



MOUNTAIN CLUB, LTD
BY-LAWS OF MOUNTAIN CLUB, LTD
A Colorado Non-Profit Corporation
(Updated January 6, 2025)

Article I
Purpose

The purpose of the Mountain Club, Ltd. is to provide and maintain a safe meeting space and related facilities to assist 12-Step recovery groups in the Mountain community in achieving their primary purpose of freedom from addiction.

Article II
General

1. The Club shall provide and maintain meeting space and other facilities for these 12-Step groups and shall occasionally initiate and/or approve activities of a social or recreational nature. The revenue necessary to carry out this purpose shall be obtained from rents paid by the groups using the facilities, donations, Club members' pledges and other sources approved by the Board of Directors (Board). There shall be no gambling on the Club premises.

2. Except for the times and locations of meetings and special events, the Club shall remain free of responsibility for, and authority over, 12-Step meetings, programming, direction, or guidance for that which is considered by the Board to be the responsibility and authority of the group(s) it serves. The Board has the responsibility to ensure that all 12-Step meetings/groups follow through on their agreement to clean up after themselves and lock the Club.

3. The Board of Directors has the responsibility to provide a safe environment for all members at all times. This includes the authority to take whatever action deemed necessary. (See attached House Rules, Addendum 1)

Article III
Offices

1. **Business Offices.** The principal offices of the Club shall be in Jefferson County. The Club may have such other offices within the State of Colorado as the Board may determine.

2. Registered Office. The Club shall have, and continuously maintain in the State of Colorado, a registered office and a registered agent whose office is identical with such registered office, as required by the Colorado Nonprofit Corporation Act. The registered office need not be identical with the principal office of the Club and the Board may change the registered office from time to time.

Article IV

Members

1. Members. No one shall be denied membership in the Club because of race, color, creed, age, religion, sex, national origin, ancestry, or physical handicap. The Club shall have for members all those who actively and regularly attend A. A. and/or other 12-Step recovery meetings at the Club, who agree to follow the House Rules of the Club, and who declare themselves Club members. (See attached House Rules, Addendum 1)

2. Voting Rights. All members, as defined in paragraph 1, shall have rights to nominate and vote for Mountain Club Board of Directors.

3. Membership Fees. There shall be no fees for Club membership. Those who are able are encouraged to contribute to the financial support of the Club. All members are asked to contribute their time and effort to ensure the success of the Club.

Article V

Meetings of Members

1. Annual Meeting. An annual meeting of the Club members shall be held in September of each year for the purpose of nominating members for election to the Board and for reporting, by the Board, the current financial condition and significant activities of the past year. The Board shall determine the date, time, and place of the annual meeting.

2. Special Meetings. The Chairperson or a majority of the Board may call special meetings of the Club members. Such meetings shall be held not less than fifteen (15) or more than thirty (30) days from the receipt of the call.

3. Notice of Membership Meetings. Written notice stating the date, time, and place of any meeting of the members shall be posted at the business office of the Club for a minimum of fifteen (15) days prior to the meeting. The purpose of the meeting shall be stated in the notice.

4. Quorum. At least fifteen (15) members eligible to vote and present shall be a quorum.

Article VI

Board of Directors

1. General Powers. Its Board shall manage the affairs of the Club.

2. Eligibility for Board Election. In order to serve on the Board, an individual must be a member of the Club, as defined in Article IV, Paragraph 1. For A. A. and N.A. Board nominees (only), they must have three (3) years of continuous sobriety/clean time and must have regular and active participation in their respective programs and must have one (1) year of regular and active participation at the Mountain Club.

For other 12-Step group Board nominees - they also must have three (3) years of regular and active participation in their 12-Step programs and one (1) year of regular and active participation at the Mountain Club. All Board nominees should attend a minimum of two 12-Step group meetings a week at the Mountain Club (and maintain this attendance while serving on the Board). While serving on the Club Board, members may not serve as officers of any 12-Step group at the Mountain Club.

3. Numbers and Tenure.

a. The number and tenure of directors shall not exceed seven (7) unless altered by the Board at a special meeting called specifically for that purpose. Five of these seven will be members of A. A. The other two will be designated as “at-large” directors and these will be elected from the membership of non A. A. 12-Step recovery groups. If an at-large director slot cannot be filled, the Board will operate with the five A.A. directors and the remaining at-large director or with just the five (5) A.A. directors if neither of the at-large slots can be filled.

b. At the annual October election, directors shall be elected to 3 year terms, except for those directors elected to fill unexpired terms, whereby they will serve only for the remainder of that unexpired term. In the event of an election that includes unexpired terms to be filled as well as full-term director positions, positions will be filled in order of the most votes received starting with the full term directors. Once the full-term positions are filled the unexpired term positions will be filled in order of the remaining highest votes received being awarded the unexpired term with the most time remaining. This process would continue until all positions are filled. Board members may serve no more than two consecutive full or partial terms.

