

ARTICLE I – PURPOSE

Section 1.01

The purpose for which this Corporation is formed is to engage in educational, charitable and social welfare activities connected with the rehabilitation of alcoholics and families suffering from addictions and to establish, maintain and operate club rooms as part of such activities for said alcoholics and families. Additionally, the corporation shall carry out all other purposes necessary or incident to the above. All activities of the Corporation are meant to be exclusively charitable, within the meaning of §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation shall be non-profit, non-sectarian, non-partisan and shall not discriminate on the basis of race, creed, color, sex, or national origin.

The Corporation shall pay no dividends, and no part of the net earnings of the Corporation shall inure to the benefit of any Director, Officer, member or to any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

No substantial part of the activities of the Corporation shall ever consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall it participate or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE II – OFFICES

Section 2.01

The Corporation shall maintain in the State of Wisconsin a registered office and a registered agent at such office and may have other offices within or without the State.

ARTICLE III – MEMBERSHIP

Section 3.01

The membership of the corporation shall be those persons who profess to be a member of Alcoholics Anonymous, Alanon, Narcotics Anonymous, Alateen or interested in the treatment and arrest of the disease of alcoholism, chemical dependency and related addictions.

Section 3.02

A person shall be accepted for membership with 90 days of sobriety.

Section 3.03

Dues are payable on the first day of each month. Membership dues in this corporation shall be established at \$5.00 per month or \$50.00 per year, payable to the Treasurer on or before the first day of the month. One years dues can be waived in lieu of four (4) hours of service work in maintenance of the club.

Section 3.04

If at the end of 60 days dues are not made current the membership shall terminate unless the Board or full membership take special action after the members' request before the 60 day period expires.

Section 3.05

Members will have voting rights and full membership privileges upon payment of six month's dues.

Section 3.06

No member shall use his or her membership to further his or her political ambitions, secure employment, sell goods or borrow money.

ARTICLE IV – BOARD OF DIRECTORS

Section 4.01

The affairs of the Corporation shall be managed on a day-to-day basis by the Officers elected by the members. The Board shall consist of four officers elected as provided for herein.

Section 4.02

The Directors shall receive no compensation but may be reimbursed for ordinary and necessary expenses they incur in carrying out their duties. Special compensation may be provided in particular instances, upon the affirmative vote of the membership.

Section 4.03

To qualify for membership on the Board, a person must be a member of the corporation in good standing.

Section 4.04

The duties and powers of the Board of Directors are expressly limited by the provisions of the By-Laws and the Articles of Incorporation.

Section 4.05

A Director may be removed from office for cause by an affirmative vote of two-thirds (2/3) of the Board of Directors at a duly called meeting called for that express purpose.

Section 4.06

Three (3) members of the Board constitutes a quorum to conduct business of the corporation at regular or special meetings of the Board.

Section 4.07

The act of a majority of the Directors shall be the act of the Board of Directors, unless the act of a greater number is required by Statute, these By-Laws or the Articles of Incorporation.

Section 4.08

Should any vacancy occur in the Board of Directors, the Board shall vote to appoint a new Board member to finish the term with a replacement. This replacement is appointed only for the balance of the unexpired term of that Board member.

ARTICLE V – OFFICERS

Section 5.01

The Officers of this Club shall be the President, Vice President, Secretary and Treasurer. An Officer is limited to three (3) consecutive two year terms on the Board of Directors.

Section 5.02

The Vice President and Treasurer shall be elected in even numbered years, and the President and Secretary shall be elected on odd numbered calendar years and each office shall serve a two year term.

Section 5.03

Any qualified member may be elected to the office of President, Vice President, Secretary or Treasurer. Qualification guidelines include a minimum of three (3) years continuous sobriety and one (1) year as a club member.

Section 5.04

The Officers shall receive no compensation but may be reimbursed for ordinary and necessary expenses they incur in carrying out their duties.

