

BY-LAWS ¹

Article I

NAME

Section I

The name of this Corporation shall be; LIVE AND LET LIVE ALANO CLUB INCORPORATED

Article II

OBJECTIVES AND PURPOSE

Section I

The objectives and purpose of this corporation shall be:

- A. To provide a meeting place where alcoholics *along with other people seeking recovery from other addictive*² behaviors may gather to exchange ideas, *and have*³ fellowship.
- B To provide a site for meeting and conference facilities.
- C. To provide public involvement.
- D. To provide information on alcoholism, and on methods of recovery.
- E. To provide social activities in a non-drinking environment.
- F. To effect its purpose without discrimination as to race, color, national origin, creed, sex *or sexual orientation*.¹
- G. To undertake necessary or expedient action to administer the Affairs and to further the purpose of this corporation. To exercise all of the powers granted to a non profit organization by the Civil Code of the State of California for these purposes.

Section II

¹Title bylaws Added 2004

This corporation is to be operated exclusively for charitable purposes. No part of its earnings shall inure to the benefit of any private member or individual, and no part of its activities is to be used for propaganda or attempts to influence legislation.

Section III

While it is understood that the Live and Let Live Alano Club, Inc., is not an integral part of Alcoholics Anonymous, it is supported by members of Alcoholics Anonymous; it was founded by members of Alcoholics Anonymous;⁴ and in every way subscribes to the furthering of the Alcoholics Anonymous program, the 12 Steps of Alcoholics Anonymous, the 12 Traditions of Alcoholics Anonymous, except insofar as these might not be covered or be in conflict with a nonprofit corporation.

Section IV

The aforementioned clauses defining the purpose and objectives for which this corporation was formed shall be construed both as objects and powers and the aforementioned enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

Article III

MEMBERSHIP⁵

Section I

The Live and Let Live Alano Club, Inc. is a private club *for member use⁶ whenever it is open; a non-member may use it only to attend meetings, or as a guest of a physically present member.*⁷

VOTING PRIVILEGES⁸

Section II

A voting member must be a member in good standing for at least 30 days. Dues shall be a monthly sum established by the Board of Directors. The Board of Directors may waive dues, present or future, in any temporary hardship or special circumstance case. Such waiver shall be reviewed every 60 days. No member shall hold more than one membership in the corporation.

Section III

Any member whose dues are 45 days overdue will be automatically suspended. All unpaid dues must be paid to be eligible to vote.

Section IV

Any member who violates any club rule and/or by-laws is automatically suspended and loses all club rights and privileges, including membership on the Board of Directors and any committee, upon issuance of written suspension from competent authority. The suspended member may appeal in writing to the Board of Directors, which will review the suspension at the next board meeting, at which the suspended member has the right to appear on his/her own behalf.⁹

ARTICLE IV

MANAGEMENT-BOARD OF DIRECTORS & COMMITTEES

Section I The management of this organization shall be entrusted to a Board of Directors.

- A. The Board of Directors shall be composed of 9 members. Two directors may be nonalcoholic. Insofar as possible, the board shall reflect a balance between men and women, and include all ethnic groups. Term of office of a director shall be continuous until death or resignation, or in any event *not to exceed three years*.¹⁰

*After resigning, a board member must wait six (6) months before submitting a new letter of intent to serve. Directors are empowered to choose successors to fill any vacancy that may occur.*¹¹

- B. Directors shall meet at their convenience, but not less than once a month, at a regularly stated meeting, the time and place to be posted in the club 10 days prior to the meeting. Members of the club may attend any meeting of the board, but may not participate in the business of the meeting unless specifically invited to do so, or unless they are placed on the agenda. A special meeting may be called by the co-chairs or the secretary, upon a 48-hour notice.
- C. ~~A quorum shall comprise no less than five~~¹² directors. A quorum shall comprise a majority of sitting directors.¹³ Robert's Rules of Order shall be the procedure in all matters not specifically covered in these by-laws.
- D. The Board of Directors shall be responsible for the overall supervision of the Live and Let Live Alano Club, Inc. They shall supervise the activities of each standing committee by providing a board member as executive secretary for each committee.
- E. The Board of Directors shall operate with an Executive committee consisting of the co-chairs, a secretary and a treasurer. The Executive committee is responsible for preparing the agenda for monthly board meetings, as well as for the general membership meetings.

The Executive committee is empowered to take expedient actions on business which requires them; however, these actions are subject to subsequent endorsement of the full Board of Directors.

- F. Each director shall have one vote on all items of business. Co-chairs may not make motions, but may vote on all business.

- G. A director may be removed from office by a vote of two-thirds of the remaining Board of Directors. Unexcused absences from three consecutive board meetings shall constitute cause for removal.

