

**Bylaws of  
Alano Club of Battle Creek, Inc.**

**Article 1**

**Name and Offices**

Section 1: The name of this corporation is Alano Club of Battle Creek, Inc.

Section 2: The principal offices of the corporation shall be in the County of Calhoun, Michigan, in such place or places within said County as the Board of Directors may from time to time appoint.

**Article II**

**Objective**

To obtain and maintain facilities for meeting place or places for charitable organizations which have for their purpose the rehabilitation of persons subject to alcoholism, other forms of substance abuse and addictions, and other charitable organization dedicated to the education, rehabilitation and, in general, the assistance of persons suffering from alcoholism or substance abuse, their families and dependents and for these purposes, to acquire real estate and furniture, furnishings and equipment suitable for the purposes herein expressed.

**Article III**

**Club Membership**

Section 1: Any person interested in the objectives of the aforementioned recovery groups shall be eligible for Club membership.

Lifetime Members are individuals who support the organization through current lifetime membership pledge dues or have paid in full the lifetime membership fee.

Membership dues are set by the Board of Directors and are sold in increments of Monthly, Quarterly, Semi-Annually, Annually and Lifetime. Rates are reviewed by the Board annually.

Definition of a Member. The greatest benefit of membership is self-knowledge that members are helping to keep the doors of the Club open to those who are struggling. Members in good standing will receive benefits and privileges including the use of the Club during non-meeting hours and have a right to vote on matters concerning the Club at the annual meeting.

Section 2: All applications for membership shall be submitted in writing on the forms provided by the Club for that purpose and shall be signed by the applicant. Each application shall be accompanied by the membership fee. Applicants may also apply and pay on-line.

Section 3: The Board shall establish uniform rules governing the suspension and the termination of membership privileges and rights of members delinquent in the payment of dues.

Section 4: Criteria for Membership. Members' actions and behaviors must be respectful and consistent with the wellbeing of all members and the organization. Detrimental actions are to be determined and reviewed individually.

#### **Article IV**

##### **Fiscal**

Section 1: A membership fee and uniform dues shall be fixed by the Board. The Board may also establish honorary memberships and fix the conditions thereof; but honorary members do not pay dues and shall have no vote.

Section 2: The fiscal year shall be from July 1 to June 30.

#### **Article V**

##### **Guests**

Members shall have the privilege of bringing family members and guests to the Club, in accordance with established rules.

#### **Article VI**

##### **Board of Directors**

Section 1: The management of the Club shall be vested in a Board of Directors consisting of nine members, at least 50% shall be members of the recovery community. The Directors shall be elected at an annual meeting by members and shall hold office for three years and until their successors are elected and qualified. The first Board of Directors shall be elected for the following terms: Three (3) for one year; Three (3) for two years; and Three (3) for three years (staggered for consistency of the Board members). In subsequent elections all Directors shall be elected for terms of three years. Board members shall be replaced or reelected according to the following schedule covering all successive three-year periods: first year – three members; second year – three members; third year – three members shall be replaced or reelected. At each annual meeting the number of those nominated for the office Director shall at least equal the number of those Directors to be replaced or reelected in that year. A larger number may be nominated. Those who are nominated and receive the highest number of votes shall take their places on the Board.

Section 2: The Board shall have general charge, management and control of the affairs, funds and property of the Club; shall authorize and control all expenditures; shall make all contracts and purchases either directly or by its duly authorized officers; shall prepare and enforce rules regulating the use of the Clubhouse by Members; may assign duties to standing or special committees; may hire agents and shall carry out the purposes and objectives of the Club according to the law and as provided by these Bylaws.

Section 3: Directors shall not receive any salary for their services as a Director.

Section 4: Vacancies in offices and vacancies on the Board may be filled by the Directors at any regular meeting of the Board, or at any special meeting of the Board called for that purpose.

Section 5: The Board shall meet at least once a month unless cancelled by the Chair. A special meeting may be called at any time by the Chairperson or by three members of the Board, provided two days' notice of such meeting shall be given to each Director of the Board. Absence from three consecutive regular meetings of the Board without satisfactory excuses being given may be deemed a resignation. A simple majority shall constitute a quorum. Phone attendance is acceptable.

Section 6: The order of business shall be:

- a. Serenity Prayer
- b. Roll Call
- c. Approval of the minutes of the previous meeting
- d. Report of officers – treasurer
- e. Report of other offices (secretary, building, membership)
- f. Report of committees
- g. Old Business
- h. New Business
- i. Adjournment

Section 7: The Board is authorized to create an Executive Committee from its members to manage the Club and to perform such other duties as the Board shall direct. The number of members and the powers and duties of the Executive Committee shall be fixed by resolution establishing such Executive Committee.

