BYLAWS OF EVERGREEN SOBRIETY CLUB

A Colorado Nonprofit Corporation

ARTICLE I

Name

The name of this organization shall be Evergreen Sobriety Club (the "Club"), a Colorado nonprofit corporation.

ARTICLE II

Purpose

Section 1. Charitable Purpose.
Evergreen Sobriety Club exists to provide a welcoming, accessible, recovery-centered clubhouse where individuals and families can find hope, fellowship, healing, and lasting community through the principles of 12-Step recovery.

Section 2. Specific Activities.
The Club shall provide and maintain meeting space and related facilities to support Alcoholics Anonymous, Al-Anon, and other 12-Step recovery meetings and fellowship activities consistent with the Club's mission.

Section 3. Tax-Exempt Purpose.
The Club is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III

Offices

Section 1. Principal Office.
The principal office of the Club shall be located in the State of Colorado at such place as the Board of Directors may determine.

Section 2. Registered Office and Registered Agent.
The Club shall continuously maintain a registered office and registered agent in the State of Colorado as required by applicable law.

ARTICLE IV
Membership

Section 1. Membership.
Membership in the Club shall be open to individuals who actively and regularly participate in 12-Step recovery meetings or otherwise support the mission of Evergreen Sobriety Club, agree to follow the Club's policies and house rules, and declare themselves members by either:

(a) making a recurring financial contribution to the Club at an amount determined in the discretion of the member, subject to any suggested contribution guidance adopted by the Board; or

(b) providing regular volunteer service to the Club, as described in these bylaws and any related Board policy.

Participation in meetings or fellowship activities hosted at the Club shall not be conditioned on formal Club membership, financial contribution, or volunteer service.

Section 2. Nondiscrimination.
No person shall be denied membership on the basis of race, color, religion, sex, national origin, ancestry, age, disability, or any other status protected by law.

Section 3. Voting Rights.
Members in good standing shall have the right to nominate and vote for members of the Board of Directors, as provided in these bylaws. To maintain voting rights, a member must remain in good standing through either recurring financial support or regular volunteer service as described in these bylaws and any related Board policy.

Section 4. Membership Contributions and Service.
Membership in the Club may be maintained through either:

(a) a recurring financial contribution made on a monthly, annual, or other recurring basis, at an amount determined by the discretion of the member, with suggested contribution levels provided by the Club; or

(b) regular volunteer service to the Club of no less than four (4) hours per month, or such equivalent standard as may be established by the Board.

For purposes of these bylaws, "volunteer service" means unpaid service that directly supports the charitable, educational, or operational purposes of the Club, including but not limited to greeting newcomers, preparing or serving coffee, cleaning and maintaining Club facilities, assisting with hospitality, supporting meetings and fellowship activities, and other volunteer tasks approved by the Board.

Section 5. Good Standing.
The Board of Directors may establish reasonable standards for determining whether a member is in good standing, including adherence to the Club's policies and house rules and fulfillment of the member's chosen method of support through recurring financial contribution or volunteer service.

ARTICLE V

Meetings of Members

Section 1. Annual Meeting.
An annual meeting of the members shall be held each year at a date, time, and place determined by the Board of Directors for the purpose of reporting on the condition and activities of the Club and conducting such other business as may properly come before the membership, including the nomination and election of directors.

Section 2. Special Meetings.
Special meetings of the members may be called by the President or by a majority vote of the Board of Directors.

Section 3. Notice.
Notice of any annual or special meeting shall be given at least fifteen (15) days in advance and shall state the date, time, place, and purpose of the meeting.

Section 4. Quorum.
A quorum for any meeting of members shall consist of at least fifteen (15) members in good standing present at the meeting, unless otherwise established by the Board in a manner consistent with Colorado law.

ARTICLE VI

Board of Directors

Section 1. General Powers.
The affairs of the Club shall be managed by its Board of Directors.

Section 2. Number.
The Board of Directors shall consist of not fewer than three (3) and not more than five (5) directors. The exact number of directors shall be determined by the Board from time to time.

Section 3. Eligibility.
To serve as a director, an individual must be a member of the Club in good standing and must meet any additional eligibility standards established by the Board of Directors.

Section 4. Terms.
Directors shall serve terms of three (3) years unless elected or appointed to fill an unexpired term. A director may be elected to serve no more than two (2) consecutive three-year terms, for a maximum of six (6) consecutive years of Board service. After completing two consecutive terms, a former director may be eligible to serve again only after at least one (1) year off the Board and reelection by the members of the Club.

Section 5. Election.
Directors shall be elected by the voting members of the Club at the annual meeting or by another election process established by the Board and communicated in advance to the membership.

Section 6. Resignation.
Any director may resign at any time by giving written notice to the President or Secretary.