Section 5.05

The principal duties of the Officers shall be as follows:

PRESIDENT —The President shall preside at all meetings of the Corporation; shall execute all legal documents, contracts, checks, vouchers, reports on behalf of the Corporation; shall maintain order at the meetings; shall cast the deciding vote in the event of any tie vote; and generally perform all duties usually incumbent upon such office. The President shall also appoint committees as he or she deems necessary.

VICE PRESIDENT —The Vice President shall, in the absence or disability of the President, perform all the duties of the President, and shall perform any other duties that may be assigned to him or her by the President. The Vice President may also sign all checks and vouchers countersigned by the President or Treasurer.

SECRETARY —The Secretary shall act as secretary and take the minutes of all business meetings, Board meetings and special meetings; shall file said minutes for a matter of record; shall maintain and call roll of the Officers; shall read all correspondence and conduct correspondence as directed; shall be responsible for documents which are the property of the Corporation and maintain files of same; shall be responsible for all official business, such as contracts, reports, licenses, letters, deeds, leases and all other documents of the Corporation; shall ensure the proper disposition or timely routing of said documents is completed; shall sign or countersign, whichever may be the case, all documents when necessary or required to do so; and, shall perform all other duties as usually devolve upon such office. The Secretary shall also provide written notice at least ten (10) days in advance to all members of special meetings, stating the place, day, hour and purpose or purposes of said meeting.

TREASURER —The Treasurer shall have custody of all monies, securities and valuable papers of the Corporation; shall disburse funds for bills, within the limits of the budget approved prior thereto. The Treasurer may also sign all checks and vouchers; shall maintain a bookkeeping system for receipts and bills; shall present a financial report at each meeting; shall prepare a complete audit report no later than May after the close of the fiscal year; shall have charge of all securities, investments and other valuable papers and maintain their proper system of banking procedures, on a directive from the Board of Directors; and, shall perform such other duties as usually devolve upon such office. The Treasurer shall also be in charge of all club keys. The Treasurer will seek to maintain a prudent reserve of \$40,000. Excess funds will be distributed to the General Service Office (10%), Milwaukee Central Office (30%), Area 75 (30%), and District 6 (30%).

Section 5.06

All officers and Board members upon leaving position shall turn over to the successor all property of the Walworth County Alano Clubs, Inc. in his or her possession.

Section 5.07

Whatever the Board orders, the same person may hold the offices of Secretary and Treasurer.

ARTICLE VI – FINANCES

Section 6.01

The Board of Directors may authorize any Officer or Officers, agent or agents of the Corporation, in addition to the Officer so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to the specific instances.

Section 6.02

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 Officer or Officers as set forth in Article V hereinabove.

Section 6.03

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation and in such banks, financial institutions or other depositories as the Board of Directors may select.

Section 6.04

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VII – CORPORATE RECORD BOOKS

Section 7.01

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors. The Corporation record books may be kept, among other places, at the offices of legal counsel of the Corporation.

ARTICLE VIII – WAIVER OF NOTICE

Section 8.01

Whenever any notice is required to be given under the provisions of "The Wisconsin Non-Stock Corporation Laws" or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether it be for or after the times stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX – LIABILITY OF DIRECTORS AND OFFICERS

Section 9.01

No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by them as a Director or Officer of the corporation, in good faith, if such person (a) exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of their own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the Corporation or upon statements made or information furnished by Officers or employees of the Corporation which they had reasonable grounds to be true. The foregoing shall not be exclusive of other rights and defenses to which they may be entitled as a matter of law.

