

BY-LAWS OF THE TRIANGLE ALANO CLUB, INC.

ARTICLE I – Name of Corporation

The name of the Corporation shall be Triangle Alano Club, Inc. (hereinafter referred to as "the Club").

ARTICLE II – Purpose

Section 1. Primary Purpose: The specific and primary purpose for which the Club is formed is to carry on as a nonprofit corporation, activities auxiliary to and supplemental to the movements of Alcoholics Anonymous, Al-Anon and Alateen and to stimulate and further such movements by aiding and assisting persons to recover and, as a part of such activities, to furnish, provide, and maintain physical facilities for educational and recreational uses.

Section 2. General Purpose: The Club is formed for the following general purposes:

- (a) To have and exercise all the powers conferred by the North Carolina Nonprofit Corporation Act as now in effect, or as may at any time hereafter, be amended.
- (b) To act as principal, agent, joint venturer, partner, or in any other capacity which may be authorized or approved by the Officers of the Club.
- (c) To transact business in the State of North Carolina, or in any other jurisdiction of the United States of America, or elsewhere in the world.
- (d) To engage in any one or more businesses or transactions which the Officers of this Club may, from time to time, authorize or empower, whether related or unrelated to the business described in Article II, Section 1 of these Bylaws, or to any other business then or thereafter conducted by this Club not otherwise prohibited by the North Carolina Nonprofit Corporation Act.

Section 3. Enumeration Not a Limitation. The foregoing paragraphs defining the purposes for which the Club is formed shall be construed both as objects and powers and the foregoing enumeration of specified powers shall not be held to limit or restrict in any manner the powers of the Club not otherwise prohibited by the North Carolina Nonprofit Corporation Act.

ARTICLE III – Officers

Section 1. Number and qualifications. The number of Officers of the Club shall be seven (7). The Officers of the Club shall comprise the Club's Board of Directors and shall each be deemed Directors for all purposes under the North Carolina Nonprofit Corporation Act. No member shall be eligible to serve as an Officer of the Club until he or she has acquired either:

- (a) One (1) year of continuous sobriety as a member in good standing in Alcoholics Anonymous or
- (b) One (1) year of attending meetings as a member in good standing in Alanon,

and, except for the initial Board of Directors and replacements thereof within the first twelve (12) months immediately following incorporation, is a member of the Club in good standing. No person shall hold concurrent Offices in the Club.

Section 2. Title of Officers. The Officers of the Club shall consist of a President, a Vice President, a Secretary, a Treasurer, a Chief Financial Officer, and two (2) Officers –at-Large.

Section 3. Duties of Officers.

(a) **President:** The President shall be the principal Executive Officer of the Club and shall in general supervise and control all of the business and affairs of the Club. He or she shall serve as Chairperson and preside at all meetings of the Board of Directors. In addition to those appointments required by this Article, the President shall appoint such committees and committee chairpersons, and in conjunction with the committee chairpersons such subcommittees and subcommittee chairpersons, as, in the President's discretion, may be considered necessary or convenient for carrying out the purposes of the Club. The President shall serve as an ex officio member of all committees and subcommittees. He or she may sign, with the Treasurer, or any other proper Officer, documents thereunto authorized by the Board of Directors or the members which have been authorized to be executed; and, in general, he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

(b) **Vice President:** In the absence of the President, or in the event of his or her 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 serve as Chairperson of the Operating Committee and, as such, make regular reports of the activities of the Committee and any subcommittees thereof to the Board. In general, the Vice President shall also perform such duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

(c) **Treasurer:** The Treasurer shall give a bond to the Board of Directors for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall serve as Chairperson of the Finance Committee and, as such, make regular reports of the activities of the Committee and any subcommittees thereof to the Board. The Treasurer shall: (1) have charge and custody of and be responsible for all funds and securities of the Club; (2) receive and give receipts for moneys due and deposit all such moneys in the name of the Club in such banks, trust companies or other depositories as shall be selected by the Board of Directors in accordance with the provisions of these Bylaws; and (3) in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