DUTIES OF THE OFFICERS

Section 11

- A. ¹⁴ Primary leadership shall reside with a Chairperson and then a Co-Chairperson hereafter referred to as co-chairs. The Co-Chairperson shall act with all the authority of the Chairperson in their absence. The Chairperson shall preside at all meetings of the Board of Directors and at the meetings of the general membership and have final authority over the conduct of aforementioned meetings. The signature of the treasurer and one co-chair (Chairperson or Co-Chair) or a person designated by the Chairperson shall appear on all checks issued by the corporation. Both chairs serve entirely at the pleasure of the Board of Directors who shall be responsible for electing officers of the board. In the absence Live and Let Live Alano Club Inc of either or both of the co-chairs, the secretary shall act with the authority of a co-chair in all matters, with the exception of signing checks.

- B. The secretary shall have responsibilities designated by the corporation laws of the State of California. These include, but are not limited to membership on the Executive committee; maintenance of all official records and documents; recording of all minutes of the Board of Directors and of the Executive committee; recording all votes of the Board of Directors and of the Executive committee, and responsibility for all correspondence pertinent to the corporation. *The secretary shall answer all queries directed to the corporation, except those otherwise delegated.* ¹⁵

- C. The treasurer shall be responsible for the fiscal affairs of the corporation, shall maintain accurate records of all fiscal transactions, safeguard all moneys of the club, and shall make authorized disbursements. The treasurer shall serve as executive secretary of the Fiscal Affairs committee. ¹⁶

- D. The Executive committee shall meet prior to the general meeting of the Board of Directors to set the agenda. The agenda is prepared from receipt of business items from executive secretaries of the standing and ad hoc committees, and from communications received by the members of the Executive committee, as applicable.¹⁷

COMMITTEE STRUCTURE

Section III

The function of standing committees is to bring as many members as possible into the operation of the Alano club. Standing committees may act in an advisory capacity to the Board of Directors. Standing Committees make recommendations to the board, but policy shall be set by the board. All standing committees shall be structured as follows:

- A. Each standing committee shall have one board member who shall serve as executive secretary. The executive secretary shall act in an advisory capacity and shall not vote except to break a tie.
- B. *The committee shall consist of a minimum of six members, gender- balanced if possible.*¹⁸
- C. The committee shall elect a chair and a secretary.
 - 1. The chair shall be responsible for calling the meeting and presiding over it.
 - 2. The secretary shall be responsible for recording the proceedings and *maintaining a written record of them.*¹⁹
- D. A copy of the minutes of each meeting shall be given to the executive Secretary to report at the Board of Directors meetings.
- E. All committee actions which are not internal actions pertinent to committee organization and functioning shall be subject to approval by the Fiscal Affairs committee, Rules and Procedures committee and the Board of Directors.

Section IV

CHARGES OF THE STANDING COMMITTEES

A. PUBLIC RELATIONS AND PUBLICITY COMMITTEE:

The Public Relations and Publicity committee is charged with activities that will project a positive image to members and to the community at large. It is also charged with activities of public relations and publicity that may be required by other committees.

B. RULES AND PROCEDURES COMMITTEE: The Rules and Procedures committee shall be responsible for drafting rules of conduct for membership, for means to enforce such rules, and for drafting rules for club operations. Additionally, the committee shall be responsible for ensuring that any activity occurring under the auspices of the club shall incur no legal Liability to the club or its Board of Directors.

C. MEMBERSHIP COMMITTEE²⁰: the Personnel and Membership committee shall be responsible for all activities concerning recruitment and maintenance of the club membership. [M]

1. The committee shall maintain an active file of members, including information on particular skills or crafts which members possess for possible voluntary service work. [P]
2. The committee shall be responsible for issuance of membership cards to all members.[M] As well, the committee shall seek ways to provide membership through service to those individuals who cannot afford all or part of the monthly dues. [P]
3. The committee shall ensure that all members meet requirements for membership as set down by the Rules and Procedures committee before issuing membership cards. [M]

D. HOUSING COMMITTEE: The Housing committee shall be responsible for all activities concerning the maintenance, modification, and operation of the physical plant.

E. FISCAL AFFAIRS COMMITTEE: the Fiscal Affairs committee shall be concerned with all business involving the collection and disposition of club moneys.

1. The committee shall prepare and submit an annual budget which shall be approved by the Board of Directors.
2. The committee shall monitor all activities which operate under the auspices of the club, and shall approve such activities in terms of fiscal feasibility.
3. The committee shall oversee all monetary activities concerned with the operation of the club.

*F. EVENTS COORDINATION COMMITTEE:*²¹ the Events Coordination committee shall be responsible for coordination of events facilitated by or in support of the Live and Let Live Alano Club.

1. The committee shall maintain a master file of past events, contact information for event promoters and sponsors, and procedures and policy information regarding production of events.
2. The committee shall assist an event promoter in providing information, contacts, and support to assure all events operate within the rules and regulations of the club.
3. The committee shall maintain regular correspondence between the Board of Directors and any event promoter.

