Bylaws of Chronic Compulsive Eaters

Article I–Name

Section 1. Name. The name of this corporation, as set forth in its Certificate of Incorporation, is Chronic Compulsive Eaters Anonymous World Service, lnc. (referred to herein as the "Corporation" or "World Service Office" or "CCEAWS, lnc.")

Section 2. Mailing Address. CCEAWS shall maintain its address of 11816 Inwood Rd #1494, Dallas, TX 75244.

Article II–Purpose

Chronic Compulsive Eaters Anonymous World Service, Inc., now has but one purpose, that of serving the Fellowship of Chronic Compulsive Eaters Anonymous.

The purpose of the fellowship: "Chronic Compulsive Eaters Anonymous is a fellowship of compulsive eaters who have recovered from a seemingly hopeless state of mind and body by living the principles outlined in the Big Book of AA. To show others precisely how we have recovered is the main purpose of our fellowship."

Article III–Members

The Corporation shall not have any members, as such term is defined in the Texas Business Organization Code.

Article IV–Board of Directors Membership

Section 1. Power and Authority: The Board of Directors ("the Board") is the policy-making body and may exercise all the powers and authority granted to the Corporation by law and these bylaws. The Board shall oversee the Corporation's operations.

Section 2. Criteria: The criteria for eligibility to serve of the Board are:

a. Recovered compulsive eaters of the Chronic Compulsive Eaters Anonymous Program.

b. Recovered members of another 12-Step Program.

c. Non-compulsive eaters who are committed to helping chronic compulsive eaters to achieve recovery and possess adequate knowledge about addiction to compulsive eating.

Section 3. Composition: The Board shall consist of no more than sixteen (16) and no fewer than five (5) Directors. The number of Directors may be increased or decreased from time to time by Board resolution or amendment to these bylaws; however, a change in the number of Directors shall not remove a Director from his or her position as a Director prior to the expiration of his or her term of office.

Section 4. Election and Term of Directors: The first Board of Directors of the Corporation shall consist of those persons named in the Certificate of Formation. Such persons shall hold office until the first election of Directors. Thereafter, at each Annual Meeting of the Board of Directors, Directors shall be elected. Directors shall serve a two (2) year term. Current Directors may be re-elected for an additional two (2) year term if elected to a different position. Former Directors become eligible for re-election after a two (2) year absence from the Board. In the event that there are not enough willing candidates to fill all board positions, a Director may be re-elected for the same position for an additional two (2) year term, subject to Board approval.

Officers will be elected by a majority vote of the current officers. Any newly elected board members will begin their term at the time of election but will be up for ratification at the following World Service Conference.

Section 5. Meetings

a. The Board shall hold at least (1) regular meeting annually, which shall be known as the Annual Meeting, and any other regular meetings, as needed. The notice of any meeting shall state the date, time, and place of such meeting.
b. The meetings will follow Robert's Rules of Order.
c. Attendance Policy: All meetings of the Board of Directors shall be closed to the general public and open only to current board members. However, individuals who are not members of the Board may attend meetings by invitation only. Such invitations must be extended by a current member of the Board of Directors. The invited attendee may participate in discussions only at the discretion of the Board but shall have no voting rights.

Section 6. Quorum and Voting: Unless a greater proportion is required by law, a quorum is a majority of the total number of Board members in office. All decisions will be by majority vote of those present at a meeting at which a quorum is present.

Section 7. Compensation of Directors: Directors shall not be compensated for serving on the Board. However, the Corporation may reimburse Directors for documented, reasonable expenses related to travel, long-distance phone calls, postage, and copying incurred while performing their duties

in their position to the Corporation. If a Board member incurs other expenses without prior Board approval, the Board has the discretion to review and decide whether to reimburse those costs.

Section 8. Vacancies: In the event of a vacancy on the Board of Directors, nominations for new members may be submitted by current Board members and MEMBERS of Chronic Compulsive Eaters Anonymous. All nominations must be submitted at least two (2) weeks prior to the upcoming Board meeting. These nominations will be distributed to all Board members in advance and will be voted on during the next scheduled Board meeting.

Any individual elected to fill a vacancy will serve only for the remainder of the unexpired term of the departing Board member. All Board vacancies will be promptly communicated to the entire Chronic Compulsive Eaters Anonymous fellowship.

If a member is elected to complete a partial term, this service will not count toward the limit of serving two (2) consecutive full terms.

Section 9. Resignation, Termination, and Absences: All voluntary resignations from the Board must be submitted in writing and delivered to the Secretary.

A Board member may be considered for dismissal after missing either two (2) consecutive Board meetings or a total of three (3) meetings within any rolling 12-month period. Attendance will be recorded by the Secretary at both the start and end of each meeting. Partial attendance will be noted in the official record, and three (3) instances of partial attendance will be counted as one (1) full absence.

