

FAA Board of Trustees (BOT) Meeting Minutes
Sunday July 13, 2025 –7:30 PM ET
ZOOM Virtual Meeting ID: 973 5019 9561
Password: 459076

Link: <https://zoom.us/j/97350199561?pwd=r2iX9bBfoVVLJ86wSWwb8XR03U2GLC.1>

OPENING: Serenity Prayer

Attendees: Linda A., Darlene D., Anne S., Chuck S., Charlotte S., Kelley N., Donna M., Deborah G., Cynthia M., Tmima K., Ellen L., Joann M., Linda S., Cindy K.

Quorum- Linda A., Darlene D., Anne S., Chuck S., Charlotte S., Kelley N., Cindy K.

Visitors- Deborah G., Cynthia M., Tmima K., Ellen L., Joann M., Linda S., Susan L., Teresa J., Susan B.

Reading Tradition Five (long version) – Read by Darlene D.

Review/Approval of Minutes of May 18, 2025 - Motion by Linda A. to approve minutes and seconded by Kelley N. Charlotte made the motion to waive the review of minutes and it was seconded by Darlene. Minutes were approved by unanimous consent. The Secretary will send the final minutes to the EA for website posting.

REPORTS:

Co-Moderator- No report provided at this time

Treasurer- No treasurer report provided as the statement was just recently printed. No major changes have occurred. Some credit card charges occurred due to book orders. Current figures are approximate, that include \$4,000 in the checking account, \$45,000 in the CD account, and the money market account has about \$6,000. Approx total funds in the bank is \$55,000.

Secretary- Reminder provided to submit agenda items by August 12th for the Annual Board Meeting in accordance with the By-Laws.

Executive Assistant- EA is mostly working typical office hours at this time. EA received a letter from a member expressing concerns regarding use of content inconsistent with FAA's spiritual basis for recovery in the 10 AM CIG Phone Meeting parking lot after the FAA meeting is closed. EA sent this to the BOT. This member was contacted by the Co-Moderator and discussion occurred regarding whether to address the concern throughout the entire FAA fellowship. It was suggested that this be addressed at the Annual Meeting and confirmed that the Co-moderator will submit the motion to the Secretary to be placed on the agenda. EA was not aware of the Town Hall meeting, but

made the flyer and has been sending it out with orders and will send to the BOT Secretary to send to the intergroups for more advertisement.

Office Committee- Next meeting is Thursday 7/17/25 at 8 PM. Office committee met last month. Concern was expressed regarding the removal of the free literature in the Google Drive for the Virtual Intergroup at the office meeting. Adjustments made are listed below in the relevant motion.

By-laws Committee- Next meeting is 8/13/25 at 7 PM. The meeting last Wednesday included updating the By-Laws regarding the changes to be addressed later during the motions regarding Members, Committees, and a request for Expense Authorization to be requested in writing prior to the spending of money.

Literature Committee- Still in need of a Chair at this time. The Concepts of Service subcommittee remains active and submitted the motion to review the short form to be addressed later in the meeting.

Public Information- Next meeting Sunday, 7/20/25 at 3 PM. The PI committee is currently looking at updating the 12 step volunteer committee manual. The March campaign may run again in October in alignment with Eating Disorder Awareness Month. Literature will be limited to 3 copies per person. Reducing the literature amount improves the cost of shipping as there is a significant difference in mailing 3 copies vs. 5 copies. There were 21 participants in March who requested the literature to provide to nutritionists.

Convention Committee- Next meeting 7/20/25 at 6 PM. There are 21 people registered to date. Only 14 rooms are booked at this moment. 30 more booked rooms are needed to satisfy the contract. The rooms will be released to the public on August 12th and will be first come/first serve after that date. See attached report. Email response received from the hotel was verbally read by the Convention Chair. Development of a "crunch time" statement on the flyer was presented as an option to entice more registrants. If rooms are not blocked, we will need to share the breakfast with the public that may also impact the closing ceremony agenda item. Discussion regarding changing costs and day rates occurred. Day rates need to be decided soon to be able to offer the information to inquiring people. It was decided that the \$300 Convention rate will remain without increasing and \$150 will be the day rate to include meals.

OLD BUSINESS:

- a. **Motion:** I propose that a Town Hall be held in February for the purpose of engaging in a dialog with our general membership regarding instituting a "voice of the fellowship" service process and structure for member participation through

elected delegates in decisions currently taken solely by our self-appointed Trustees.

Reason: Since our founding, FAA has been guided and supported by a Board of Trustee volunteers. The number of members with the wisdom of our early years is dwindling in number, and we are now at a similar point that the founders of AA found themselves - needing a way to create a process and organizational structure to surpass their own mortality in order to preserve the message and legacy of hope of AA. FAA now similarly needs to create a way to transition to a fellowship-based decision making process through elected delegates constituting the "voice of the fellowship," spiritually guided by the Higher Power of our understanding through a group conscience. I propose a Town Hall Meeting to introduce the concept of creating a fellowship-based process for decision making, and to determine receptivity to this change.- **Confirmed BOT Secretary will host the meeting and access via Zoom will be provided by EA . This will be posted for a 1.5 hour time slot. This item will remain on the agenda to ensure follow up and to schedule a date in the winter..**

- b. **Motion:** I move that each Board Committee identify their pertinent by-laws content which defines WHAT the specific duties and functions of the committee are, and identify all text which describes HOW their duties are to be performed which will be removed from the by-laws and transferred to a Policy and Procedures (P&P) Manual (currently under development).

