

# Alano by the Bay

## BYLAWS

### I. Name, Location and Purpose

#### A. Name

This club will be known as "Alano by the Bay," hereinafter referred to as "the Club."

#### B. Location

The Club shall be located at 4125 Cedar Run Road, Traverse City, MI 49684, or at such other location as the membership shall deem appropriate.

#### C. Purpose

The purpose of the Club is to provide facilities as may be deemed necessary and desirable by its members for recovery meetings and social activities. The Club exists to engage in business activities furthering the overall welfare of the Club and its members, including the lease, purchase, acquisition, sale, mortgage and exchange of real estate and personal property of any nature, kind and description.

### II. Membership

#### A. Eligibility

A member should have a desire to promote sobriety and serenity, but need not be a member of Alcoholics Anonymous or any other recovery group.

#### B. Dues

Club dues are on an annual basis and may be paid annually or monthly. Club privileges are for members whose dues are current.

#### C. Rights and Privileges

The privileges and conditions of all memberships shall be subject to change by the Board of Directors and a majority vote at the regular annual meeting of the general membership or at a special meeting called for this purpose.

#### D. Meeting Participation and Voting

Only members in good standing shall be entitled to attend, participate and vote at meetings of the Club. Any member in good standing may vote. A member is in good standing when current in dues and not suspended.

#### E. Termination of Rights

Any action by individuals or groups detrimental to the Club or its members subjects the offending members or guests to termination of their rights to the Club and its premises at the discretion of the Board of Directors and/or Club Manager.

#### F. Club Property

Any property of the Club broken or damaged by any member or their guest shall be promptly paid for by such member. Club property shall not be removed from the premises unless authorized by the Board of Directors and/or Club Manager.

### III. Board of Directors

#### A. Composition

The Board of Directors will consist of eight or more members: a Board Chair, Vice Chair, Secretary, Treasurer and at least four Directors.

#### B. Eligibility

Any member in good standing is eligible for nomination and election to the Board of Directors.

#### C. Terms of Office

Each Director will serve a two-year term, with elections held annually. Directors will be announced after the cast ballots are totaled at the annual membership meeting.

#### D. Resignation

Any Director desiring to resign from the Board shall do so in writing.

#### E. Attendance

Failure to attend three consecutive scheduled Board meetings without reasonable notice shall automatically vacate the office.

#### F. Vacancies

When a Board member vacates office, the remaining officers will select a member to serve until the next election, at which time a replacement will be elected. A member so selected shall be eligible for re-election.

#### G. Recall

A Board member may be recalled and his/her office declared vacated at any membership meeting by a two-thirds (2/3rds) vote of members in good standing.

#### H. Officers

Each new Board shall choose a Chair who will conduct the Board and general membership meetings. The new Board shall elect the following officers from the remaining members of the Board, who shall be responsible to the Board.

##### 1. Board Chair

The Board Chair shall:

- Serve as chief executive officer and preside at all Club meetings.
- Be responsible for carrying out the objectives of the Club as set by the Board of Directors.
- Serve as one of at least two signatories on bank accounts held by the Club.

##### 2. Vice Chair

The Vice Chair shall:

- Perform any duties directed by the Chair.
- Assume the office of Chair in the event of the Chair's inability to fulfill his/her obligations, until the Chair is again able to assume responsibilities or the Chair's term expires.

##### 3. Secretary

The Secretary shall:

- Keep accurate and complete minutes of all meetings, scheduled or special.
- Post approved minutes at the Club and convey to the webmaster for posting on the website.

- Keep a complete and accurate file of all reports, records, business and correspondence of the Club.
- Have a copy of these Bylaws available at each meeting for reference.
- Include with the minutes all the financial reports of the Treasurer, as well as all committee reports.
- Post as required all meetings that may be called.
- Make the necessary entries of amendments to these Bylaws that may arise during his/her term of office.
- Perform other duties not stipulated by the Bylaws which may be recommended by the Chair.

