

Durham Alano Club, Incorporated **Bylaws**

Vision: The Durham Alano Club is a place that is safe and welcoming to groups and persons wanting to engage in AA, Al-Anon, and Alateen recovery meetings and fellowship.

Mission: The Durham Alano Club offers meeting space for rent to people in recovery to hold AA, Al-Anon, and Alateen meetings. It offers memberships to people interested in having a safe place to fellowship with others in recovery.

Guiding Principles: Recovery, Service, and Unity

Article I - Name of the Corporation

The name of the corporation is Durham Alano Club, Incorporated (hereinafter referred to as the Club).

Article II – Purpose

Section 1 – Primary Purpose

The primary purpose for the formation of this club is to operate as a non-profit corporation, offering space for AA, Al-Anon, and Alateen meetings and recreational uses in a manner that stimulates and assists people in the recovery from alcoholism.

Section 2 – General Purpose

- (a) To have and exercise all the powers conferred by the North Carolina Nonprofit Corporation Act as now in effect, or as may at any time hereafter, is amended.
- (b) To act as principal, agent, joint venture, partner, or in any other capacity which may be authorized or approved by the Board of Directors of the Club.
- (c) To transact business in the state of North Carolina, or in any other Jurisdiction in the United States of America, or elsewhere in the world.
- (d) To engage in businesses or transactions which the Board of Directors may authorize, not otherwise prohibited by the North Carolina Nonprofit Corporation Act.

Article III – Membership

Section 1 – Qualifications

Each member shall be a member of AA or Al- Anon Family Groups.

Section 2 – Application

Each potential member will make application to the membership committee, which will review and approve all memberships consistent with Section 1 qualification. Each application must be accompanied by at least one month's dues.

Section 3 – Membership Dues

Members – Memberships will be offered at levels and rates determined by the Board of Directors. All membership details/terms are defined in a separate membership brochure.

Section 4 – Termination of Membership

The Board of Directors by an affirmative vote of two thirds of all members of the Board may suspend or expel a member for cause. Cause being defined as violation of Club rules.

Section 5 – Voting Rights

Each member will be entitled one vote on each matter submitted to members. Dues must be up to date to exercise the right to vote.

Article IV – Board of Directors

Section 1 – Number, Tenure, and Qualifications

The Board of Directors shall consist of 6-8 members: a chairperson, vice-chairperson, secretary, treasurer, and the remaining seats at large. Three years of continuous sobriety and being a Club member in good standing are requirements to serve on this Board. The Board of Directors will be elected by the whole membership every three years. The Board will then in turn elect the officers. Directors will serve three-year terms and have staggered terms. Having three consecutive unexcused absences from regular meetings or a disruption of sobriety will be grounds for removal from the Board.

Section 2 – Duties of Officers

(a) Chairperson of the Board – The chairperson will preside at all meetings of the Board members. He/she will be responsible for appointing chairpersons and members to committee, standing or ad-hoc. He/she will be an ex-officio member of all committees. He/she will act as Executive Officer of the Club and perform duties pertinent to the office or that assigned by the Board.

(b) Vice-Chairperson – Shall serve in the place of the chairperson only upon the absence of the chairperson. He/she shall perform duties assigned by the Board or Chairperson of the Board.

(c) Secretary – Shall maintain minutes of all Board and member meetings. Shall maintain Club records and see that all notices are sent in a timely manner and to all members of record. This position may be performed by any of the officers.

(d) Treasurer – Shall have charge and custody of and be responsible for all funds

and properties of the Club. He/she shall cause collection of membership dues and other income and shall cause dispersal of any Club funds. In general, he/she will perform all duties incident to the office of treasurer and any duties assigned by the Board or the Chairperson of the Board. Will submit a financial report at monthly Board meetings.

