

*Compulsive Eaters Anonymous-HOW, Inc. World Service Office
Board of Directors' Regular Quarterly Meeting
October 26, 2002
WSO Office, 5500 E. Atherton St., Suite 227-B, Long Beach, CA
Minutes*

1. **Call to Order.** The meeting was called to order at 10:05 a.m.
2. **Serenity Prayer and Tradition 2.** The Serenity Prayer and Tradition 2 was recited.
3. **Roll Call.**
Board Members Present: Linda K., Jeanne W. Rae Z.
Mary Pat O. Luretha B. Fred S. via Tel 1 Hour
Board Members Excused: Rosemary G. Kathy D.
Guest: Dorothea P. Siz T.
Office Staff: Jan B.
Secretary: Maria D.
4. **Approval of Agenda.** Motion carried to approve the agenda as amended: Add 11.F. Action Items in the Minutes with Designated Board Member Assigned.
5. **Approval of Board Minutes of July 28, 2002.** Approval deferred to next quarterly meeting on February 2003.
6. **Chair's Report.** Linda K. addressed the Board regarding the need to determine a quorum in order to continue with today's meeting and be in line with the Bylaws. While it is important to fill the vacancies and appoint directors, with representation from a cross section of the country, the Board needs to work with the current financial parameters in travel expenses.

MOTION CARRIED. Move that Article 4, Section 24(a) be amended to read the following: (cross-outs are deletions, underlines are insertions): A quorum shall consists of ~~seven (7)~~ a majority of Directors.. Favor-6, Opposed-1, Abstained-0.

A 2/3 vote needed to pass a motion and determine a quorum. Linda K. received two proxies (Kathy D. and Rosemary G.). Fred's vote taken via telephone call.

The property lease company has changed its name to "Eddy Properties" located on 1901 Redondo Avenue, Signal Hill, California. John Eddy, Manager, Telephone No. (562) 985-0082, E-mail edds-properties.com.

Linda K. gave a report on the feedback received for the 2002 convention. Visors did not sell well. The literature table needs rotational assignments through the three-day weekend. In order to cover during Jan B's absences due to illness, Linda proposed to hire some one to work one day-a-week and train the person as back up for Jan B. In addition, the answering message needs to be revised.

MOTION CARRIED UNANIMOUSLY. Move to hire another staff person to staff the WSO Office with a minimum of 5 hours not to exceed 20 hours-a-week and not to exceed 5 hours overlap per-week with another paid staff person , at \$8.00 per hour.

ACTION. Jeanne W. and the Executive Committee will work on the recruitment process. Jan B. typed the current voicemail message and the Board

will make the necessary changes.

Computer software was purchased (Publisher, Adobe Acrobat) and there is a need to purchase fax software and upgrade to Windows 2000.

MOTION CARRIED UNANIMOUSLY. Move that we give Jan the authority to upgrade the software for the fax machine, the memory module, and upgrade from Windows 98 to Windows 2000 up to \$225.00.

ACTION. Jan B. will proceed with the purchase and installation of approved software and memory upgrades.

Some edits were done on the cookbook. The Board agreed to continue the printing orders with Solorio Printing. Linda reminded Board members to submit motions in writing 35 days before the next meeting. The Board agreed to decide by November 18th on the next convention logo, theme, and speakers through the various committees that have been established.

7. **Treasurer's Report.** Rae Z. presented the financial reports. As of October 22, the general fund balance is \$17,541.44 with payables of \$650.63. The Convention/Conference Balance Sheet showed an income total of 19,257.81. Expenses were \$13,229.90. Net proceeds were \$6,027.91. Adjustments are pending of Board members' hotel expenses to be reimbursed to WSO. The Corporation Balance Sheet as of September 30 showed a net profit of \$7,108.16.

The proposed budget was reviewed and it includes increases of 3% to 5% for 2002-03. The Board suggested the following changes: Increased amounts of Account 917 (Payroll) and Account 907 (Payroll Taxes). Change title of proposed budget from period 2000-01 to 2001-02..

MOTION CARRIED UNANIMOUSLY. Move to accept the proposed budget as amended.

ACTION. Rae Z will implement the necessary changes to the proposed budget for 2002-03.

