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World Service Office  
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# Compulsive Eaters Anonymous-HOW

World Service Office  
Board of Directors' Special Meeting  
June 13, 2010 7:00 A.M. Pacific Time

## MINUTES

1. **Call to Order @ 7:00 a.m. PDT**

2. **Roll call:**

Directors present: Sherry, Lois, Mindy, Coletta, Jim, Bill, Rae were present. Carl, Coco and Lupita joined the meeting in progress

Also present: Woody, Vice-President was present, and Pamela, SOM and Board Advisor, joined the meeting in progress.

Absent: Irish, Secretary (excused)

The Chair determined that a quorum was present and business could be conducted.

3. **Serenity Prayer, ABSI Reading**

4. **Approval of Agenda—amended with Waivers from New Business to be discussed out-of-order.**

5. **Approval of Board of Directors Minutes for Meeting of April 24, 2010.** The minutes of the April 24, 2010 were approved as amended.

6. **COMMITTEE REPORTS:**

a. Executive Committee. Carl—No report.

b. Finance. Woody—No report

c. Literature. Coletta—Coletta reported that about 40 submissions for the Spiritual Meditation book have been received. They've been downloaded and are being formatted to be given out at Conference for approval. They are in anonymous mode. The Spiritual Meditation Book needs to be talked up at meetings so that others will then send in submissions. Concern was voiced about the price of shipping and handling for literature, and this will be discussed at another meeting, with possibly a committee consisting of Sherry, Carl, Pamela and Woody.

**ACTION ITEM: Coletta is to make sure the flyers about the Spiritual Meditation book are given to Rosie to be given out in the delegate packets along with having flyers at the Convention literature table.**

d. Education. Lois reported that there was follow-up and education concerning approved literature at different Intergroups. An educational workshop will be held in the future on how to get information and pamphlets out to the medical and professional communities. Sherry received a program basics checklist from the Sponsorship Committee; this will be distributed to the Fellowship for use in sponsoring and working the CEA-HOW program.

*CEA-HOW is A Way of life!*

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e. Area 6. Coco reported that their meeting list has been brought up-to-date. There are 44 meetings, down from 68. She raised the question about meetings in their Area which are not registered with them and there is a motion to come to Conference to align meetings geographically to bring them in under Area 6. Woody, Maria Delacruz and Coco will meet concerning the Spanish Pioneer Questions. There needs to be two translators at Conference. A delegate coming from Area 6 meets the qualifications and does not need a waiver.

**ACTION ITEM: SHERRY TO FOLLOW-UP ON GETTING TRANSLATORS.**

f. Hispanic Liaison. Lupita reported that they have the topics for the convention. There will be a room for Spanish meetings to meet in.

g. Public Outreach. Mindy reported that they will have their last meeting before Conference on June 23 and will get Sherry the Delegate report after that time.

h. Nominating. Nothing to report at this time.

**7. Waivers:** Peter C. meets the qualifications and does not need a waiver. Lorraine S., Eileen M. and Margie B. will meet the qualifications by the time of Conference and do not need waivers. Holly D. does not meet the requirement of having completed the Traditions questions within six months of becoming a delegate. After discussion, Sherry will check with her to see her progress on the questions and report back before a final decision is made. Kathleen N. lacks the qualifications in two areas and will not receive a waiver but will be invited to attend and observe and perhaps help with the Conference Support Committee.

**ACTION ITEM: Sherry is to call Holly D. concerning her work on the Traditions questions.**

## **8. Old Business**

a. **Clarify Quorum for Bylaw/Policy Motions**—A vote was taken and for the purpose of the Standing Rules for Conference any Bylaw and/or Policy Motion already on the agenda is deemed substantive and a 2/3 majority vote will be required to pass.

b. **Bylaws motions on (Part A, Articles 1 through 11)**  
1) **Composition of Executive Committee**

**MOTION: CEA-HOW Bylaws, Part A, Article 4, Section 6, Subsection b) is amended to read:**  
**b) By a majority vote of the Board of Directors, the Board of Directors may at any time revoke or modify any or all of the authority so delegated to the Executive Committee, increase or decrease but not below three (30 the number of members of the Executive Committee, *elect Corporate officers as full voting members of the Executive Committee so long as the majority of members are Directors,*...**

**This motion shall take effect immediately upon approval.**

Motion passed unanimously.

