

WASHTENAW ALANO CLUB, INC. BYLAWS
(Adopted at the Annual Membership Meeting, December 10, 2020)

ARTICLE I. NAME

The name of this Michigan non-profit membership corporation shall be the Washtenaw Alano Club, Inc. (“Club” or “Corporation”).

ARTICLE II. OFFICES

The principal office of the corporation shall be located at 955 North Maple Road, in the city of Ann Arbor, county of Washtenaw, State of Michigan. The Corporation may have such other offices within the State of Michigan, as designated by the Board of Directors.

ARTICLE III. PURPOSE

The purpose of the club is to provide a facility and an environment conducive to spiritual growth for recovery from addictive behavior. Individuals and organizations concerned with these issues will be encouraged to utilize the resources of this corporation subject to the discretion of the corporate Board of Directors.

ARTICLE IV. MEMBERSHIP

Membership to this Corporation shall include individuals interested in the “Purposes” set forth in Article III of these Bylaws. Memberships are characterized by the payment of annual dues. The Corporation may permit non-member guests access to the Corporation’s facility and activities, provided said guests observe all rules set forth by the Board of Directors and enforced by the staff of the Corporation.

Section 1. Qualification

- A. Membership shall be open to all persons regardless of race, religion, sexual identity, age or gender.
- B. Membership shall require the payment of annual dues to be determined by the Board of Directors. The Board of Directors reserves the right to accept dues in the form of money, services, or any other form of donation/contribution in satisfaction of annual dues. Existing “lifetime memberships” will be recognized.
- C. Members shall be responsible for assisting the Board of Directors, staff, and outside contractors with maintaining the facility and its activities.

Section 2. Removal of Members

- A. The Board of Directors shall reserve the right to remove any member to further the best interests of the Corporation provided such removal is not based upon the criteria set forth in Article IV, Section 1A. The Board of Directors shall document the reasons for any member removal at the Board of Directors meeting at which the removal occurs.
- B. Membership shall terminate upon failure to pay dues.

Section 3. Disciplinary Action by the Board of Directors: The Board of Directors may bar from the Corporation's facility any member or guest for any reason including violating the Corporation's policy concerning conduct at the Corporation's facility or sponsored functions. The Board of Directors may bar persons on either a temporary or a permanent basis. To be barred on a permanent basis requires a vote of the Board of Directors.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers: The Board of Directors shall manage the day-to-day business and affairs of the Corporation for the benefit of the members and purposes of the Club. The Board of Directors shall delegate duties and responsibilities at its discretion to staff, contractors, and any other service providers it deems appropriate. The Board of Directors is responsible for hiring and firing of all staff except as expressly delegated to the Executive Director or Board Member directed by the Board. No material change to the character, mission, or facilities of the Club shall be made by the Board without approval of the majority of those members who are present and voting at a members' meeting, after notice is given of the proposed material change.

Section 2. Number: The number of Directors of the Corporation shall be no less than five (5) and no more than nine (9).

Section 3. Election of Directors:

- A. Directors of the Corporation shall be elected at the Annual Membership Meeting. Three (3) Directors shall be elected each year.
- B. Nominating Committee: The three (3) Directors that are coming off the Board shall constitute the Nominating Committee. This Committee shall post a document within the corporate facility at least forty-five (45) days prior to the "Annual Membership Meeting" requesting nominations from the members for the director positions. This nomination document will be available for a period of thirty (30) days, at which time it will be removed, considered closed, and no

further nominees shall be considered for the subsequent election. The Committee shall contact the nominees and ensure that they are willing to be considered as directors. The Committee shall post a list of the nominees in the Corporation's facility at least five (5) days prior to the Annual Membership Meeting. The Committee shall prepare biographical information of the nominees which shall accompany the aforementioned list of nominees posted prior to the meeting and be presented to the membership at the meeting.

- C. Voting: Voting shall be by secret ballot and the Nominating Committee shall count all votes. Each corporation member may vote for as many nominees as there are vacancies to be filled, and any ballot that votes for more than that number shall be void.
- D. In the event of circumstances beyond the control of the directors of the Corporation (see ARTICLE XI, Section 8) the following procedure shall govern the election of directors:
 - a. Section 3 (A) shall be observed as written.
 - b. Section 3 (B) shall be observed as written, except that posting of nominations shall be by email (or physical mail if requested). In lieu of the provision that nominations shall be physically posted for 30 days the directors will send a "reminder" mailing (either physical or email) no sooner than 14 and no later than 10 days prior to the closing of the nomination process. The provision requiring physical posting of the list of nominees at the Corporation's facility 5 days prior to the Annual Meeting shall be waived. The requirement that biographical information pertaining to the nominees shall be physically posted at the Corporation's facility shall be met by inclusion of this information in the "reminder" mailing.
 - c. Section 3 (C): Voting will be by email or physical mail (for those requesting it). Requests for physical ballots may be made by phone, email, or in person to any staff member of the Corporation. Ballots (both physical or email) will be sent to all current members 7 days prior to the Annual Meeting. Email ballots must be cast on the election date, or within the two days prior. Physical ballots must be received at the Corporation's facility not later than the election date. Each member may vote for as many nominees as there are vacancies to be filled. Ballots containing more votes than the number of vacancies to be filled will be voided.
 - d. Counting the ballots: A dedicated folder containing all the email ballots distributed shall be maintained and returned email ballots will be collected and retained in a similar folder to facilitate comparison and

