

# **Bylaws of the Steps Alano Club, Inc. A Missouri Not-for-Profit Corporation**

The name of the not-for-profit, charitable, service, corporation is Steps Alano Club, Inc. Its principal office is located at 3974 Humphrey St., St. Louis, MO 63116, or at such registered agent of this corporation as shall be designated by the Board of Directors.

In addition to the office or principal place of business, heretofore mentioned, the corporation may also have club rooms, offices, recreational rooms at such other places as the Board of Directors may appoint or as the needs of the corporate may carry out its purpose.

## **Purposes**

The purpose of this Corporation is to provide and maintain facilities for the use of members of 12-Step programs and their families and friends, with provisions for both educational and recreational recovery. All such services rendered by the club shall be without remuneration and no part of the club's income or earnings, if any, shall inure to the benefit of any private member or individual. The club shall carry out no activity or propaganda that attempts to influence legislation. No charge shall be made for services rendered in assisting a member of the club, but all of said services of this club shall be charitable. All meetings at the club shall be non-smoking. A smoking room shall be provided at the discretion of the Board of Directors, subject to space availability.

The Board of Directors is authorized to arrange for such activities as facilitate the rehabilitation of members and to promote and carryout such welfare and social work; included but not limited to the establishment, maintenance, and operation of recreation, meeting accommodations and club facilities for the use, convenience and comfort of the club members, other 12-Step program members, and their guests, as the Board of Directors may determine.

## **Membership**

Individuals who, for at least thirty (30) days, have been a member of a group which advocates a 12-Step program of recovery, such groups to be approved by the Board of Directors, shall be admitted to club membership upon their payment of current dues-monetary or non-monetary-and acceptance by the Board of Directors. Additionally, membership may be opened to members of other groups, which the Board of Directors may from time to time deem compatible with the interest of the Club. Members are expected to make a minimum contribution to the club each year. The amount of the contribution shall be determined by the Board of Directors and shall be consistent with the level of funding required to support club activities and to properly maintain club property. For persons desiring membership, but for whom the monetary contribution would clearly create a financial hardship; the Board of Directors may determine as satisfactory non-monetary contribution. Membership in this club is strictly voluntary.

## **Meetings**

1. The place of all meetings of the members shall be the principal clubroom of the corporation or at such other place as shall be determined, from time to time by the Board of Directors and the place at which such meetings shall be held shall be stated in the notice and call of the meeting in those cases where a notice and call is made.
2. Meetings of the members of the corporation for the election of Directors to succeed those whose terms expire at the end of the calendar year, and for the transaction of such other business as may properly come before the meeting, shall be held annually. The election is to be held prior to the January regular business meeting. The term of the newly elected Directors shall begin immediately upon their election. Regular business meetings shall be held monthly, or as needed, at such time and place the Board may deem necessary.
3. Eligibility to vote on any issue, nominate or to place proposals before the group, or to serve on the Board requires that dues of said Alano member be current. The voting at all meetings may be via voice, but any qualified member may demand a vote by ballot.
4. The order of business at the annual meeting of the members shall be as follows:
  - a. Call to order
  - b. Reading of minutes of the previous meeting of the members and the previous annual meeting of the members
  - c. Report of the Officers
  - d. Report of the committees
  - e. Election of Directors
  - f. Miscellaneous business
5. Special Meetings of the members for any purpose or proposes, may be called by the President or in his/her absence by the Vice-president, or by a majority of the Board of Directors, and shall be called at any time by the President, Vice-president or Secretary upon request of twenty percent of the active Members of the club.
6. The Board of Directors shall give notice of the time and place of the annual meeting of members.
7. Roberts Rules of Order, Revised Edition, shall govern said meetings not provided for specifically herein.

