

BY-LAWS
Of the
Southern Solano Alano Club Inc.

ARTICLE I
NAME

The name of this non-profit, tax-exempt Corporation organized under California law is the

Southern Solano Alano Club Inc.

ARTICLE II
PURPOSE

Section 1.

The purpose of the Southern Solano Alano Club Inc. is to:

- A. Provide a location where Alcoholics, Al-Anons, and other 12 Step/12 Tradition groups and their families may meet to exchange ideas, receive support, fellowship and engage in other recovery activities.
- B. Provide a site for meeting facilities available to Alcoholics Anonymous, Al-Anon and other 12 Step/12 Tradition recovery groups.
- C. Provide information on alcoholism and methods of recovery.
- D. Engage in activities designed to support the purpose of this Corporation and to support the Corporation itself.

Section 2.

This Corporation is to be operated exclusively for public charitable [IRC § 501(c)(3)] purposes. No part of its earnings shall inure to the benefit of any private member or individual and no part of its activities shall be used for purposes other than not-for-profit as defined by the IRS and the State of California.

Section 3.

While it is understood the Southern Solano Alano Club Inc. is not officially affiliated with Alcoholics Anonymous, Al-Anon, or other 12 Step/12 Tradition group, it is supported by members of all said organizations and subscribes to the furthering of the fellowships, the Twelve Steps and the Twelve Traditions in every way possible.

ARTICLE III MEMBERSHIP

Any member of Alcoholics Anonymous, Al-Anon, or other 12 Step/12 Tradition recovery program may be a member of the Southern Solano Alano Club Inc. Membership is recognized only for those members whose dues are current (dues paid through the month immediately preceding the current date).

Section 1. **Membership.**

Each member in good standing has one vote. A member in good standing is a member current on paid dues.

Section 2. **Dues**

Membership dues will be established by the Board of Directors. Dues may not be changed more than once per fiscal year. Members in arrears of more than two consecutive months forfeit their membership and must re-apply for an active membership.

Section 3. **Rights**

The right of a member to vote and all his/her, title and interest in or to the Corporation shall cease on the termination of his/her membership. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Corporation.

Section 4. **Annual Meetings**

The Corporation will hold at least one full membership Annual Meeting. The Annual Meeting of the members of the Corporation shall be held at the principal office of the Corporation on the First Saturday each December or, alternatively, on a date and time set by the Board of Directors (or by the Executive Committee acting on behalf of the Board of Directors). Notice of the time, place and purpose of the Annual Meeting shall be posted in the principal office of the Corporation at least two weeks (14 calendar days) prior to the Meeting.

Special Meetings of the membership may be called at any time by the Executive Committee or by two Board members. Special Meetings, their purpose, time and place must be posted at least one week (seven calendar days) prior to the Meeting.

Section 5.
Quorum

At any meeting of the membership of the Corporation, the presence of 10% of the members in person or by proxy shall be necessary to constitute a quorum for all purposes except as otherwise provided by law. The act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership, except as may be otherwise specifically provided by statute or by these By-Laws.

Section 6.
Removal

Any member, Board member or Officer may be removed from membership or from Office by the affirmative vote of a simple majority of the membership in attendance at any regular or Special Meeting.

Section 7.
Compensation

Members shall not receive any stated salary for their services as such. The Board shall have the power in its discretion to contract for and to pay members rendering unusual or special services to the Corporation.

ARTICLE IV
OPERATING YEAR

The fiscal year of the Southern Solano Alano Club Inc. Shall be January 1 through December 31.

ARTICLE V
GOVERNANCE

Section 1.
Management

The management of the Southern Solano Alano Club Inc. shall be entrusted to a Board of Directors elected by the membership of the Corporation. No Director shall be appointed, except as provided for in Section 4, below. Nomination of Directors and Officers is opened each November 1st. Voting by the membership is done at the Annual Meeting.

Section 2.
Terms of Directors

The number of Directors should be no less than five and no more than seven persons total, including five persons in recovery and may include up to two persons from the community at large.

All Directors will serve a single twelve-month term to coincide with the fiscal year. Directors may serve up to three (3) consecutive terms. No Director may serve a fourth (4th) consecutive term. A Director becomes eligible for re-election to the Board after twelve months (one term) has lapsed since his/her rotation off the Board.

Section 3.
Board Membership

Membership on the Board of Directors may include:

- a. Any member of any 12 Step/12 Tradition group with one year of continuous recovery and is a member of the Southern Solano Alano Club Inc. in good standing at the time of election.
- b. Such other persons, who because of their experience, knowledge, expertise or standing in the community are deemed to have special qualities that would enable them to participate as a member of the Board.