Section 7. Removal.
A director may be removed for cause by a two-thirds (2/3) vote of the remaining directors, after notice and an opportunity to be heard.

Section 8. Vacancies.
Any vacancy on the Board may be filled by majority vote of the remaining directors. A director appointed to fill a vacancy shall serve until the next annual meeting, at which time the membership may elect a director to complete the unexpired term, if any.

Section 9. Compensation.
Directors shall serve in unpaid, voluntary positions and shall not receive compensation for serving as directors. Directors may, however, be reimbursed for reasonable and approved expenses incurred on behalf of the Club.

Section 10. Employees and Contractors.
The Board of Directors reserves the right to hire, supervise, and terminate part-time or full-time employees, independent contractors, or other service providers as deemed necessary for the operation and advancement of the Club, subject to the financial resources of the Club and consistent with its charitable purposes.

ARTICLE VII
Meetings of the Board of Directors

Section 1. Regular Meetings.
The Board of Directors shall meet at least monthly unless otherwise determined by the Board.

Section 2. Special Meetings.
Special meetings may be called by the President or by a majority of the directors.

Section 3. Notice.
Notice of Board meetings shall be given in advance in a manner reasonably calculated to inform all directors of the meeting.

Section 4. Quorum.
A majority of the directors then in office shall constitute a quorum for the transaction of business.

Section 5. Voting.
Except as otherwise provided in these bylaws, action by the Board shall require the affirmative vote of a majority of directors present at a meeting at which a quorum is present.

Section 6. Open Meetings.
Regular Board meetings may be open to members of the Club, except when the Board enters executive session to discuss confidential or sensitive matters.

ARTICLE VIII

Officers

Section 1. Officers.
The officers of the Club shall be a President, Secretary, and Treasurer. The Board may establish additional officer roles as needed.

Section 2. Election of Officers.
Officers shall be elected by the Board of Directors from among the directors.

Section 3. Term of Office.
Each officer shall serve a term of three (3) years and may be reelected.

Section 4. President.
The President shall preside at meetings of the Board and of the membership, serve as spokesperson for the Board, and perform such other duties as may be assigned by the Board.

Section 5. Secretary.
The Secretary shall keep minutes of meetings, maintain the corporate records of the Club, provide required notices, and perform such other duties as may be assigned by the Board.

Section 6. Treasurer.
The Treasurer shall oversee the custody of Club funds, financial reporting, deposits, disbursements, and compliance with applicable financial and regulatory requirements, and shall perform such other duties as may be assigned by the Board.

Section 7. Vacancies.
Any vacancy in an officer position shall be filled by the Board of Directors.

ARTICLE IX

Committees

Section 1. Creation of Committees.
The Board of Directors may establish standing or ad hoc committees as needed and may appoint directors, members, or other volunteers to serve on such committees.

Section 2. Authority.
Committees shall have only such authority as is specifically delegated to them by the Board of Directors.

ARTICLE X

Finances, Contracts, and Gifts

Section 1. Bank Accounts.
The Board of Directors shall authorize one or more bank accounts in the name of the Club.

Section 2. Signatories.
The Board shall designate authorized signers for checks, withdrawals, and electronic payments.

Section 3. Financial Controls.
The Board shall adopt reasonable financial controls, including procedures for approvals, reimbursements, deposits, reporting, and recordkeeping.

Section 4. Contracts.
The Board shall approve any contract or obligation over an amount established by Board policy and any contract extending beyond one year.

Section 5. Gifts.
The Board may accept contributions, gifts, bequests, or devises on behalf of the Club, provided such gifts are consistent with the mission, charitable purpose, and legal obligations of the Club. No gift, contribution, or grant shall be accepted if it would compromise the independence of the Club, alter its primary charitable purpose, or subject the Club to improper outside influence or control.

Section 6. No Private Inurement.
No part of the net earnings of the Club shall inure to the benefit of any director, officer, member, or private individual, except that the Club shall be authorized to pay reasonable compensation for services rendered and to reimburse approved expenses incurred on behalf of the Club.

ARTICLE XI

Conflict of Interest

The Board of Directors shall adopt and maintain a conflict of interest policy applicable to directors, officers, and key volunteers. Any person with a conflict of interest shall disclose the conflict and refrain from participating in deliberation or voting on the matter, as provided in such policy.

ARTICLE XII

Indemnification

To the fullest extent permitted by Colorado law, the Club shall indemnify its directors and officers against liabilities and expenses incurred in connection with their service to the Club, except in cases of willful misconduct, bad faith, or actions not taken in the best interests of the Club.

