

# Alano Club of El Cajon



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## BYLAWS OF ALANO CLUB OF EL CAJON

### Article I.

The following terms, as they appear throughout these Bylaws, shall be construed to have the following specific meanings and shall not be construed, understood or interpreted to hold any other meaning:

- A. "May" does not prohibit, nor necessitate.
- B. "Should" is desired, but not mandatory.
- C. "Shall" is mandatory and without deviation.
- D. "The Club" is the physical premises of the Alano Club of El Cajon, Incorporated.
- E. "Membership" is payment of monthly dues and accepting and abiding by The Corporation's bylaws and policies
- F. "The Membership" consists of all current paid members of the Alano Club of El Cajon.
- G. "Members in Good Standing" have completed two or more *consecutive* months of paid membership.
- H. "Voting Members" are Members in Good Standing.
- I. "Distinguished Service Members" is a person that has demonstrated outstanding service or deeds rendered to the Alano Club of El Cajon.
- J. "The Corporation" is the Alano Club of El Cajon
- K. "The Board" is the Board of Directors of the Alano Club of El Cajon
- L. "Directors" are members of the board.
- M. "Substantially unanimous" and substantial unanimity" shall mean 7 of 9 Directors or seventy five (75) percent of the Directors present or seventy five (75) percent membership voting.
- N. "Board Quorum" shall be defined as five (5) of nine (9) Directors or fifty-five (55) percent of the actual number of Directors.
- O. "Quarterly Meeting" is the required quarterly meeting of The Membership held each March, June, September, and December (date and time to be determined by The Board) to report the status of The Corporation and to elect Directors.

### Article II.

The name of this corporation is ALANO CLUB OF EL CAJON.

### Article III.

- A. The specific and primary purposes for which this corporation is formed are to provide:
  - a. A meeting place for twelve step programs.
  - b. A service center for information on the twelve steps method of recovery from addiction including alcoholism, drug addiction and related support groups.
  - c. A place for social and supportive activities in a clean and sober environment.
- B. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable and educational purposes. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law, provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities to exercise any powers that are not in furtherance of the primary purpose of this corporation.

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- C. In addition to the specific purposes set forth above, the following shall be the object and purpose of this corporation:
- a. To stimulate, encourage, aid and assist twelve step groups by providing physical facilities for the use of the members of this corporation and to provide a place where members of such groups may hold meetings.
  - b. To create, provide and maintain a social club *incidental* to the twelve step recovery process.

Article IV.

The principal office of this corporation in the State of California shall be located in the City of El Cajon, County of San Diego, as The Board shall from time to time determine.

Article V.

- A. No person shall be denied membership in this corporation by reason of their Race, Color, Religion, Creed, Sex, National Origin, Age, Disability, Veteran Status or Sexual Orientation.
- B. Any person with an interest in promoting the twelve step recovery process is eligible for membership.
  - a. The Corporation shall have two classes of membership, Members in Good Standing and New Members. Voting rights, other rights, interests and privileges of each member shall be the same for both classes of members. No member shall hold more than one membership in the corporation.
  - b. Each Member in Good Standing shall be entitled to one vote on each matter submitted to a vote of the members in accordance with the Bylaws of The Corporation and the policies of The Board.
  - c. Membership in The Corporation is not transferable.
- C. Dues shall be fixed by a vote of The Board. Membership dues are due and should be paid on the first day of each month. The Board may, by majority vote, waive membership dues, past, present, or future, in any hardship or special circumstance case.
- D. Any member, by substantially unanimous vote of The Board, may forfeit membership for cause, upon failure to comply with The Corporation's bylaws or policies.
  - a. Any member, who violates any bylaw or policy of The Corporation, may be warned, suspended from membership, or suffer forfeiture of membership upon ratification by The Board.
  - b. Any member may, within thirty (30) days of such ratification of such action, appeal in writing to The Board. Upon receipt of such written appeal, the Secretary of the Corporation shall place such appeal on the agenda for the next scheduled Board meeting.
  - c. Adjudication by The Board of such appeal shall be completed within thirty (30) days after the first hearing of the appeal and shall be transmitted within ten (10) days to the appellant member. Such adjudication by The Board shall be final.
- E. Any member may forfeit their membership for failure to pay dues for forty five [45] calendar days. New membership fees or restrictions expressed in the Bylaws and policies of The Corporation will be required to renew membership.
- F. Distinguished Service Membership required by a two thirds [2/3] vote of all Voting Members present at a regular meeting of the Membership.
  - a. Recognition of Distinguished Service Members shall be in the form of a Certificate or Plaque displayed in the Club foyer. No other rights or benefits are associated with the Distinguished Service Membership award.