(d) **Secretary:** The Secretary shall: (1) keep the minutes of the meetings of the Board of Directors and the meetings of the membership in one or more books provided for that purpose; (2) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (3) be custodian of the Club records and of the Seal of the Club and see that the Seal of the Club is affixed to all documents, the execution of which on behalf of the Club under its seal is duly authorized in accordance with the provisions of these by-laws; (4) serve as Chairperson of the Membership Committee and, as such, make regular reports of the activities of the Committee and any subcommittees thereof to the Board; and (5) in general, perform all

duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

(e) **Chief Financial Officer:** The Chief Financial Officer shall be responsible for: (1) filing of all annual reports required by the Laws, Rules and Regulations of the United States of America and the State of North Carolina; (2) preparation, review, and filing of tax returns and other related documents and reports; (3) preparation, in conjunction with the Treasurer, of the annual budget for the Club; (4) reporting to the Board of Directors on the status of all required filings and reports; (5) contracting, with the approval of the Board of Directors, with a Certified Public Accounting firm to conduct an annual audit of the financial books and records of the Club; and (6) in general, performing such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

(f) **The Officers-at-Large:** The Officers-at-Large shall: (1) serve as members of the Operating Committee of the Club; (2) act as information officers and liaison for operational matters between the Operating Committee and the members of the Club as well as the groups utilizing Club facilities; and (3) perform such other duties as from time to time may be assigned to them by the President or the Board of Directors. One Officer-at-Large shall be appointed by the President to serve as Chairperson of the Building and Grounds Committee and, as such, shall make regular reports of the activities of the Committee and any subcommittees thereof to the Board. The other Officer-at-Large shall be appointed by the President to serve as Vice Chairperson of the Operating Committee and, as such, shall make regular reports to the Board regarding the activities for which the Club facilities are being used.

Section 4. Election of Officers. Officers shall be elected by majority vote of the voting membership. Unless they die, resign, become disqualified, or are removed, Officers shall serve a term of three (3) years. No Officer shall serve more than two (2) consecutive terms in the same office. The terms shall begin immediately upon election and end upon election of a successor.

Section 5. Removal and Resignation. Any Officer, who is guilty of malfeasance in Office, or who no longer satisfies the requirements of Article III, Section 1 of these Bylaws, or whose conduct is unbecoming of a member of the Club, as determined by a majority vote of the other Officers, shall be removed from office. A successor shall be elected by a majority of the remaining Board of Directors by the following regular meeting of the Board. Such successor shall remain in office for the balance of the unexpired term. Any resignation of an Officer submitted to the Board shall directly and forthwith be accepted. A successor shall be elected by a majority of the remaining Board by the following regular meeting of the Board. Such successor shall remain in office for the balance of the unexpired term.

Section 6. Vacancies. In the event of death, resignation, disqualification or removal of any Officer of the Club, the resulting vacancy in such office shall be filled in the manner provided in Article III, Section 5 of these Bylaws. The absence (except for illness or other unavoidable cause) of any Officer for two (2) consecutive regular meetings of the Board shall result in the office held by such Officer being declared vacant, and the vacancy being filled in the manner provided in Article III, Section 5 of these Bylaws.

Section 7. Powers of the Officers.

(a) The Officers shall manage and control the operations of the Club, its funds and its property, and shall authorize any and all expenditures, contracts and agreements. Payment of any expenditure shall be made by check signed by any two (2) of the four (4) signatures authorized by the Officers. The Treasurer shall prepare all checks for signature by the President, Vice President or other authorized Board members. The Treasurer shall not be authorized to sign checks.

(b) Except for those appointments required by Article III, Section 3 of these Bylaws, the Officers shall have the power to approve any committee and subcommittee appointments made by the President. The Officers shall supervise the activities of all committees and subcommittees, including reviewing the decisions thereof and appeals there from.

(c) The Officers shall have the power to employ and discharge any and all employees whenever the occasion therefore shall arise and shall prescribe their duties and fix their compensation. The Officers shall receive no compensation for their services.

(d) The Officers may delegate investigative and advisory powers to any committee or subcommittee and may assign powers requiring action after majority decision by the Officers.

(e) The Officers shall designate the depository of the Club's funds, and may, by resolution, make such provisions for special building, contingency, and other funds as may, from time to time, appear necessary or advisable.

(f) The Officers may, from time to time and subject to these Bylaws, propose, enact and amend Club Rules.