## Board of Directors

1. The management of all affairs, property, and business of this club shall be vested in a Board of Directors consisting of no fewer than nine persons and not to exceed thirteen (13) persons, the actual number to be determined by the Board of Directors. Members of the Board shall be elected annually, by vote of the members for a term of two years and shall hold office until their successors are elected and qualified. As determined by the Board of Directors, up to six (6) members shall be elected in even numbered years and up to seven (7) members shall be elected in odd numbered years.
2. Provided groups have qualified candidates, there shall be representation from the various 12-Step programs as approved by the Board of Directors. Members of the Board shall be elected for no more than two successive terms.
3. Any member of the various 12-Step programs as approved by the Board of Directors shall be an invited guest at all meetings of the Board.
4. No person shall be qualified as a Director unless he/she has been a regular or service member of the Steps Alano Club for a period of at least six months. He/she must have regularly attended 12-Step meetings for no less than one year; no fewer than six months of which was at the Steps Alano Club. Board Members must have a minimum of five years of continuous recovery in order to serve as either President or Treasurer of the Steps Alano Club.
5. Nominees must be present at the time of their nomination or have given their permission to be nominated prior to nomination.
6. A Board member, who fails to attend three consecutive Board meetings and otherwise does not participate in the activities of the Board, shall be subject to removal from his/her position at the discretion of the majority of the Board.
7. All vacancies on the Board of Directors, whether caused by death, resignation, or otherwise, may be filled by a vote of the Board of Directors attending any regular or special meeting of the club membership. He/she shall hold office for the unexpired term of their predecessor. Said Officer shall be eligible for one (1) succeeding term if the partial term is twelve (12) months or longer. Said Officer is eligible for a third term if partial term is less than twelve (12) months.
8. The Board of Directors shall hold their annual meeting for the election of Officers following election of new Directors by the members. The election shall be by ballot. The Board of Directors, by such a ballot, shall elect the President, Vice-president, Secretary, and Treasurer, and any additional or assistant Officers as maybe determined necessary.
9. Regular and special meetings of the Board of Directors may be held without notice at the principal office of the club or at such other places, as the Board of Directors may from time to time designate.
10. Special meetings of the Board of Directors may be called at any time by the President, or in his/her absence, by the Vice-president or by majority of the Directors.
11. Said special meetings of the Board of Directors may be held with or without notice as the Board of Directors may from time to time determine.
12. A quorum at all meetings of the Board of Directors shall consist of a simple majority of the entire Board. In the event that a quorum is not present, any business requiring a vote shall be deferred to a future meeting, which may be held on a subsequent date without notice, provided a quorum be present at such deferred meeting.
13. Standing or temporary committees may be appointed from its own number by the Board of Directors from time to time, or may be appointed from members of the club who are not Board members, and the Board may from time to time invest such committees with such powers as it may see fit, subject to such conditions as may be prescribed by such Board. An executive committee may be appointed by resolution passed by majority of the whole Board; it shall have all the powers granted it by the Board. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in the books kept for the purpose and shall report the same from time to time to the Board of Directors as said Board may require.
14. Neither any member of the Board of Directors nor any Officer of this corporation shall receive wages, compensation, or salary of any kind or nature from the corporation.
14. The Board of Directors may establish a schedule of membership dues to be paid by the members each year. The Board of Directors shall also make provisions for the non-monetary payment of dues. Failure to pay dues within three (3) months after they become due and payable shall automatically suspend a member until arrears are made current, unless the Board of Directors shall determine otherwise. No member while under suspension shall vote, nominate or present business for consideration by the club.

## Officers

1. The Officers of the corporation shall be President, Vice-president, Secretary, Treasurer, and such other Officers as may be deemed necessary to carry out the purpose for which the corporation is formed. The Board of Directors may choose and appoint additional vice presidents, assistant secretaries, assistant treasurers, and such Officers and agents, of any, as it may be deemed appropriate from time to time. The term of each Officer shall be of two (2) years, with the limitation of one term per position.
2. In the case of absence or inability to act of any Officer of the club and/or of any person authorized by the Board of Directors to act in his/her place, the Board may from time to time delegate the power or duties of such Officer to any other Officer, or any director or any other person whom it may select. Vacancies in any office arising from any cause may be filled by the Directors at any regular or special meeting.
3. The Board of Directors may appoint such *ad hoc* Officers and agents as it shall deem necessary or expedient, which shall hold their offices for such terms and exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

4. The Officers of the club shall hold office until their successors are elected and qualified. Any Officer elected or any *ad hoc* Officer or agent appointed by the Board of Directors may be removed at any time from said office by an affirmative vote of a majority of the Board of Directors.

## **Duties of the Officers**

### **President**

1. Unless the Board otherwise provides, the president shall be the chief executive Officer of the corporation with such general executive powers and duties of the supervision and management as are usually vested in the office of the chief executive Officer of a corporation and he/she shall carry into effect all directions and resolutions of the Board. He/she shall have general supervision over the business and affairs of the corporation and shall have such other duties, powers, and authority as pertains to the office. Except as otherwise provided in these bylaws, the president shall preside at all meetings of the Board of Directors. The president shall sign all notes, agreements, or other instruments in writing made for and on behalf of the corporation and all other instruments for and in the name of the corporation.
2. He/she shall, unless the Board provides otherwise, be an *ex officio* member of all committees.
3. He/she shall have such other or further duties and authority as may be prescribed in these bylaws, or from time to time by the Board of Directors.

### **Vice President (s)**

1. The vice-presidents in order of their seniority, as determined by the Board, shall perform the duties and exercise the powers of the president, in the event of death, disability, and or absence of the president, and shall perform such duties as the Board of Directors shall from time to time prescribe.
2. The vice-president shall maintain membership records, and manage billing of membership dues, including past due billings and the monitoring of non-monetary (service) memberships

### **Secretary and Assistant Secretaries (s)**

1. The secretary shall attend all sessions of the Board, and all meetings of the Board of Directors, and keep accurate record of the proceedings of the meetings. He/she shall perform like duties for the executive committee when requested by the Board or any such committee to do so. He/she shall see that all books, records, lists, and information, or duplicates, required to be maintained at the registered or other office of the corporation in Missouri, or elsewhere, are so maintained. He/she shall keep and maintain in safe custody the membership list of the Steps Alano Club.
2. He/she shall be responsible for the preparation and/or filing any corporate documents required by any federal, state or municipal authorities (e.g. Secretary of State filings).
3. The assistant secretaries in order of their seniority, as determined by the Board, shall perform all the duties of the secretary in the event of death, disability, or absence of the secretary, and such duties, if any as may be prescribed by the Board of Directors.
4. He/she shall maintain historical archives of minutes of meetings, notices, newsletters, and other information of club activities.