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Article VI.

- A. New groups desiring to use The Club for meetings shall be *requested through the Club Manager and approved by The Board*.
- B. Room rental fees shall be fixed by a vote of The Board. Rents are due and payable on the first day of each month. The Board may, by majority vote, waive rent, past, present, or future, in any hardship or special circumstance case.
- C. Any group meeting's permission to meet at the Club may be terminated upon failure to pay the required room rental fees, failure to comply with The Corporation's Bylaws or policies. Termination of a group's permission to meet at the Club shall be by a substantially unanimous vote of the Board of Directors.

Article VII.

- A. The affairs of The Corporation shall be managed by The Board. The Board should be composed of nine (9) Directors. Each Director shall hold office until the death or resignation of such Director or until denied membership as specified under Article V. *All terms of office shall be for a period of one [1] year. All officers are eligible to succeed themselves in office if reelected.*
- B. The Board is empowered to choose successors to fill any vacancy that may occur on the Board between Quarterly Meetings until the next appropriate Quarterly Meeting when any new Director(s) will be proposed to the Membership for election to the Board. The time served as an appointee or as an elected board member filling a partial term will not be counted toward the term specified in paragraph (A) above if that member were to be elected.
- C. A Quorum of the Board is required to elect a new Board member.
- D. All Board members have equal voting privileges.
- E. Voting shall be by written ballot except as directed by The Board based on a substantially unanimous vote of The Board.
- F. The Board shall be elected by the Membership. Board member elections shall be held as follows:
  - a. The Chairman, Vice Chairman, Secretary, and *one [1] Director* shall be elected or re-elected at the Quarterly Meeting in March.
  - b. The Treasurer and four [4] Directors shall be elected or re-elected at the Quarterly Meeting in September.
- G. The Board shall meet at their convenience but not less than once a month. The act of a substantial unanimity of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law.
- H. Directors shall not receive any salaries for their services.
- I. Any member of The Corporation who, at the time of his/her nomination, has maintained a minimum of one (1) year of uninterrupted membership in good standing, and a minimum of eighteen [18] months continuous sobriety may be eligible to serve as a member of The Board and to hold office thereto. Waivers may be granted by a substantially unanimous vote of The Board as deemed prudent and necessary.
- J. To be eligible to hold the office of Chairman, such candidates shall have served previously as Chairman or Vice-Chairman. Waivers may be granted by a substantially unanimous vote of The Board as deemed prudent and necessary.
- K. To be eligible to hold the office of Vice-Chairman, such candidates must have served at least one [1] year on The Board. Waivers may be granted by a substantially unanimous vote of The Board as deemed prudent and necessary.
- L. Directors shall take office at the next regular meeting of The Board following their election and will relinquish office at the same meeting two years later unless re-elected.
- M. The Board is empowered to formulate and establish policies, appoint Chairs to Standing and Special Committees, enforce and delegate authority to enforce The Bylaws and policies, and conduct the ordinary business of The Corporation and hold possession of the physical properties of The Corporation.

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- N. Former Directors shall become members of the Trustee Committee. The Trustees Committee shall act in an advisory capacity to The Board and to The Corporation as a whole, but shall not in any way govern The Board. Trustees should attend meetings of The Board and of The Membership. Trustees shall not receive any salaries for their services.
- O. Upon written petition showing cause and signed by at least ten percent [10%] of the Voting Members or five [5] members of The Board, any officer of The Board shall be suspended from his or her position. The petition is effective upon filing of said petition with The Board. The suspension will not exceed the date set for the next scheduled regular meeting of the Membership. Upon a majority of the Voting Members present at this meeting, the suspended officer(s) or director(s) shall be recalled or reinstated according to the decision of the meeting.

Article VIII.