RECOMMENDED COMPLETION DATE: MAY 1, 2025 reports to the By-Laws Committee

TARGET COMPLETION DATE FOR P&P MANUAL FIRST DRAFT: JULY 13, 2025 (Linda A for action)

Reason: By-Laws changes are very cumbersome and time-consuming, and appropriately so. By retaining the duties and responsibilities of the Board in the by-laws and shifting the details of how to execute these duties into a P&P Manual, any changes that may need to be fine-tuned can be updated/modified in a simple, timely, as-needed basis, per the guidelines to be set forth in the P&P Manual.- **No response was received from Committee Members.**
Co-Moderator offered a motion to rescind this from the agenda due to lack of involvement. Seconded by the Secretary - passed unanimously. This will be removed from future agendas. No comments were offered when requested.

NOTE: Any changes to the remaining by-laws content discovered during this process may be recommended to the entire by-laws committee per the usual committee process.

- c. **Motion:** to have the BOT take action on its 3/16/25 unanimous vote to address copyright infringement within the FAA fellowship and to clarify what constitutes an FAA meeting by engaging a copyright lawyer in a timely manner to counsel the BOT in effectively resolving these issues.

Background: Regarding the dispersal of copywritten Food Addicts Anonymous literature.

Over two years ago, it became known that a group within the FAA fellowship had placed copies of print and digital Food Addicts Anonymous (FAA) copyrighted literature on a Google drive. Links to this drive have been given to scores of individuals in this time as part of their training as meeting hosts.

The links have been tested to reveal that the material can be downloaded and used at the downloading person's discretion. This approach is in violation of the Seventh Tradition which states that 'Every FAA group ought to be fully self-supporting, declining outside contributions'. By allowing the copying of our literature freely, our ability to be self-supporting has been impaired and we are being diverted from our primary purpose which is to help the suffering Food Addict.

During this time, several requests have been made to this group to take down the Google drive but no action has been taken.

We are requesting that the Board of Food Addicts Anonymous address this issue which may include pursuing legal means to remedy this situation.

In the spirit of the 12 Traditions,

Ann Wenzel
Phyllis Eckel

Update: Currently the access has changed to prevent the literature from being copied, downloaded, or shared. The literature can only be presented during the meetings and is protected by password. The issue has been satisfactorily resolved. This item will be removed from future agendas. Additional concern was raised regarding another entity reporting with the use of the FAA name without proper affiliation. This will be further reviewed and addressed at the Annual Meeting.

NEW BUSINESS:

- a. **Motion:** I move that the Board approve posting attachment (1) on the FAA website between August 1, 2025 until August 31, 2025 in order to survey our members on their activities/involvement in Sponsorship and Service.

Background: Sponsorship and Service are two areas that are critical to the health and growth of our familyship. It often seems that these two key supports for abstinence and recovery are weak or absent among a sizeable portion of our members, but we have no way of knowing to what extent this may be true. This perception may or may not be accurate. The goal of this survey is to capture some sense of our “state of the union” to determine how well FAA is succeeding in making these two tools a regular part of our members’ recovery practices. The plan is to compile and present the results to the Board at the Annual Meeting on Sept.12, 2025. -**Questions presented regarding who will tally the results, where it will be posted, timeline for submission, and potential costs.** Further discussion occurred regarding the procedure of submission and extending the options for the survey to be presented to members attending the Convention for more data to be collected. **Motion Seconded by Office Chair. All were in favor. The EA will connect with the Webmaster regarding adding the survey to the website. This will remain on the agenda for follow up at the Annual Meeting.**

- b. **Motion:** I move that the Board concur with the Principles and draft text of the proposed Concepts of Service Draft (6.28.25) Short Form, contained in Attachment (2) and allow the Literature Committee to proceed with developing a Long Form expansion of these Concepts.

Background: This project began over 3 years ago in an effort to more fully articulate the guiding principles needed to strengthen and integrate our service efforts in carrying the message of recovery to food addicts. Two of the original members of this project are still actively involved in this effort, with the goal of achieving a spiritually-guided collective group conscience in determining FAA’s direction and decisions. Our unique circumstances make other 12-step fellowship models unsuited for FAA .se due to our small size, a very fluid membership and the nature of food addiction. **It was suggested that the Committee send this to the Intergroups with a deadline of 30 days for comments before moving forward with the long form process. This item will remain on the agenda for follow up. The Warrantees section will be removed following a discussion and proposal from the Concepts Chair and seconded by BOT Secretary. The document will be sent to Intergroups by the EA and posted in a separate location on the website near the Concepts meeting. Responses will be sent to the Literature Chair email. The vote was unanimous to send**

out the Concepts, but without the section on Warrantees at this time for feedback from the fellowship. They will be sent out by 7/17/25 and informed to reply by 9/1/25. This will remain on the agenda for follow up at the Annual Meeting.

