

**BYLAWS AND
ARTICLES OF INCORPORATION
OF THE TRI-CITIES ALANO CLUB**
(a non-profit domestic corporation)

ARTICLE 1

The undersigned corporation executes the following Certificate of Amendment to its Articles of Incorporation pursuant to the provisions of Section 122, Act 327, of the Public Acts of 193 1, as amended:

- A. The name of the corporation is Tri-Cities Alano Club. The location of the registered office is 419 Fulton Street, Grand Haven, Michigan, 4941 7. The corporation identification number (CID) assigned by the State of Michigan is 790-108.

- B. The following amendment to the Articles of Incorporation was adopted by the members of the corporation in accordance with Subsection (2) of Section 122, Act 327, of the Public Acts of 193 1, as amended, on the 16th day of April, 2022.

Resolved, that Article II of the Articles of Incorporation be amended, to read in its entirety as follows:

ARTICLE 11

The corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, including for such purposes the following:

- The rehabilitation of alcoholics;
- Helping interested persons to understand alcoholism such that they can better cope with an alcoholic and with the problems caused by alcoholism;
- Owning and providing without profit to it, or its members, facilities to be used solely for the activities of Alcoholics Anonymous, Al Anon and Alateen, Narcotics Anonymous, or other persons similarly interested in the purposes of this corporation;
- Making distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law;
- To possess and exercise all those rights and powers granted to a non-profit domestic corporation under the laws of the State of Michigan, except those rights and powers which are not consistent and compatible with federal laws relating to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law; and
- To solicit and receive contributions, gifts, bequests and grants of monies and other valuable properties as assets of the corporation, to hold and invest such monies and properties as assets of the corporation, and to disburse such assets in a manner that, in the discretion of the Board of Directors, is consistent with and fulfilling of the purposes of this corporation.

C. The necessary number of members as required by statute voted in favor of the amendment.

Signed this 20th day of April, 2022.

TRI-CITIES ALANO CLUB


Steve Goohan, President

ARTICLE III MEMBERSHIP

Section 1. Any person who supports the purposes of the Corporation as set forth in Article II of the ByLaws shall be eligible for membership.

Section 2. The Board of Directors may establish uniform rules governing the suspension and termination of membership privileges of any members delinquent in the payment of dues.

Section 3. The Board of Directors shall have the power to suspend, condition, or terminate the membership privileges of any member whose conduct on the premises of the Corporation or at Corporation-sponsored activities is determined to not be consistent with the purposes of the Corporation. The powers included herein shall include but not be limited to the powers to suspend, ban, or terminate a member from physical presence on the premises of the Corporation and/or from physical presence at any Corporation sponsored activities, whether on or off the premises of the Corporation.

Any member whose suspension, conditioning, or termination of membership for misconduct is approved by the Board of Directors shall be given written notice of the defaults claimed against such member, which notice shall set forth the affected member's right, upon written request, to be heard at the next regular meeting of the Board of Directors. Upon appeal, the Board shall have the power to confirm, modify or rescind the suspension or termination, and to fix and modify the terms and conditions for reinstatement, if any, from any suspension or termination. After being heard by the Board, a member whose membership rights and privileges have been suspended, conditioned, or terminated may appeal such suspension, conditioning, or termination to the membership at large by the procedure established in these By-Laws for calling a special meeting of the membership to hear and decide such appeals.

Section 4. The Board of Directors shall have the power to ban any non-member from physical presence on the premises of the Corporation, when, in the judgment of a majority of the members of the Board, the presence of that person has been reasonably demonstrated to pose a threat to the physical safety or emotional well-being of another person or persons lawfully present on the premises of the Corporation, or when the presence of a person proposed to be banned is repeatedly disruptive to the peace, purposes and good order of the operations of the Corporation. Notice that a person has been banned from the premises of the Corporation shall be given, in writing, to the person banned, which notice shall state the reasons therefore, and may set time periods and/or conditions, if any, for the reauthorization of the banned person's presence on the premises of the Corporation and/or at activities of the Corporation, along with such other reasonable terms for reauthorization as may be set forth by the Board, in writing. There shall be no appeal by a non-member from a decision made under Section 4 of Article III.

ARTICLE IV

DUES

Section 1. Uniform membership dues shall be fixed annually by the Board of Directors. The Board may classify into special classifications members whose past service to the Corporation and whose circumstances, as determined by the Board, deserve reduced dues, provided that such reduced dues are fixed uniformly for all members within each classification. The Board may also establish honorary memberships and fix the conditions thereof; but honorary members who do not pay dues shall have no vote and shall have no property rights in the Corporation.