8. **Committee Reports**

- a. **Literature Committee Report.** Jeanne W. stated that the Abstinant Forever Food Plan was mailed to areas and intergroups. The only input received was to have "rhubarb" as vegetable and not fruit. Other feedback was to have printed only as a tri- or four-fold, for to have it printed as a booklet was redundant and expensive to print. Two intergroups asked for an extension to provide input by December 2002. The Board agreed to seek to bring the food plan consistent with the Forever Abstinant and print it as four-fold pamphlet. ACTION. Four-fold to be updated by Mary Pat and presented to the Conference Literature Committee.
- b. Newsletter Committee. Linda K. stated that Jan B. has received some articles and the a life story. Assistance is needed to determine the graphics and design with frequency and length of articles. The Texas Groups donated \$200 for the newsletter printing costs this year.

ACTION. Linda K. and Jan P. who will prepare the WSO Newsletter with input from Jeanne W.

- c. **Nominating Committee.** Luretha B. read the committee report. Appointment of non-participating directors have not been made to save money on travel expenses. Linda K. suggested to raise revenue with WSO workshops for this funding need.
- d. **Conference/Convention.** Jeanne W. presented the several logo designs for selection. The logo was selected, a grassy two-tree surrounded with "An Oasis of Recovery CEA-HOW," at Palm Spring, California, WSO Convention 2003. The hotel contract terms were reviewed with needed rooms, audit and visual aids. The reservation cut off is three weeks prior to conference. Rooms are guaranteed with no-show cancellations within 72-hours. Once the deposit is made tomorrow of \$350, Jeanne will develop the flyer. Mary Pat O. suggested that lunch prices be included with the conference registrations. The hospitality room needs to be supervised at all times. Workshops and handouts/giveaways need to be planned for the conference.

MOTION CARRIED UNANIMOUSLY. Move to include the delegates lunch for Thursday and Friday with registration fee.

ACTION. There will be 50 registration and meals allocated for delegate lunches. Luretha B. will work out the details of conference workshops.

9. **Old Business**

- a. **Ad hoc Committee Members.** Discussion tabled. Rosemary G. is Co-Chair. Five delegates are to be appointed by the Conference Committee and select a Co-Chair.
- b. **WSO Advisor.** At the first quarterly meeting, Board members agreed to appoint Karen S. as advisor or parliamentarian. The role of an advisor is not addressed in the Bylaws; however, all previous board members are advisors to the Board. The Board did not see a need to appoint an advisor. A parliamentarian is needed.

MOTION CARRIED UNANIMOUSLY. Move that we hire a parliamentarian for the WSBC Conference of 2003.

- c. **WSO Convention 2002**
 - i. **Final Report, Profit, Board Member Room Fees Due.** Rae Z. gave a total that each Board member owes or was due a credit for hotel expenses after deducting the allocated amount for complimentary rooms.
- d. **Pioneer Questions.** Fred S. has sent a letter releasing the questions. A sticker will be placed in future printings; "Created by and printed with the express permission of Fred S., Co-Founder of the HOW Concept."
- e. **Open Issues**
 - i. **Article 4, Section 19.i – Regular and Annual Meetings** Linda K. presented a proposed Bylaw change.

This section currently says that the Annual meeting must be held on the 4th Saturday in July (last Saturday) at 10 am. It doesn't allow for changes. It should be amended to allow for it to be held

immediately following Conference as is current practice (cross-outs are deletions, underlines are insertions):

> The annual meeting of the Board of Directors shall be ~~on the fourth Saturday in July at 10:00 a.m.~~ held immediately following the close of the World Service Business Conference. Quarterly meetings of the Board of Directors shall be held on the fourth ~~Saturday~~ weekend 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.

MOTION CARRIED UNANIMOUSLY. Move that the above Bylaw changes noted for Article 4, Section 19 be amended as noted.

- ii. **Article 18, Section 3 – Membership** This was supposed to be checked-out as it was desired by the fellowship unless it would negatively impact our tax-exempt status. It needs to be checked-out and reported to the Board for final action.

TABLED MOTION. Move to table Article 18, Section 3. Membership, until it can be reviewed with an attorney for legal review.

ACTION. Linda K. will research this issue.

- iii. **Article 20, Section 1 – Composition.** A provision needs to be made for Canada. Insofar as the Board cannot complete the amendment prior to obtaining WSBC concurrence, this is one that the Board can determine how it wants to approach. The obvious Options are:

- >> Fold the Canadian meetings into the closest US Area, or
- >> Create several additional Areas.