- c. **Motion:** to adopt the changes made to the Bylaws (attached) regarding the small board adaptation and to further specify requirements of an oncoming board member.

Background: In the past the Board has struggled to maintain the larger Board size specified in the By-Laws and the proposed changes allow for the operation of a smaller Board.- **Motion to extend the meeting by 15 minutes presented by PI Chair and seconded by Office Chair. The proposed additional Trustees requirements were withdrawn from consideration at this time. The first reading was presented by the Co-Moderator. The first reading was voted on and approved unanimously. A Special Meeting was requested by the By Laws Chair and seconded by the Office Chair for August 10th to hold a second reading, discussion and final vote to approve prior to the Annual Meeting on September 12, 2025.**

Additional Items:

None at this time

Visitor Comments:

Comments were presented regarding the difficulty in following along with the changes to By-Laws given the different computer program and formatting issues.

NEXT MEETING: Friday, September 12, 2025 at 9:00 AM

CLOSING: Serenity Prayer

In Service,

Cindy K. Secretary

Food Addicts Anonymous

DRAFT Twelve Concepts of Service

Working Draft – For Fellowship Review Only – Not Final Literature

CONCEPT ONE - Service and Responsibility

The final responsibility and authority for FAA services rest with the fellowship as a whole. At present, in the absence of a formal group conscience structure, our members all serve as spiritual stewards within each home group, intergroup, committee, the World Service Office (WSO), and the FAA Board of Trustees (BOT). Every trusted servant plays a role in carrying our message of recovery to all food addicts.

CONCEPT TWO – Spiritual Guidance

FAA depends on trusted servants – whether at the level of the home group, intergroup, committee, WSO, or BOT. The spiritual guidance of a Higher Power in our service work is demonstrated by our servants' willingness, humility, and faithfulness to our spiritual principles. No one governs; all serve.

CONCEPT THREE – Right of Decision

Trusted servants at all levels are granted decision – making authority within their service roles. Whether serving a home group, on a committee, at an intergroup, at the WSO or on the BOT, this right comes with the responsibility to seek spiritual guidance, practice accountability, and remain open to group input.

CONCEPT FOUR – Right of Participation

Every FAA member, home group, intergroup, and service committee has a voice. While no formal Fellowship-wide collective conscience currently exists, all members participate through open communication, surveys, and shared service experiences – especially intergroups and committees.

CONCEPT FIVE – Right of Appeal

Every service level must be open to minority opinion and appeal. Home groups, intergroups, and committees provide essential feedback to the WSO and the BOT, ensuring that dissent is honored and respected as the collective conscience continues to evolve.

CONCEPT SIX - TRUST

Trust in a Higher Power's guidance in our service work is spiritual - not based on authority

or control. Whether one serves at the home group, intergroup, committee, WSO or BOT level, we trust that our Higher Power's spiritual guidance is demonstrated by the example of our servants, the transparency of their actions, and how they support FAA's primary purpose through love and service.

CONCEPT SEVEN - Balance

The fellowship as a whole is guided by the spiritual principles of the Twelve Steps, Twelve Traditions and Twelve Concepts, while its legal authority is established through the Articles of Incorporation and Bylaws of Food Addicts Anonymous, Inc.

CONCEPT EIGHT – Effective Service Structure

FAA's service structure – though informal – includes active home groups, intergroups, working committees, and a supportive WSO/BOT. Each contributes to communication, literature development, event coordination, and more – supporting one another in a spirit of unity and service.

CONCEPT NINE –Leadership by Example

Good leadership is rooted in spiritual maturity. At every level-from the home group host to the Board member-trusted servants lead by example through love, patience, humility, and clarity of purpose. Leadership is spiritual service by personal example of the principles embodied in the Steps, Traditions and Concepts rather than directive or authoritarian in Nature.

CONCEPT TEN – Clear Responsibility and Authority

Each level of FAA's structure operates with defined responsibilities:

- All trusted servants must disclose and eliminate any conflicts of interest, financial or otherwise.
- Home groups carry the message and practice the Steps, Traditions and Concepts.
- Intergroups support the needs of their associated meetings and groups.
- Committees address literature, outreach, operations and more.
- The WSO maintains operations, corporate records and communication.
- The BOT bears legal accountability and spiritual stewardship.
- Everyone is responsible to the groups and to each other.

CONCEPT ELEVEN – Vision and Continuity

FAA ensures continuity through rotation of service positions, mentorship, and shared experience. Home groups raise future leaders. Intergroups and committees train trusted servants. The WSO and BOT provide administrative continuity and organizational memory

while welcoming new voices and fresh energy.

