

BYLAWS OF MACOMB COUNTY ALANO CENTER
20900 CASS AVENUE
CLINTON TOWNSHIP, MI 48036

ARTICLE I – ORGANIZATION

1. **Name:** The name of the corporation shall be Macomb County Alano Center, Inc., hereafter referred to as the Center.
2. **Location:** The Corporation shall be located at the above address subject to change by the Board of Directors.
3. **Purpose:** The purpose of the organization is to aid and assist the alcoholic to obtain physical and mental health and lasting sobriety. The Center shall provide an alcohol and drug-free atmosphere based upon the therapy and restoration of human dignity. The Center definitely recognizes the achievements of Alcoholics Anonymous and we pledge ourselves to work and cooperate with that fellowship to any extent. We also offer our cooperation to any other program or group interested in and working toward the welfare of the problem drinker.
4. **Corporate Nature:** The corporate nature of the organization shall be non-profit, educational, charitable and social. It shall have no capital stock of any nature.
5. **Income:** The capital and income of the Center shall be derived from dues, gifts, grants and contributions and all other fund raising activities deemed necessary by the Board of Directors (subject to approval by the General Membership).
6. **Dissolution:** In the event that two-thirds of the voting membership in good standing vote to dissolve the Center, abandon the charter, and cease to exist, the President, through the Secretary, shall notify all members who are certified by the Secretary to have been in good standing during the twelve (12) months prior to said election, of an auction to be held within sixty (60) days of the election. This notification shall be by regular U.S. Mail addressed to the last known address of the present and past members.

At the time of the auction, all physical assets of the Center shall be sold to the highest bidder(s). The Center's building and other properties will be liquidated by private sale by the Board of Directors. All funds realized shall be deposited in the Center's bank account by the Treasurer. These funds shall be utilized to discharge all legal financial obligations of the Center.

After an audit of the Center's records, assuring all debts have been paid, the monies remaining shall be sent to the New York office of Alcoholics Anonymous (a 501 (c) (3) organization) in whatever amount is allowed by that organization. The balance is to be donated to other non-profit 501 (c) (3) organization(s) engaged in the rehabilitation/treatment of alcoholics as directed by the membership.

ARTICLE II – MEMBERSHIP

Section I – Requirements for Membership

- A. All applicants for membership shall obtain a sponsor who is a member in good standing and who will vouch for the applicant. All prospective members shall be engaged in, show reasonable evidence of having an interest in, and be sympathetic to the rehabilitation of alcoholics. Any prospective member shall be allowed thirty (30) days to become a member. During this period they will be expected to comply with the rules of the Center. After the thirty (30) day period, the prospective member will be **encouraged** to fill out a membership application.
- B. Approval of membership: All applicants shall be approved or denied by the Board of Directors. At no time will the portion of the membership of non-alcoholics exceed twenty (20) percent of the total membership.
- C. All new members will be considered temporary members without voting rights for six (6) months.
- D. Any person entering the Center must abide by the rules of the Center which are enacted by the Board of Directors
- E. No honorary membership will be granted.

Section 2 – Dues

- A. Dues shall be determined by the Board of Directors. Dues will be due by the fifteenth (15th) of each month. All dues requirements shall be posted in the conspicuous place. Members will be notified **as per the tag board** that they are in arrears after one (1) month. If payment is not made by the fifteenth (15th) of the following month, the member shall be automatically suspended, revoking all membership rights.
- B. Reinstatement for this suspension will be payment of one (1) months dues and six (6) months **probationary** membership. Membership rights shall be reinstated upon successful completion of six (6) months **probation**.
- C. All new applicants shall pay their first (1st) months dues at the time of application for membership and receive a copy of the by-laws.
- D. In case of financial difficulty, a member may request to the Board of Directors who may approve or deny this request.