#### 4. Treasurer

The Treasurer shall:

- Maintain a complete and accurate record of receipts, expenditures, collections, disbursements and all financial transactions of the Club.
- Deposit all funds, except those used in day-to-day business, in the chosen bank(s) as soon as possible after receipt.
- Serve as custodian of the Club funds and render a quarterly financial report.
- Make the treasury books and records available at all meetings.
- Pay all expenses, ensuring that an itemized statement for expenditures is presented and the receipts kept in the files of the Club.
- Ensure that all checks are signed by the Treasurer or one other officer: Chair, Vice Chair, or Secretary. Checks may be written up to \$200 without the Board's approval.
- Be bonded at the discretion of the Board.
- Keep a complete record of all property belonging to the Club.
- Ensure that all login IDs associated with Club's bank account(s) are current and old/unused logins are deleted or inactivated.

#### I. Continuous Service as Officers

Any Officer may serve up to three consecutive terms, after which he/she must wait at least one year before serving as an Officer again.

#### J. Surrender of Records and Login Credentials

Upon vacating office, each Director or Officer shall surrender to the Board and his/her successor all records, user IDs, passwords/credentials, and authentication tokens associated with his/her service on the Board. Access to accounts and bank account signatory authority shall be transferred into the name of the succeeding officers.

### IV. Meetings

#### A. Notice

Notice of upcoming board and membership meetings will be posted in the Club and electronically at least two weeks in advance.

#### B. Conduct

The rules contained in "Robert's Rules of Order" shall govern the Club in all cases where invoked. However, should they be inconsistent with the Club's Bylaws or special rules, the Club's rule shall prevail.

#### C. Membership Meetings

Membership meetings will be held annually, with additional meetings at the discretion of the Board.

#### D. Board Meetings

##### 1. Regular Meetings

The Board shall meet at least four times annually at the Chair's discretion.

##### 2. A. Quorum

A Quorum represents a majority of the Board, including at least two Officers. If a vote is tied, the Chair shall decide.

##### 3. Committees

The Board has the authority to create any committee for the benefit of the Club at the regular Board meeting.

#### V. Club Finances

##### A. Income

The capital and income of the Club shall be derived from member dues, pledges, gifts, contributions, rent and monies derived from lawful activities of the Club.

##### B. Donations

All donors shall remain anonymous unless otherwise requested by such donor, and subject to approval by the Board of Directors.

##### C. Property Rights

No member shall have any property rights or own distributive shares in the funds or properties of the Club.

##### D. Authority to Incur Liabilities

Neither the Board nor any officer or paid servant of the Club shall have authority to borrow any monies, incur any obligation of Club funds, or create a lien against any property of the corporation unless authorized by a majority of the Club membership. The intent to propose such actions at a membership meeting will be posted as part of the meeting notice.

##### E. Capital Expenditures

No capital expenditures shall be made in excess of \$2,500 without the prior approval of the Board, nor may multiple checks totaling \$2,500 or multiple checks whose aggregate exceeds \$2,500 be issued for any single project without a vote of approval by the Board.

#### VI. Posting of Bylaws

A copy of these Bylaws shall remain posted in a visible location at the Club and on the Club website.

#### VII. Amendment of Bylaws

Proposed amendments, additions, deletions or changes to the Bylaws shall be posted at the Club and electronically at least two weeks in advance, and the vote taken at the next membership meeting. A two-thirds vote of members in attendance shall be necessary for passage.

VIII. Dissolution

In the event that two-thirds of the voting membership in good standing decides to dissolve the Club or in the case of insolvency, the Board of Directors shall convey all assets and personal property of the Club to a local unit of government and/or to another nonprofit organization in the Board of Directors' sole discretion.

Adoption and Certification

These bylaws were adopted at a meeting of the Board of Directors on the 8th day of February, 2016.

*Amended February 25, 2017.*