4. Elections.

a. Nominations for the Board of Directors will begin at the end of the Annual Meeting (see Article V, Paragraph 1) Additional nominations for Board membership may be made for seven (7) days thereafter, according to the procedure established by the Board of Directors for that purpose. A notice shall be posted at the business office of the Club seven days (7) days, immediately after the Annual meeting advising the membership that nominations are being accepted. The notice shall include the eligibility requirements, the number of directorships available, and a listing of the nominees.

- Nominees will be asked to sign a declaration of eligibility (see Article VI, Paragraph 2 for eligibility requirements) The Board of Directors will have (7) seven days to confirm the eligibility of the candidates.
- The Board of Directors will post a notice at the business office of the Club for (7) seven days stating the nominees for election to the Board of Directors of the Mountain Club.

b. Annual elections shall be held during the month of October. Consistent with these by-laws, the date, time, and place of elections shall be determined by the Board. The polls for all elections shall be open for eight (8) consecutive days (Sunday 1:00pm through Sunday 1:00pm). The polls shall be open during regular Club hours on Sunday through Sunday and will close at 1:00 pm on Sunday.

c. New members of the Board of Directors will be elected by a plurality of those votes cast. Written proxy votes may be cast at any time during the voting period before the close of the polls. In the event of a tie vote which fails to establish which nominees received the highest number of votes, a runoff election will be held as to those seats during the first full week in November; but otherwise in accordance with this Article.

d. After the polls close, two Board members and any group member will count and tally the ballots,

and report the results to the Board. There will be a special Board meeting at 2:00 p.m., on Sunday the polls close, for the purposes of accepting the ballots and tally, validating the election, announcing the new Board members to the Club membership, and recording the election results in the Board minutes.

5. Resignations and Removal. Any director may resign by giving written notice of such resignation to the Board Chairperson. The Board, by affirmative vote of two-thirds (2/3) of all the members of the Board (excluding the director sought to be removed), may remove a director for cause after an appropriate hearing at which such director is given an opportunity to be heard. Any Board member who misses three (3) consecutive Board meetings for any reason other than medical, or any Board member who is an alcoholic and/or drug addict and who does not abstain from alcohol and drugs, has given cause for removal by the Board.

6. Vacancies. To maintain the composition of the Board, it may appoint an appropriate 12 Step (AA or non-AA) member to fill vacated Board positions but first must offer the position to the remaining nominees with the greatest number of votes in the last annual election. Appointed Board members serve only until the next annual election. In the event the vacated position is not represented by the nominees in the previous election, a special election will be held consistent with Article VI, Paragraph 3 b.

7. Employees. The Board may hire, and has the right to discharge any employees deemed necessary by the Board.

8. Board Meetings. The Board shall meet a minimum of once each month. The Board may, however, elect to cancel a specific monthly meeting by a majority vote of the directors. Such action shall be limited to no more than once per calendar year. In all matters, a minimum of four (4) Board members (quorum) must be present (in person or via conference call) to conduct business. Regular Board meetings shall be open for any member to attend, except for when a closed session is needed for private discussion of sensitive topics. A closed board meeting is called for by $\frac{2}{3}$ vote in a regular meeting. Sensitive topics may include, but are not limited to, dismissal of board members or employees, discussion of a particular member, dispute resolution, or confidential information that could be compromised if disclosed publicly. Members are encouraged to attend Board Meetings, participate in discussion of issues, and suggest that the Board act on those matters. Meetings shall be conducted under Roberts Rules of Order and in consideration of our traditions (Addendum II). The Board shall provide notice to the membership of significant issues to be voted upon by the Board at least fifteen (15) days before such proposed action.

9. Committees. The Board may vote to appoint non-Board and Board members to serve on committees as may be necessary to advise the Board or conduct efficient operation of the Club, contingent upon Board approval.

Article VII **Bank Accounts**

1. Monies in the General Fund. The Treasurer and the Vice-Chairperson may sign checks or make authorized withdrawals. The Board of Directors shall approve in advance the expending of funds or the incurring of debt in excess of \$500 in any one month (except previously approved contracts entered into by the Board on behalf of the Club).

Article VIII **Officers**

1. Officers. Officers of the Club shall be Chairperson, Vice-Chairperson, Secretary, and Treasurer.

2. Eligibility. A member must have served on the Board for one (1) year just prior to holding office of Chairperson. The Vice-Chairperson, Secretary and Treasurer have no eligibility requirements other than being members of the Board.

3. Election. Election of officers shall be by majority vote of voting members of the Board.

4. Terms. Terms for the officers shall be for one (1) year. A Chairperson or Vice-Chairperson shall serve no more than two (2) full, consecutive elected terms in those offices. Terms for the Secretary and Treasurer shall not be limited by any time restriction.

5. Vacancies. Officer vacancies shall be filled by majority vote of the voting Board members.

6. Duties of the Chairperson.

- a. Call all Board meetings.
- b. Act as Chairperson at all Board meetings, when present.
- c. Conduct all annual and special meetings of the membership
- d. Serve as spokesperson for the Board.

7. Duties of the Vice-Chairperson.

- a. Perform all chairperson duties in the absence of the Chairperson.
- b. In the absence of the Treasurer, receive and give receipts for monies due and payable to the Club from any source, deposit such monies to an authorized account and report such receipt or deposit to the Treasurer.