Section 4.
Vacancies

Any vacancy in the Board of Directors may be filled for the unexpired portion of the term by the Directors then serving through a majority vote. Vacancies shall be replaced within thirty (30) days of vacancy.

Section 5.
Severance

A break in recovery by any Director of the Corporation severs tenure of the Board Member immediately.

Section 6.
Absence

Failure to attend three (3) consecutive meetings without sufficient excuse as deemed by the Chairman shall be cause for removal from the Board of Directors. Such removal must be approved by a majority of the Directors.

ARTICLE VI
OFFICERS

Section 1.
Officers

There shall be five (5) Officers of the Board of Directors:

1. Chairperson,
2. Vice-Chairperson,
3. Recording Secretary,
4. Administrative Secretary and
5. Treasurer.

Nominations for Officers must come from the Board of Directors and shall occur at the beginning of each fiscal year.

1. Chairperson. The primary duties of the Chairperson shall include:
 - a. Preside at all Board of Directors and membership meetings.
 - b. Create subcommittees for tasks or needs which arise and nominate subcommittee members and chairperson.
 - c. Follow up on tasks that were voted on with each committee.
 - d. Ensure that all members, and committees have an opportunity to be heard.
 - e. Observe Club operations and suggest needs and changes.
 - f. Assure that the By-Laws are adhered to and that the Traditions of all fellowships are followed as much as possible.
 - g. The Chairperson shall only vote on any Board matters in the event of a tie, except as may be provided otherwise herein.
 - h. The Chairperson serve as the Chair of the Executive Committee.

2. Vice-Chairperson. The primary duties of the Vice-Chairperson shall include:
 - a. Serve with full authority and responsibility in the stead of the Chairperson for all purposes, meetings and functions as described above in Section 1, should the Chairperson be unavailable for any reason.
 - b. Additionally, and in distinction to the Chairperson:
 - i. Be available for the House Manager and provide assistance and guidance.
 - ii. Possess the safe combination and be present on behalf of any other designated Board member to collect funds.
3. Recording Secretary. The primary duties of the Recording Secretary shall include:
 - a. Record and maintain the minutes of Board of Directors and membership meetings, and any other official function as requested by the Chairperson.
 - b. Serve as a member of the Executive Committee.
4. Administrative Secretary. The primary duties of the Administrative Secretary shall include:
 - a. Maintain a current membership list.
 - b. Provide a timely notice of all Corporation meetings.
 - c. Maintain accurate custody of all records.
 - d. Keep and file all reports, statements and documentation required by law.
 - e. Serve as a member of the Executive Committee.
5. Treasurer. The primary duties of the Treasurer shall include:
 - a. Custody of all funds of the Corporation and access to any accounts operated by the Club at any financial institution.
 - b. Collect all revenue and sources of funds received by the Club to be placed in account.
 - c. Establish and maintain accurate accounts, receipts and disbursements belonging to the Corporation and financial records, documentation, and applicable tax forms needed and required by law.
 - d. Arrange for disbursements of funds as ordered by the Board of Directors by providing checks or vouchers for such disbursements.
 - e. Provide current financial statements at each Corporation meeting.
 - f. Serve as a member of the Executive Committee.

Section 2.

Executive Committee

An Executive Committee consisting of the Officers of the Corporation and one (1) Board member at-large (to be elected by the Directors) shall be empowered to conduct Corporation business between regular meetings of the Board of Directors.

Section 3.
Meetings

The Board of Directors shall meet once per month. Board meetings are open to the membership of the Corporation.

ARTICLE VII
MANAGEMENT

Section 1.
Committees

As their first annual matter of action, the Board of Directors shall elect the following committees and chairpersons.

1. Nominating Chairperson.

Chairperson of committee to identify and recruit potential Board members and to present these to current Board of Directors and members for consideration. This chairperson shall also conduct orientation of new Board members.

2. Activities Chairperson

Chairperson to make a committee to oversee and coordinate all activities at the Club. The chairperson will set time and date for the said event, recruit volunteers and resources as needed for each event, post timely notice of and promote each event.

Example: Dance: hire band or DJ, arrange and coordinate all volunteers and food donations; supervise set up for, and oversee dance, potluck/BBQ.

3. Membership Drive Chairperson

Chairperson of committee to promote membership to new members:

- a) List members who have paid dues for that month or immediately after the 15th of each month.
- b) Publish a monthly newsletter after the 15th of each month for the upcoming month's activities. Also to remind the unpaid members of their past dues.
- c) Plan membership drives at Club functions and activities.
- d) Set prime example for members (i.e.: helps clean up Club, helps new people, volunteers time behind counter when able, is willing to help with all activities at Club functions and is current on Club dues.)

