committee (Margee C., Pamela J., Rae Z., Jean C., and Dorothea P.) or the Office Manager (Jeanne W.) can counter sign checks. The vote carried unanimously. Rae Z. will identify the requirements to get the names of these individuals filed with the bank accounts.

I. Adjournment

The WSO Board of Directors Meeting adjourned with the Serenity Prayer at 4:40 p.m.
Respectfully submitted by Maria D.