(g) These powers of the elected Officers will be enforced only after majority vote of the Officers at a regular or special Board meeting. Temporary action may be taken without vote in an emergency, but must be brought before an emergency Board meeting for any permanent decision. Such an emergency meeting must be held within twenty-four (24) hours of any emergency action taken, and is the only exception to the notice provisions set forth in Article VI, Section 2 of these Bylaws. The Officers shall be apprised of such emergency decisions at the next regular or special Board meeting.

Section 8. Officers' Decisions Appealable. The decisions of the Officers in all Club matters shall be final, subject only to an appeal to the membership of the Club. Appeal may be taken from any decision of the Officers by a member of the Club pursuant to the provisions of Article VI, Section 1(b) of these Bylaws, and on such appeal, the decision appealed shall be reversed only by two-thirds (2/3) vote of the members present at a meeting called for that purpose provided, however, a quorum for this purpose shall be constituted by one-third (1/3) of the voting membership. No such appeal may be taken unless the special meeting of the membership is called by the President, or the required written petition is presented to the Secretary, not more than thirty (30) days after the Officers have rendered the decision in question.

ARTICLE IV - Membership

Section 1. Membership Committee. The Membership Committee shall consist of at least three (3) members, including the Chairperson.

Section 2. Membership Eligibility.

(a) Any person who is a member in good standing of Alcoholics Anonymous or Alanon may present to the Membership Committee his or her application for

membership in the Club. Said application shall be considered by the Membership Committee and, if the Committee determines that the applicant has either (a) maintained continuous sobriety as a member of Alcoholics Anonymous, or (b) regularly attended meetings as a member of Alanon for the ninety (90) day period immediately preceding the presentation of his or her application and at all times thereafter, and is regularly attending the meetings of either respective program, such application shall be accepted and the applicant shall be advised thereof.

(b) Any person who is a member in good standing of Alateen may present to the Membership Committee his or her application for associate membership in the Club. Said application shall be considered by the Membership Committee and, if the Committee determines that the applicant is regularly attending the meetings of Alateen, such application shall be accepted and the applicant shall be advised thereof. Associate members shall have all the rights and privileges of regular members except for voting and serving as Officers or on committees and subcommittees of the Club.

Section 3. Membership Dues.

(a) Charter membership in the Club for a fee of \$500.00 shall be offered to applicants accepted for membership under the provisions of Article IV, Section 2 of these Bylaws until December 31, 2002. Payment of the charter membership fee shall entitle a member in good standing to all membership rights and privileges and exempt the charter member from the payment of monthly or annual dues for five (5) years from the latter of: (1) February 1, 2002; or (2) the first day of the month following the month in which paid.

(b) An applicant accepted for membership under the provisions of Article IV, Section 2 of these Bylaws (1) on or after January 1, 2003; or (2) who declines the charter membership offer; or (3) whose charter membership expires, shall pay monthly or annual dues. The monthly or annual dues shall become due beginning on the latter of: (1) February 1, 2002; or (2) the first day of the month following being accepted for membership; or (3) the expiration date of the applicable charter membership period, and shall continue to become due thereafter on or before the first day of the applicable monthly or annual period. No life membership in the Club, whether or not contingent upon payment of dues, shall be given or awarded to any person, except by resolution adopted at a regular business meeting of the membership of the Club by a two-thirds (2/3) vote of the voting members present.

(c) The amounts of monthly and annual dues are to be determined and/or changed by the Board of Directors at a regular or special meeting of the Board.

(d) A member shall be considered as delinquent in the payment of dues if said dues are not paid within thirty (30) days after the first day of the period in which they become due. Such member shall be notified of the delinquency by mail sent to the last known address of the member. If any delinquent or current dues are not paid within thirty (30) days after the mailing of the notice, the delinquent member shall automatically lose all membership rights and privileges.

Section 4. Waiver of Dues. The Board of Directors of the Club shall have the sole power to waive payment of dues for any Club member for such reasons as a serious financial condition or illness upon recommendation of the Membership Committee. All such information shall remain confidential so far as possible.