2) **Clarification of Qualification of Corporate Officers**—After discussion and vote, the motion to amend Article 5 was approved as follows:

**MOTION: PART A, Article 5—Officers, Section 2. Qualification, Election, and Term of Office, is amended to read:**

**a) Officers of the Board of Directors: The Chair of the Board, First Vice Chair and Second Vice Chair of the Board shall be elected from among the Directors by the Board at its annual meeting. No Director shall serve in any one office for more than three consecutive one-year terms.**

Motion passed and is effective immediately.

**ACTION ITEM FOR NEXT MEETING: BYLAW AMENDMENT: AMEND LAST SENTENCE OF ARTICLE 4—BOARD OF DIRECTORS, SECTION 29, SUBSECTION C TO READ: “No individual shall serve as Chair for more than (3) three consecutive years.”**

**b) Officers of the Corporation: Any person may serve as an officer of the corporation; corporate officers are defined in Section 1 of this Article 5. Officers shall be elected by the Board of Directors at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. No officer shall visibly conflict with the ideals of CEA-HOW.**

**This motion shall be effective immediately upon approval.**

Motion passed and is effective immediately. Subsequent subsections of Article 5 will be re-lettered sequentially.

**ACTION ITEM: In discussion the point was made that there is confusion in the Article headings in the Bylaws regarding officers and at the next Board meeting at Conference the Bylaw language will be clarified to differentiate between officers of the Board and officers of the Corporation; the current suggestion is to amend Article 5 to Officers of the Board, and insert an Article 6—Officers of the Corporation.**

**c. Board Bylaws motions for conference**

**1) Bylaws Motion: Effective Date of Bylaw Amendments.**

**MOTION: Part A, Article 12, Section 1, Subsection g) is amended to read:**

**g) Amendments to Part A of these Bylaws shall be effective as of the date of approval by the Board of Directors, except as otherwise specified. Amendments to Part B of these Bylaws shall be effective on the date stated in the motion to amend. Amendments to Part C of these Bylaws shall be effective at the close of the World Service Business Conference at which they are approved, except as otherwise specified.**

**This motion shall be effective immediately upon approval.**

No questions were raised on this motion as presented and after a vote it will be added to the Conference agenda.

**2) Bylaws Motion: Amend Bylaws Part C, Intergroups. Formation to Clarify Registration of Groups Within Areas:**

**CEA-HOW Bylaws, Part C, Article 19—Intergroups, Section 1. Formation, Subsection c) be amended as follows:**

***“No Group may be registered with more than one CEA-HOW Intergroup. Each Group shall register with the Intergroup in its nearest geographic or state or municipal vicinity and in no event outside its Area as defined by these Bylaws (except that phone or electronic groups will be affiliated with Area 10 as defined in these Bylaws without regard to geographic proximity).”***

**This amendment is effective immediately for all new registering Groups and effective September 30, 2011, for all Groups.**

**(Note: The change in the text is italicized only for the purpose of clarity of this motion.)**

After discussion and a vote, this motion will be added to the Conference Agenda.

**3) Amendment of Bylaws Part C, Article 20-Areas  
Addition of Section 1. Purpose**

**Motion: CEA-HOW Bylaw Part C, Article 20 Areas is amended to read as follows:  
Section 1. Purpose**

**The purposes of the Area are to act as guardian of CEA-HOW’s Twelve Steps, Twelve Traditions, Twelve Concepts of Service, CEA-HOW Concept and the Seven Tools; to conduct the Area assemblies; to facilitate Intergroup formation; to facilitate communication and participation in the CEA-HOW organizational structure; to provide service and support to member Intergroups and unaffiliated groups in the Area; to facilitate discussion and resolution of Area issues. Matters which affect CEA-HOW as a whole shall be addressed by the Board of Directors.**

**(All of the following Sections in Article 19 will be renumbered sequentially.)**

After a vote, this motion will be added to the Conference Agenda.

**4) Addition to Part C, Article 19-Intergroups, Section 2, Purpose**

**MOTION:**

**CEA-HOW, INC., Bylaws, Part C, Article 10—Intergroups, Section 2. Purpose is amended to read as follows:**

***“The purposes of the Intergroup are to act as guardian of CEA-HOW’s Twelve Steps, Twelve Traditions, Twelve Concepts of Service, the CEA-HOW Concept, and the Seven Tools; to facilitate group formation; to distribute CEA-HOW literature; to facilitate communication and participation in the CEA-HOW organizational structure; to facilitate discussion and resolution of local issues, and to arbitrate disputes therein. Matters which affect CEA-HOW as a whole shall be addressed by the Board of Directors.”***

**(Note: The change in the text is italicized only for the purpose of clarifying this motion.)**

After a vote, this motion will be added to the Conference Agenda.

