

OJAI VALLEY ALANO CLUB BY-LAWS

Approved at OVAC Annual Members Meeting - 12/3/17

ARTICLE I - Name

The name of this club shall be: OJAI VALLEY ALANO CLUB.

ARTICLE II - Purpose

The primary charitable focus of the Ojai Valley Alano Club is directed at Alcohol, Drug and Substance Abuse dependency, prevention, and treatment by providing a sober and drug-free environment, in particular for recovering alcoholics and drug addicts and their families, for 12-Step meetings and various related community activities.

In order to carry out the purpose of the OJAI VALLEY ALANO CLUB (hereafter referred to as the Club), and to interpret and enforce the bylaws in the best interest of the Club, it is hereby ordained and established, as part of these bylaws, the policy of the Club shall be to follow the "AA Guidelines: Relationship Between A.A. and Clubs" from the AA General Service Office published October 2009.

ARTICLE III - Members

Section 1 - Eligibility for Membership

Membership shall be open to those who subscribe to the purposes expressed in these By-Laws and the Articles of Incorporation. All Club members shall have equal voting rights as long as their dues are currently paid. All memberships are non-transferrable.

Section 2 - Membership Requirements

Members of this Club are responsible for paying their dues on time and abiding by the Club's Code of Conduct. Members who have not paid their membership dues for sixty days will be dropped from Club membership.

Section 3 - Dues or Fees

The Board has the authority to establish dues and dues payment schedules. The current dues schedule and delinquency policies are to be permanently posted on the Club's bulletin board and on the Club's web site. Membership dues are non-refundable for any reason.

Section 5 - Disciplinary Procedures

The Board may suspend, terminate or restrict membership rights and privileges of any member who is in violation of the Club's Code of Conduct. Any disciplined member may appeal his/her case to the Club's Board of Directors by requesting an appeal hearing.

Section 6 - Resignation

Club members may resign their membership at any time for any reason.

ARTICLE IV - Board of Directors

Section 1 - Board Composition

The governing body of this Club shall be the Board of Directors, consisting of seven board members and two alternates, elected by and from the eligible membership of the Club, as defined in Article III. Board members shall not be an employee of the Club or an immediate family member of any current board members. Members of the Board of Directors shall have a minimum of one-year continuous sobriety in their 12-Step program(s).

Section 2 - Board Term Defined

The board members will be elected for a two-year term and alternates for a one-year term.

Section 3 - Board Meetings

Section 3A - Monthly Meetings:

The Club's Board of Directors shall establish a date and time for monthly business meetings that shall be regularly posted in the Club. The Board may make changes to the meeting schedule as deemed necessary; any change to the schedule must be posted in the Club seven-days prior to the meeting when feasible.

Section 3B - Executive Session:

The President of the Board may call an executive session to discuss confidential matters. Business conducted in executive session is confidential and known only to board members. Minutes of executive session are read and approved only in executive session.

Section 3C - Special Meetings:

The President of the Board may call a special board meeting to address an urgent or pressing matter, or to address a matter requiring more attention than can be managed in the monthly business meeting. Notice of such meetings shall be posted in the Club twenty-four (24) hours in advance.

Section 4 - Removal from Office and Vacancies

A board member may be removed from office by a majority vote of the remaining directors for any of the following reasons:

- For violation of eligibility issues as defined by these bylaws or violation of the Club's Code of Conduct;
- Behavior deemed inappropriate by the majority vote of the board;
- Falling more than thirty-days delinquent in payment of membership dues;
- Being absent from two consecutive board meetings without advance notice is automatically deemed a resignation.

Board of Director or Alternate Director vacancies that arise between general elections may be appointed from the eligible general membership by a majority vote of the remaining directors. Interim appointees assume the term of the board member they replace.

Section 5 - Term Limits

Board members are limited to four consecutive full two-year terms of service. Board members who have rotated off the board for one full-term (two-years) are again eligible to serve on the board, subject to standard election procedures and stated term limits.

Section 6 - Duties of Board Members

The Board of Directors shall have full authority and responsibility for the management of this Club, and its real or personal property according to the law and the bylaws of this Club. The Board of Directors shall be responsible for acting at all times in the best interests of the Club.

The Board of Directors shall have the authority to establish a Code of Conduct for the Club.