Finance Subcommittee of the Board – At least two members of the Board of Directors will serve as the Finance Subcommittee of the Board, whose responsibility it is to review and reconcile the Club's financial statements and status at least quarterly, ensuring accuracy and oversight of financial transactions. At least one member in addition to the treasurer will be granted authority and access to make financial transactions on behalf of the Club as necessary.

Section 3 – Vacancies

In the event of a vacancy on the Board, an appointment will be made by the Board to fulfill the unexpired term.

Section 4 – Compensation

The Board of Directors will receive no compensation for their services as Board members.

Section 5 – Meetings

(a) The Board of Directors will meet monthly at a date, time, and place designated by the Board.

(b) Emergency meetings may be called by the chairperson. A minimum of 48 hour notice is required.

(c) Decisions will be made by simple majority.

(d) A quorum is required for conducting official business. A quorum is defined as at least 51% of the Board membership.

Section 6 – Powers of the Board

(a) The Board shall manage and control the operations of the Club, its funds and its property. Payment of expenditures will be made by check signed by the Chairperson of the Board of Directors.

(b) The Board shall have the power to approve any committee appointment made by the Chairperson. The Board shall supervise the activities of all committees.

(c) The Board shall have the power to employ and discharge any and

all employees whenever the occasion therefore shall arise and shall prescribe their duties and fix their compensation.

(d) The Board may delegate investigative and advisory powers to any committee and may assign powers requiring action after a majority decision by the Board.

(e) The Board shall designate the depository of 'Club funds, and may, by resolution, make such provisions for special building, contingency and other funds as may appear necessary or advisable.

(f) The Board, subject to these bylaws may propose, enact, and amend Club rules.

(g) These powers of the elected Board will be enforced only after a majority vote of the Board at a regular or special meeting. Temporary action may be taken without a vote in an emergency, but must be brought before an emergency Board meeting for a permanent decision.

Article V – Meetings

Section 1 – Annual Meeting

An annual meeting of the members will be held during the first quarter of each fiscal year (on a date designated by the Board) for the transaction of business and election of the Board of Directors.

Section 2 – Special Meeting

The Chairperson or the Board of Directors may call special meetings.

Section 3 – Location and Notice

The location will either be at the Club or a location designated by the Board of Directors. Notice will be given via written or electronic notice not less than 14 days and not more than 45 days to all members of record in good financial standing.

Article VI – Committees

Ad-hoc committees may be formed at the discretion of the Board.

Article VII – Rules of Order

The rules of order contained in Robert's Rules of Order shall govern procedures of meetings in all cases in which they are applicable and consistent with the rules of order of the Club.

Article VIII – Indemnification of Officers and Directors Against Liabilities and Expenses in Actions

The Club shall indemnify any person who was or is a party to or is threatened to be made a

party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was an officer of the Club or is or was serving at the request of the Board as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with said action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Club, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, except that with respect to an action by or in the right of the Club, no indemnification shall be made in respect of any claim, issue or matter as to whether such person shall have been adjudged to be liable for negligence or misconduct in the performance or his or her duties to the Club, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. Such indemnification shall be made to the full extent permitted by North Carolina law.

Article IX – Avoidance of Controversial Issues

Section 1 – Politics

The Club shall not endorse or recommend any candidate for public office or any political issue, and shall not discuss at any meeting the merits or demerits of any such candidate or political issue.

Section 2 – Religion

The Club shall not endorse or recommend any form of religion and shall not discuss at any meeting the merits or demerits of any form of religion.

Section 3 – Non-Solicitation

The Club shall not endorse or permit the solicitation on Club premises of funds for charitable or other purposes, including raffles, lotteries, drawings or sale of tickets, for any purpose not directly connected with and beneficial to the Club.

Article X – Amendments

These bylaws may be amended at any membership meeting, either regular or special, by two-thirds vote of all members present, provided any such proposed amendment has been endorsed by the Board of Directors. Any such proposed amendment shall have been included with the notice of the membership meeting at which such votes take place. All amendments to these bylaws are subject to the Articles of Incorporation.

Approved September 14, 2019