**d. Board policy motions for Conference**

**1) Policy Motion to add Maintenance Food Plan to *Forever Abstinent***

After discussion and a vote, this policy motion with changes will be added to the Conference Agenda as submitted by the Board of Directors.

**ACTION ITEM: COLETTA WILL WORK ON THE LANGUAGE THIS WEEK TO CHANGE THE MOTION TO SAY THAT THE MAINTENANCE FOOD PLAN WILL BE ADDED TO *FOREVER ABSTINENT* AND TO CLEARLY NOTE THAT THE THREE PARTS WILL BE CLEARLY DIFFERENTIATED AND THERE ARE NO CHANGES IN THE FOOD PLANS.**

**2) Policy Motion to modify the front of the tri-fold *Forever Abstinent* to include the following advisory statements:**

**“NOTE: This pamphlet does not contain the CEA-HOW food plan in its entirety. For complete information about the plan of eating, please refer to *Forever Abstinent*.”**

After discussion and a vote, this policy motion will be added to the Conference Agenda as submitted by the Board of Directors.

**3) Policy Motions for Surplus Funds and *Ad Hoc* Committee to Recommend WSO Service Priorities.**

**a) Surplus Funds Policy: Motion: Create an Ad Hoc Committee to prepare a prioritized funding plan for the best use of surplus funds each year. In January, the BOD will determine the amount of surplus funds for the current year. The BOD will use the surplus funds according to the Ad Hoc Committee’s plan.**

**b) *Ad Hoc* Committee to Recommend WSO Service Priorities: Motion: An *Ad Hoc* WSO Service Priority Committee is established to review the needs of the Fellowship and priorities for carrying the CEA-HOW message worldwide, and to provide its recommendations to the Board. The Committee shall consist of a minimum of five (5) to a maximum of ten (10) members and shall include two Board members. The recommendations of the *Ad Hoc* WSO Service Priority Committee shall be submitted to WSBC 2011 for review and subsequent submittal to WSO. Upon submittal of its recommendations to WSBC 2011, the *Ad Hoc* WSO Service Priority Committee shall disband.**

After discussion and a vote, these policy motions were scrapped for this year and will be revisited next year so that this issue can be examined in the light of the additional services CEA-HOW has added to help facilitate carrying the message. Neither of these motions will be presented to Conference.

**ACTION ITEMS: FIRST BOARD MEETING FOLLOWING CONFERENCE: SET UP SCHEDULE FOR ADDITIONAL MEETINGS IN ADDITION TO QUARTERLY BOARD MEETINGS.**

**AT CONFERENCE SHERRY WILL LET DELEGATES WHO ARE INTERESTED IN RUNNING FOR THE BOARD KNOW EXACTLY HOW MANY HOURS OF PHONE CALLS AND WORK ARE INVOLVED WITH THESE SERVICE POSITIONS.**

**e. Area Assistance Funding for Delegates—Delegates from Areas 4, 5, and 6 have requested assistance with funding for Conference.**

**A Motion was made and seconded to pay the amount requested per delegate or up to a maximum of \$500.00, whichever is the lower amount. Motion passed.**

**ACTION ITEM: CARL WILL NEED TO TELL RURETH THAT THIS HAS BEEN APPROVED. CHECKS WILL BE SENT TO THE AREAS AND RECEIPTS WILL BE REQUIRED.**

**ACTION ITEM: PAMELA WILL NOTIFY THOSE THAT HAVE REQUESTED THE FUNDS THAT THE FUNDS HAVE BEEN APPROVED AND THEY WILL RECEIVE THEM IN THE NEXT TWO WEEKS. PAMELA WILL EMAIL RURETH THE NAME AND ADDRESS OF THE AREA CHAIR SO THAT THE CHECKS CAN BE MAILED OUT.**

**f. Copyright of Literature**

Pamela has compiled a list of publications for copyrighting including the CEA-HOW logo.