If a Board member is one absence away from potential dismissal, the Chairperson will personally contact the member to discuss their commitment to the Board and offer support as needed.

A Board member may also be removed for any actions or behavior deemed detrimental to the common welfare of Chronic Compulsive Eaters Anonymous. Removal of a Board member requires a two-thirds (2/3) vote of the full Board.

Article V–Committees

Section 1. Composition: The Board may designate committees and appoint committee members. Committees shall consist of at least three (3) individuals. Those committees which exercise the authority of the Board shall have at least one (1) Director. An Executive Committee established under this paragraph, having and exercising the full power of the Board, must consist of a minimum of three (3) Directors.

Section 2. Executive Committee: An Executive Committee established under this paragraph, having and exercising the full power of the Board, shall consist of the following Directors: Chair, Vice Chair, Secretary, Treasurer. Except for the power to amend the Articles of Incorporation and Bylaws, the

Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, as necessary.

Section 3. Finance Committee: The board shall appoint a finance committee consisting of the Board Treasurer as chair, as well as up to (3) additional Board members. The Finance Committee is responsible for the following:

a. Developing and reviewing fiscal procedures

b. Developing a fundraising plan

c. Drafting the annual budget

d. Provide quarterly and annual reports to the Board, including income, expenditures, and pending income.

e. Review all contracts for events before submission.

Article VI–Officers and Advisors

Section 1. Officers: The officers of the Corporation shall be a Chairperson, Vice Chairperson, Secretary, Treasurer, Public Relations Chair, and such other officers as the Board may designate. Two (2) or more offices may be held by the same person, except the offices of Secretary and President. The suggested sobriety for a 12-step member to be eligible for any of the Board positions is at least five (5) years of continuous sobriety.

Section 2. Powers and Duties of Officers: Subject to the control of the Board of Directors, all officers shall have such authority and shall perform such duties as may be provided in these Bylaws or by resolution of the Board.

a) Chairperson

1. Overall administration and coordination of all Board activities
2. Develops candidates for future openings of the Board and forwards all elected persons' resumes to the General Service Conference (GSC) for ratification
3. Directly responsible for supervising the Board positions; all tasks performed by the Board should be coordinated through the Chairperson.
4. Chairs the Board meetings
5. Sets the agenda for the board meetings
6. Sits on a GSC committee

b) Vice Chairperson

1. Assists the Chairperson

2. Chairs the Board meeting when the chair is not present
3. Sits on a GSC committee
4. Administrates the coordination of the Conference with the GSC Conference Committee

c) Secretary

1. Maintain records of all proceedings of the Board meetings (minutes)
2. Maintain files of all committee reports
3. Make minutes and records available to the Board and Delegates via Delegate mailing
4. Maintain record books and have them on hand at every meeting
5. Provides the Board minutes of the previous Board meeting at least 2 days prior to the next scheduled meeting in the CCEAWS drive
6. In the absence of the chairperson and the vice-chairperson, calls the meeting to order
7. Sits on a GSC committee

d) Treasurer

1. Should have prior Area or District, service committee Treasurer experience or professional experience in the fields of finance or accounting.
2. Responsible for supervising all financial matters at the Board including:
    a. Accounts Payable
    b. Accounts Receivable
    c. All Bank accounts
    d. Coordinates negotiations with vendors
    e. Contacts outside accounting firms
    f. Supervises all tax filings
    g. Treasurer will keep copies of all receipts and checks for records
3. Chairperson of the Board Finance/Spending Committee
4. Supervises policies regarding financial matters. Will prepare annual financial statements for the GSB in time to be distributed at the GSC. In addition, prepare any additional reports or explanations to describe noteworthy changes or trends in the financial condition of CCEAWS, Inc.
5. Sits on the GSC Finance Committee

e) Public Relations

1. Maintains and improves the CCEAWS, Inc. website
2. Gives an update report to the monthly Board meeting
3. Monitor the CCEAWS, Inc. email, info@chroniceaters.org, replying to all emails in a timely manner
4. Chairs the social media and literature committee

f) Compulsive Eater and Non-Compulsive Eater Advisors

1. Attend all Board meetings and be informed of all matters regarding the Board
2. Sits on a GSC Committee

g) Structure and Bylaws Chairperson

1. Shall act as the compliance officer
2. Responsible for continuous updates to the bylaws and Manual
3. Sits on the GSC structure and bylaws committee

Article VII – FINANCIAL ADMINISTRATION

1. The Board shall maintain a CCEAWS, Inc. business checking and a business savings account through Relay Financial; and a PayPal account.

2. The Board shall have mechanisms in place to ensure that no one person has control over the entire amount of money, and that this control is distributed between the Treasurer and other members of the Executive Committee.

3. Money necessary for day-to-day operations will be kept in PayPal balance (managed by the Treasurer). PayPal will be connected to the checking account at Relay. All money not used in the day-to-day operations will be kept in a separate savings account. Only the Chair and Vice Chair will have control over this savings account.

