

**GENERAL SERVICE ASSOCIATION
OF ANOREXICS AND BULIMICS ANONYMOUS**

**Society By-Laws
Revised 18 March 2023**

MEMBERSHIP

1. (a) Any person eighteen (18) years of age or over, who wishes to support the Society by becoming a member of the Board as a Director, can apply to the Board of Directors for a position.

(b) Applicants or nominees who are also members of Anorexics and Bulimics Anonymous (ABA) must declare themselves to have maintained a minimum of one (1) year of continuous sobriety in their eating practices in order to be eligible to become a Director.

(c) Any nomination must be seconded, then accepted, by a majority vote at the Annual General Meeting.

2. The Board may nominate and elect a new Director at any Board of Directors Meeting if it deems additional Directors are needed before the next Annual General Meeting, provided the new Director is present at the Board Meeting and does not refuse the nomination. A Director elected in this way shall serve only until the next Annual General Meeting, and such service does not constitute a term of office.

3. All members of the Society shall be deemed to be members of the Board of Directors.

4. There shall be no dues or fees to be a Director in the Society.

5.(a) Any Director, upon a two-thirds (2/3) majority vote of all Directors of the Society, may be expelled from the Board for any cause which the Directors deem reasonable.

(b) Any Director who misses three (3) consecutive Board Meetings without good cause will be expelled from the Board and deemed no longer a Director.

6. Board membership in the Society, at any given time, shall consist of a minimum of seven (7) persons and a maximum of twenty (20) persons.

BOARD OF DIRECTORS

7. All persons elected to the Society at the Annual General Meeting shall constitute the Board of Directors. The Board shall consist of a President, a Vice-President, a Secretary, and a Treasurer (the Executive Committee), and between three and sixteen other Directors. Directors forming the Executive Committee shall be specifically elected to their respective positions at the Annual General Meeting.

8. (a) The Board of Directors shall, subject to the by-laws or directions given by a majority vote of those ABA members present at the Annual General Meeting, shall have full responsibility for management of the affairs of the Society, and shall, at all times remain responsible to the worldwide Fellowship of Anorexics and Bulimics Anonymous.

(b) The board shall seriously consider all communications from the worldwide Fellowship of ABA as relayed to the board by the General Service Representatives (GSRs) of ABA Groups through their GSR Committee.

9. (a) Board meetings shall be held as often as may be required, but at least once every three (3) months, and shall be called by the President.

(b) An additional meeting may be called on the instructions of any two Directors provided they request, in writing, that the President call such meeting and state the business to be brought before it.

(c) Notice of Board meetings shall be given ten (10) days prior to that meeting by way of email to each Director and shall also be posted to the website.

(d) Board meetings shall be open to all ABA members and to any other interested parties, but only Directors may vote and must do so in person, not by proxy.

10. One-third (1/3) of the Board of Directors shall constitute a quorum, except in the case of financial decisions involving expenditures of over five hundred (\$500.00) dollars, in which case two-thirds (2/3) of the Board of Directors shall constitute a quorum.

11. The Executive Committee shall act upon urgent issues when there is insufficient time for the matter to be dealt with by the entire Board, and shall report all major decisions to the next meeting of the board for ratification.

12. The Board of Directors will present a list of nominees for election to the Board at the Annual General Meeting. Nominations for election to the Board may also be made from the floor by any ABA member at the Annual General Meeting, provided that the nominee is present at the meeting and accepts the nomination.

13. (a) The term of office for a Board Director shall be two (2) years. Directors shall be eligible to serve a maximum of two (2) consecutive terms.

(b) Having completed a maximum of two consecutive terms, a Director shall remain off the Board for two (2) years before being eligible for re-election.

PRESIDENT

14. (a) The President, upon completion of their term, and election of a new President, may remain on the Board in the capacity of Past President for one (1) year.

(b) The President shall oversee the operations of the Society and shall ensure that all orders and resolutions of the Board are carried into effect.

(c) The President shall be an ex-officio member of all committees of the Society.

(d) The President, when present, shall preside at all meetings of the Society. In the President's absence, the Vice-President shall preside at such meetings. In the absence of both the President and Vice-President, a Chairperson from the Board may be elected at that meeting to preside.

(e) The President shall prepare the agenda for all meetings of the Society.

(f) The President, or their designate, will be the official representative of the Society when dealing with other associations, agencies, and organizations.

(g) The President shall prepare and deliver an annual report on the Society at each Annual General Meeting.

VICE-PRESIDENT

15. (a) The Vice-President shall assist the President and, in the President's absence, perform all the duties and exercise the powers of the President.

(b) The Vice-President shall perform all other duties that may, from time to time, be assigned by the Board of Directors.

(c) In the case of the death or resignation of the President, the Vice-President will succeed the President for the remainder of the President's term.

SECRETARY

16. (a) The Secretary shall attend all meetings and keep accurate minutes of the meetings. In the case of the absence or resignation of the Secretary, their duties shall be carried out by another Director, as determined by the Board.

(b) The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and of all Annual General Meetings and Special General Meetings.

