

**Oakland County Alano Center**  
**Official**  
**Club**  
**By-Laws**

*Revised 1-11-09*

**I. NAME AND LOCATION**

1. The name of this club shall be the Oakland County Alano Center, hereafter referred to as OCAC.
2. The OCAC shall be located at 5661 Clintonville Road, Clarkston, Michigan and shall not be moved from this location without at least thirty (30) days notice to the membership.

**II. PURPOSE**

1. To provide a needed facility for the use of members, centrally located, with a relaxed club atmosphere of sociability, fellowship and good will where PRINCIPALS WILL RULE OVER PERSONALITIES FOR CONTINUED SOBRIETY.
2. This organization is to aid and assist the alcoholic to obtain physical and mental health and lasting sobriety. The OCAC shall provide an atmosphere based upon the therapy and restoration of human dignity. The OCAC as such, definitely realizes the achievement of Alcoholics Anonymous, and we pledge ourselves to work and cooperate with the Fellowships to any extent.
3. The OCAC will have an outreach program designed to reach the still suffering alcoholic/addict and area teens, hopefully, before they become alcoholics/addicts, in an attempt to make our presence known to all those in need.
4. The OCAC will house recovery related meetings; including, but not limited to AA (Alcoholics Anonymous), Al-Anon, Ala-Teen, NA (Narcotics Anonymous), and ACOA (Adult Children of Alcoholics) meetings. We will cooperate but not affiliate with any outside agency.

**III. MEMBERSHIP**

1. Membership will be open to any person who is in recovery, as well as those who demonstrate good faith and interest in the recovery process.
2. All members may avail themselves to all OCAC privileges so long as they conduct themselves in an acceptable manner, subject to the By-Laws and rules of the OCAC.
3. Visitors are welcome to the OCAC; however, the Officers and Board of Directors reserve the right to bar non-members whose conduct is disruptive to the operation of the OCAC.
4. Consistent users of the OCAC facility are urged to be members of the OCAC. Non-members should be aware that they have no inherent voting rights, privileges or special claims to use the facility.
5. The Officers and Board of Directors shall have the power to suspend or terminate the membership rights and privileges of any member whose behavior or conduct is disruptive to the operation of the OCAC.
6. A member whose rights and privileges have been suspended or terminated may appeal to the Board of Directors by written request to an individual Board member at its next regular meeting.
7. Any individual with their rights and privileges permanently terminated shall have no right to appeal.
8. The Board of Directors may set conditions for restoration of status, or may set probationary requirements and submit these to the Officers.

9. A member in good standing is defined as one whose dues are paid to date for no less than ninety (90) days and whose membership rights and privileges have not been suspended by the Officers and Board of Directors.

#### **IV. DUES**

1. Uniform dues shall be fixed by the Board of Directors.
2. The fiscal year shall be from January 1 through December 31.
3. No member shall have any property rights or any distributive share in the funds or property of OCAC, either during its existence or upon dissolution.

#### **V. CORPORATE NATURE**

1. OCAC is incorporated under the laws of the State of Michigan, Michigan Non-Profit Act 162,  
as a non-profit organization and shall not have or issue shares of capitol stock and shall not  
declare or pay dividends.No part of the net income or profit of the OCAC shall inure to the  
benefit of any member, director, officer, other individual or to the benefit of any organization  
not qualified for tax exemption under Section 501 © (3) of the Internal Revenue Code except  
as permitted by law. No substantial part of the activities of the OCAC shall be carrying propaganda or otherwise attempting to influence legislation.

#### **VI. DISSOLUTION**

1. In the event that two-thirds of the full Board of Directors in good standing vote to dissolve  
OCAC, abandon the charter, and cease to exist, the proposal must be approved by the Membership.  
If approved by the Membership, the President, through the Secretary, shall notify all members who are certified by the Sergeant of Arms to have been in good standing  
during the (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 US mail addressed to the last known  
address of the present members.
2. At the time of the auction, all physical assets of OCAC shall be sold to the highest bidder(s). OCAC's building and other properties will be liquidated by private sale by the

Board of Directors. All funds realized shall be deposited in the OCAC's bank account by the

Treasurer. These funds shall be utilized to discharge all legal financial obligations of the

OCAC, including refunding unused membership dues paid.

3. After an audit of OCAC's records assuring all debts have been paid, the monies remaining shall be donated to other non-profit organizations engaged in a 12-Step recovery program in the following manner: one-third to AA Central Office, 168 University Dr., Pontiac, MI, one-third to AA District 19, P.O. Box 954, Union Lake, MI, 48387, one-third to AA World Service Organization, New York, NY.