Section 5. Loss of Membership. Any member of the Club who no longer satisfies the eligibility requirements of Article IV, Section 2 of these Bylaws or who

enters or is within or adjacent to the Club premises while under the adverse influence of alcohol, narcotics, barbiturates, or any mind or mood altering substance, or who practices panhandling within or adjacent to the Club premises, or who is guilty of conduct unbecoming of a member, or violates any terms of the Club Rules or these Bylaws, shall be subject to loss of membership in the Club by majority vote of the Board of Directors upon the recommendation of the Membership Committee. Written notice of the decision of the Officers shall be mailed promptly to such member at his or her last known address and the decision may be appealed only in accordance with the provisions of Article III, Section 8 of these Bylaws. Pending such notice and opportunity to be heard, the Board may temporarily suspend a member's right to use the Club facilities if, in the reasonable discretion of the Officers, it is deemed that the member's presence at the Club facilities would be detrimental to the Club or its members. Unless reversed on appeal to the membership of the Club as provided in Article III, Section 8 of these Bylaws, said decision shall become final and such member shall have all rights and privileges of membership revoked, including those of charter membership if applicable.

Section 6. Reinstatement.

(a) Any member whose membership is revoked under Article IV, Section 5 of these Bylaws may apply to the Membership Committee for reinstatement.

(b) Upon the recommendation of the Membership Committee and compliance with the eligibility requirements of Article IV, Section 2 of the Bylaws, the decision on reinstatement and any terms thereof are hereby left to the reasonable discretion of the Board of Directors.

ARTICLE V – Committees

Section 1. Appointment. All committee and subcommittee members appointed in the discretion of the President shall be members in good standing of the Club. Except for Officers, members of these standing committees shall serve for a term of two (2) years, but may be appointed to successive terms with the approval of the Board as long as they are participating in a manner conducive to the productivity of the Club. Committee members shall serve at the pleasure of the Board of Directors, who shall have the power by majority vote to remove any committee member who is not performing in such a manner that is conducive to the productivity of the Club.

Section 2. Structure and number of committees. There shall be four standing committees of the Club consisting of an Operating Committee, Finance Committee, Building and Grounds Committee and Membership Committee.

Section 3. Duties and responsibilities.

(a) **Operating Committee.** The Operating Committee shall be responsible for the annual review of Bylaws and recommending changes to the Board of Directors. It shall also be responsible for overseeing the day-to-day operations of the Club and for proposing Club Rules and amendments thereto from time to time for enactment by the Board subject to these Bylaws. The Vice Chairperson of the Operating Committee shall serve as Chairperson of an Activities Subcommittee, which shall review and recommend for approval by the Committee and the Board from time to time the use of Club facilities for regular meetings of groups of Alcoholics Anonymous, Al-Anon or Alateen and special events or social activities in accordance with Article II, Section 1 of these Bylaws.

The Operating Committee shall also perform such additional functions as assigned by the Board of Directors.

(b) **Finance Committee.** The Finance Committee shall be responsible for initial review of the annual budget as presented by the Treasurer prior to its submission to the Board of Directors at the Annual Meeting. It shall, on a quarterly basis review the financial condition and operations of the facility, including supervision of all cash accounts, projected and incoming monies, and an annual review of the insurance obligations, policies and lease/mortgage agreements. This Committee shall also perform such additional functions as assigned by the Board of Directors.

(c) **Building and Grounds Committee.** The Building and Grounds Committee shall be responsible for overseeing the improvement, maintenance, repair, refurbishment and upkeep of the building and grounds of the Club with the approval of the Board of Directors. It shall also be responsible for ensuring that the physical facilities of the Club conform to all local, state and federal requirements, as well as any lease/mortgage requirements. This Committee shall also perform such additional functions as assigned by the Board of Directors.

(d) **Membership Committee.** The Membership Committee shall be comprised as described in Article IV, Section 1 of these Bylaws. The duties of this Committee shall be those duties described in Article IV of these Bylaws, and any additional duties as properly assigned by the Board of Directors.

ARTICLE VI – Meetings

Section 1. Meetings of the Membership.

(a) The regular Annual meeting of the membership of the Club shall be held during the fourth quarter of each year at the Club premises or at such other location as the Officers may direct. Written notice of the regular Annual meeting shall be mailed to all members, and posted within the Club premises, not less than twenty (20) nor more than ninety (90) days prior to the date of the meeting and shall state the place, date and time of the meeting and those matters which the Board intends for action by the members.

(b) Special meetings of the membership may be called by the President or by written petition signed by not less than twenty-five percent (25%) of the members and presented to the Secretary. Notices of such special meetings shall be mailed to all members and posted within the Club premises not less than twenty (20) nor more than ninety (90) days prior to the date of the meeting and shall state the place, date and time of the meeting and the general nature of the business to be transacted.