- A. The Officers of The Corporation shall be titled: Chairman, Vice Chairman, Secretary, and Treasurer and shall be elected by The Board from The Board.
- B. Such Officers, or other agents, as The Board may direct, and under such terms and conditions as The Board may authorize and/or direct, shall have the power to incur indebtedness in behalf of the Corporation, which, said indebtedness shall be binding upon The Corporation in accordance with policies of The Corporation.
- C. The Chairman of The Board shall be the Chief Executive Officer of the Corporation; shall have general supervision, direction and control of the affairs and business of the Corporation; shall preside at all meetings of The Board and of the general membership; should be ex-officio member of all standing committees; shall have the general powers and duties of management usually vested in the office of Chairperson of the Corporation, and shall have such powers and perform such other duties as prescribed by the Bylaws and as The Board may authorize or direct.
- D. The Vice Chairman shall, when designated by The Board, in the absence or disability of the Chairman, perform the duties and exercise the powers of the Chairman; shall act as Board Parliamentarian; shall be responsible for maintenance of an inventory and the provision of certain equipment and supplies; and shall perform such other duties as prescribed by the Bylaws and as The Board may authorize or direct.
- E. The Secretary shall keep or cause to be kept, an accurate record of minutes of all meetings of The Board and general membership; shall record time, place, meeting type, authorization, method of notification, names of Directors and others present, and proceedings thereof, shall act as the corporate historian, maintaining Corporate Charter, Bylaws, and all other Corporate documents not otherwise assigned; shall upon retirement from office turn over to his/her successor or to The Board, any Corporate records in his/her possession and shall perform such other duties as The Board may authorize or direct. The Secretary will perform the duties of the Chairman in the event of absence or disability of both the Chairman and Vice Chairman.
- F. The Treasurer shall ensure that all monies are collected and accounted for; hold all funds of The Corporation; shall pay monies out only by check of The Corporation, co-signed in the manner authorized by The Board; shall provide that orderly cash receipt and cash disbursement records be kept in the manner prescribed by The Board; shall make all records available and make monthly reports to The Board; shall prepare a complete financial statement at the end of each fiscal year, shall upon retirement from office, turn over his/her successor, or to The Board, all funds, books of account, or any club records in his/her possession and shall perform such other duties as prescribed by the Bylaws and as The Board may authorize or direct. The Treasurer shall perform the duties of the Finance Chairperson in the absence or disability of the Finance Chairperson.
- G. The non-officer Directors will perform such duties as directed by the Chairman including acting as chair of standing and ad-hoc committees.
- H. Officers of The Board may prepare and submit a written report at the regular monthly meeting and as directed by The Board.

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Article IX.

- A. Standing Hoc Committees of the Club shall be Audit, Budget, Membership Activities (Events) and Procedures. All Committees shall be appointed by the Chairman of The Board with the approval of a simple majority of the Board except as hereinafter provided. The Standing Committees shall be appointed in September of each year, and shall serve for the ensuing twelve [12] months. Vacancies that occur will be filled by the Chairman of The Board for the unexpired term
- B. The Audit Committee shall review the annual audit of the fiscal affairs of the Club and report its findings and recommendations, together with the audit itself, to The Board within one [1] month after receiving the audit from the auditors. This Committee shall have at least three [3] members including the Audit Committee Chairperson appointed by the Chairman of The Board.
- C. The Budget Committee shall have at least three [3] members. The Chairperson of the Committee shall be the Treasurer of The Board. The Committee shall prepare and present an annual budget for the operation of the Club to The Board annually in December. All officers of The Board, Committee Chairperson and other persons in the membership charges with the responsibility of preparation for the use of funds for the operation or furtherance of the Club shall submit budget proposals for consideration for inclusion in the proposed budget to this Committee not less than forty five [45] calendar days prior to the month designated for the presentation of the annual budget to The Board. Any items to be deleted or added by The Board shall be returned to this Committee for further recommendations on such items and on the whole budget if a ten percent [10%] alteration of the proposed budget is under consideration by The Board.
- D. The Events Committee shall have at least three [3] members including one [1] Director of the Club who shall act as Chairperson. This Committee shall prepare a master calendar of Club social events for each year. The Committee Chairperson shall report to The Board as required and all social events proposed, in addition to the annual social calendar, shall be approved by The Board. The Events Committee in cooperation with the Club Secretary, shall maintain a mailing and or email roster, and list of Club Members, to readily inform Club Members of upcoming Club social events.
- E. The Procedures Committee shall have at least three [3] members including one [1] Director of the Club who shall act as Chairperson. This Committee shall conduct all elections within the Club under the auspices of the Chairman of The Board and in accordance with the provisions of the Bylaws. The Chairperson of this Committee shall act as parliamentarian at any general membership meeting, special or regular.
- F. Ad Hoc Committees shall come into being at the discretion of The Board and shall have an active life only to the completion of the assigned duties, as directed by The Board. Ad Hoc Committees may not continue past the second meeting of The Board after annual elections without the express approval of the Board in the form of a substantially unanimous vote of The Board.
- G. Standing Committee Chairpersons are required to submit a written committee report at the regular monthly meeting of The Board or as directed by The Board.