CONCEPT TWELVE – Spiritual Foundation

Every FAA service effort – at the level of home groups, Intergroups, committees, the WSO and the BOT—is grounded in the spiritual principles of the Twelve Steps, Traditions, and Concepts. Love, humility, patience, forgiveness, and willingness, in particular, are fundamental spiritual cornerstones of every decision.

It establishes six General Warranties—broad spiritual safeguards that guide leadership conduct and protect the Fellowship.

These Warranties ensure that service bodies:

1. Avoid accumulation of excessive power or wealth
2. Practice sound and prudent financial management
3. Prevent any individual from having unqualified authority
4. Make decisions through informed group conscience and substantial unanimity
5. Refrain from punitive or controversial actions
6. Remain democratic in thought and action

Sponsorship and Service Survey

There are many tools we have to support our recovery from the effects of food addiction – sponsorship and service in particular. This survey is designed to **anonymously** gather insights regarding **your** experiences with sponsorship and service involvement. Your responses will **help determine a better understanding of how well these tools, in their current form, support and inform our trusted servants regarding** the needs of our fellowship. By sharing your experiences, you contribute to the ongoing **strength**, growth and unity of our fellowship, guided by spiritual principles and a collective commitment to **recovery**.

[Literature Committee](#)

SPONSORSHIP

1. How long have you been in recovery?

Mark only one oval.

- ☐ Less than 30 days
- ☐ 1-6 months
- ☐ 6-12 months
- ☐ 1-3 years
- ☐ 3-5 years
- ☐ Over 5 years

2. Do you currently have a sponsor?

Mark only one oval.

- ☐ Yes
- ☐ No
- ☐ Seeking one

3. Are you sponsoring anyone?

Mark only one oval.

- ☐ Yes
- ☐ No
- ☐ Not yet, but open to it

4. How many sponsees do you currently have?

Mark only one oval.

- ☐ 1-2
- ☐ 3-5
- ☐ Not currently sponsoring

5. How long have you been sponsoring others?

Mark only one oval.

- ☐ Less than 6 months
- ☐ 6 months to 1 year
- ☐ 1-2 years
- ☐ 3-5 years
- ☐ More than 5 years

6. What challenges have you faced in sponsorship?

For example: Unwillingness for the sponsee to follow directions such as following the food plan, working through the steps, attending meetings or doing assigned tasks.

7. How was this overcome?

For example: Have an honest conversation to understand the reasons for resistance. Ensure the sponsee feels safe and supported in the relationship. Involve the sponsee in decision about their recovery.

8. How to handle chronic relapsers?

For example: Encourage sponsee to engage in recovery activities such as outreach calls, regular meeting attendance. Develop a network.

9. How important or helpful has sponsorship been to supporting/aiding your recovery journey - on a scale of 1 (none or not applicable) - 5 (most helpful/necessary).

Mark only one oval.

1	2	3	4	5
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Skip to question 10

SERVICE INVOLVEMENT

10. Are you currently involved in service beyond your home group?

Mark only one oval.

- ☐ Yes
☐ No

11. Have you ever held a service position (e.g. phones, zoom, or in-person)? If yes, please specify.

Mark only one oval.

- ☐ Yes
☐ No
☐ Not yet, but interested
☐ Other: _____

12. If no, what types of service would you be interested in (select all that apply)

Check all that apply.

- ☐ Host
- ☐ Tech Co-Host
- ☐ Phones
- ☐ Loop Leader
- ☐ Service Committee Member
- ☐ Other (please specify)

13. What motivates you to serve in this fellowship?

For example: I am inspired by the collective strength and unity within FAA, which reminds me that I am not alone in this journey.

14. How has service work enhanced your recovery?

For example: Serving others in the fellowship hold me accountable to my own recovery.

15. How important or helpful has service involvement been to supporting/aiding your recovery journey - on a scale of 1 (none or not applicable) - 5 (most helpful/necessary).

Mark only one oval.

1	2	3	4	5
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

16. Do you have any suggestions or comments you wish to add?

Thank you for taking the time to complete this Sponsorship and Service Survey. Your thoughtful input helps us better understand how we can **improve our** support **of** one another in carrying **our** message **of hope**—heart to heart, **hand in hand** one day at a time. In the spirit of **Tradition One**, your participation strengthens our unity. In keeping with **Tradition Twelve**, your anonymity and personal reflections are respected and will be held in confidence. May we each continue to grow in service, guided by love and spiritual principles.

In fellowship and gratitude,

The Literature Committee
Food Addicts Anonymous, Inc.

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Google Forms

Convention Committee Report

We have 20 people signed up for the convention as of 7/2.

We've had several members asking about the mildew smell at the hotel. I emailed Jennifer from the hotel and this is what she said:

Kelley,

I appreciate your concerns. We have been replacing the carpets and a/c units. Also, we have an industrialized air-cleaning machine that has been utilized. Since Florida is so humid we recommend using the "dry" setting on the a/c units while here as it is a dehumidifier as well as an air conditioning setting. When the a/c is set on "cool" it can make that musty smell due to the extra humidity in the air from the a/c unit. When the a/c unit is on the dry setting it usually isn't an issue. Please let me know if there is anything else. Have a wonderful day.