Section 3 – Cancellation of Membership

- A. The suspension or revocation of any person's membership shall be the responsibility of the Board of Directors.
- B. It is the responsibility of any Board member, manager, or person on counter duty, to deny the use of the Center's facilities to any member or guest for misconduct, for a period not longer than required for the Board of Directors to hear and decide the matter using the following procedures:

1. When a member is denied the use of the facility it shall be documented and reported to the President with supporting information submitted by one of the aforementioned persons within twenty-four (24) hours.
2. Unless the matter is resolved immediately, the President, acting for the Board, will notify the member of the specific charges, the length of suspension, the date, and time of the Board's review of the matter. The review by the Board shall be at the next scheduled Board Meeting. In the event of extenuating circumstance, the Board may call a Special Board Meeting.
3. A member does not have to be notified by U.S. Mail within three (3) days, nor does a member have to file a protest by submitting in writing a request for a hearing. The member is simply notified at the time of the misconduct that he/she is denied use of the facility until the next Board Meeting, which they may attend.
4. On the specified date and time, the Board of Directors will review the matter. The President will present to the Board such facts and witnesses as he/she deems necessary. The member will have the opportunity to do the same. The Board members may question any participant in the hearing when the Board members deem it relevant to deciding the facts or the severity of the issue.
5. Upon completion of the hearing, the Board will issue its decision and the President will notify the member of the decision. Upon completion of notification, such information shall be documented and added to the Board's Executive Minutes.

C. The Board of Director's decision may be as follows:

1. There was insufficient cause for denial of facilities and as such denial is no longer in effect.
2. There was cause for denial but the time lapse is sufficient and it is no longer in effect.
3. There is sufficient cause for suspension and the member may be suspended for a period of up to sixty (60) days from the date of initial denial and must come before the Board of Directors for reinstatement.
4. There is sufficient cause for expulsion and the member is expelled. The expelled member may apply for membership after one (1) year from the date of expulsion. (At this time the Board may reject the application).
5. Any member reinstated will be under probation for six (6) months.
6. The decision of the Board is final and shall remain in effect for a period of one (1) year.

D. Automatic suspension will be imposed for using drugs or alcohol on the Center premises and brandishing weapons of any kind.

E. Automatic expulsion will be imposed for two (2) suspensions in one (1) year.

F. Permanent expulsion may be instituted at the discretion of the Board of Directors.

ARTICLE III – MEETINGS

All meetings to be run strictly according to By Laws. Robert's Rules of Order are not to be referred to in any manner. If at a Board Meeting an agenda item is not covered by the existing bylaws, the item is to be tabled and brought before the General Membership at the next meeting to be voted on there.

Section 1 – General Membership Meetings

General Membership Meetings shall be held on the third (3rd) Sunday of each month unless this falls on a legal holiday. In this case, the meeting shall be held on the following Sunday.

- A. Verification of voting status shall be taken before each membership meeting, and confirmed by the Secretary.
- B. To enact official business a quorum shall consist of at least fifteen (15) members who are in good standing.
- C. Except as otherwise noted in these bylaws, the actions requiring a vote shall be decided by a simple majority of eligible voting members.
- D. January meetings shall include selecting an election committee.
- E. The February meeting shall include on its agenda, the nomination of Officers and Directors.
- F. In order to vote on any issue, during the general meeting, a person must be a voting member in good standing.
- G. The Board may close the counter if it is deemed necessary.

- H. An agenda shall be submitted for approval. The agenda shall include, but is not limited to the following:
 - 1. Roll call of Officers and Directors.
 - 2. Reading of Anniversaries.
 - 3. Reading of the monthly financial report.
 - 4. Reading of the minutes of the last General Membership and Board meetings.
 - 5. Reports of Committees.
 - 6. Discussion of old business.
 - 7. Discussion of new business.
- I. The agenda shall be posted no less than three (3) days prior to the membership meeting.

Section 2 – Board of Directors Meeting

Board of Directors meetings shall be held on the Wednesday prior to the General Membership meeting.

- A. To enact official business a majority of the Board members present will constitute a quorum.
- B. An agenda shall be used, but not limited to, the following:

1. Roll call of Officers and Directors.
 2. Reading of monthly financial reports.
 3. Reading of minutes of the last Board and General Membership meetings.
 4. Reports of Committees.
 5. Fifteen (15) minutes of all Board meetings shall be open for persons to approach the Board. Persons wishing to approach the Board are required to be present at the beginning of the Board meeting.
 6. Discussion of old business.
 7. Discussion of new business.
- C. No proxy votes will be allowed.
- D. Issues brought forward by Center members will be acted upon during the Board meeting.
- E. If some pressing business is transacted for which no notice is given, the Organization must ratify that business at the next regular Board Meeting or at another Special Meeting.