G. AD HOC COMMITTEES: Ad Hoc committees shall be formed to address specific issues that do not fall under the responsibilities of standing committees. They shall exist until such time as the issue is resolved and then will disband.²²

ARTICLE V

ELECTION OF DIRECTORS²³

Section 1

Election to, and terms of office of the *Board of Directors* shall be hereinafter stated:^{II}

^{II} Election rules, terms of office and number of board members may only be changed by vote of full membership in accordance with CA corporations code.

- A. All terms of office shall be for a period of one year. The Board of Directors shall choose executive officers from among board members elected by the general membership. All officers are eligible to succeed themselves if reelected.
- B. ~~Members of the Board of Directors shall be elected annually at the general meeting of the membership . All shall have equal voting privileges. **Four** members of the board shall be elected during the even years and **Five** shall be elected during the odd years, for a period of a three year term.~~²⁴
- B. Members of the Board of Directors shall be elected annually during the week of (see amendment H) the general meeting of the membership . All shall have equal voting privileges. **Three** members of the board shall be elected each year, for a period of a three-year term.²⁵ (see amendment J)
- C. A notice shall be posted on the club bulletin board by the executive secretary 30 days prior to a forthcoming election.
- D. Candidates who place first, second and third in number of votes cast shall be considered winners of election to the board. When a runoff election is necessary, it shall follow immediately. Elected members shall take office on the first day of the month following elections.

1.

Section II

Qualifications for Board Membership shall be as follows:

- A. Any person who has been a voting member of the Live and Let Live Alano club, Inc. for six months and has continuous sobriety for *one year*²⁶ is eligible for election to the Board of Directors.
- B. Any qualified person who wishes to become a candidate for the Board of Directors may file²⁷ with the executive secretary after notice of the forthcoming election has been posted.
- C. All applications shall be considered nominations and must be posted on the club bulletin board by the executive secretary two weeks prior to the election. Nominations shall not be accepted from the floor.

Section III

Election of the board members shall be by secret ballot as provided at the (week of – see amendment H) regular business meeting for said purpose. Proxy voting is not permitted.

ARTICLE VI

AMENDMENTS

Section I

A. ~~The by laws may be amended by two thirds vote of the full Board of Directors provided that the proposed amendments are presented in writing at a regular or special meeting of the Board of Directors and posted for no less than thirty (30) days for general membership review. {amended 1990}~~

AMENDED 9/7/2008 by member vote: Changes to bylaws must be approved by the members.

- B. Board members who resign the board are required to wait six months before submitting a new letter of intent to serve. {amended 1996}
- C. Election of board members shall be annually at the general meeting of the membership; it shall be that four members are elected during an even year, and five during an odd year. Each term shall be for a period of two years. {amended 1996}
- D. A director may be removed from office on the board by a vote of two-thirds of the remaining Board of Directors. Absences From three board meetings within a 12 month period of time shall constitute cause for removal from office.

Below E, F, G, H, I, AMENDED 9/7/2008 by member vote/ballot

- E. Members are permitted to comment on concerns or issues at all open Board of Directors meetings provided the board may establish rules for the smooth operation of such open comment periods.
- F. Board of Directors may hold closed executive sessions to discuss personnel matters, pending litigation, labor negotiations, provided the secretary keep minutes of such sessions and publishes summaries as permitted by the sensitivity of the matter discussed. (NOTE:the above, the actual language of the ballot measure that the members approved does not authorize the executive officers of the board to make decisions without the consent of the rest of the board as required by the bylaws for executive decisions. Article 4 sec. I,E)
- G. Board Members are required to pay dues while they continue to serve on the board, except that the Board may exempt individuals directors for personal financial reasons.
- H. Elections will be allowed to be conducted over the course of a week, instead of a single day.
- I. Responsibility for personell matters will lie with executive committee. The personell and Membership committee is hereby renamed the membership committee. (NOTE: executive committee must still have decisions ratified by the whole board as required in the Article 4 sec. I,E))

- J. October 2011 See footnote 10 on term of office for directors changed from 2 to three years in 2011.

See end note on November 2013 revision/corrections²⁸

See end note on October 2014 revision/corrections²⁹

¹ 2008 version: Notes on revision.

A) based on examination of bylaws from April 21, 1982, 1990 1994 1996 2004 2006
Other revision may be made pending discovery of other revisions. Revision of 2006 was largely grammatical in nature and this end notes section has been added to record changes to original bylaw language by including it here. A lot of the changes in 2006 were not approved by the members and some grammatical changes may have changed meaning without a vote of the full board or any notice to members. Because of this most of 2006 was rolled back to 2004. Remarkably there were very few changes (2-3) in the 7 years between the founding 1983 to 1990. More changes were proposed and attempted between 2004-2006 than in all the years before. As a result a more restrictive amendment A was adopted in Oct 2007.