Section 8: The Board, except as in these Bylaws otherwise provided, may enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board, no Officer, agent or employee shall have any power of authority to bind the corporation by an contract or engagement, or to pledge its credit, or render it liable pecuniary for any purpose or to any amount.

Section 9: Criteria for Directorship. Minimum of 3 years of recovery if the individual is in recovery. Understand organizational structure. Support current organizational initiatives through effort and/or resources.

## **Article VII**

### **Officers**

Section 1: The Board shall elect as officers of the Club, a Chairperson, a Vice Chairperson, a Secretary, and a Treasurer. Officers shall be elected by the directors and shall serve at the pleasure of the Board for one-year terms renewed by vote annually.

Section 2: The Board may establish assistant officers, designate their titles and define their duties.

Section 3: The Chairperson shall preside over all meetings of members and of the Board of Directors. He/She shall have and exercise general charge and supervision of the affairs of the corporation and shall do and perform such other duties as may be assigned to him/her by the Board of Directors.

Section 4: At the request of the Chairperson, or in the event of his/her absence or disability, any vice chairperson shall perform the duties and possess and exercise the powers of the Chairperson; and to the extent authorized by the law, the vice chairperson shall have such other powers as the Board may determine, and shall perform such other duties as may be assigned to him/her by the Board.

Section 5: The Secretary shall have charge of such books, documents, and papers as the Board may determine. The Secretary shall attend and keep the minutes of all the meetings of the Board. The Secretary shall keep a record, containing the names, alphabetically arranged, of all persons who are Board members of the corporation, showing their places of residence, and such book shall be open for inspection as prescribed by law. The Secretary may sign with the Chairperson or Vice Chairperson in the name and on behalf of the corporation, any contracts or agreements authorized by the Board, and when so authorized or ordered by the Board. The Secretary may affix the seal of the corporation. The Secretary shall, in general, perform all the duties incident to the office of the Secretary, subject to the control of the Board, and shall do and perform such other duties as may be assigned to him/her by the Board. The Secretary shall issue notice of meetings of the Board and meetings of the Club and shall disseminate such correspondence and information as requested by the Chairperson. All correspondence and records of the Corporation shall be made available to the Secretary.

Section 6: The Treasurer shall have custody of all funds, property, and securities of the corporation, subject to such regulations as may be imposed by the Board. The Treasurer may be required to give bond for the faithful performance of his duties, in such sum and with such sureties as the Board may require. When necessary or proper the Treasurer may endorse on behalf of the corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the corporation at such bank or banks of depository as the Board may designate. The Treasurer shall sign all receipts and vouchers and, together with such other officer or officers. The Treasurer shall sign all checks of the corporation and all bills of exchange and promissory notes issued by the corporation, except in cases where the signing and execution thereof shall be expressly designated by the Board or by these bylaws to some other officer or agent of the corporation. The Treasurer shall make such payments as regularly on the books of the corporation to be kept by him/her for the purpose, full and accurate account of all monies and obligations received and paid or incurred by him/her for or on account of the corporation and shall exhibit such books at all reasonable times to any Chairperson or member on application at the offices of the corporation. The Treasurer shall, in general, perform all duties incident to the office of the Treasurer, subject to the control of the Board. The Treasurer ensures filing of the annual statement.

Section 7: Any officer may be removed from office by the affirmative vote of two-thirds of all Directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the corporation, for lack of sympathy with its objectives, or the refusal to render reasonable assistance in carrying out its purposes. Any officer proposed to be removed shall be entitled to at least five days' notice in writing of the meeting of the Board at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board at such meeting.

## **Article VIII**

### **Standing and Special Committees**

Section 1: The standing committees shall be: Executive, House, Finance, and Alano Club Entertainment (ACE).

The Executive Committee shall consist of the Officers of the Board and shall meet ad hoc as issues arise that

need discussion and/or recommendation to the Board at their next meeting.

The House Committee shall consider issues and concerns of the Alano Club members prior to coming to the Board for resolution and recommendation to the Alano Club Board.

The Finance Committee shall meet ad hoc to review financial accounting services, budgetary items, audit findings and/or other items that the Board deems necessary for review. The Treasurer shall serve as the Chair of the Committee.