Board members will abstain from voting on any issue brought before the board where there is a possible conflict of interest. In the event it is unclear to a board member as to whether or not a conflict might exist, the board member must notify the board of such a potential conflict. Then, a majority vote of the other board members shall determine whether or not a conflict may exist, and therefore, if an abstention is deemed appropriate.

The Board of Directors is responsible for adhering to and enforcing these bylaws. A current copy of the bylaws shall be distributed to all new board members and permanently posted at the Club, with copies available for interested individuals.

The Board of Directors is charged with maintaining a prudent reserve, whenever possible, of at least 3 months basic operating expenses. The Board is also authorized to establish a separate capital fund for the Club.

The Board of Directors has the right to maintain and hold by lease, gift, purchase, grant, devise, and/or bequest any real or personal property necessary and desirable for attaining the objectives of and carrying into effect the purposes of the Club.

The Board of Directors shall elect officers, from among board membership, as defined in Article IV. The Board of Directors may employ individuals and/or retain independent contractors necessary for the daily operation and maintenance of the Club.

Section 6A – Duties of Alternates:

Alternates attend all board meetings and may be called upon to serve as committee members or to replace a vacant director position. In the event of the absence of one or more regular board members, the alternates shall vote in their place and be counted in making up a quorum.

Section 7 - Board Voting Procedure

Section 7A - Quorum:

No votes shall be binding upon the organization unless a quorum of board members is present. A minimum of four sitting board members (permanent or alternates) constitutes a quorum.

Section 7B - Motion:

A motion must be made by a board member other than the presiding officer and followed by a second by another non-presiding officer.

Section 7C - Discussion:

Following a second, discussion regarding the motion shall be held until such time as the presiding officer deems it appropriate to call for a vote.

Section 7D - Vote:

A roll call or written ballot vote can be utilized at the discretion of the presiding officer. A motion will be considered as passed if a majority of board members present vote in the affirmative.

ARTICLE V - Officers

Section 1 - Officer Titles and Responsibilities

The titles of officers elected by the Board of Directors are: President, Vice-President, Secretary, and Treasurer.

Section 1A - President:

- Presides over Business and Annual Membership meeting.
- Shall call special meetings or executive session whenever necessary.
- Has any other powers granted by the Board of Directors.
- Shall accept requests for agenda items from board members and the general membership and shall present a meeting agenda for a business meeting.
- Presides over the Executive Committee.

Section 1B - Vice-President:

- Shall take over the duties and responsibilities of the President when the President is absent or unavailable.
- Has any other powers granted by the Board of Directors.
- Serves on the Executive Committee.

Section 1C - Secretary:

- Shall record the Minutes of the Meeting, and attendance of board members and alternates.
- Shall submit minutes for the previous business meeting to the board members five (5) days before the next regularly scheduled meeting.
- Shall post a copy of the latest approved meeting minutes on the bulletin board at the Club.
- Shall post a copy of the annual membership meeting minutes on the bulletin board at the Club, following review by the Board of Directors (To be posted as: Annual Membership Minutes: Pending General

- Membership Approval).
- Serves on the Executive Committee.

Section 1D - Treasurer:

- Shall be responsible for all financial records of the Club.
- Shall be responsible to see that all funds are deposited promptly.
- Shall be responsible for the receipt of, disbursement of, and recording of all transactions regarding the Club's income and expenses.
- Shall be responsible for presenting the financial report at both the monthly business meeting and the annual members meeting (as prepared by the Club accountant).
- Serves on the Executive Committee.

Section 2 - Nominations and Elections

Officers shall be elected from and by the Board of Directors by majority vote.

Section 3 - Eligibility

All board members are eligible to be officers. A board member may serve in the capacity of only one officer position at a time.

Section 4 - Term of Office

Term limits for officers are one (1) year terms subject to annual re-election with a maximum of four (4) consecutive one (1) year term in the same office.

Section 5 - Removal from Office

Removal of officers may be made by a majority vote of the remaining directors for any of the following reasons:

- For violation of eligibility issues as defined by these bylaws, or violation of the Club's Code of Conduct.
- Behavior that, by majority vote of the board, is deemed inappropriate or derelict of duties.
- Being absent from two consecutive board meetings without advance notice is automatically deemed a resignation.

Section 6 - Vacancies

Vacancies may be filled by a majority vote of the remaining directors.