Article X.

- A. The Quarterly Meetings shall be held for the transaction of such business as may come before the meeting and to elect The Board. Notice of the day, date, time, and place of such meeting shall be printed and posted at the location of The Club at least thirty (30) days prior to such meetings.
- B. Special meetings of The Membership may be called by The Board or by special petition of the membership. A special petition shall be signed by a substantially unanimous number of current Members in Good Standing. Notice of the day, date, time and place of such meeting shall be printed and posted at the location of The Club at least seven (7) days prior to the meeting.
- C. Voting Members at Quarterly Meetings shall be only those Members in Good Standing.
- D. Twenty five percent (25%) of Members in Good Standing in attendance, as certified by the Secretary shall constitute a Quorum at any Quarterly Meeting.
- E. Proxy voting is not permitted.

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- F. The rules of order contained in the latest version of Robert's Rules of Order shall be used to govern this Corporation at all meetings of the general membership and meetings of The Board in all cases in which they are applicable and in which they are not inconsistent with the rules of The Corporation.

Article XI.

The fiscal year of this corporation shall end on December 31<sup>st</sup> of each year, unless otherwise approved by The Board.

Article XII.

- A. The Corporation shall not endorse or recommend any candidate for public office, any political issue, and shall not discuss at any meeting the merits of any such candidate or political issue.
- B. The Corporation shall not endorse or recommend any form of religion and shall not discuss at any meeting the merits or demerits of any form of religion. The Corporation feels that each member's religious affiliations or spiritual views are his/her own affair.
- C. Nothing in these Bylaws shall unduly limit, restrict, or encumber the full participation and enjoyment of any and all rights, privileges or responsibilities of membership in the Alano Club of El Cajon. Additionally, with regard to eligibility for membership, including election and service on The Board, its committees and sub-committees or to the right to hold office The Corporation, no special limitation, restriction, or encumbrance shall prevent the inclusion of any member otherwise qualified under these Bylaws.
- D. The Alano Club of El Cajon, while dedicated to enhancing the lives of its members and autonomous groups, makes no claim, neither expressed nor implied, to any affiliation to any group, faction or fellowship as a whole, regardless of the personal affiliations our members may choose to embrace.

Article XIII.

- A. The Corporation may be dissolved by a substantially unanimous vote of the members following due and proper notice in accordance with the following:
- B. The property of this corporation is irrevocably dedicated to providing and maintaining a club-like atmosphere for the members of twelve step groups and no part of the net income or assets of this organization shall ever inure to the benefit of any private individual. Upon dissolution or winding up of business of the Corporation, its assets remaining after payment of, or provision for payments of, all debts and liabilities of this Corporation, shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code as decided by the Board.

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Article XIV.

- A. These Bylaws may be amended or revised at any membership meeting, quarterly or special, by a two thirds [2/3] vote of all Voting Members present at the meeting, provided such proposed amendment(s) or revision(s) have been endorsed by a substantially unanimous vote of The Board, or at least twenty five percent [25%] of the Voting Members of the Club and provided that notice of such amendment(s) or revision(s) shall have been duly posted on the Club bulleting board two [2] weeks prior to such meeting
- B. No amendment(s) or revision(s) to The Bylaws may be made inconsistent with the Articles of Incorporation of the Alano Club of El Cajon.

IN WITNESS WHEREOF, under the laws of the State of California, these Bylaws have been revised and approved by the substantially unanimous vote of members at the Membership Meeting, held at 938 East Washington Avenue, El Cajon, CA, on this 4<sup>th</sup> day of February 2017

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