



BY-LAWS

ATLANTIC ALANO CLUB, INC.

ARTICLE I – NAME

Section I

The official name of the Corporation shall be:
Atlantic Alano Club, Inc.

ARTICLE II – OBJECTIVE AND PURPOSE

Section II

This Corporation is to be operated exclusively for charitable purposes; no part of its earnings shall inure to the benefit of any private member or individual, and no part of its activities is to be used for propaganda or attempts to influence legislation.

Section III

While it is understood that this Corporation is not affiliated with Alcoholics Anonymous & other Twelve Step Programs, it was founded and is maintained by members of Alcoholics Anonymous. The Atlantic Alano club, Inc., does not adopt, but does consider itself to be in sympathy with, the "Twelve Traditions" of Alcoholics Anonymous & other 12 Step Programs.

Section IV

The aforementioned clauses defining the purpose and object for which this Corporation was formed shall be construed both as objects and powers and the aforementioned enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

ARTICLE III—MEMBERSHIP

Section I

Any member of Alcoholics Anonymous or other 12 Step Program having 30 or more days of continuous and current sobriety or a qualified associate of an alcoholic or recovering alcoholic or drug addict may be a member of the Atlantic Alano Club, Inc. The Corporation shall have one class of membership only, and the voting and other rights, interests and privileges of each member shall be equal. No member shall hold more than one membership in the Corporation.

Section II

Membership dues shall be a monthly sum as determined by the Board of Directors. While there is only one class of membership, the Board of Directors may establish more than one class of dues, and may waive dues, past and future, in any temporary hardship or special circumstance case. Such a waiver shall be reviewed every sixty (60) days.

Section III

Any member who is forty-five (45) days in arrears will be automatically suspended. Voting eligibility requires that all dues incurred by paid to the end of the month prior to the date on which voting action is taken.

Section IV

The Board of Directors shall establish and publicly post a list of Club rules covering conduct of persons on Club premises. Members violating such rules and these by-laws are subject to suspension from Club membership by action of the Board of Directors. Suspended members have the right of appeal and appeals are to be advocated by the Chairperson of the Board of Directors, who may not vote in suspension actions. Suspended membership in no way prohibits a person from attending Alcoholics Anonymous or other 12 Step meetings in the area provided for the meeting during its specified time.

ARTICLE IV---MANAGEMENT

Section I

The management of this organization shall be entrusted to a seven-member Board of Directors, no more than two of who may be non-alcoholic. The basis eligibility requirement for election to the Board is six months of demonstrated service to the organization; Board members who are recovering alcoholics must have one year of continuous and current sobriety prior to serving on the Board. Loss of sobriety during a term of Board service constitutes an automatic resignation of Board Membership, and may not be appealed. All terms of office shall be for one year. The Board of Directors shall choose its own officers from among the Board Members elected by the general membership, and may choose to fill terms of vacancies that occur. No officer of the Board may serve more than five consecutive (one-year) terms in the same office, and no member of the Board may be re-nominated by the membership for election to the Board for more than five consecutive (one-year) terms.

The initial Board of Directors will consist of three members nominated and elected by the general membership at its first meeting, and of four members drawn by lot at this first meeting. Of the three membership-elected Board Members, one will serve for a six-month term and two for one-year terms. Of the four lot drawn Board Members, two will serve for six-month terms and two will serve for one-year terms. Thereafter, all Board Members will be nominated and elected to terms of office as described below to serve one-year terms as described in this section.

Elections to the Board will be held at a semiannual General Membership Meeting to be announced and posted publicly thirty (30) days prior to the forthcoming election. Nominations to election to the Board may be made and seconded to the Secretary of the Board at a Board meeting held one month prior to the time of election. Written nominations for election to the Board may be made and seconded in writing to the Secretary no later than one week prior to the election. All

nominations must include the candidate's consent and a statement attesting to the candidate's eligibility for Board service as described above. Nominations shall not be accepted from the floor at the time of the election. The names of all eligible nominees will be posted publicly no less than one week prior to the time of election. The candidates who place first, second, third and fourth (in the case of four vacancies) in the number of votes case shall be considered elected to the Board. When a run-off election is required, it shall be held at this same meeting. Elected members shall take office on the first (1st) day of the month following election.

Section II

The Board of Directors shall be responsible for the overall management of the Club. Each of the four Board Members who is not an officer of the Board, i.e., Chairperson, Secretary, or Treasurer, shall act as Chairperson of one of the four standing committees, as determined by the Board at its initial meeting and thereafter as needed to fill vacancies as they occur. All Board members are expected to attend Club functions. Failure to attend more than two consecutive Board Meetings without acceptable explanation is grounds for dismissal of the truant Board Member and appointment of replacement to fill the dismissed member's unexpired term of office by the remaining six (6) members.

The Board of Directors shall raise funds, establish operating guidelines, executive contracts and perform related functions necessary to the orderly operation of the Club. The Board shall also authorize and schedule activities and events, with first priority for such events being group meetings of Alcoholics Anonymous.