ARTICLE VI - Membership Meetings

Section 1 - Annual Meeting

An annual membership meeting for all Club members shall be held at the Club on the first Sunday in December. One item of business to be conducted at the annual meeting will be the election of new board members to replace outgoing board members. Those candidates receiving the most votes will become board members, the next runner-up will become the first alternate, and the one receiving the next fewer votes will become the second alternate. New alternate board members are established annually from the results of annual general election. Newly elected board members are seated immediately. The newly elected Board of Directors shall hold a board meeting immediately following the general election to elect board officers.

Section 2 - Quorum

Members present in good standing shall represent a quorum.

Section 3 - Special Meetings

The President of the Board may call a special meeting of the Club membership to address a matter requiring attention prior to the annual membership meeting. Notice must be posted in the Club seven days in advance of the meeting.

Section 4 - Cancellation of a Regularly Scheduled Meeting

A regularly scheduled Membership meeting may be cancelled only if rescheduled for another date. Notice of the cancellation and rescheduled dates must be posted in the Club seven days in advance of respective dates.

ARTICLE VII - Committees

Section 1 - Committee Appointments

From time to time, the Board shall appoint and grant certain authority to Standing and Ad-hoc committees to perform specific duties related to the conduct of board or Club business. The Board shall appoint a board member to act as chairperson for all committees, who will also report committee activities to the board. The President of the Board of Directors shall be an ex officio member of all Club committees. Current members from the Club membership are also eligible to serve on committees. Any member of a committee may be removed by the President if, in his or her judgment, the best interest of the Club shall be served by such removal.

Section 2 - Standing Committees

Standing Committees may be created to perform on-going Club business of a specific nature. Standing committees must be comprised of two or more members of the board, one of which may be an alternate board member, and may also include persons from the general Club membership. The duties/obligations of the following Standing Committees are defined and authorized (but not limited) to the following:

Section 2A - Building and Grounds Committee:

Administers building maintenance, cleaning, renovation, and agreements for lease or acquisition of property or facilities.

Section 2B - Development Committee:

Manages donor relations, membership, and fund-raising events. Also responsible for devising and executing a comprehensive strategy to build and expand the membership base, and to support and sustain organizational growth and contributed revenue.

Section 2C - Nominating Committee:

Authorized to screen candidates for board eligibility, to educate prospective candidates of the responsibilities and requirements of board service, and to nominate Club members for consideration to the general electorate as board or alternate board member candidates. Nominations of eligible candidates for open positions on the Board of Directors will also be accepted from the floor at the annual general membership meeting.

Section 2D - Policy and Procedures Committee:

Identifies and recommends Club policies and procedures.

Section 2E - Finance Committee:

To be comprised of two or more members of the board and is chaired by the Treasurer. It may include persons from the general Club membership, and is responsible for review and audit of the Club's finances and financial records. The Club manager, accounts payable/receivable clerk or any employee of the Club may not serve on the finance committee. Findings and recommendations of the Finance Committee must be reported to the board at a regularly scheduled board meeting. Chair of the Finance Committee shall present an annual budget to the board at the October board meeting for board review.

Section 3 - Special Committees

In addition to Standing and Ad-hoc committees, the duties/obligations of the following Special Committees are also authorized and defined as follows:

Section 3A- -Executive Committee:

To be comprised of three or more officers of the board, and is chaired by the President. The Vice President may preside in the President's absence. The Executive Committee is authorized to act on behalf of the board in the event of an emergency situation when a regularly scheduled meeting of the board is not practical. Its authority is limited to acting within the current bylaws, and the Executive Committee is not empowered to change or amend the Club's bylaws. The Board may authorize the Executive Committee to research matters

to be brought before the board in Executive Session. The Executive Committee must report any action taken to the board at the next regularly scheduled board meeting.

Section 4 - Ad-Hoc Committees

May be created to perform a specific task, and will be comprised of one or more members of the board, one of which may be an alternate board member, and may include Club members.

ARTICLE VIII - Parliamentary Authority

The President shall conduct all meetings in accordance with Robert's Rules of Order unless otherwise noted in the bylaws.

ARTICLE IX - Amending the Bylaws

Any change and/or amendment to the bylaws will require a majority vote of the members present at the annual membership meeting, or any special membership meeting for which proper notice has been made.

ARTICLE X - Dissolution

A two-thirds vote of the members present at the Annual General Membership meeting, or any special General Membership meeting for which proper notice has been made, is required to dissolve this Club. In the event of dissolution, and after payment of all liabilities, the Board has the authority to distribute any remaining assets to any non-profit organization(s) operated exclusively for the purpose of supporting 12-Step Recovery.