Section 2. The fiscal year of the Corporation shall be from January 1 to December 31 of each year. Annual Memberships shall be effective:

- a. If purchased January 1-November 15 = Through December 31 of year of purchase.
- b. If purchased November 15-December 31 = From the date of purchase through December 31 of following year.

ARTICLE V

OFFICERS

Section 1. The Board of Directors shall elect as officers of the Corporation a President, a Secretary, and a Treasurer, and may elect one or more Vice Presidents, at the next regular meeting of the Board following the annual membership meeting. Officers shall be elected from the Board of Directors and shall serve for terms of one year or until their respective successors are elected and qualify.

Section 2. The President shall preside at all members meetings and at all meetings of the Board of Directors, and shall perform such other duties as may be assigned to the President by the Board of Directors. The President, with the consent of the Board, shall appoint the membership of all committees. The President shall be an ex-officio member of all committees, and shall be entitled to vote at any committee meeting when the President's presence may be required to establish a quorum of the committee, or where such a vote is otherwise necessary to break a tie.

Section 3. The Treasurer shall have custody and keep account of all monies, funds, and properties of the Corporation, and shall attend to the deposit of all funds of the Corporation in such banks or depositories as the Board of Directors shall designate. All checks, drafts and orders for the payment of money shall be signed by the Treasurer and by such other officer or officers as the Board shall authorize. The Treasurer shall keep accurate books of account and make them subject to inspection by the President or by the Board at reasonable times, upon request. At least annually, and more often if the Board so directs, the Treasurer shall report the financial status of the Corporation to the Board, in such manner and form as may be directed by the Board.

Section 4. The Secretary shall keep Minutes of all Members and Directors meetings in books provided by the Corporation, and shall make such books subject to inspection by the President and by the Board at reasonable times, upon request. The Secretary shall attend to the giving and receiving of notices required by these By-Laws, as the Board may direct.

Section 5. The Board may from time-to-time establish assistant officers, designate their titles, and define their activities. The terms of office of any assistant officer shall end on the date of the next-following annual Membership Meeting.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. The management of the Corporation shall be vested in a Board of Directors consisting of twelve members as follows:

- A. Twelve members who shall be elected at the annual meeting of the members, and shall hold office for the following terms or until the date and time their successors are elected and qualified:
 - Four Directors to serve one year.
 - Four Directors to serve two years.
 - Four Directors to serve three years.
- B. At each succeeding annual meeting, four Directors will be elected to replace the four whose terms are expiring and will serve for three years.
- C. No Member shall be eligible to stand for election to the Board of Directors unless she/he has had no alcoholic drinks for one year prior to the nomination, if she/he is a member of Alcoholics Anonymous. Should such a Director take a drink during her/his term as a Director, she/he shall resign immediately from the Board, and her/his resignation shall be accepted by simple resolution at the next meeting of the Board.

Section 2. The Board of Directors shall have general charge, management and control of the affairs, funds and property of the Corporation; 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 Club House by its Members and others; may assign duties to standing or special committees; may appoint agents and servants; may decide all questions regarding the interpretation of these By-Laws;

and shall carry out the purposes and objectives of the Corporation according to law and as provided for in these By-Laws.

Section 3. The Board of Directors may, from time-to-time, adopt operational policies for the Board and Corporation, including fiscal policies. Provided, however, that no such policy shall be adopted unless (i) it is proposed in written form at a regular or special meeting of the Board and adopted no sooner than the following regular meeting of the Board, and (ii) no later than ten (10) calendar days before the date proposed for final Board action on the policy, a written copy of the proposed policy in its then current form is posted in a conspicuous place within the Club House, so that the proposed policy can be made known to and reviewed by the Membership prior to its final consideration by the Board.

Section 4. Vacancies in offices and vacancies in the Board of Directors 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. Interim vacancies shall be filled by appointment of the next person appearing on an eligible list. This list shall be compiled after each regular election for Directors and shall contain the names of the defeated candidates, the first name being the defeated candidate receiving the largest vote, and so-on, until the list is exhausted.

Section 5. The Board shall meet at least once per month, on the third Tuesday at 6:00 PM, or at such other date and time as shall be determined by the Board. A special meeting may be called at any time by the President or by any three (3) members of the Board, provided that not less than 48 hours prior notice of the date, time, location and intended purpose of the Special Meeting is provided to each member of the Board. Such notice may be provided in writing, by facsimile transmittal, by e-mail or computer message service, by telephone, by telephone message, or by personal contact. The standard for the provision of notice under this Section shall be "good faith effort," rather than actual notice, so long as a quorum of the Board (i) receives timely actual notice of the date, time, location and intended purpose of the Special Meeting and (ii) appears at the Special Meeting.