counting. Email ballots must be cast by using the “respond to sender” feature to assure that the ballot cast is from a verified member. Physical ballots will not be identifiable to a specific member, but they will be numbered in sequence as issued and counted upon return. If the returned ballots are not the numbered ballots issued they will be voided. Duplicate numbered ballots will be voided. Counting of both physical and email ballots shall be conducted by two persons, including at least one director.

Section 4. Tenure: A Director’s term of office shall be three (3) years unless such Director resigns, dies or is removed from the Board of Directors pursuant to Article VI, Section 1. Director terms expire at the Annual Meeting in each director’s third year in office. Directors may serve as many terms as they are elected but may not serve more than two (2) complete consecutive terms.

Section 5. Qualifications: Each Director shall be a member of the Washtenaw Alano Club, Inc. as defined in Article IV of these Bylaws, for at least one (1) year, prior to being elected to the Board of Directors.

Section 6. Vacancy: A vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor.

Section 7. Quorum: A majority of the number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

ARTICLE VI. REMOVAL OF A DIRECTOR

Section 1. Removal by Board of Directors: The Board of Directors may remove any Director by an affirmative vote of its majority and a majority of members present at a regularly scheduled Board meeting, provided such removal is not based upon the criteria set forth in Article IV, Section 1A. The Board of Directors shall document the reasons for any Director’s removal at the Board of Directors Meeting during which removal occurs.

Section 2. Removal by current dues-paying Members: Any current member may seek to remove any Director by an affirmative vote of more than fifty percent (50%) of all current members. Removal may not be based upon the criteria set forth in Article IV, Section 1A, or any unlawful reason. Current dues-paying members seeking a Director’s removal shall present a Notification of Removal Vote to the Board of Directors stating the reasons for the removal of a specifically identified Director. Such Notification must be submitted to the Board of Directors by certified mail addressed to the corporate facility. The voting window begins with the date the Notification is received by the Board and terminates sixty days later. The Notification shall be posted in the club with the date received marked on it. A member may vote by signing a voting petition sheet circulated by members seeking the removal. Votes gathered outside the

voting window are not valid. When the voting is complete, or on the sixty-first day following the beginning of the voting window, the membership seeking a Director's removal shall present the voting petitions to the Board of Directors for certification. The voting petitions must include the following: (a) the reason(s) for the proposed removal of a Director stated clearly and simply at the top of each petition sheet containing the signatures recorded at the time each voting member signs the petition; and (b) each voting member's printed name, address, telephone number, signature, and the date signed. Upon certification by a majority of the Board of a valid majority vote of the membership in favor of the Director's removal for a permissible reason, the removal of the Director in question shall be executed at the next meeting of the Board of Directors. The list of current members and contact information shall be available, for purposes of communicating about such vote, to both the member(s) seeking removal and to the Director(s) whose removal is sought.

Section 3. Removal Based on Attendance: Failure by a Director to attend any three (3) consecutive meetings of the Board of Directors may result in automatic removal from the Board of Directors.

ARTICLE VII. DIRECTOR LIABILITY

A Director shall not be personally liable to the Corporation, or any other entity or individual, for any breach of fiduciary duty or monetary damages, except as the liability is imposed by State or Federal statute. The Board of Directors shall purchase and maintain adequate insurance to indemnify all Directors and staff.

ARTICLE VIII. OFFICERS

Section 1. Titles, Election, Term, Removal, Vacancy: The officers of the Corporation shall be the President, Vice President, Secretary, and Treasurer. The Board of Directors shall elect the officers from its Directors by a majority vote of Directors once a year. The Officer shall serve a term of one (1) year. Officer removal shall be effected in accordance with the same criteria specified in Article VI, Section 1. Officer vacancy shall be filled in accordance with the same criteria specified in Article V, Section 6.

Section 2. President: The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the Board of Directors and the membership. In addition, with the approval of the Board, the President establishes committees and appoints committee chairpersons and is an ex-officio member of all committees. The President also presides over the Executive Committee.

The President may sign, with the Secretary or any other officer of the Corporation, mortgages, contracts, or other instruments the Board of Directors has authorized to be executed.