**ACTION ITEM: PAMELA WILL WORK WITH SHERRY TO COPYRIGHT THESE ITEMS AS SOON AS POSSIBLE, WITH THE EXCEPTION OF THE PAMPHLETS WHICH WILL AWAIT RECOMMENDATIONS FROM THE LITERATURE COMMITTEE.**

**g. Policy motion to add a statement to the tri-fold plan—Already covered, see Item 8 above.**

It was suggested that the Literature Committee be given the task of ordering pamphlets from OA to review against the CEA-HOW pamphlets to determine copyright issues which would need to be resolved and also determine if CEA-HOW needs to discontinue using certain pamphlets.

**h. Kaleidoscope questions**

Sherry reviewed Kaleidoscope and found three questions that can't be matched up with the editions of the Big Book.

**ACTION ITEM: SHERRY WILL BRING THE EDITIONS OF THE BIG BOOKS TO SHOW THE BOARD AND THEN THOSE THREE QUESTIONS CAN BE DELETED AND THE QUESTIONS CAN THEN BE DONE TO GO WITH THE FOURTH EDITION OF THE BIG BOOK.**

**i. 2010 Convention**

**a) Electronic Translation Equipment.** This is on hand. Jim provided information on the use of radio transmission equipment for translation capability. A friend of his has donated assembling the equipment. Jim is to send bills for the equipment itself to the office. Sherry located off-brand digital radios for \$10 and will buy or order two dozen. She located a brand she could research that is \$12.50 and she will see if that amount can be negotiated down to \$10.00. Pamela checked on mikes for rooms. If the hotel provides the mikes, the cost is \$744.00 including Conference. If the hotel sets up just the patch and the setups and we bring in the mikes it would be \$359.00 for the hotel's portion. It would cost us about \$150.00 per day to contract with bringing in the mikes. It was decided that paying the hotel would be the best way to go.

**ACTION ITEM: FOR MP3 RECORDING--PAMELA IS TO CONTACT KYLE AND ALSO WILL CHECK WITH THE HOTEL TO SEE IF THEIR THIRD PARTY VENDOR CAN DO THE MP3 PLAYER RECORDINGS. THE ISSUE OF TECH SUPPORT FROM THE HOTEL SHOULD ALSO BE RAISED. PAMELA WILL ALSO REMIND KAREN THAT WAIVERS FOR RECORDING NEED TO BE GIVEN OUT. PAMELA WILL TALK TO ANN B. TO HAVE WORKSHOP HANDOUTS SENT IN ELECTRONICALLY SO THEY CAN BE DOWNLOADED.**

**b)** The question was raised, "Can spouses or people come to lunch or dinner without having paid a registration fee for the workshops?" After discussion, it was decided this would be

allowed but that the meal has to be paid for. People cannot come in to hear the speakers without having paid for the meal.

**ACTION ITEM: PAMELA IS TO RELAY THIS POLICY TO THE CONVENTION COMMITTEE.**

**c) Other Convention information:** Pamela and Karen did a walk-through of the hotel.

**ACTION ITEM: PAMELA WILL SEND AN EMAIL TO CARL CONCERNING CHECK AMOUNTS FOR THE SALES TABLES.**

**d) Scholarships.** It was suggested that scholarships would more appropriately be given by intergroups.

**e) Decorations.** The Convention Decorating Committee was encouraged to have a fundraiser. The question arose "Would WSO subsidize the decorations up to its agreed-upon \$200?" It was decided that monies would only be given if they raised less than \$200.00 since \$200.00 was the budget set for Decorations. If there is an overage this year it should go to optional decorations.

**f) Webmaster.** Sherry suggested that we invite our webmaster Nancy to come to Convention and pay her expenses. A motion was made that Nancy be invited as a gesture of thanks and appreciation and pay her airfare, two nights at the hotel (sharing a room) and a meal package. Her registration fee for the Convention will also be paid. Motion was seconded and was passed unanimously.

**ACTION ITEM: SHERRY WILL CALL NANCY AND INVITE HER.**

**g) Wednesday night at Conference—Lois will conduct the session for the delegates. The Board will meet at 8 p.m.**

**9. Adjournment. The meeting adjourned at 11 a.m. PDT with the Serenity Prayer.**

*Everyone is welcome to attend Board meetings as observers. Please note, though, that observers may not vote and may not speak unless the Board specifically invites comment. The Board may close meetings for reasons of confidentiality. World Service Office*