4. The Executive Committee must approve each spending transaction before the Treasurer proceeds with the payment.

5. A Prudent Reserve shall be determined by a vote of CCEAWS, Inc. Board. As of, 2025, Prudent Reserve is set in the amount of $ (to be determined).

6. Payment in full must be received prior to any inventory (chips, literature, etc.) distribution.

7. All funds of the CCEAWS, Inc. PayPal account not otherwise employed shall be deposited regularly to the checking account at Relay.

8. Upon approval by a majority vote of the Board, any contract entered in the name of and on behalf of the CCEAWS, Inc. must be executed by two (2) persons who shall include the Chairperson of the standing committee responsible for the activity involved in the applicable contract, and either the CCEAWS, Inc. Chairperson, or Treasurer.

9. The Board must approve the budget, and all expenditures must be within the budget. The Board or the Executive Committee must approve any major change in the budget.

10. The fiscal year shall be the calendar year

Article VIII–Indemnification

The Directors and Officers of the corporation shall not be personally liable for any debt, liability, or obligation of the corporation. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against, the corporation may look only to the funds and property of the corporation for the payment of any such contract or claim or the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the corporation.

Article IX–Miscellaneous

Section 1. Document Retention and Destruction. Paper and electronic documents will be retained in the google drive indefinitely and maintained by CCEAWS, Inc. Secretary.

Section 2. Conflict of Interest Policy. Board members must disclose all possible conflicts of interest that may interfere with the activities of CCAEWS or hinder impartial decision-making.

a) Conflict of Interest Definition: a conflict of interest can be any scenario wherein a board member's personal, business or social life could intersect with or be affected by CCEAWS. lnc. activities. These conflicts can seriously hinder a board member's ability to make balanced decisions and must be accounted for and disclosed.
b) Disclosure: Board members must disclose existing and new Conflicts of Interest. All Conflicts of Interest must be submitted to the Chairperson in writing and announced to the board. In addition to giving written notice to the Chairperson, board members experiencing a conflict of interest should avoid the following actions:
    a. Participating in discussion or debates related to the issue of conflict, except when providing information or answering questions.
    b. Making motions related to the issue of conflict.
    c. Voting on business related to the issue of conflict.
c) Business: The Board may vote to exclude a Director with a conflict of interest from any portion of business proceedings where said issue is being discussed. Board members with conflicts shall be counted in determining the existence of a quorum at any meeting in which the subject of the conflict is discussed. The meeting minutes shall reflect the individual's disclosure, the vote, and abstention from participation and voting.

Section 3. Whistleblower Protection Policy. CCEAWS., lnc. is committed to maintaining a high standard of ethical business practice, therefore board members are required to report misconduct and inappropriate actions while defending those who bring these issues to light.

a) Reporting Responsibility: This policy aims to encourage board members to internally report misconduct and actions to contribute to a healthy and ethical organization. Board members are required to report any misconduct or action that is outside of current operational policy or law to the board whenever it occurs.
b) No Retaliation: CCEAWS, lnc. is committed to protecting whistleblowers, it is against our values to retaliate or otherwise take hostile action towards any board member who reports misconduct or inappropriate actions. Retaliatory actions may be grounds for dismissal from the board.
c) Reporting Procedure: If a board member notices or suspects misconduct or inappropriate action, they should report this concern to the Chairperson immediately. The Chairperson is responsible for submitting all concerns to the Structure and Bylaws Chair (functioning as compliance officer) for investigation and further action.
d) Financial Concerns: When an issue regarding finance is reported, the Structure and Bylaws Chair will notify the Treasurer immediately and involve them in the investigation and report to the board.
e) Acting in Good Faith: Any board member reporting an incident of misconduct or inappropriate action must have grounds and provide valid evidence or reasoning for their concern. Any reports made falsely or with malicious intent will be considered a serious offense and may be grounds for dismissal from the board.
f) Confidentiality: All reported concerns will be kept confidential until investigation is complete and a report is made to the board, this is to ensure an effective investigation. The anonymity of any board member reporting misconduct or inappropriate action will be held indefinitely.

Section 4. Information Sharing: All attendees of board meetings (except for official committee liaisons in the context of their duties) are barred from discussing any contents of the meeting until official minutes are published unless otherwise approved by specific request to the Chairperson. The Chairperson should give a verbal reminder regarding this requirement during meetings in which non-board attendees or proxies are present.

Article X–Amendments

These Bylaws may be amended, in whole or in part, at any time by a vote of majority of the directors then in office. Proposed amendments must be submitted to the Secretary and are to be sent out with regular Board announcements. The amendments must be ratified by members of the General Service Conference at the next Conference.

These Bylaws were originally approved at a meeting of the Board of Directors of Chronic Compulsive Eaters Anonymous World Service, Inc. oп January 25, 2025.