Best,
Jennifer Freeman
Group Coordinator
727-485-8858
jennifer@crystalbayhotel.com

One member asked if there was professional mold testing done. I reached back out to the hotel. Jennifer said from last year to this year they have not done any testing. Jennifer said they didn't have any damage from the hurricane last year so there was no reason to do testing. I guess the water never reached the hotel.

I bought some ball caps, visors and bags with the FAA logo to sell at the convention.

Thanks,

Kelley

FOOD ADDICTS ANONYMOUS
AMENDED AND RESTATED BY-LAWS

ARTICLE I

The name of this Not-For-Profit Corporation of the state of Florida is Food Addicts Anonymous, Inc. The general office and facilities of this Corporation are located at: 529 NW Prima Vista Blvd., Suite #301A, Port St Lucie, Florida, 34983. The general office and facilities shall be referred to as the FAA World Service Office.

ARTICLE II: PURPOSE

To maintain a 12-Step program of recovery for food addicts.

ARTICLE III: SPECIAL PROVISIONS

This Corporation shall not be allied with any religious sect or denomination, or any political organization, or any office of local, state, or federal government. Further, this Corporation shall not engage in any action, which endorses or opposes any pending or proposed legislation, nor shall it engage in any action connected with any political campaigns for public service.

ARTICLE IV: INDEMNIFICATION

The corporation shall indemnify any Officer, Trustee, employee, or agent of the corporation to the full extent permitted or required by and subject to the provisions of Section 617.0831, Florida Statutes. Each Trustee and Officer of the Corporation shall be indemnified by the Corporation against any and all liability incurred in connection with any proceeding, including any appeal thereof, by reason of the fact that such person is or was a Trustee or Officer of the Corporation. The Board of Trustees may approve the purchase of insurance or adopt other means to augment such indemnification.

ARTICLE V: BOARD OF TRUSTEES

RESPONSIBILITIES: The Board of Trustees shall manage the business and affairs of this organization. Each member of the Board of Trustees will be charged with the responsibility of serving the best interests of the Corporation pursuant to the aforestated Purposes in Article II. For all purposes, the term “World Service Board” or “FAA World Service Board” refers to and shall mean the same as “Board of Trustees.”

1. MEMBERS: The Board of Trustees shall consist of, not less than **three (3)** nor more than **nine (9)**, all of these members belonging to Food Addicts Anonymous and having at least four (4) years of current, continuous abstinence as defined by FAA. **In the event that there are five (5) or fewer Board Members, the Board of Trustees ~~shall~~ may follow Roberts Rules of Order for Procedures in Small Boards 49:21.**

They shall be appointed and serve in accordance with the Bylaws.

PARLIAMENTARIAN: An FAA member having a minimum of one (1) year of current continuous abstinence shall be appointed Parliamentarian for a two-year term.

APPOINTMENT: Nominations to the Board of Trustees can be made by a longtime sponsor, home group, virtual, loop, face-to-face, or phone meeting and/or Board Member. This applies to both regular term and interim vacancy nominations. Require nominee to have given two (2) years of continuous service in the past on any FAA Committees; Be known within a home group. Obtain a recommendation re: their Board service from one or more of the following: (FAA Committee Chair; sponsor; and/or Board Member. **Personal statement of FAA's greatest needs, self-rating relative to each of the stated promises, position/view in supporting the FAA food plan. Basic technology literacy and access. Availability to fulfill 2-year term requirement.** Voting for nominees can take place at the annual meeting or any regular or special meeting of the Board. Nomination forms must be submitted to the Secretary to be placed on the Board Meeting agenda in order for any nominations to be discussed and voted on. All Board members will receive a copy of the nomination form(s) along with the agenda. No "last minute" or other nomination changes will be accepted after the agenda has been approved. The nominee(s) must be present at the meeting and any questioning of the nominee(s) will take place at the appropriate time during the meeting according to the agenda. At the annual meeting, initial discussion will occur with the nominee(s) and visitors present and after this discussion, the Board will be afforded an opportunity to discuss the nomination without the nominee or visitors being present. Voting will immediately follow and will take place by closed ballot. The Co-Chairperson will collect closed ballot votes for each nominee and tally the votes and the secretary will record the outcome. The nominee(s) and any visitors will then be invited back into the room and the results of the voting will be read. At regular or special Board meetings held by conference call, initial discussion will occur with the nominee(s) and any visitors present. After this discussion, the Co-Chairperson will ask the nominee(s) and any visitors to leave the call so that a closed discussion can occur with just Board members present. Voting will occur by each Trustee calling or sending a private email, within 24 hours to the Co-Chairperson, who will tally the votes and notify the Secretary of the results. The Secretary will email the results to the nominee(s) and all Board members. All newly elected Trustees will take office at the next regularly scheduled Board meeting after they are elected. The Parliamentarian shall be nominated and appointed following the same procedure as for a Trustee.