4. Maintenance Chairperson

Chairperson to make a committee to be responsible for the general upkeep of the building and any repairs, changes, procurement of equipment or funds that need to be implemented (it: plumbing, carpentry, electric, painting, pool table, televisions, etc.) for the Club.

5. Custodial Chairperson

Chairperson be responsible for the cleaning of the Club- i.e., vacuuming and cleaning of carpet, bathrooms, floors.

ARTICLE VIII
INDEMNIFICATION

No individual member of the Board of Directors or the Membership of the Southern Solano Alano Club Inc. may be held responsible for any debt, encumbrance or bill incurred by the Management of the Club, the Corporation or representatives acting on behalf of the Board of Directors, the Corporation or the Club in any matter.

ARTICLE IX
AMENDMENTS

Section 1.

By Directors

The Board of Directors shall have power to make, alter, amend and repeal the By-Laws of the Corporation by affirmative vote of a majority of the Board, provided, however, that the action is proposed at a regular or Special Meeting of the Board of Directors and adopted at a subsequent regular meeting, except as otherwise provided by law. All By-Laws made by the Board of Directors may be altered, amended or repealed by members.

Section 2.

By Members

The By-Laws may be altered, amended or repealed at any meeting of the members of the Corporation only by a majority vote of all the members, represented in person provided that the proposed action is inserted in the notice of such meeting.

[Reserved for future use if needed]

Section

House Manager

The Board of Directors shall elect a House Manager to conduct daily Club business. The House Manager shall be a member of the Board of Directors without a vote and as a portion of his/her duties shall attend regular meetings of the Board of Directors and make regular reports to the Executive Committee and the Board of Directors.

MANAGEMENT RESPONSIBILITIES

1. Open the Southern Solano Alano Club Inc. each day, Monday thru Saturday; 9:00am thru 10:00pm. The Manger will have coffee ready prior to opening. If the Manager cannot open the Club for any reason he or she will get a responsible person to do so.
2. Collect rent due at the end of each month from all groups renting meeting space at the Club, making sure payments are correct and up to date. New meeting groups get a one year trial period on falling behind on rent. Timely inform Officers of any past due balances.
3. Manager is responsible to make sure Club is fully stocked. This includes soda, coffee, candies and whatever other items sold behind the counter, plus cleaning and toiletry items as needed. This job can be delegated to another person but Manager is responsible to see that it gets done.
4. Manager will recruit and train all volunteers for Club counter help. If for any reason the volunteer cannot show up for work, the Manager will find a replacement or will fill in for the volunteer.

Manager and counter help are responsible for daily basis of cleaning and straightening the Club.

- a) Sweep and mop floors as needed.
- b) Take out all trash as needed.
- c) Empty and clean all ash trays as needed.
- d) Wash dishes and clean out all sinks as needed.
- e) Clean restrooms- toilets, empty trash, sinks, mirrors and mop floors.
- f) Fill sugar, creamer dispensers as needed.
- g) Wash table tops as needed.
- h) Make coffee as needed.
- i) Straighten up chairs in meeting rooms.

- j) Keep lounges clean.
5. The Manager must be present for all shifts that "community workers" are working. These workers are to be supervised at all times. The Manager must also be present to supervise all new volunteers.

The person working counter will zero out the register and drop all monies at the end of their respective shift. If "community workers" or new worker is working, the Manager will stay till dosing and will zero out the register himself, drop monies, and lock up the Club.

6. Manager is responsible for the upkeep of membership drives and membership receipt book and roster book. To recruit and train volunteers for membership drives. Manager will update the membership board at least once a week.
7. Membership drive includes setting up table in hallway at these times.
 - a) First Friday of the month from 5:30pm to 7:30pm.
 - b) Second Monday of the month from 11:30am to 1:30pm.
 - c) Third Friday of the month from 5:30pm to 7:30pm.
 - d) Fourth Monday of the month from 11:30am to 1:30pm.Manager is responsible for overseeing that these drives take place.
8. Manager will oversee and supervise all construction and maintenance of the Club. If any materials are needed for any reason the Manager will discuss with person or persons doing the construction or maintenance the cost. Depending on cost up to \$100.00, Manager will decide to either do construction or take proposal of said construction, maintenance to the board members. Anything over \$100.00 must go to through Board of Directors first.
9. Manager is to enforce guidelines of Southern Solano Alano Club. (They are posted). Manager to get input with/from the three officers if the situation gets past his/her abilities to cope with. Police are to be called only in emergency situations (fighting, violently intoxicated, etc.).
10. The Manager will be responsible for all monies and daily operations of the Club, if any monies fall significantly less than historical weekly amounts the Manager can be removed immediately by the officers of the corporation. If Manager neglects his/her performance of said jobs, the Officers have the responsibility to correct problems or replace Manager. The Manager can be audited by the Board on a regular basis.