Section 3 – Special General Membership Meetings

- A. May be called by a majority of the Board of Directors.
- B. The meeting date and agenda must be posted conspicuously in the Center seven (7) days in advance of the meeting.
- C. Only posted agenda shall be considered.

Section 4 – Special Board of Directors Meetings

- A. May be called by two (2) Officers or Directors.
- B. Board members must be notified of special meetings at least forty-eight (48) hours in advance.
- C. Only posted agenda shall be considered. In the case of an emergency phone meeting, all Board members must be contacted and the particulars of said meetings will be added to the Board minutes.

Section 5 – Absences from Board of Directors and General Membership Meetings

- A. Members of the Board of Directors shall attend Board and General Membership meetings.

- B. Any Director with six (6) absences per year will be dismissed. However, extenuating circumstances will be considered by the full Board of Directors. Any member exceeding the absence limit must come before the Board to explain their absences.

- C. If employment interferes with regular attendance at Board Meetings, the Director will be asked to resign at the discretion of the Board members.

ARTICLE IV – ELECTIONS

All elections for Center Officers and Directors shall be held within strict accordance with these bylaws. These elections shall be held in March.

Section 1 – Procedures

- A. An Election Committee shall be selected by the General Membership at the January Membership Meeting. All members of the Election Committee shall be voting members in good standing, who will conduct any and all elections and ballot voting for the following two (2) calendar years.

- B. At the February Membership Meeting, all candidates for office must be nominated and seconded by voting members who are in good standing. All candidates must be present to accept their nomination. Exception may be made upon receipt of a signed, written statement confirming their acceptance. The Chairperson of the Election Committee will be responsible for a ballot to be submitted for approval by the General membership. On approval, copies will be made to be used in the March voting.

- C. All candidates for Director must be voting members of the Center in good standing with no less than twelve (12) months of continuous sobriety immediately prior to the nomination date.

- D. All candidates for Officer must be voting members of the Center in good standing with no less than twenty-four (24) months of continuous sobriety immediately prior to the nomination and shall have served as a member of the Board of Directors for a full term (2 years) prior to election.

- E. All candidates for any office must be a recovering alcoholic.

- F. In the event that no person with the specified requirements for a particular office accepts the nomination, the nominations will be opened using the requirements for holding a seat as a Director.

- G. Campaign materials are not allowed to be disbursed or displayed on premises.

- H. In the event that any Officer or Director resigns or is removed from office, for reasons other than health or employment, that person may not run for office or the Board of Directors for two (2) years after their resignation or removal.

Section 2 – Voting

A. All members who wish to vote must have their dues current through March prior to the election date.

B. Absentee ballots will be allowed according to the following rules:

If a person cannot attend the Election, they will be provided with a self addressed envelope and a blank envelope (for the ballot).

1. Mark your ballot.
2. Enclose the ballot, and a copy of your current Membership Card, in the blank envelope.
3. Enclose the blank envelope in the addressed envelope, and sign your name somewhere on the addressed envelope.
4. Stamp and mail to arrive no later than the Saturday before the Election, or personally place in the ballot box before that day.

When received, either by mail or personally, absentee ballots will be placed in a locked Ballot Box. Absentee ballots and the ballot box will be available two weeks before the election. This box will only be opened by the Election Committee on Election Day, and absentee ballots will be counted immediately before the election.

C. All voting will be by secret ballot.

D. All questions concerning balloting will be directed to the Election Committee.

E. All candidates for officer running unopposed must be elected by a majority vote. Any candidate not receiving a majority vote cannot run again for that position until the following term. Nominations will be reopened using the qualifications for Officer. If an absence of nominees for that office occurs because of this action, nominations will be reopened using the qualifications as Director.

If an absence of nominees occurs because of this action, the Board will appoint someone to the Office for the duration of the term.

F. Directors will be elected by plurality vote with the seven (7) top vote getters being elected

G. In case of tie, a run-off election will be held.

H. Votes for write-in candidates will not be counted. All other votes of such a ballot will be conducted.

I. Only one (1) vote per dues paying membership will be accepted, except if a husband and wife are both recovering alcoholics and have served as temporary members for six (6) months, they shall be entitled to one vote each.