TERM OF OFFICE: The term of office for each Trustee shall be two (2) years. No Trustee who serves two full terms shall be re-elected to the Board of Trustees until at least one (1) year from the date his or her second term ended. Terms of office shall be staggered so at least two Trustees' terms are constant at the time of elections.

ABSENCES FROM MEETINGS: Three (3) consecutive absences from meetings of the Board of Trustees shall constitute resignation of a Trustee or Parliamentarian from the Board, unless there exists good reason for the absences and the reason has been conveyed to either of the FAA World Service Co-Chairperson's. Where such reason exists and is accepted by the Co-Chairperson, it shall be noted in the minutes of the third consecutive meeting from which such Board member is absent.

REMOVAL: A person may be removed as a Trustee of this Corporation for just cause by more than a two-thirds (2/3) vote of the Board of Trustees at any regular or special meeting of the Trustees. Any board member that conducts him/herself in an inappropriate manner should be warned of his/her manner before being removed from the board.

RESIGNATION: A Trustee may resign from the Board of Trustees at any time by notifying the Secretary in writing.

VACANCIES: Whenever any vacancy occurs in the board by death, resignation or otherwise, it shall be filled without delay by a majority vote by ballot of the remaining members of the Board at a regular meeting or at a special meeting that shall be called for that purpose. The person filling any such vacancy shall serve the remainder of the term of the member whose vacancy he/she filled.

ARTICLE VI: ADVISORY BOARD

The Board of Trustees may establish an Advisory Board whose members, status and Chairman shall be appointed by the Board of Trustees. Nominations for membership shall be presented by any Trustee to the Board of Trustees, who shall then hold a vote to establish individual memberships.

The purpose of the Advisory Board is to have a group consisting of professional and/or credentialed individuals who can provide authoritative technical advice and support regarding food addiction to foster the growth of Food Addicts Anonymous, Inc. and shall have no vote in the business of the Corporation. Business shall be conducted in accordance with Robert's Rules of Order, and the results of any vote shall be relayed to the Board of Trustees by the Chair.

ARTICLE VII: OFFICERS

The Board of Trustees shall elect from their own, two (2) FAA World Service Board Co-Chairpersons, a Secretary and a Treasurer. No Trustee may hold more than one (1) office. The officers shall be elected at the Annual Meeting of the Corporation and shall take office at the October Board of Trustees Meeting, serving a term of only one (1) calendar year, so that the officer will not serve in the same position consecutively. The position of Treasurer is an exception, serving a term of two (2) calendar years.

FAA WORLD SERVICE BOARD CO-CHAIRPERSON: The World Service Board Co-Chairpersons will alternate presiding over all Board meetings. Following is a list of responsibilities of the Presiding Co-Chairperson.

- Call the meeting to order on time and make certain a quorum is present.
- State each motion in order and ensure the rights of members to debate, making certain each issue is thoroughly discussed.
- Take the vote on each motion.
- Be familiar with the latest edition of *Robert's Rules of Order*.
- Assist the Secretary with the preparation of the agenda.
- Appoint a person to be responsible for any action deemed necessary by an affirmative vote on a motion.
- Rule on any action not following correct procedures, such as a motion not in order, a debate that gets off the subject or any effort of a member to not allow another side to enter the debate.
- Consult with the Parliamentarian regarding issues involving proper procedures.
- Declare the meeting adjourned.
- Be fair and impartial at meetings.
- Remain bipartisan at all times.
- Does not enter into debate.
- May assist with debates by rephrasing a motion, asking for clarification or rephrasing a point in the debate.
- Make certain all issues are thoroughly discussed so that all decisions are as close to unanimous as possible. In case of a tie, has the responsibility to reopen debate.
- Protect the rights of all members.
- The presiding co-Chairperson has no voting rights. The co-Chairperson who is not presiding retains the right to vote

SECRETARY: The duties and responsibilities of the Secretary shall include but not be limited to:

- a. Preside at meetings of the Board in the absence of both co-Chairpersons and the Treasurer;

- b. Record the minutes of all World Service Board (WSB) meetings and distribute them to each board member and to the Executive Assistant within 14 calendar days after the meeting was held.
- c. Prepare and distribute the agenda for each WSB meeting seven days prior to the next scheduled board meeting.
- d. Coordinate the dates and times for any meeting of the WSB, including special meetings.
- e. Keep the roster of Board members current and distribute as needed.

TREASURER: The Treasurer shall perform the functions normally associated with the Chief Financial Officer of a corporation. The Treasurer shall preside at meetings of the Board in the absence of both Co-Chairpersons. Responsibilities include:

- a. Developing an annual operating budget to be presented to the Board no later than the second quarter of the calendar year, just prior to the new fiscal year.
- b. Creating and maintaining a procedure to ensure that all FAA financial obligations are met.
- c. Tracking all monies going in and out of the World Service Office.'
- d. Overseeing the filing of the quarterly payroll taxes and annual tax return.

ARTICLE VIII: BOARD OF TRUSTEES MEETINGS

A Co-Chairperson shall preside at and chair all meetings of the Board of Trustees.