8. Duties of the Secretary.

- a. Provide minutes of the meetings.
- b. Act as custodian of the corporate seal.
- c. Maintain a current list of telephone numbers and email addresses of Board members and appointed officials.
- d. Be responsible for the handling of the legal affairs of the Club per the direction of the Board.
- e. Post notices of all meetings and elections of Club members to the Board and publish the results of all elections in the minutes of the Board meetings.

9. Duties of the Treasurer.

- a. Maintain custody and responsibility for all funds belonging to the Club.
- b. Be responsible for securing finances for the Club.

- c. Pay the Club's bills on time.
- d. Receive and give receipts for monies due and payable to the Club and deposit such monies to an authorized account.
- e. Be responsible for ensuring compliance with State and Federal Regulations regarding nonprofit organizations.
- f. Report monthly to the Board and annually to the members the finances of the Club.

10. Various Duties.

- a. Maintain a current list of telephone numbers and email addresses of Board members and appointed officials.
- b. Maintain Club meeting schedule.
- c. Maintain and update the Club's website.
- d. Be responsible for making sure the Club has adequate supplies.
- e. Be responsible for managing social events at the Club.

Article IX
Contracts, Gifts, and Duties

1. Contracts. The Board shall approve all contracts that obligate the Club to \$500.00 or more per year, and all contracts that have a term of more than one year. All contract approvals by the Board shall be reflected in the minutes of the meeting. The Chairperson, or Vice-Chairperson in the Chairperson's absence, and the Secretary or the Treasurer must sign all contracts or agreements before such contracts or agreements shall be valid and binding obligations of the Club.

2. Gifts. The Board may accept from Club members, on behalf of the Club, any contributions, gifts, bequests, or device for the general or for any special purpose of the Club. The Board must vote to accept on behalf of the Club, any contributions, gift, bequest, or device that exceeds \$500.00. No additional rights, recognition, authority, power, or privileges shall be granted or acknowledged as a result of accepting any such gifts or donations.

3. Duties. The Board of Directors shall commit to writing, approve, and change from time to time:

- a. The responsibilities and authority of the Officers (Chair, Vice-Chair, Secretary, Treasurer) and various other Board roles.
- b. Membership guidelines, including the House Rules.
- c. Club operating hours.
- d. The policy and rates for rent for group use of facilities.
- e. Club policies.

Article X
Indemnification of Officers and Directors

1. Indemnification. The Club shall indemnify and hold harmless any past or present officer or director of the Club or his or her personal representatives for any and all loss, cost and expense reasonably and necessarily incurred in connection with the defense of and/or settlement or satisfaction of any judgment rendered against that officer or director in any suit or proceeding alleging liability arising out of that officer's or director's duties performed for the Club. The Club shall not be obligated to indemnify or hold harmless any such officer or director whose liability arises out of his or her intentional misconduct. In the event the Club's counsel advises that in counsel's opinion, the claim against the officer or director arises out of intentional misconduct, the Club shall have no obligation to that officer or director under this paragraph.

Article XI
Amendments to By-Laws

1. These By-Laws may be altered, amended or repealed, and any new By-Laws adopted by a minimum of 5 Directors at any Board meeting, regular or special, provided at least fifteen (15) days posted notice is given to the members of the Club of the proposed action to alter, amend, repeal or enact any By-Laws at such Board meeting.

Article XII
Corporate Dissolution

1. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed, to the Federal government, or to a State or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XIII
Charitable Organization

1. This organization is organized exclusively for charitable and educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code.

2. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) By a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law); or, (b) By a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

ADDENDUM I

House Rules of the Mountain Club, Ltd

- No Alcohol
- No Drugs
- No Smoking
- No Weapons
- No Gambling
- No Fighting
- No Stealing
- No pets. Please, no pets in the building, on the porch, or running loose on the property. Please keep your pets on a leash and with you or in your car. Pet owners are responsible to clean up after their pets.
- Well-behaved service animals on a leash are welcome per applicable law
- No Staying in the Club overnight
- Parents: Don't let your children disrupt meetings.
- No Cars left in lot over 72 hours

ADDENDUM II

Suggestions for behavior at Board Meetings using the Principles of 12 Step recovery groups

1. Confirming that our process is one of inclusion rather than exclusion; showing respect for the minority opinion so that any decision is reflective of the spirit of the Mountain Club.
2. Placing principles before personalities.
3. Continuing to practice our own spiritual fitness in our respective 12 Step programs.
4. Allowing those around us to function according to their respective abilities.
5. Staying willing to forgive ourselves and others for not performing perfectly.
6. Being willing to surrender our own positions in the interest of unity to avoid problems of money, property and prestige.
7. Remembering that we are trusted servants; we do not govern - We raise topics on, engage in discussions around, and make decisions regarding and in the best interest of the members.
8. Aside from common courtesies and decorum expected between business professionals we need to maintain a thoughtful, kind and patient spirit with each other.
9. To act in accordance with the 12 Steps, 12 Traditions and 12 Concepts of our spiritual programs and Roberts Rules of Order.