**1900 Club By-Laws**

(May 2018)

**Article I: Name**

This non-profit corporation shall be known as the **1900 Club** hereinafter referred to as the Club.

**Article II: Objectives**

1. The purpose of the club is to make available a meeting place for Alcoholics Anonymous (hereinafter called AA), al-Anon and other related groups in accordance with the Clubs Articles of Incorporation.

2. The property at 1900 Pine Street, Monroe, LA.71201, owned by the Club and the place provided for meetings of A.A. and Al-Anon groups, shall be known as the 1900 Club.

**Article III: Operating Receipts**

1. The operating receipts shall be provided by: pledged membership donations of the 1900 Club, Inc., 1900 Club members, donations by A.A. and Al-Anon group meetings, and by 1900 Club fundraising events.

2. Minimum membership for 1900 Club members shall be $60.00 for six months per person or $100 per year.

3. Monthly rent for meeting rooms will be determined on a case by case basis. Rent will be based on the room size, meeting size, frequency of meetings, but will ultimately be a mutually agreed upon amount between the group and the Club.

4. Additional special meeting minimum donations may be specified for use of the 1900 Club building, as recommended by the Board, and approved by the Board of Directors, on an event by event basis.

5. Use of the 1900 Club building for events such as weddings, memorial services, and other events not mentioned previously can be used only by Members with at least one year of continuous membership prior to the event. There is a minimum required donation of $100 for the first three (3) hours. There will be a $25 per hour additional charge. A $50 cleaning deposit is also required and will be refunded if no extra cleaning service is needed. All charges must be paid in advance.

6. No alcohol, weapons, or illegal substances allowed on the premises.

**Article IV: Powers**

Subject to the limitation of the Articles of Incorporation, By-Laws, and Laws of the State of Louisiana, all corporate powers shall be exercised by a Board of Directors.

**Article V: Number and Qualification**

1. The authorized number of Board of Directors shall be a minimum of eleven (11) and no more than seventeen (17) unless changed by amendment to the Articles of Incorporation or by amendment of this section of the By-Laws.

**Article VI: Tenure of Office**

Directors shall serve for three (3) years or until their successors are elected and have qualified. Their term of office shall begin immediately.

**Article VII: Vacancies**

Vacancies on the Board may be filled by a majority vote of the remaining Directors (though less than a quorum), or by a sole remaining Director. Each Director so elected shall hold office until his successor is elected at an annual meeting or special meeting called for that purpose.

**Article VIII: Elections**

The officers shall be President, Vice President, Secretary, and Treasurer. They shall be chosen annually by the Board and each shall hold office until resignation, removal, or any reason of disqualification.

**Article IX: Quorum**

A majority of Directors present shall constitute a quorum for the transaction of business.

**Article X: Removal and Resignation of Directors**

1. Any officer may be removed, with or without cause, by a majority of current Directors, at a special or regular meeting of the Board.

2. An officer may resign by submitting his resignation to the Board, or President, or Secretary of the Corporation. The resignation shall take effect on receipt of such notice.

3. A director missing 25% of Board meetings during a calendar year shall be considered for removal by a majority of the authorized number of Board of Directors. The effective date of this provision shall be September 1, 2021.

**Article XI: Duties and Powers of Officers**

**President**

The President serves as chief executive officer of the corporation. Duties include the general supervision, direction, and control of business and other officers of the corporation. The President presides at all meetings and shall serve as an ex-officio member of all committees. In addition, the President shall have general powers and duties usually associated with a President of a Corporation.

**Vice President**

a. The Vice President shall perform all duties of the President in the absence of the President and have all the powers, as well as restrictions, associated with the office. The Vice President shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

**Secretary**

a. The Secretary shall perform all duties of the President in the absence of the President/Vice President and have all the powers, as well as restrictions, associated with the office. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

b. The Secretary shall give notice, or cause to be given, for all meetings required by the By-Laws.

c. Minutes shall be kept for the records of the Corporation of all pertinent business.

**Treasurer**

a. The Treasurer maintains adequate and correct amounts of property and business transactions, including accounts of assets, liabilities, receipts, and disbursements. All financial records will be made available, and open for inspection, for all Board members.

b. The Treasurer shall maintain a checking account in the name of the 1900 Club, Inc. Authorized signatures shall be the (Treasurer, President and those others designated by the Board).

c. The Treasurer shall also maintain a savings, money market, CD, or other interest bearing account in the name of the 1900 Club. A Prudent Reserve amount will likewise be maintained for repair expenses, overdraft protection, and major improvements. Signatures from both the President and Treasurer are required to authorize withdrawal of funds from this account.

d. The Treasurer shall give a current financial report at every Board meeting.