- 1. Presence of a majority of all the Trustees shall be necessary at any meeting to constitute a quorum to transact business, and no meeting shall commence without a quorum.
- 2. Voting by the Board of Trustees shall be by simple majority. Once a quorum is in place, a majority vote of the members present at the time of the vote shall constitute an act of the Board.
- 3. The World Service Board of Trustees may vote via e-mail only on issues that must be decided before the Board's next scheduled meeting. Such issues include those that require a vote to enable the fellowship to avail itself of a discounted price or an opportunity that will not exist by the time the Board is next scheduled to meet. With regard to a vote via e-mail, the motion, its second and all discussion shall be made via e-mails to the entire Board and to the Parliamentarian. Therefore, to initiate a vote via e-mail:

A Trustee shall e-mail the entire Board and the Parliamentarian the exact wording of a motion.

- a. The initiating Trustee shall be responsible for making certain all Trustees have received said motion and/or any follow up amendments. This is to ensure that all trustees are aware of the proposed motion.

- b. The motion then needs a second made by another trustee, also via e-mail to all trustees and the Parliamentarian.
 - c. The Co-Chairperson for the discussion phase shall be the Co-Chairperson who served at the Board's meeting immediately preceding the date when the e-mail motion is made. Discussion shall then ensue via e-mail to the entire Board and to the Parliamentarian.
 - d. This Co-Chairperson shall then notify the Board when the specified time for discussion is ended, and then call for the vote. The Board members shall then have four (4) days to vote on this motion. Votes are to be cast by e-mail to the Parliamentarian for recording, and to all other board members for information. The number of votes required to pass an e-mail motion shall be a simple majority of the current number of board members, less one (the co-Chairperson). For example, if the board currently consists of 13 members, the simple majority would be 7 (13 minus the co-Chairperson or 12. A majority of 12 would be 7).
 - e. The Parliamentarian shall publish the final vote results by e-mail to all board members, and for the record, include the vote as an addendum to the minutes of the previous regular board meeting for approval at the next regular board meeting.
4. Regular meetings will be held via teleconference at such time as a plurality (MAJORITY) of the Board of Trustees shall be available.
5. The Annual Meeting of the Corporation will be held during the annual convention of the Corporation at a location to be determined one year in advance. When no convention is held in a particular year, the Annual Meeting will be via teleconference at the last regularly scheduled meeting prior to the October Board Meeting.
6. Special meetings of the Board of Trustees shall be called at any time by either of the Co-Chairpersons, at the request of at least two (2) Trustees. Ten (10) days notice shall be given for any such special meetings.
7. The Secretary shall notify all members of the Board of Trustees, of the time, place and purpose of all meetings, at least two weeks prior to the meeting. (SEE ARTICLE VII SECRETARY DUTIES) Any Trustee wishing to place an item on the agenda for any meeting must do so 10 days prior to that meeting. For the Annual Meeting, notice shall be sent 30 calendar days in advance.

ARTICLE IX: GENERAL OPERATIONS

The only requirement for membership is the desire to stop eating addictive foods.

Any member may attend a Board of Trustees meeting and be heard at the appropriate time to express their thoughts or opinions on any issue brought before the board.

The Board of Trustees shall consider issues affecting the fellowship as a whole and provide guidance and support to meetings and Intergroups accordingly.

ARTICLE X: COMMITTEES

Each Trustee must participate in at least one of the following standing committees described below. Each committee must consist of one (1) Trustee serving as chair or co-chair. The Board of Trustees may establish other committees, standing or ad hoc, to perform specific duties as determined by the Board.

EXECUTIVE COMMITTEE:

The officers of the Board of Trustees (Co-Chairs, Secretary and Treasurer,) shall constitute the Executive Committee, which may conduct the business of the Corporation between meetings of the Board, recommend policies and render advice to the board. The Secretary shall record, or cause to be recorded, the minutes of any Executive Committee meetings and shall cause a copy of the minutes to be sent to each member of the Board of Trustees.

LITERATURE REVIEW AND CREATION COMMITTEE:

Responsibilities include:

- Reviewing new and updating publications and making recommendations.
- Reviewing and updating FAA-approved literature.
- Determine literature prices.
- Send price suggestions to the Board of Trustees for approval.

The procedure for approving changes to literature is as follows:

- The Literature Review Committee will present proposed new literature or suggested changes to existing literature to the Board of Trustees.
- The Board will review, discuss, and vote on the proposal.
- The announcement of the proposal will be published in the next Abstinent Times and/or over the Internet. It will be sent to Intergroups and spread by word of mouth.
- FAA members will have a minimum of 30 days from the date of publication to send in comments. The exact number of days will be determined by the FAA Board of Trustees at the time of approval of the literature. The Literature Committee shall consider all suggestions and submit a final product to the Board of Trustees for approval.
- The Board of Trustees may review any responses received and make the final determination to approve the new or revised literature.

WORLD SERVICE CONVENTION COMMITTEE:

- The responsibility of this committee is to assist the FAA Intergroup with the planning, coordination and implementation of the World Service Convention.
- The World Service Convention Committee will meet at least 30 days prior to the Annual Convention to search for and get information on possible dates and sites for the following year's convention.