The Board may meet at the convenience of the Directors, but no less than once a month at a regularly scheduled meeting previously announced and publicly posted one week prior to the meeting. Members of the Club may attend any Board Meeting, but may not participate in the business of the meeting unless specifically invited to do so, or

unless they are placed on the agenda. A special meeting may be called by the Chairperson or the Secretary upon forty-eight (48) hours notice.

A quorum shall comprise no less than four (4) Directors. Members of the Board of Directors shall choose an alternate to serve in their place at the beginning of their term to preserve the quorum, and the alternate shall submit the Member's vote, only if the Member is not present at the Board of Director's Meeting. Alternates must be approved by the Members of the Board at the next regularly scheduled Board Meeting.

Robert's Rules of Order shall be considered the procedure in all matters not specifically covered by these by-laws. Each member of the Board shall have one vote on all items of business. The Chairperson may not make a motion, but may vote on all items of business.

Section III

The **Chairperson** shall preside at all meetings of the Board of Directors and at meetings of the general membership. The Chairperson has final authority over the conduct of all meetings. In the absence of the Chairperson, the Secretary will act as chair of meetings instead.

The **Secretary** shall have responsibilities as are designated by the Corporation Laws of the State of California. These include, but are not limited to: maintenance of all official records and documents; recording and posting of all meeting minutes and votes of the Board of Directors; all correspondence pertinent to the Corporation; responding to all queries directed to the Corporation.

The **Treasurer** shall be responsible for the fiscal affairs of the Corporation, maintaining accurate records of all fiscal transactions, safeguarding all monies of the Club, and making authorized disbursements. The Treasurer shall also prepare the annual budget of the Corporation. Each of the remaining four Board members shall chair one of the following four Standing Committees:

Building Committee. Charge: Operation and maintenance of Club premises, including the organization of work, both paid and volunteer, as well as selection of furnishings, equipment and supplies. This committee shall seek ways to provide membership, through service to the Club, to those individuals who cannot afford all or part of the monthly dues.

Membership Committee. Charge: Insurance of services to the membership, including issuance of membership cards, ascertaining that membership and eligibility for office-holding requirements are fulfilled, as well as the recruitment of members and related promotional efforts. Additionally, this committee shall be responsible for investigation of member's complaints and referral of such complaints to the Board of Directors for action and response.

Programs Committee. Charge: Scheduling, publicizing, and coordinating all Club events and activities, including public relations representation of the Club to the Community and ensuring that any activity or event occurring on Club premises shall incur no legal liability to the Club or its Board of Directors. This committee is also responsible for ensuring and maintaining communications with groups and secretaries of groups renting Club premises for group meetings, and for ensuring that all subgroupings of membership (e.g., male/female, younger/older, etc.) are adequately serviced by scheduled programs and events.

Ad Hoc Committee: Charge: Address of specific issues and problems not falling under aegis of other three standing committees, as referred by the Board of Directors. Activities may include, but are not limited to, conduct of internal audits, conduct of closure activities in the event of the demise of the corporation, arrangement of and conduct of Club fundraising drives and events, arrangements for excursions, group-rate discounts, and other off-premise activities sponsored by the Club.

The Chairperson of each of these committees is responsible for ensuring that the committee has

adequate members in service at all times. The size of each committee shall be variable, but in no event should be less than three (3) active members, each of whom has one vote. Committee chairpersons may serve no more than two (2) consecutive six-month terms prior to rotation of chairs by the Board of Directors. Voluntary service on these committees by Club Members shall be considered the primary means of meeting the basic eligibility requirement for elective office. Members desiring to serve on these committees shall be requested to make a minimum commitment of six (6) months voluntary service on a single committee before transferring to another committee or relinquishing service. Each committee shall meet as directed by the Board of Directors. The Chairperson of the committee shall chair all meetings and cause minutes of these meetings to be provided to the Board for appending to the minutes of Board Meetings.

ARTICLE V.—FINANCES

Section I

All monies are to be deposited in a financial institution selected by the Board of Directors. Two funds shall be created: General and Reserve. The General Fund shall cover normal operating expenses and income and the Reserve Fund shall consist of all Monies in excess of a prudent reserve, as determined by the Board of Directors, and will be deposited into an interest bearing account. Use of Reserve fund Monies by the Board of Directors shall require endorsement of such action by the Ad Hoc Committee prior to withdrawal of Monies from Accounts.

All check disbursements made by the corporation shall require two (2) signatures, at least one of which shall be of either the Chairperson of the Board of Directors or the Secretary, and the other signature shall be that of the Treasurer or another person appointed by the Board of Directors.

Standard financial operating statements shall be appended to publicly-posted Board of Directors meeting minutes.

ARTICLE VI.—AMENDMENTS

Section I

The By-Laws may be changed only by a two-thirds (2/3) majority of all eligible voting members voting in person, by proxy, or by absentee ballot in an open General Membership Meeting. The Secretary shall be responsible for controlling, distributing, collecting and counting proxies and absentee ballots.

Proposed amendments or other changes to the By-Laws shall be presented, in writing, at a regular or special meeting of the Board of Directors prior to announcement of the General Membership Meeting, and will be appended to announcement of such meeting posted publicly for review by voting members.

Adopted: April 27, 2013


Secretary, Atlantic Alano Club, Inc.