## **VII.            INSURANCE POLICY**

1. The OCAC shall maintain current property, liability and other policies as outlined by Michigan State Laws and also deemed necessary by the Officers and Board of Directors pursuant to protection of the OCAC business activities, to the extent deemed proper and reasonable for continued operations.
2. The OCAC shall indemnify to the fullest extent authorized or permitted by Michigan Non-Profit Corporation Act (as amended) each person who is or was an Officer or Director or Committee member, who have been made or are threatened to be made a party to an action, suit or proceeding, whether civil, criminal, administrative or investigative.
3. The OCAC may purchase and maintain liability insurances on behalf of any person who is a Director, Officer, paid service Employee or others who serve at the request of the OCAC administration, if deemed necessary by majority vote of the Board, and also authorized by the Officers. Protection against any liability asserted against a person while functioning within OCAC By Laws and Articles, and incurred by the person in any such OCAC capacity or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the corporate veil: inherent corporate business format protection.
4. The extent of the Insurance coverage for liability, when not addressed in individual policies, shall be properly defined in the general coverage insurance package and this portion of said policy shall be available for inspection by nominated and approved candidates for Office or Board.

## **VIII.            MEMBERSHIP MEETINGS**

1. The voting membership shall meet monthly at the OCAC. The monthly meetings shall be held on the 2nd Sunday of the month, at 3:00pm. In the event of a Holiday or special circumstance, the Officers may announce an alternative date and time for the monthly Membership meeting.

2. A voting member shall be one whose dues have been paid for the preceding ninety (90) days. No retroactive payments will be allowed. Each voting member is entitled to one (1) vote on each matter to be voted on.
3. Ten (10%) percent of the eligible members shall constitute a quorum. At least three (3) Officers must be present to conduct official business at the meeting. General membership meetings can still take place if the required number of officers are not present; however, no voting can take place on any business. There is no requirement for any number of Board members to be present to conduct business at a general meeting.
4. At the request of the Board of Directors, or 25% of membership in good standing (through petition), the President shall call a special membership meeting.
5. Notification of all Membership meetings shall be posted in a conspicuous place at the OCAC two weeks prior to the scheduled date. The proposed agenda will be posted with this notice.

#### **IX. OFFICERS: DUTIES AND TERMS**

1. There will be five Officers: President, Vice-President, Secretary, Treasurer, and Sergeant at Arms.

These officers shall be elected by the membership to serve for a term of two (2) years. No person may occupy any one of these offices for more than two (2) consecutive terms.

**PRESIDENT:** Will preside at all general membership and special (President called) meetings of the OCAC; appoint committees to perform necessary functions as required;

and maintains liaison with other entities to ensure smooth, cooperative operation. The President shall appoint a competent Facilities Manager to oversee the maintenance, repairs and improvements to the OCAC property. The President shall appoint a competent

Activities Manager to oversee the daily activities and events of the OCAC, or the President

may assume this additional duty, at the request of the Board of Directors. The President

shall chair the Outreach Committee. President shall implement policies and procedures as

set forth by the Board of Directors, as long as they are in the best interest of the Membership

of the OCAC or the OCAC Facility. Any conflicts on major decisions will be brought before the

Membership to act upon.

**VICE-PRESIDENT:** Shall assume the duties of the President in his or her absence. Act as chairman of the nomination committee, and perform duties as assigned by the President.

**SECRETARY:** Keep and maintain records and files of the OCAC. Take minutes at Officer and Board of Director Meetings, General Membership and Special Meetings,

transcribe, publish and distribute the minutes and required, and prepare and route correspondence as directed.

TREASURER: Maintain adequate records and accounts of the financial affairs of the OCAC. Make disbursements of funds for all duly authorized purposes and to draw and sign checks and drafts on behalf of the three officers who shall be authorized to sign them. The authorized officers shall be: President, Vice-President, and Treasurer. He or she is responsible to prepare and file such tax returns and reports as required by Federal, State, and local governments.

SERGEANT AT ARMS: Shall maintain order, check memberships, maintain membership records and mailing lists, notify any member in arrears and enforce the rules of the OCAC.

All Officers: All officers are to be directly answerable to the President in all of their duties and dealings with the OCAC. The Officers shall keep the President informed of any and all pertinent decisions to be made, problems that arise, etc.

## **X. VACANCIES**

1. Vacancies which occur in the elected body shall be filled as follows; the remaining Officers shall select the names of one or more nominees and submit them to the membership for approval at the first business meeting following the occurrence of the vacancy. The selected person shall serve only the remainder of the term for the vacancy filled. However, this person may be nominated for any of the offices at the next election.

## **XI. QUALIFICATIONS FOR CANDIDACY FOR OFFICERS**

### President, Vice-President and Treasurer

1. The candidate must be a member in good standing with dues paid for the prior twelve (12) consecutive months. No retroactive payments are allowed.
2. If the candidate is an alcoholic/addict, he or she must have at least two years of continuous and sustained sobriety.
3. The candidate must also understand and be capable of performing all necessary duties involved in running a non-profit organization and be able to work well with people.
4. The candidate for Treasurer must also have the necessary bookkeeping skills required to perform the duties of the Office.
5. If the candidate for the office of President, Vice-President, or Treasurer is an alcoholic/addict, he or she must have at least two years of continuous and sustained sobriety.