(c) Except as provided in Article III, Section 8 of these Bylaws, at all regular or special meetings of the membership, ten percent (10%) of the voting membership shall constitute a quorum; provided, however, that if the membership present at any meeting is less than one-third (1/3) of the voting power, then the only matters that can be voted upon are matters for which notice of the general nature of which was given at the time notice of the meeting was given to the members.

Section 2. Meetings of the Board of Directors.

(a) Regular meetings of the Board shall be held on the second Sunday of each month at 3:00 p.m. local time at the Club premises, or at such other location as the President may designate by written, telephonic, or electronic notice to all Officers given

at least eight (8) days prior to the date of such meeting. Except for such notice, notice of the regular meeting of the Board is hereby waived.

(b) Special meetings of the Board may be called at any time by the President. Written, telephonic, or electronic notice stating the place, date and time of such special meeting shall be given to all Officers at least three (3) days prior to the date for which the meeting is called.

(c) At all regular and special meetings of the Board, four (4) members of the Board shall constitute a quorum.

ARTICLE VII – Method of Voting

Section 1. Method. Each voting member shall be entitled to one vote on each matter submitted to a vote of the members. Voting by proxy shall not be permitted. The business of the Club shall be transacted by voice vote, except elections of Officers or any other matter whereby the majority of voting members present shall request a secret ballot. In the event that there are three (3) or more candidates for office to be elected by secret ballot, the member or members, as the case may be, receiving the highest number of votes on the first ballot shall be declared elected. Run-off voting shall be eliminated except in the case of a tie vote.

Section 2. Qualification. To qualify to vote at membership meetings, a member must be a voting member in good standing in this Club.

ARTICLE VIII – Rules of Order

The rules of order contained in Robert's Rules of Order shall govern procedures of meetings in all cases in which they are applicable and consistent with the rules of order of the Club.

ARTICLE IX – Avoidance of Controversial Issues

Section 1. Politics. The Club shall not endorse or recommend any candidate for public office or any political issue, and shall not discuss at any meeting the merits or demerits of any such candidate or political issue.

Section 2. Religion. The Club shall not endorse or recommend any form of religion and shall not discuss at any meeting the merits or demerits of any form of religion.

Section 3. Non-Solicitation. The Club shall not endorse or permit the solicitation on the Club premises of funds for charitable or other purposes, including raffles, lotteries, drawings, or sale of tickets, for any purpose not directly connected with and beneficial to the Club.

ARTICLE X – Indemnification of Officers and Directors Against Liabilities and Expense in Actions.

The Club shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was an Officer of the Club or is or was serving at the request of the Board as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts

paid in settlement actually and reasonably incurred by him or her in connection with said action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Club, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, except that with respect to an action by or in the right of the Club, no indemnification shall be made in respect of any claim, issue or matter as to whether such person shall have been adjudged to be liable for negligence or misconduct in the performance or his or her duties to the Club, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. Such indemnification shall be made to the full extent permitted by North Carolina Law.

ARTICLE XI – Amendments

These Bylaws may be amended at any membership meeting, either regular or special, by two-thirds (2/3) vote of all of the voting members present, provided that any such proposed amendment has been endorsed by the Officers or at least two-thirds (2/3) of the voting members of the Club as evidenced by a written petition presented to the Secretary, and provided that notice of any such proposed amendment shall have been included with the notice of the membership meeting at which such vote takes place. All amendments to these Bylaws are subject to the Articles of Incorporation.

These Bylaws are hereby adopted unanimously by the Board of Directors of the Triangle Alano Club, Inc., at a duly called and noticed special meeting of the Board on this, the 30th day of December, 2001.

The existing Bylaws were amended to reflect the current version of Article III Section 1, and Article IV Section 2(b) and are hereby adopted unanimously by the Board of Directors of the Triangle Alano Club, Inc., at a duly called and noticed annual meeting of the membership and Board on this, the 12th day of December, 2004

The existing Bylaws were amended to reflect the current version of Article III Section 1 and are hereby adopted unanimously by the Board of Directors of the Triangle Alano Club, Inc., at a duly called and noticed annual meeting of the membership and Board on this, the 11th day of December, 2011.