Section 9.02

Every person who is or was a Director or Officer of the Corporation shall together with the heirs, executors, and administrators of such person be indemnified by the Corporation against all costs, damages and expenses asserted against, incurred by or imposed upon them in connection with or resulting from any claim, action, suit or proceeding, including criminal proceedings, to which is made or threatened to be made a party by reason of their being or having been such Director or Officer, except in relation to matters at which recovery shall be had against them by reason of their having been finally adjudged in such action, suit or proceeding, to have been guilty of fraud in the performance of their duty as such Officer or Director. This indemnity shall include reimbursement of amounts and expenses incurred and paid in settling any such claim, action, suit, or proceeding. In the case of a criminal action, the plea of guilty or nolo contendere or its equivalent, or after trial, shall not be deemed an adjudication that such Director or Officer is guilty of fraud in the performance of their duties, if such Director or Officer was acting in good faith in what they considered to be in the best interest of the Corporation and with no reasonable cause to believe that the action was illegal.

ARTICLE X – MEETINGS

Section 10.01

The annual meeting of the members to elect officers shall be held in the City of Delavan, State of Wisconsin, at the club house of the Corporation on the third Sunday of May each year unless members are notified otherwise by the Secretary. Written notice of this meeting shall be posted in the club at least 10 days in advance.

Section 10.02

The membership of Walworth County Alano Clubs, Inc., will meet quarterly on the third Sunday of May and November and the third Wednesday of February and August as decided by the Directors, to assess the business conducted by the Board. Other appropriate business shall also be presented for discussion and action. Written notice of the quarterly meetings shall be posted in the club at least ten (10) days in advance.

Section 10.03

Thirty (30%) percent of all members constitutes a quorum to transact businesses at quarterly meetings, annual meetings or any special meetings when membership has been notified at least ten (10) days in advance. Membership voting, except for Officer elections, constitutes a recommendation to the Board. It will be the Board's decision what actions will be taken.

Section 10.04

Any three (3) members may call a special meeting of the Board to question business conducted by the Board.

ARTICLE XI – FISCAL YEAR; SEAL

Section 11.01

The fiscal year of the Corporation shall begin on January 1st and end on December 31st of each year.

Section 11.02

There shall be no corporate seal of this Corporation.

ARTICLE XII – MEANING OF TERMS

Section 12.01

Wherever used in this instrument, the singular shall include the plural and the plural the singular unless the context otherwise requires.

ARTICLE XIII – AMENDMENTS

Section 13.01

These By-Laws shall be amended at any regular meeting of the Club by a vote of 2/3 of the attending membership, providing that notice of such amendment has been given at the previous regular meeting, or by special notice. When no notice has been given, a unanimous vote of those present is required.

ARTICLE XIV – DISSOLUTION

Section 14.01

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV – RULE VIOLATIONS

Section 15.01

Any member, officer or Board member violating the club By-Laws, rules and regulations, or provisions authorized Chapter 181 of the Wisconsin Statutes, may be disciplined by a majority vote of the Board members or the full membership. They may request or be requested to appear before the Board or full membership to explain their actions.

ARTICLE XVI – COMMITTEES

Section 16.01

At the November membership meeting the President shall appoint a nominating committee of three (3) members, not current officers or Board members, to draw up a slate of nominations for the February membership meeting. The nomination committee will dissolve after the annual meeting.

Section 16.02

At the February membership meeting the President shall appoint two (2) members of the Walworth County Alano Club, Inc. not current officers or Board members, as the auditing committee. The Treasurer's books shall be audited annually in May.

Section 16.03

The Board shall act upon expenditures deemed necessary or requested by members (if approved). An expenditure up to \$1,500 does not need prior notification. The Board may spend up to \$5,000 with prior notification to the membership. Non-emergency expenditures over \$5,000 must be approved by at least fifty-one (51) percent of the attending members at the next quarterly or special meeting.

Section 16.04

The Board shall act upon any other requests for expenditures or other requests by any member of the Walworth County Alano Club, Inc.

Section 16.05

The Board shall act upon the normal maintenance and repair of the Club's buildings and grounds.

[Section 16.06](#)

The Corporation shall act upon major expenditures for equipment and the improvement of the Club's buildings and grounds.