### Secretary and Sergeant at Arms

1. The candidate must be a member in a good standing with dues paid for the prior six (6) consecutive months. No retroactive payments are allowed.
2. If the candidate is an alcoholic/addict, he or she must have at least one year of continuous and sustained sobriety.
3. The candidate for Secretary must also have the necessary clerical skills required to perform the duties of the Office.

**XII. VOTING**

1. Voting for the election of Officers shall be by secret ballot. One candidate only shall be elected to each office. Voting shall be conducted individually by office.
2. The offices shall be voted in the following order: President, Vice-President, Treasurer, Secretary, and Sergeant at Arms.
3. Only members that have their dues paid to date for the previous ninety (90) days and are in good standing may vote.
4. Voting at regular meetings on general routine matters shall be by voice or a show of hands at the discretion of the President. A simple majority will determine passage of routine matters being voted upon.

**XIII. DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

1. The Board of Directors is the governing body of the OCAC. The Board of Directors will be responsible for making sure that the OCAC is being managed in the desired manner, that problems are handled correctly, and that all programs pertinent to the club's existence are continued.
2. The Board of Directors will make all major decisions involving the OCAC. Major decisions will be defined as any expenditure of capital funds, payment of any expense in excess of \$300.00, or disposition of any OCAC property.
3. The Board of Directors will be responsible to have annual audit of all OCAC records.
4. Vacancy: If a vacancy occurs in the Board of Directors, the remaining board members will nominate a candidate to be presented to the membership for approval (vote) at the next membership meeting.
5. The Board of Directors shall consist of no more than eleven (11) members. Ideally, the Board of Directors should contain a cross section of club members, alcoholics/addicts, professional, and ordinary citizens from the community that have a sincere desire to see the OCAC succeed and the recovering and still suffering alcoholic/addict receive all the necessary support they need.
6. A Chairman will be nominated and voted into this position by fellow Board members majority vote. At the very least, the Chairman of the Board should be someone who understands the workings of the OCAC and all other positions (paid

or volunteer) so they are able to help instruct other Board members as to their expected duties.

7. Election of Board of Directors: The election of the Board of Directors will be at the regular election of Officers and handled in the same ways as to the nomination of Officers.
8. Board of Director Requirements: If the candidate is an alcoholic/addict, they must have at least one year of continued sobriety and be a member of the OCAC in good standing for ninety (90) days prior to the election and remain a member in good standing throughout their term.
9. Should an alcoholic/addict member of the Board of Directors resume the use of alcohol or the use of drugs, he or she will resign immediately.
10. Board of Directors Meetings: The Board of Directors will have and hold as many meetings as the Board Members deem necessary. At the very least, the Board of Directors will meet monthly with the Officers. The Board of Directors will meet with the Officers one (1) hour before all scheduled General Membership Meetings and all Special Membership Meetings. The Board of Directors will be available for special meetings if the President requests such meetings.
11. A majority of the entire Board of Directors shall constitute a quorum at any meeting of the Board of Directors.
12. Board of Directors members shall serve without pay or other compensation, except for reimbursement of expenses incurred in carrying out their duties. Such reimbursement must be approved by the Board of Directors. Further, no member of the Board of Directors may financially profit from service on the Board of Directors.
13. CONFLICT OF INTEREST: No Board of Directors member or employee shall participate in a decision involving a relative or roommate, or transaction in which the Board of Directors member or employee has a financial interest. In any such cases, the Board of Directors member or employee shall announce the existence of a potential conflict of interest and abstain from participating in the decision. Failure to do so may be grounds for dismissal or removal, at the discretion of the Board of Directors.

#### **XIV. RESPONSIBILITIES OF THE MEMBERSHIP**

1. Persons under the influence or in the possession of alcohol or drugs shall not be allowed on OCAC premises, except that they may be escorted (only if orderly), to a recovery meeting. Any alcohol or drugs found will be removed from the premises.
2. Offensive language will not be permitted on the OCAC premises.
3. Any OCAC property shall not be removed from the premises, without permission of at least two officers of the OCAC. Anyone involved with theft of property on or from the OCAC will be banned from property indefinitely.
4. No weapons concealed or otherwise, will be allowed within the OCAC facility except by law enforcement officers.
5. Absolutely no soliciting whatsoever in the OCAC.
6. Nothing is to be placed on the bulletin board of walls without approval of the OCAC Manager, who will sign it.
7. No sleeping on OCAC premises.