B) Some grammatical changes only replaced a single word or a missing word. Those are not restated here. Lengthier grammar/text changes such as those replacing whole phrases will be noted here in order to maintain a record of the original language.

C) Include amendments from Ballot initiative of Oct. 7 2007 6 amendments accepted with approx 90+ members voting.

² Added new phrase "along with...behaviors" 2004

³ Removed "receive counsel" and added "and have"

⁴ REMOVED 1996 "it is maintained by members of Alcoholics Anonymous;"

⁵ SECTION 3 Was largely revamped in 1994. Articles III and IV containing 1 section and 3 sections, respectively, both dealing with Membership were combined into one section III containing 4 sections pertaining to membership.

⁶ This new section was added in 1994: "The Live and Let Live Alano Club, Inc. is a Private Club. Any person using this facility must be a member."

⁷ Added 1994 "... for member...open.." Added "non-member...member" in 2006

⁸ Title added 1994 Voting privileges revamped for grammar in 1994 and 2006 please refer to 1990 bylaw copy (too extensive to reproduce here). Meaning and terms of membership, voting rights, dues, and member suspension and hearing remain the same. Any changes to membership and/or voting rights would require (according to CA state law) a vote by the membership to approve.

⁹ Last Sentence (1982 from "Suspended membership in no way prohibits that person from attending Alcoholics Anonymous meetings in the area provided for the meeting during its specified time") removed 1983-1990?

¹⁰ This was changed in 1999 from 3 years to 2 years. It is not clear whether this was done by a vote of the membership. According to CA law a vote of membership is REQUIRED to change number of directors and/or terms of office. It has been suggested that having been uncontested for 8 years this change in term should stand until a vote is taken by members to restore it to three. – This term was changed back to three years by a majority vote of the members with a proposal on the regular October election ballot in October 2011.

¹¹ Added Sep 28, 1996 “after resigning...6 months...occur.”

¹² This reads six in the 2006 revisions where number of BOD members was also changed from 9 to 11. Quorum changed back to five based on nine directors. The change to 11 directors was illegal according to CA corp. law and rescinded since it was done without membership approval as required by CA law.

¹³ Changed and approved by members approval in Oct 2014 election proposal A on ballot

¹⁴ Changed and approved by members approval in Oct 2014 election proposal A on ballot CHANGED FROM:Co-chairs shall share authority equally, and shall be one male and one female member. Co-Chairs shall preside at all meetings of the Board of Directors and at the meetings of the general membership. Either co-chair may act with the authority of both in the absence of the other. Co-chairs have final authority over the conduct of meetings of the board. The signature of the treasurer and one co-chair or a person designated by a co-chair shall appear on all checks issued by the corporation. Co-chairs serve entirely at the pleasure of the Board of Directors who shall be responsible for electing officers of the board. In the absence of either or both of the co-chairs, the secretary shall act with the authority of a co-chair in all matters, with the exception of signing checks

¹⁵ Added 2006 “The secretary....delegated”

¹⁶ Grammatical changes 2006 – no meaning change

¹⁷ Grammatical changes 2006 – no meaning change

¹⁸ Changed in 2006 from “three of which shall be male and three of which shall be female” changed to “...gender balanced.”

¹⁹ 2006 grammatical change – no meaning change

²⁰ Personnell and membership Committee combined in 2006 . Meaning and charges the same. See designations in brackets for phrasing belonging to original Personell [P] committee and those belonging to original Membership[M] Committee

²¹ NEW committee added in 2004

²² Grammatical change 2006 – no meaning change

²³ This section has been rolled back to what it was in 2004. By 2004 there had only been 2 changes to this section since 1983. The 2006 revisions rewrote grammar and meaning and was never voted upon by the membership. Election rules cannot be changed except by a vote of the members according to CA Law.

²⁴ Amended 9/28/1996: “ Three members of the Board of Directors shall be elected annually at the General Meeting of the membership except for the first year of operation when three members will be elected for a one year term; three Directors for a three year term. All shall have equal voting privldges

²⁵ Changed 11/5/2013 to reflect change to 3 years terms voted on in 2011 – see amendment J

²⁶ Changed from in 2006 one year to two years. This must be rolled back to 2004 since it was never voted upon by the membership and has to do with election rules.

²⁷ The word file was re - added 11/5/2013. The word file appears in earliest copies of bylaws but was lost in 2006 revision.

²⁸ Nov 2013 Revision was only to correct changes to language in election rules to clearly reflect changes that were made in 2008 and 2011, by amendments H and J respectively.

²⁹ Oct 2014 changes were put on the annual election ballot for voting member approval with 2 proposals A: change to quorum passed 24 to 7 Proposal B change to co-chairs passed 25-6.