Section 3. Vice President: In the absence of the President or in the event of the President's death, inability, or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 4. Secretary: The Secretary shall: (a) keep the minutes of the proceedings of the Board of Directors and shall ensure that a physical copy of the minutes be retained in the Club office; (b) be responsible for posting the minutes in a conspicuous location on the Club premises and on the Club's website within one week of each of the ten scheduled Board of Directors meetings in a given calendar year; (c) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (d) be custodian of the Corporate records; (e) be responsible for keeping the membership list up to date and for issuing membership cards and certifying the membership list and making it present at the voting place for any election or meeting where members are to vote.; (f) perform such other duties as from time to time may be assigned by the President or Board of Directors. The Secretary also maintains the binder which includes the reports, the current by-laws, the corporate foundation documents and other legal documentation.

Section 5. Treasurer: The Treasurer is responsible for the oversight and reporting of all financial activities. This includes the presentation of monthly and annual financial statements to the full Board, as well as, financial reporting for governmental and fund-raising purposes. The Treasurer must establish and maintain an accounting system that provides accountability for incoming cash and expenditures.

ARTICLE IX. COMMITTEES

The Board of Directors may establish Committees and/or Task Groups to develop projects, plans, events and any other area of interest deemed appropriate. The Board of Directors shall appoint Committee Chairpersons or may delegate this task to other Corporation members. The Board of Directors may approve the appointment of non-members of the Corporation to these committees. The descriptions of the responsibilities of any of the committees are subject to change by the Board of Directors and additional committees can be added when needed. All committee chairpersons are responsible for their own committee activities and should bring proposals and reports to the Board of Directors for approvals and updates. Each Committee Chair will solicit their committee members.

Section 1. Executive Oversight Committee: The Committee oversees the operation of the Club for the full Board and sets operational policy of the club. The Executive Committee shall annually review the performance of the Executive Director. Before each Board Meeting the Executive Committee shall prepare an agenda for the meeting and a report of actions it has taken since the last meeting of the Board. The President shall chair the Committee, which is comprised of the President, Vice President, Treasurer and Secretary, and may include any or all Directors.

Section 2. Fundraising Committee: This committee works with the Executive Oversight Committee to solicit contributions from individuals on behalf of the WAC. The Fundraising Committee is directly responsible for communications with the contributing persons and entities including, letters of solicitation, and maintaining records of these activities.

Section 3. Social Committee: The Social Committee is a sub-committee of the Fundraising Committee and reports directly to the Fundraising Committee Chair, who will coordinate these activities with the Executive Director. The Committee is responsible for planning and coordinating all WAC social events including dances, picnics, and any other social activities. Responsibilities include, but are not limited to, renting facilities, providing concessions, set-up, clean-up, and operational decisions related to approved activities. Committee volunteers will also work closely with the Membership Committee to provide activities that are desired by the membership we serve.

Section 4. Membership Committee: This committee is responsible for solicitation of membership from the individuals who use the facility and others who wish to support the organization. They should hold no less than 2 membership drives over the course of the year. They work to improve membership benefits and have contact with members through surveys and questionnaires.

Section 5. Building & Grounds Committee: This committee is responsible for the upkeep of the physical building and surrounding land of the Washtenaw Alano Club facility. We have many projects for each year; spring and fall clean-up, repairs, renovations, upgrades, and completion of existing projects. This committee has a lot of work to do and requires a number of members with a wide variety of skills and talents.

Section 6. Governance Committee: The Governance Committee is chaired by a Director who is appointed by the President and approved by the Board. The committee is charged with from time-to-time proposing updates to the Bylaws to conform to relevant changes in the law and to ensure compliance with all legal obligations of the corporation. The Committee is also charged with proposing, from time to time, club Rules, and Policies and Procedures for governance of the Club which shall not be in conflict with these Bylaws. Such Rules and Policies and Procedures shall be effective upon approval by a majority of the Board (not just a majority of a quorum). The Governance Committee will address any issue brought to its attention by any other committee.

A copy of the Club Rules shall be posted conspicuously in the Club and a copy of the Club Rules and all Policies and Procedures, after approval, shall be placed in the Corporate Manual. Each amendment to the Club Rules, or a Policy or Procedure shall note which revision it is and when it was approved.

Section 7. Finance Committee: This committee provides overall financial oversight for the Corporation. The Treasurer chairs this committee.

Section 8. Alternate provisions for Annual Meetings. In the event of circumstances beyond the control of the directors of the Corporation (Act of God; mandate of governing political authority, etc.) the following procedures will govern the conduct of the Annual Meeting of the membership of the Corporation which is required by the bylaws of the Corporation.

- A. ARTICLE XI, Section 1 will be observed.