(c) The Secretary or designate shall be the custodian of the register of Directors, the minutes of meetings, and of all books, papers, records, correspondence, contracts, and other documents belonging to the Society.

TREASURER

17. (a) The Treasurer shall maintain or cause to have maintained full and accurate accounts of all assets and liabilities, receipts, and disbursements of the Society, in proper books of account.

(b) The Treasurer shall oversee the receipt of all monies paid to the Society, and shall be responsible for overseeing the deposit of same in whichever financial institution the Board may order.

(c) The Treasurer shall disburse or cause to have disbursed the funds of the Society under the direction of the Board of Directors, taking proper vouchers therefore.

(d) The Treasurer shall present a full detailed account of receipts and disbursements to the Board, whenever requested.

(e) The Treasurer shall ensure the preparation of a Financial Statement for the Society for submission to the Annual General Meeting.

COMMITTEES

18. (a) The Board of Directors may set up committees consisting of one (1) or more Directors as the Board sees fit, for the purpose of carrying out specific objectives. A committee shall conform to any rules imposed by the Board and shall report every act or thing done at the next earliest meeting of the Board.

(b) The Board of Directors may dissolve a committee at any time.

(c) Persons who are not members of the Board of Directors may be asked to serve on a specific committee. The Chairperson of every committee shall be approved by the Board of Directors.

AUDITING

19. (a) The books, accounts, records and financial statements kept and prepared by the Treasurer shall be audited at least once a year by a duly qualified accountant or by two (2) Board members, excluding the Treasurer, elected for that purpose at the Annual General Meeting.

(b) A complete and proper balance sheet as at the fiscal year end and a statement of operations for the year, along with the auditor(s)' report thereon, shall be submitted by such auditor(s) at the Annual General Meeting.

(c) The fiscal year end of the Society in each year shall be January 31.

(d) The books and records of the Society may be inspected by any ABA member at the Annual General Meeting, or at any time upon giving reasonable notice, and arranging a time satisfactory to the Treasurer, or designate having charge of same.

(e) Each member of the Board of Directors shall at all times have access to such books and records.

MEETINGS

20. (a) The Society shall hold an Annual General Meeting on or before March 31st each year, and at least twenty-one (21) days' notice of this shall be given to all ABA groups worldwide whose existence is known by the Society.

(b) All meetings of the Society including, but not limited to, the Annual General Meeting, Board Meetings, and any Special General Meetings called, may be held by video conference/communication, at the discretion of the Board of Directors.

(c) At the Annual General Meeting there shall be elected such Directors as are needed to replace those whose term of office has ended.

(d) Twelve (12) ABA members shall constitute a quorum at the Annual General Meeting.

(e) All ABA members attending the Annual General Meeting shall be entitled to vote on all motions and resolutions arising, including the election of Directors. No persons who are not members of ABA shall be entitled to vote.

(f) All voting at the Annual General Meeting must be done in person, not by proxy.

(g) Additional Special General Meetings may be called at any time by the Secretary upon the instructions of the President or Board by giving at least twenty-one (21) days notice to all ABA groups worldwide whose existence is known by the Society. Twelve (12) persons shall constitute a quorum at Special General Meetings. All ABA members attending such meetings shall be entitled to vote on all motions and resolutions arising therein, and all voting must be done in person, not by proxy. No persons who are not ABA members shall be entitled to vote at such meetings.

(h) Notice of Annual General Meetings and Special General Meetings shall be given to each Director by email at least twenty-one (21) days prior to the time fixed for the holding of such meetings to their last known email address as recorded by the Society.

REMUNERATION

21. No person shall be remunerated for being or acting as a member of the Board of Directors, but shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

BORROWING POWERS

22. (a) For the purpose of carrying out its objectives, the Society may borrow or raise or secure the payment of money in such manner as it deems fit, and in particular by the issue of debentures. This power shall be exercised only under the authority of the Society and in no case shall debentures be issued without the sanction of a Special Resolution of the Society, approved at either an Annual General Meeting or a Special General Meeting.

(b) Upon dissolution of the Society, any properties must be disposed of legally and within municipal laws, and all monies or properties distributed as directed by a two-thirds majority of ABA members present at a Special General Meeting properly called prior to the dissolution.

CORPORATE SEAL

23. (a) The Board of Directors may provide for a common seal, which shall bear the name of the Society, and may at any time destroy the seal and substitute a new seal in its place.

(b) The seal shall be used only when authorized by a resolution of the Directors, and the seal shall be affixed to those instruments specified in the resolution by the Directors.

(c) Every instrument to which the seal is affixed shall be signed by the President and shall be countersigned by the Secretary or by a Director appointed by the Board for the purpose.

BY-LAWS

24. The By-Laws may be rescinded, altered, or added to by a Special Resolution at the Annual General Meeting or at a Special General Meeting.

Dated _____

Signature: _____ Address: _____

Print Name _____

Signature: _____ Address: _____

Print Name _____

Signature: _____ Address: _____

Print Name _____

Signature: _____ Address: _____

Print Name _____

Witness

Signature: _____ Address: _____

Print Name _____