ARTICLE XIII

Amendments

These bylaws may be altered, amended, or repealed, and new bylaws adopted, by a two-thirds (2/3) vote of the Board of Directors, provided that advance notice of the proposed change is given to the directors and, where appropriate, to the membership.

ARTICLE XIV

Dissolution

Upon dissolution of the Club, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the 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 distributed shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Club is then located, exclusively for such purposes.

ARTICLE XV

Parliamentary Authority

Meetings of the Board of Directors and membership may be conducted in accordance with Robert's Rules of Order, to the extent consistent with these bylaws, applicable law, and the principles and traditions that guide the Club.

Addendum I

House Rules

The Board of Directors may adopt and amend house rules for the safety and operation of the Club, including rules regarding alcohol, drugs, smoking, weapons, gambling, overnight stays, building security, and respectful conduct.

Addendum II

Principles for Board Service

The Board may adopt written guidelines encouraging service grounded in unity, humility, respect, patience, confidentiality, and principles before personalities.

Description of Activities
Evergreen Sobriety Club is a newly formed nonprofit corporation in Evergreen, Colorado. It is in its pre-operational phase and has not yet opened a physical clubhouse. Its organizing document states that it is a nonprofit clubhouse designed to provide a venue for meetings centered around the 12 steps of Alcoholics Anonymous.

1. **Organizational development and governance**. The organization is conducting start-up activities, including incorporation, obtaining an EIN, preparing governance documents, maintaining a website, and preparing its IRS exemption application. This work is conducted by volunteer officers in Evergreen. About 30 pct. of current time and 40 pct. of current expenses are allocated to this activity. It is funded through volunteer officers' and directors' financial backing. This activity furthers exempt purposes by establishing the legal, financial, and governance structure necessary to operate a charitable clubhouse.

2. **Facility planning and clubhouse development**. The organization is evaluating leased locations, assessing space needs, and preparing budgets and launch plans for a clubhouse. Planning contemplates a lease-first model in 2,500 to 3,500 square feet. This activity is conducted by volunteers in Evergreen. About 25 pct. of current time and 10 pct. of current expenses are allocated to this activity. It is funded through volunteer officers' and directors' financial backing. This activity furthers exempt purposes by preparing a safe, accessible venue for 12-step meetings, fellowship, and related support activities.

3. **Fundraising and financial support development**. The organization is developing the financial support needed to launch and sustain operations, including a community capital campaign, monthly group support, memberships, and grants. This activity is conducted by volunteers in Evergreen. About 30 pct. of current time and 25 pct. of current expenses are allocated to this activity. It is funded through volunteer officers' and directors' financial backing. This activity furthers exempt purposes by securing the resources needed to establish and sustain a charitable clubhouse that will host meetings and support recovery, fellowship, and mutual aid.

4. **Community outreach and education**. The organization is conducting outreach to educate the recovery community and the public about the need for a dedicated clubhouse in Evergreen. This includes maintaining a website, preparing informational materials, and inviting community interest and support. This activity is conducted by volunteers in Evergreen and online. About 15 pct. of current time and 25 pct. of current expenses are allocated to this activity. It is funded through volunteer officers' and directors' financial backing. This activity furthers exempt purposes by educating the public, identifying community needs, and building support for a charitable community resource.

5. **Planned operation of the clubhouse**. After launch, the organization's principal activity will be operating a clubhouse in Evergreen that hosts and supports 12-step recovery meetings and related fellowship activities. The clubhouse will provide a safe, welcoming venue for meetings, fellowship, sponsorship conversations, service coordination, and limited educational gatherings consistent with the organization's mission and governing documents. This activity will be conducted primarily by volunteers, with possible limited part-time administrative support if financially feasible. About 60 pct. of total time

and 65 pct. of total expenses after launch are expected to be allocated to this activity. Funding will come primarily from charitable contributions, group support, memberships, and grants. This activity furthers exempt purposes by providing a community resource that supports sobriety, fellowship, service, and recovery-centered community building.

6. **Planned support, programming, and administration**. After launch, the organization also plans volunteer-led fellowship and newcomer support, limited educational programming such as workshops and speaker meetings, and fundraising, governance, and compliance. These activities will be conducted by volunteers and guest speakers at the clubhouse and remotely as needed. Together, they are expected to represent about 40 pct. of total time and 35 pct. of total expenses after launch. Funding will come from charitable contributions, memberships, group support, and grants. These activities further exempt purposes by reducing isolation, encouraging mutual aid, educating participants, and ensuring the continued operation of the clubhouse and its charitable programs.

Evergreen Sobriety Club does not plan to provide licensed medical treatment, clinical care, housing, or direct financial assistance. Its activities will remain focused on operating and sustaining a charitable clubhouse that hosts meetings, supports fellowship, encourages service, and promotes recovery in the Evergreen community.