

## **Board of Trustees' Job Description**

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### *Bylaws Section B, Article VII – Board of Trustees, Section 2 – Duties and Responsibilities*

- a) Each trustee shall serve and represent Overeaters Anonymous as a whole. The members of the board, subject to the laws of the State of New Mexico, are expected to exercise the powers vested in them by law in a manner consonant with the faith that permeates and guides the Fellowship of Overeaters Anonymous, inspired by the Twelve Steps of Overeaters Anonymous, in accordance with the Twelve Traditions and Twelve Concepts of OA Service, and in accordance with the bylaws.
- b) Subject to the limitations of these bylaws, and to the action of the delegates at the Conference, all powers shall be exercised by or under the authority of, and the business affairs of the Corporation shall be controlled by the Board of Trustees. Without prejudice to such general powers but subject to the same limitations, it is hereby expressly declared that the trustees shall have the following powers:
  - 1) To act as guardians of the Twelve Steps and Twelve Traditions, ensuring that they are not altered in any way, except as specified in Article XII, Subpart B of these bylaws.
  - 2) To act as guardians of the Twelve Concepts of OA Service and to promote the understanding and implementation of the Twelve Concepts of OA Service at all levels of service.
  - 3) To conduct, manage, and control the affairs and business of the Corporation and any charitable foundation organized in conjunction with or allied with Overeaters Anonymous as they may deem best, and to make such rules and regulations consistent with law, the Articles of Incorporation, or with these bylaws, or the action of the Conference taken through the delegates at the Conference.
  - 4) To designate a place within the United States for holding of any meeting or meetings of the delegates.
  - 5) To manage in such a manner as they deem best all funds and real or personal property received and acquired by the Corporation, and to distribute, loan, or dispense with the same and the income.
  - 6) To call to the attention of any group or service body any non-adherence to the Twelve Traditions or the Twelve Concepts of OA Service which the trustee believes the group or service body has made, acting only in an advisory capacity in matters affecting Overeaters Anonymous as a whole.
  - 7) To speak on behalf of Overeaters Anonymous in all matters affecting Overeaters Anonymous as a whole.
  - 8) To provide for and supervise publications of Overeaters Anonymous.
  - 9) To furnish counsel and guidance to the members, groups, and service bodies.
  - 10) To supervise and guide education and attraction efforts of Overeaters Anonymous.
  - 11) To provide forums for the interchange of ideas and information among groups and OA service bodies and to be instrumental in carrying the OA message of recovery to compulsive overeaters.
  - 12) To perform such other duties as may be directed by the delegates at the Conference.
  - 13) To prepare and present an annual report to the delegates at the Conference.

## c) Specific Duties

- 1) The trustees shall attend Board of Trustees meetings and Executive Committee meetings, if applicable, and the annual World Service Business Conference.
- 2) The assigned trustee liaisons shall be the representatives of the Board of Trustees in their respective regions and at the region assemblies.
- 3) The Executive Committee shall have general authority with respect to the routine conduct of the business affairs of the Corporation, including the following specific duties:
  - (i) To maintain a World Service Office and to receive and disburse all funds contributed to the World Service Office for the benefit of Overeaters Anonymous as a whole, so that the Fellowship of Overeaters Anonymous need never be organized in any legal or official manner.
  - (ii) To receive, manage, control, use, and disburse in such manner as the board may deem advantageous to Overeaters Anonymous, all gifts and contributions, monies, and properties of every kind received by the Board of Trustees for Overeaters Anonymous.

The board must decline all outside contributions in accordance with Tradition Seven.

- (iii) To have the books of the Corporation and any and all affiliated bodies, foundations, and nonprofit corporations audited and to furnish an accounting of all financial transactions at the regular annual meeting of the Conference.
- (iv) To submit minutes of the Executive Committee meetings to the Board of Trustees.

*Bylaws Subpart A, Article V – Directors/Management, Section 7 – Resignation and Removal of Trustees*

- c) A vacancy shall be presumed and the office shall be declared vacant by a three-fourths vote of all trustees under the following circumstances:
  - 1) Any trustee who is absent from two Board of Trustees meetings during their term of office without prior notice to the chair of the board or the secretary of the board and good cause as determined by the Board of Trustees.
  - 2) Any trustee who is absent from two Board of Trustees meetings in a twelve-month period.
  - 3) Any trustee who is absent from three Executive Committee meetings in a twelve-month period.
  - 4) Absences of a trustee serving only a one-year term could be excused only by impassable weather, serious illness of a trustee, death or serious illness of a trustee's immediate family member, war, or national strike.
- d) Any member of the Board of Trustees may present a motion that an absence from a meeting of the Board of Trustees, and/or a meeting of the Executive Committee, be approved for good cause.
  - 1) The motion may be presented at a Board of Trustees meeting prior to or the meeting subsequent to the meeting from which the trustee wishes to be excused.
  - 2) The motion to excuse an absence shall be treated as any other business motion and requires a three-fourths vote of the Board of Trustees. The vote to excuse the absence will be taken by written ballot.