Section 6. The order of business at a Regular or Special Meeting of the Board shall be:

Roll Call.

Reading of the Minutes of the previous meeting.

Report of the Treasurer.

D. Reports of other Officers.

E. Reports of the Committees.

F. Unfinished Business.

G. New Business.

H. Adjournment.

Section 7. The Board of Directors is authorized to create an Executive Committee from its members to manage the affairs of the Corporation between Regular Meetings of the Board. The number of members and the powers and duties of the Executive Committee shall be fixed by resolution establishing each Executive Committee.

ARTICLE VII
STANDING AND SPECIAL COMMITTEES

Section 1. The standing committees of the Board of Directors shall be Buildings and Grounds, Membership, and Public Relations.

Section 2. The Board of Directors may create such other special committees as the Board shall deem necessary. The President shall appoint the members and designate the chairpersons of the Standing and Special Committees, subject to approval of the Board.

ARTICLE VIII
MEETINGS AND ELECTIONS

Section 1. The voting membership shall meet annually at the Club House. The annual meeting shall be held on the third Saturday of April at 2:00 PM. A voting member shall be one whose dues are paid up-to-date as of the date and time set for the annual meeting.

Section 2. Upon request of the Board of Directors, or by written request signed by any ten (10) voting members of the Club and delivered to the President, the President shall call a special membership meeting, notice of which must be posted at the Club at least seven (7) days prior to the date of such meeting. The Notice of Special Membership Meeting shall state the purpose or purposes for which such meeting is called.

Section 3. Fifteen (15) voting members shall constitute a quorum for the transaction of business at any annual or special membership meeting.

Section 4. Elections of the Club membership shall be held on the date of the annual membership meeting and shall be by individual ballot of the members. Proxy voting shall not be permitted. Signed ballots from voting members will be placed in the ballot boxes prior to closing time for the election. Absentee voting by voting members shall be permitted, with all absentee ballots to be received and placed in the ballot boxes not later than the start of the meeting. The President shall appoint at least three tellers to count the votes and to report the results to the meeting.

Section 5. It shall be the duty of the Secretary to make public notice of the annual meeting at least fifteen (15) days prior to each annual meeting. The notice of the annual meeting shall be posted at the Club and shall list alphabetically the names of the duly nominated candidates for Directors and shall state that voting members may vote for not more than the number of Directors up for election in that election.

Section 6. The President, with the approval of the Board, shall appoint a Nominating Committee from among the voting members at least two (2) months before the annual meeting. The Nominating Committee shall consist of three (3) voting members, not more than one (1) of whom shall be a Director. The Nominating Committee shall nominate a number of candidates at least equal to the number of Directors to be elected at the Annual Meeting. The written report of the Nominating Committee setting forth the names of the candidates shall be filed with the Board and a copy shall be posted on the bulletin board in the Club House.

Section 7. In addition, at the Annual Membership Meeting, voting members may nominate other candidates for Director from the floor at the time for the election of Directors.

Section 8. Any member eligible to vote who has not received a ballot in advance of the Annual Membership Meeting may obtain one from the Secretary or his/her designee up until the time the polls are closed at the Annual Membership Meeting.

Section 9. The candidates receiving the highest number of votes shall be declared to be elected Directors.

Section 10. Robert's Rules of Order (Newly Revised, Tenth Edition) shall govern the conduct of Membership Meetings when not in conflict with these By-Laws.

ARTICLE IX

ORDER OF BUSINESS FOR ANNUAL MEMBERSHIP MEETING

1. Call to order and determination of quorum.
2. Minutes of previous meeting.
3. Reports of Officers.
4. Reports of Standing Committees.
5. Reports of Special Committees.
6. Unfinished Business.
7. Nominations from the Floor for Directors.
8. Vote.
9. Count and Report on Election of Directors.
10. New Business.
11. Adjournment.

ARTICLE X

AMENDMENTS

Any proposed amendments to these By-Laws must be made in writing, setting forth the proposed word change(s), and must be accompanied by a paragraph or more explaining the intent and operational effect of the proposed amendments. The proposed amendments must be posted on the Club House bulletin board at least two (2) weeks prior to the date any meeting of the membership is scheduled to vote on the changes, and the proposed amendments in their final form must be approved by a majority of voting members attending the meeting at which a quorum is present for the purpose of considering the amendments. All amendments to these By-Laws must be consistent with the terms of the Articles of Incorporation. No amendments may be made to these By-Laws which would cause the loss of the 501 (c) (3) charitable, tax-exempt status of the Corporation, or which would otherwise imperil the charitable, tax-exempt status of the Corporation under state or federal law.