BYLAWS COMMITTEE

- Updating the Bylaws to include new changes voted on by the FAA Board of Trustees.
- Propose necessary changes as needed to keep Bylaws current.
- Be familiar with Robert's Rules of Order as pertinent to the Bylaws.

OFFICE COMMITTEE:

- Overseeing the FAA World Service Office and staff.
- Assist in creating and publishing of the Abstinent Times.
 1. Soliciting and submitting articles.
 2. Edit as necessary
- Address non-routine issues that arise at the World Service Office.
- Communicate on a regular basis with the World Service Office.
- Allocate problems to appropriate committees.
- Chairperson of the committee will be liaison between the FAA Board of Trustees and the World Service Office.
- This committee will work in conjunction with the Treasurer.

PUBLIC INFORMATION:

- Development of new ideas for informing the public about FAA.
- Communication with professionals about FAA.
- Working with Intergroups to facilitate public information about FAA.

ARTICLE XI: EXECUTIVE ASSISTANT

The Board of Trustees is empowered to employ the services of an Executive Assistant whose general duties shall be to supervise the day-to-day operations of the World Service Office and to perform duties as specified by the Board of Trustees and the Executive Committee. The Executive Assistant will be required to attend Board meetings.

The Executive Assistant and any other paid staff working in the FAA World Service Office will be hired as Independent Contractors. All contractual agreements will be signed by the contracted worker, Co-Chairperson and Secretary of the FAA World Service Board of Trustees. All contractual agreements will be reviewed and signed annually.

ARTICLE XII: ANNUAL REPORT

The Co-Chairpersons and the Treasurer shall present their respective reports on the operation for the Corporation for the preceding year at the Annual Meeting of the Board of Trustees.

ARTICLE XIII: BUSINESS PRACTICES

1. Commitments for funds in excess of one thousand dollars (\$1000.00) per item, not included in the Annual Budget, must be submitted to the Board for prior approval.
2. Awarding of contracts for the purchase of assets or services in excess of one thousand dollars (\$1,000.00) must be done on the basis of competitive bids. The Board of Trustees may exercise discretion in selecting vendors and need not take the lowest bid.
3. The Treasurer is authorized to reimburse any person or organization for reasonable expenses, with the authority of either a Co-Chairperson or the Executive Assistant, for expenditures incurred in support of this Corporation, if those funds are in the current budget. Authorization must be received prior to the expenditure.
4. No Trustee of this Corporation shall receive any compensation for services rendered to the Corporation while performing the normal duties of their office, nor shall the acquisition or holding of real estate or other assets of the Corporation inure to the financial benefit of any Trustee of this Corporation, or any other private person or organization, except as covered in Section 3 of this Article.
5. Disbursements from Food Addicts Anonymous, Inc. financial accounts, when over one thousand (\$1000.00) shall require two (2) signatures, such as the Executive Assistant and/or any authorized officer(s) of the Board of Trustees, or their qualified appointee, as designated in writing. The exception to this being, the payment of the monthly credit card bill for authorized purchases.
6. This Corporation shall not engage in any business dealing or transaction, which may alter its status as a non-profit, charitable organization as defined by the Internal Revenue Service.
7. The fiscal year of this Corporation shall end on the 30th day of June.
8. The Co-Chairpersons may commission a financial review of the financial records of this Corporation at the end of each fiscal year.

ARTICLE XIV: PROCEDURES

Corporation Policy, Rules and Regulations, Job Descriptions, (other than those contained herein), and other measures and procedures deemed reasonable by the Board of Trustees may be adopted by the Board and carried under separate cover. These other measures and procedures shall not control or conflict with the body of these By-Laws.

The latest edition of *Robert's Rules of Order* shall prevail in all questions of parliamentary procedure not specifically addressed in these By-Laws.

ARTICLE XV: AMENDMENTS

Amendments of the FAA By-Laws require two meetings of full discussion of the FAA Board.

Full discussion is defined as all board members commenting and questioning the proposed amendment(s).

Proposed amendments and/or revisions to these By-Laws shall be presented as a motion with the reason for the change to the Board of Trustees to be discussed but not voted on at any regular or annual meeting of the Board.

The Secretary shall, as soon as practical, contact each member of the Board of Trustees at their last known address (email or postal), a notice containing a copy of such proposals for amendment to these By-Laws.

Proposed amendments may then be voted on at the next Board of Trustees meeting. If approved, amendments can be included as part of these By-Laws at any ensuing meeting of Board of Trustees by a two-thirds (2/3) vote.

The Executive Assistant will physically edit the By-Laws, have the By Laws Committee review the changes and then the EA will distribute them to all of the FAA Board members. The Chairperson and the Secretary must sign and date the new By-Laws.

These By-Laws are approved and adopted by the Board of Trustees of Food Addicts Anonymous on June 9, 2024.

Signature

Chairperson _____ Date _____
Print Name

Signature

Secretary _____ Date _____
Print Name