- B. ARTICLE XI, Section 3. This provision shall be construed to require holding an Annual Meeting of the membership at the earliest date which the altered circumstances referred to above would make practicable. The date set for such meeting shall allow for adequate time to fulfill the requirements of ARTICLE XI, Section 7, Notices of Meetings, with the following amendment due to the altered circumstances obtaining: the provisions specifying posting of particulars (time, date, place, as well as agenda) at the Corporations' premises shall be deemed to have been met by inclusion of this information in electronic and/or physical mailing to members.

ARTICLE X. OPERATION OF THE FACILITY

Section 1. General: The Board of Directors shall determine all staffing, financing, rules, and regulations pertaining to the operation of the facility.

Section 2. Conflict of Interest: Directors shall be prohibited from receiving payment of any kind from the Corporation for any services provided to the facility.

ARTICLE XI. MEETINGS

Section 1. Protocol: All meetings will be conducted in compliance with Robert's Rules of Order. All motions, unless otherwise specified in these Bylaws, shall be determined by a majority of the Directors present.

Section 2. Regular Meetings: A Board of Directors meeting shall be held no less than once per yearly quarter. The date and time for each Board of Directors meeting shall be posted in the lobby of the facility at least two (2) days in advance of the Board Meeting. In addition, "special" or "emergency" meetings may be held when deemed necessary by a majority of Directors. Directors shall attend all of the aforementioned meetings in person or telephonically, if available.

Section 3. Annual Meeting: The Board of Directors shall call an Annual Membership Meeting which will be held at the Corporation's facility no earlier than the 15th day of April and no later

than the last day of May of each year. The day of the Annual Membership Meeting shall be announced at the January Board of Directors Meeting.

Section 4. Special Meetings: The President Board of Directors may call a special meeting at any time. The Corporation membership may call a special membership meeting by obtaining a petition signed by ten 10% of the membership.

Section 5. Meeting Attendance: Except as provided in the next section (Executive Board Sessions) no current member may be excluded from any meeting of the Board of Directors or of the membership, except for disruptive conduct that interferes with the business-like conduct of the meeting

Section 6. Executive Board Sessions: During a Board meeting, the Board may vote to hold an executive session not open to the membership to discuss issues pertaining to factual discoveries to allow the Board to come to a vote. The nature of the session will be documented in the minutes of the Corporation.

Section 7. Notices of Meetings: Notice of the annual shall state the time and place and purpose of the meeting and shall be in writing and mailed (or for those who choose, emailed) to each current member not less than 10 nor more than 60 days before the date of the meeting. Notices of all other Board meetings shall be conspicuously posted in the Corporation facility at least two (2) days before the meeting and state the time, date, and place of the meeting. A notice of a special meeting and the agenda shall be posted as soon as practicable. No other business but that specified in the notice may be transacted at a special meeting without the unanimous consent of all members and Directors present at the meeting

ARTICLE XII. CONTRACTS, LOANS, CHECKS, DEPOSITS, AND FINANCES

Section 1. Contracts: The Board of Directors may authorize any two (2) officers or agent to enter into any contract on behalf of the Corporation. The authority may be general or confined to specific instances.

Section 2. Loans: All loans taken out on behalf of the Corporation must be authorized by a specific resolution of the Board of Directors.

Section 3. Checks, Drafts, Etc: All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such two (2) Officers or agents of the Corporation as shall be from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits: All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, money markets, or other depositories as the Board of Directors may select.

Section 5. Finances: The Board of Directors shall directly approve all disbursements of money and property not otherwise included in the Corporation's budget. The Board of Directors shall have the authority to acquire, hold, and dispose of real and personal property on behalf of the Corporation.

Section 6. Dissolution: Upon dissolution of the Corporation, all assets shall be distributed to one (1) or more non-profit corporations, whose purpose is to alleviate problems associated with addiction. This distribution shall be determined and executed by the Board of Directors seated at the time of dissolution.

ARTICLE XIII AMENDMENTS

These Bylaws may be amended only by the following sequence: (1) a member or members suggests changes to the bylaws and the Governance Committee then drafts appropriate language for each proposed change (2) notice to the general membership by posting the proposed amendments in the Club for thirty days before the annual meeting and mailing to each current member (or emailed if that method is chosen by the member) along with the notice of the annual meeting; and (3) approval by a majority vote of the current members present at the Annual Membership Meeting.

Adopted the 10th day of December 2020

Board of Directors:

Khalid Hanifi, President

Tom Feight, Vice President

Annie Broderick, Secretary

Neils Schmidt, Treasurer

Jeff Cox, Membership Committee Chair

Andy Neering, Building & Grounds Committee Chair

Denise Socher, Social Committee Chair

Kathy Nohr, Board Member

Misha Hammond, Board Member