8. No bare feet will be allowed in the OCAC building.
9. Members, Guests and employees will be dressed in a respectable manner.
10. No illegal gambling on OCAC premises.
11. The OCAC will not be responsible for the theft or damage to personal property.
12. No children allowed under 14 years of age in OCAC, unless accompanied by a parent or guardian 18 years of age or older, who will be responsible for their behavior and/or any damage to property. After 9:00pm, no children allowed under 14 years of age.
13. All meetings shall be conducted in accordance with Robert's Rules of Order.
14. Any temporarily suspended member shall be able to attend Recovery meetings at the OCAC, but shall not be allowed OCAC privileges.
15. Any member suspended from the OCAC will not be welcome in the building before or after Recovery meetings.
16. Any aggressive, intimidating behavior or fighting anywhere on OCAC property may result in the permanent Barring of the individual from OCAC and property. Law Enforcement officials may be notified.
17. Terminated/Barred members will not be allowed on the OCAC property for reasons including, but not limited to, insurance requirements.

#### **XV. TERMINATION OF OFFICE**

The term of office of any elected/ appointed Officer or Board of Director Member may be terminated by the membership by a majority vote for any one or more of the following reasons:

1. If alcoholic/addict – failure to maintain total sobriety.
2. Unexcused absences from three (3) consecutive meetings.
3. Violation of the Articles of Incorporation, Michigan Non-Profit Act, or Current By-Laws of the OCAC.
4. Not acting in the best interest of the Membership of OCAC, or OCAC Facility.
5. The Board of Directors and/or Officers, in some cases, will bring one or more of the above conditions involving an elected/appointed official to the attention of the membership. However, the membership itself may bring this to the attention of the Board and/or Officers. In either case, it is the Board of Directors and/or Officer's duty to fully investigate such a situation and report the findings to the membership for action.

#### **XVI. COMMITTEES**

1. Nominating Committee: This committee, to be chaired by the Vice-President, will be appointed by the President three months prior to the date for the annual election of Board of Directors and Officers. The number of members is at the discretion of the President. The committee is responsible to select nominees for each of the four offices. The list of nominees should include the incumbents seeking re-election. All nominees must meet the criteria established in Article X above, and be willing to run for election. The completed slate of nominees will be furnished to the President sixty (60) days prior to the annual election. The President will have the Secretary publish the list of nominees and place on the bulletin board at the OCAC, thirty (30) days prior to the scheduled elections. Nominations

are closed at the time of the posting. This committee is also responsible to count the ballots and inform the members of the results of the election.

2. Outreach Committee: This committee is to consist of at least five (5) members and will be chaired by the President. The duties of the committee will be to prepare newsletters to the club members and potential members in the area, contact treatment centers and schools, and coordinate presentations. The residence at 5655 Clintonville Road, Clarkston, Michigan will be the permanent responsibility of the Outreach Committee where continuous sobriety will be maintained at all times.
3. Other Committees: The President will appoint committees as required to perform specific functions. These committees may be for continuous service or for a short duration. No specific criterion governs membership on these committees.
4. Minutes are to be kept by all committees and submitted to the President for filing.

#### **XVII. AMENDMENTS TO THE ARTICLES OF INCORPORATION AND BY-LAWS**

1. Amendments: Recommendations for amendment to the Articles of Incorporation or By-Laws shall be presented to the Secretary at least three (3) weeks prior to a scheduled business meeting. The Secretary will publicize the propose amendment at least ten (10) days prior to the date of the business meeting at which the proposal is to be heard. The proposal shall be discussed at the business meeting, and acted upon as determined by the membership or tabled for further discussion at a subsequent meeting.
2. Quorum: A quorum of at least twenty percent (20%) of the eligible membership is required to take action on amendments to the Articles of Incorporation or By-Laws. A two-thirds (2/3) majority of those present shall be required for adoption or rejections.  
Voting will be by secret ballot.

#### **XVIII. AFFIRMATIVE ACTION/NON-DISCRIMINATION**

It is the policy of the OCAC to actively promote the economic, social, and educational equity of all persons, including that of it's employees, and the people it serves; to hire well qualified people to perform the tasks necessary to achieve it's objectives efficiently and at reasonable costs; and to comply both with the letter and the spirit of the Federal and State laws prohibiting discrimination on the basis of race, religion, sex, sexual preference, creed, color, age, national origin, handicap, parental status, or marital status. The OCAC's activities both in providing service to the community, as well as in employment practices, including recruitment, hiring, transfer, promotion, training, compensation, benefits, layoffs, and termination will actively and aggressively promote this policy. The same affirmative action principals will embrace the volunteer Board of Directors and Committees.

#### **XIX. EFFECTIVE DATE OF BY-LAWS**

1. These By-Laws are effective January 11, 2009, and supersede any previous By-Laws of the OCAC.