The Alano Club Entertainment (ACE) Committee shall provide entertainment, activities and recovery related events including family events that promote fellowship and recovery support.

Section 2: The board may create such other special committees as the Board shall deem necessary. The Chairperson shall appoint the members and designate the chairperson of the standing and special committees, subject to approval of the Board.

## **Article IX**

### **Prohibition Against Sharing in Corporate Earnings**

No member, director, officer, or employee of, or member of a committee of, or person connected with the corporation, or any other private individual, shall receive at any time any of the net earnings from the operations of the corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board may determine or as may be determined by a court of competent jurisdiction upon application of the Board, exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c) 3 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

## **Article X**

### **Investments**

The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to class of investments which a director is or may hereafter be permitted by law to make or any similar restriction provided, however, that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

## **Article XI**

### **Exempt Activities**

Notwithstanding any other provisions of these Bylaws, no member, director, officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c) 3 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (c) 2 of such code and regulations as they now exist or as they may hereafter be amended.

## **Article XII**

### **Meetings and Elections**

Section 1: The annual meeting shall be held at such time and place as the Board shall designate. All members whose dues are paid up to date at the time for the giving of the notice of the annual meeting shall receive notice of the time and place of the annual meeting and shall be entitled to vote at the meeting.

Section 2: Upon requests of the Board, or of any ten members of the Club, the Chairperson shall call a special membership meeting, notice of which must be mailed to each member of the Club at least seven days before the date of such meeting. The notice of special meetings shall state the purpose for which such a meeting is called.

Section 3: Board-appointed Committee Chair Members, and Group-appointed Committee Chair Members in Good Standing, are invited to attend regularly scheduled Board of Directors meetings as observers. These members are expected to remain silent during the meetings unless specifically requested to provide input by the Board. Attendance is permitted solely for the purpose of observation. The Board of Directors reserves the right to enter into a closed session at any time and for any reason; in such cases, Committee Chair Members must vacate the meeting.

Section 4: Twelve voting members shall constitute a quorum.

Section 5: Elections by the Club membership shall be held on the day of the annual meeting and shall be by individual ballot of the members. Proxies shall not be permitted but properly authenticated ballots mailed to the Club will be placed in the ballot boxes prior to the time set for the meeting. The Chairperson shall appoint at least three tellers to count the votes and report the results to the meeting.

Section 6: It shall be the duty of the Secretary to mail a notice of the annual meeting to each member at least fifteen days prior to each election. The notice of the annual meeting shall list alphabetically the names of the duly nominated candidates for directors and shall state that the members may vote for not more than the number to be elected in that year.

Section 7: The Chairperson, with the approval of the Board, shall appoint a Nominated Committee from the members at least two months before the annual meeting. The Nominating Committee shall consist of five members, not more than three of whom is a Director. The Nominating Committee shall nominate at least the number of candidates as Directors to be elected in that year. The report of the Nominating Committee shall be filed with the Board and a copy shall be posted on the bulletin board of the Clubhouse at least twenty days

before the annual meeting.

Section 8: In addition, any five or more members may nominate other candidates for Directors. Such nomination shall be submitted in writing to the Board not later than five days prior to the annual meeting and shall be signed by the members submitting the nominations. If the members so nominated are eligible to the Directors, it shall then be the duty of the Secretary to attest to the validity of such nominations and immediately post the list of those such nominees as are found to be eligible to be Directors on the bulletin board in the Clubhouse, with the nominations made by the Nominating Committee.

Section 9: Any member eligible to vote who has not received a ballot in advance may obtain one from the Chairperson of the Nominating Committee up to the time the polls are to be closed.

Section 10: The candidates, not exceeding the number to be elected in that year, receiving the highest number of votes shall be declared to be elected as Directors, subject to the provisions of Article VI concerning the makeup of the Board.

Section 11: Robert's "Rules of Order" shall govern membership meetings when not in conflict with these bylaws.

### **Article XIII**

#### **Amendments**

Section 1: The Board shall have the power to make, alter, amend, and repeal the bylaws of the corporation, except Articles IX, X, and XI, by affirmative vote of a majority of the Board, provide, however, that the action is proposed at a regular or special meeting of the Board and adopted at a subsequent regular meeting, except as otherwise provided by law. All bylaws made by the Board may be altered, amended, or repealed by the members, except Articles IX, X and XI.

Section 2: The bylaws may be altered, amended, or repealed at any meeting of the members of the corporation by a majority vote of all the members represented either in person or by proxy, provided by the proposed action is inserted in the notice of such meeting.