ARTICLE V – BOARD OF DIRECTORS

The governing body of the Center shall be elected by the membership with their installation in April.

The Board will consist of eleven (11) members, consisting of a President, Vice President, Secretary, Treasurer, and seven (7) Directors at large. All shall vote subject to exceptions. Non-voting members to include three (3) Trustees and Sgt. Of Arms.

Section 1 – Term of Office

All Directors shall serve a two (2) year term. President and Vice President shall be elected on opposite years. Trustees shall serve three (3) years staggered, with at least one (1) position open each year. In the event of a vacated position a replacement will be appointed by the Board to fill the unexpired term until the next election. A replacement to fill the unexpired term will then be elected.

Section 2 – General Duties

Board members will be expected to participate in Center activities such as clean up's, member appreciation dinner's and parties given by the Center, but not to include Entertainment Committee functions.

Section 3 – Duties of Officers

A. President

1. Shall be his/her duty to implement policies and procedures as set forth by the Board.
2. Shall vote only to break a tie.

B. Vice President

1. Shall perform the duties of the President in his/her absence.

C. Treasurer

1. Shall maintain a complete and accurate record of receipts, disbursements, and all financial transactions of the Center.
2. Shall be responsible for recording all funds received.
3. Shall deposit all funds no less than once a week.
4. Shall be custodian of the Center's funds and shall submit a monthly, as well as a quarterly report. The Treasurer's books and records shall be available to the membership at all the meetings.
5. Shall pay expenses only when an itemized statement for expenditures is presented. All checks must be signed by the Treasurer and one for the following officers: President, Vice President or Secretary.
6. Shall submit the records to the Board of Directors for audit at the completion of his/her term.
7. Shall not be appointed manager.
8. Shall be bonded.
9. Shall submit these records to the Trustees to audit in a timely manner.

D. Secretary

1. Shall keep complete and accurate minutes of all meetings.
2. Shall act as resident agent of the Center for his/her term of office.
3. Shall keep a complete and up to date index of all reports, property, records and correspondence of the Center.
4. Shall have the responsibility of keeping a copy of the Center's current bylaws at each meeting.
5. Shall post notice of special meetings in conspicuous places fifteen (15) days in advance of said meetings.
6. Shall enter all amendments to the Center's bylaws.
7. Shall perform other duties not stipulated by the bylaws which may be requested by the President and/or the Board of Directors.
8. Shall submit records to the Trustees in a timely fashion if requested.
9. Shall submit all records to Board of Directors at the completion of the term of office.

E. Sergeant At Arms

1. Attendance at General Membership meetings will be mandatory. After three (3) absences Sergeant at Arms shall be removed at the discretion of the Board.
2. Shall assist the President in maintaining order during General Membership Meetings.
3. Shall announce installation of new Officers or Board Members.
4. Shall perform any other duties as requested by the President

Section 4 – Duties of Directors

- A. Members of the Board shall attend all regular Board Meetings and all regular General Membership Meetings unless excused as directed in Article III, Section 5.
- B. They shall, in cooperation with the Officers, have the responsibility to assure the membership that the Center is run in a prudent and responsible manner. This shall include but not be limited to:
 1. The authority to approve the expenditures of up to two thousand (\$2000) dollars for any one item to improve the Center's structural makeup or its contents. In case of an emergency, or when quality of life is affected, the

Board may hold an emergency meeting to approve an immediate remedy. Any expenditure over two thousand (\$2000) dollars for anyone item will be subject to approval by a majority of the membership present at the meeting which the matter is voted upon. The date of the meeting and the financial matter to be voted upon shall be posted conspicuously in the Center.

2. The authority to authorize payment of all taxes and insurance as required to protect ownership of the corporation properties and assets.
3. The authority to determine the amount of membership dues and impose suspensions for non-payment of same.
4. The authority to appoint or give approval of all committees with the exception of the Election Committee.