**Article XII: Board Meetings**

1. The annual meeting of the Board of Directors shall be held at the 1900 Club on the first Friday of January each year, at 5:00 p.m. The Directors shall elect, by majority vote, the Board of Directors for the following year. Officers shall also be elected for the ensuing year.

2. Special meetings of the Board may be called at any time by the President, Board of Directors, or any two Directors. Written notice (or other forms of communication) of the time and place of all special meetings shall be mailed to all Directors twenty-four (24) hours in advance of the meeting.

3. Directors shall consider reports of the affairs of the Corporation, direct the making and transmittal of such reports as may be required, and transact such business as may be properly brought to the meeting.

4. General Membership Meetings shall be held semi-annually in April and October. The meeting dates shall be agreed upon by the Board.

5. The quorum for a general membership meeting shall consist of a simple majority of all members present and their written proxy votes. All members eligible to vote must be notified, either by phone, email or writing, as stipulated in the Operating Policies for the 1900 Club.

**Article XIII Committees**

Committees Section 1. Appointment. All committee and subcommittee members appointed by the discretion of the President shall be members in good standing of the Club. Except for Officers, members of these standing committees shall serve for a term of one (1) year, but may be appointed to successive terms with the approval of the Board as long as they are participating in a manner conducive to the productivity of the Club. Committee members shall serve at the pleasure of the Board of Directors, who shall have the power by majority vote to remove any committee member who is not performing in such a manner that is conducive to the productivity of the Club.

Section 2. Structure and number of committees. There shall be four standing committees of the Club consisting of an Operating Committee, Finance Committee, Building and Grounds Committee and Membership Committee.

Section 3. Duties and responsibilities. (a) Operating Committee. The Operating Committee shall be responsible for the annual review of Bylaws and recommending changes to the Board of Directors. It shall also be responsible for overseeing the day-to-day operations of the Club and for proposing Club Rules and amendments thereto from time to time for enactment by the Board subject to these Bylaws. The Vice Chairperson of the Operating Committee shall serve as Chairperson of an Activities Subcommittee, which shall review and recommend for approval by the Committee and the Board from time to time the use of Club facilities for regular meetings of groups of Alcoholics Anonymous, Al-Anon or Alateen and special events or social activities in accordance with Boards’ directions. The Operating Committee shall also perform such additional functions as assigned by the Board of Directors.

(b) Finance Committee. The Finance Committee shall be responsible for initial review of the annual budget as presented by the Treasurer prior to its submission to the Board of Directors at the Annual Meeting. It shall, on a quarterly basis review the financial condition and operations of the facility, including supervision of all cash accounts, projected and incoming monies, and an annual review of the insurance obligations.

This Committee shall also perform such additional functions as assigned by the Board of Directors.

(c) Building and Grounds Committee. The Building and Grounds Committee shall be responsible for overseeing the improvement, maintenance, repair, refurbishment and upkeep of the building and grounds of the Club with the approval of the Board of Directors. It shall also be responsible for ensuring that the physical facilities of the Club conform to all local, state and federal requirements. This Committee shall also perform such additional functions as assigned by the Board of Directors.

(d) Membership Committee. The Membership Committee shall be comprised of a minimum of six active club members The duties of this Committee shall be those duties assigned the Board of Directors and any additional duties as properly assigned by the Board of Directors.

**ARTICLE XIV**

Indemnification of Officers and Directors Against Liabilities and Expense in Actions. The Club shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was an Officer of the Club or is or was serving at the request of the Board as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney’s fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with said action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Club, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, except that with respect to an action by or in the right of the Club, no indemnification shall be made in respect of any claim, issue or matter as to whether such person shall have been adjudged to be liable for negligence or misconduct in the performance or his or her duties to the Club, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. Such indemnification shall be made to the full extent permitted by Louisiana Law.

**Article XV: Amendment to the By-laws**

The Board of Directors may adopt, amend, or repeal, in writing, any of these By-laws by a two-thirds (2/3) vote of the Board of Directors. Any such changes shall be reported to the membership present at the next semi-annual meeting.