After open discussion on the number of meetings in Canada, the Board saw no further action necessary and no need to create another Area..

- f. **Maintenance Food Plan.** Mary Pat O. presented a two-fold motion.

MOTION CARRIED UNANIMOUSLY. Move to NOT publish the Abstinent Forever Booklet. It is redundant and causes confusion to the Forever Abstinent Booklet.

- g. **Letter to Grapevine.** Linda has written a letter for the Executive Committee to discuss submission to the Grapevine. The letter requests permission to use their Preamble.

10. New Business

- a. **WSO Pre-Approval of Expenses Policy.** Mary Pat made reference to a previous Board policy that Directors must receive prior approval when planning to attend Board meetings for travel expense reimbursement.

MOTION CARRIED UNANIMOUSLY. Move that a procedure be established to reimburse for expenses incurred in the performance of regular duties by WSO Board of Directors in coming to meetings and be

pre-approved by the Finance Committee.

ACTION. Mary Pat O. will review the existing travel expense forms to establish the Board procedure..

- b. Appointment of Board Members.** Linda K. addressed one application to fill a Board vacancy. Maria D.'s was appointed to fill one vacancy of the Board of Directors.

MOTION CARRIED UNANIMOUSLY. Move to amend Article 4., Section 13(c) to read as follows (cross-outs are deletions, underlines are insertions): Until the World Service Business Conference held in the year 2000, there shall be no Area restrictions for Directors. From 2000-2003, no Areas may have more than ~~three (3)~~ four (4) Directors elected therefrom. ~~From 2004-2007, no Area shall have more than two (2) Directors elected therefrom. Thereafter, no Area shall have more than one (1) Directors elected therefrom.~~

ACTION. Luretha B. and the Nominating Committee will proceed to seek applications to fill one vacancy.

The Board established that after further interpretation of the Bylaws, the previous Board did not correctly waive the Board Director Applications of two delegates in the World Service Business Conference of 2002. The Nominating Committee will approach one of the delegates whose qualifications were not waived at the time of election.

- c. Bylaw Policy Maintenance.** Discussion tabled to February 2003.
- d. Webmaster Term Review.** The Board discussed a previously approved Board Policy relating to the term of the Webmaster. Pat A., our current Webmaster was praised for the excellent work that she has done for five years.

MOTION CARRIED UNANIMOUSLY. Move to accept the Webmaster Policy drafter for April 27, 2002, as written.

MOTION CARRIED UNANIMOUSLY. Move that we announce that we are looking for a Webmaster via website, flyer, newsletter, email, and telephone.

ACTION. Jeanne W. will contact Pat A. for assistance in placing of the announcement. Linda K. will write the announcement.

- e. Motions/Policies Submitted for Review after 7/2802**

- i. Policy Submitted – Group Ins. vs. WSO Ins. Coverage .**

Discussion tabled.

ACTION. Jeanne W. will prepare a procedure for the Board to vote at their next meeting.

- ii. Bylaws – Article 4, Section 1.** Jeanne W. withdrew her motion relating to a change of Bylaws.

- iii. Policy Submitted – Annual Calendar.** Jeanne W. presented a motion to establish a master calendar as dictated by Bylaws, policies, procedures, and as agreed to at Board meetings:

MOTION CARRIED UNANIMOUSLY. Move that WSO develop a yearly calendar that lists the year's schedule of

deadlines. Once a comprehensive list is developed it can be updated each year with the appropriate dates.

ACTION. Linda K. will prepare a yearly calendar.

- f. **Action Items in the Minutes with Designated Board Member Assigned.** Mary Pat O. address the need to include deadlines in the minutes.

MOTION CARRIED UNANIMOUSLY. Move that action items be included in the minutes with designated Board member assigned with a timeline.

11. **Next Board Meeting/WSO Workshop.** The Board agreed to hold the next Board of Directors meeting on **Saturday, February 1, 2003**, from 10:00 a.m. to 4:00 p.m. Three WSO Workshops will be planned for April 26, 2003, July 24, 2003, and October 3, 2003. The next workshop will be held in the San Fernando area.
12. **Adjournment.** The Board adjourned at 6:00 p.m.
13. **Approved:** Minutes approved with changes on February 1, 2003