Section 5 – Board of Trustees

- A. Shall be elected by simple majority.
- B. Qualifications of office: Two (2) years of continuous sobriety immediately prior to nomination. A member in good standing for two (2) years.
- C.
 1. Trustees shall provide an audit of Treasurer's records, cash on hand, and safe, Managements safe, cashbox, and tills, and Secretary's records.
 2. Trustee shall provide a signature after audit. For Treasurer's audit, two people must be present, Trustee and Treasurer, or President if Treasurer is unavailable. For Management audit, Manager and/or Asst. Manager and Trustee must be present.
 3. Attendance at General Membership Meetings will be required.
- D. Removal of Trustees from Office.
 1. Three (3) absences from General Membership Meetings in one (1) year shall constitute removal from office at the Boards discretion.
 2. Failure to perform duties as listed above.

Section 6 – Manager, etc.

Shall be appointed or dismissed by the Board. The manager shall be directly responsible to the Board to avoid a conflict of interest; the manager shall not have been a Board member or Officer less than six (6) months prior to becoming manager of the Center. No Officer or Board member shall be regular scheduled counter help. The manager's duties will be as directed by the Board. The manager shall meet the requirements as listed in Article IV – Elections, Section 1 and Item C.

1. Management may be dismissed only for just cause. i.e.: Break in sobriety, dereliction of duties, excessive absenteeism without due cause, theft.
2. Management will be evaluated once per calendar year for the possibility of a pay raise.

Section 7 – Vacancies of Elected Officers

- A. In the event of death or resignation of the President, the Vice President shall ascend to the Presidency and fulfill the President's term.
- B. All other Officers shall be chosen by the Board of Directors. Those named shall fulfill the requirements as set forth in the section entitled "Elections".
- C. Directors shall be considered from a list of unsuccessful candidates from the prior election, in order of most votes received down to the person receiving the least votes for the position. Lacking such a list of persons, the Board of Directors will select a qualified member to serve until the next election.
- D. In the event that both the elected President and Vice President resign or are removed from office, a new election for these offices will be held. A Special Membership Meeting will be held to accept nominations. Nominations will be taken as states in Article IV – Elections, Section 1, Items D and F. The election will be held at the next regular General Membership Meeting.

Section 8 – Removal of Directors or Officers

- A. Any elected Officers or Directors will be removed for the following:
 - 1. An interruption in their sobriety.
 - 2. A Board Member or Officer accused of Dereliction of Duty or Abuse of Power may be removed by:
 - a. Being brought before the Board where the Board will determine the facts. All parties involved are to be present.
 - b. If the Board finds the charges legitimate, a roll call vote will be taken. If the majority of the Board votes guilty, the Officer or Board Member will be removed. In such a situation, the President will be allowed to vote.
- B. Any elected Officer or Director may be removed by membership vote upon completion of the following procedure.
 - 1. A petition citing charges of abuse of office signed by no less than twenty-five (25%) percent of the voting membership must be submitted to the Board of Directors for verification of signatures. Upon such verification, the Board shall set a date for a special meeting with notice of this meeting posted fifteen (15) days prior to the meeting. The sole purpose of this meeting shall be a vote on recall. The matter shall be decided by a majority of the members present. See Article III, Section 1, Items B and C.
- C. Any Officer or Director cited for abuse of responsibilities of office may resign from office. This action will not relieve the person from other action as states elsewhere in these bylaws.

ARTICLE VI – AMENDING THE BYLAWS

- A. A standing Bylaw Committee will be selected by the General Membership or the Board of Directors at the April Membership Meeting. Any change(s) in the existing bylaws will be proposed by this Committee.

- B. A written document stating the Committee's reasons for major changes will be made available.
- C. Any recommended changes must be put in writing and posted conspicuously one (1) month in advance to membership discussion at a general Membership meeting.
- D. Discussion on proposed changes will be allowed at a maximum of two (2) meetings. The second discussion is to be held only if the first necessitates changes in the proposed amendment(s).
- E. A vote will be taken on the proposed changes on the day of the next Membership Meeting following the final discussion.
- F. A two-thirds (2/3) majority of members voting will be required to pass any recommended changes.
- G. In case of a question of any bylaw, the Bylaw Committee shall meet with the Board and give their intent of the bylaw in question.
- H. A list of Bylaw Committee members will be conspicuously posted in the Center at all times.