### **Treasurer and Assistant Treasurer**

1. The treasurer and assistant treasurer shall have the responsibility for the safekeeping of the funds of the corporation, shall keep or cause to be kept full and accurate accounts of receipts and disbursements and books belonging to the corporation and shall keep, or cause to be kept, all other books belonging to the corporation. He/she shall deposit or cause to be deposited, all monies and other valuable effects in the name and to the credit of the corporation such depositories as may be designated by the Board of Directors or by any Officer of the corporation to whom such authority has been granted by the Board of Directors.
2. He/she shall disburse, or permit to be disbursed, the funds of the corporation as may be ordered, or authorized generally, by duties, powers and responsibilities, or any Officer to any other Officer, or to any other agent or employee of the corporation or other responsible person, provided a majority of the whole Board of Directors concurs therein.
3. All accounts of the corporation shall require signatures of both the president and treasurer.
4. He/she shall be responsible for the preparation and filing of any fiscal documents required by any federal, state, or municipal taxing and licensing authorities.
5. He/she shall be responsible for preparation and presentation of quarterly financial report(s) to the Board of Directors detailing profit and loss, accounts receivable, accounts payable, disbursements and balances of all funds deposited with financial institutions pertaining to the corporation.
6. He/she shall be responsible for the maintenance and timely payments of recurring debts of the corporation, including but not limited to insurance, utilities and rents.
7. The assistant treasurer shall, under the direction of the treasurer, assist in the day-to-day collection and depositing of the funds.

### **Ex Officio (Past President)**

1. This position is held by the most recent past president. If the past president cannot or opts not to serve, he/she cannot be replaced.
2. This is an advisory, non-voting position.
3. This is the only position exempt from the two-term limitation.

## **Fundraising, Notices, and Advertising**

1. The Board requires that all outside interests (individual, member, guest, group or business) obtain prior approval from the Board of Directors before posting or disseminating to the membership and guests any notice, leaflet, flyer or advertisement within or pertaining to the club.
2. The Board requests the submission of a proposal from any group or organization wishing to schedule a club-related event (including off-premises retreats, shows or any use of the club facilities for purposes other than scheduled 12-Step meetings. Advance approval of such proposal is intended to avoid scheduling conflicts, duplications, or misunderstandings between the Board, the membership and the 12-Step groups that utilize the club's facilities.

## **Building Fund and Real Estate**

It is the recommendation of the 1993-94 Steps Alano Board of Directors that the designated building funds be limited in use for maintaining and/or purchasing a building for the Steps Alano Club. The Board of Directors will have an advisory meeting with the general membership prior to purchase or sale of real estate. The decision to purchase or sell real estate will remain that of the Board unless a vote of no confidence by 2/3 of the membership (at the advisory meeting) is approved.

The authority to refinance any existing mortgage on real property owned by the Steps Alano Club lies with the Board of Directors of the Steps Alano Club.

If the Board determines the club is financially insolvent it may direct, by majority vote, that these funds be released, and real estate sold.

## **Dissolution Procedures**

The Club may dissolve in the following manner:

The Board of Directors shall adopt a resolution recommending that the corporation be dissolved and directing that the question of such dissolution be submitted to a vote at a meeting of members entitled to vote thereon, which may be either an annual or special meeting. Written or printed notice stating that the purpose, or one of the purposes, of such meeting is to consider the advisability of dissolving the corporation, shall be given to each member entitled to vote at such meetings, within the time and in the manner provided for the giving of notice of meetings to the membership. A resolution to dissolve the corporation shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by members present.

Upon the adoption of such resolution by the members, the corporation shall cease to conduct its affairs except in so far as may be proper winding up thereof, shall immediately cause a notice of proposed dissolution to be mailed to each known creditor of the corporation, and shall proceed to collect its assets and apply and distribute them.

The assets of the corporation in the process of dissolution shall be applied and distributed as follows:

1. All liabilities and obligations of the corporation shall be paid, satisfied and discharged, or adequate provision shall be made thereafter.
2. Assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution shall be returned, transferred, or conveyed in accordance with the such requirements.
3. Assets shall be distributed to such persons, trusts, societies, organizations or domestic or foreign corporations as may be specified in articles of incorporation or as may be specified in a planned distribution adopted by the Board of Directors but shall not be distributed in violation of State or Federal Law.

These by-laws notwithstanding, dissolution of the corporation and distribution of corporate assets upon distribution, shall take place only in accordance with the laws of the State of Missouri and of the United States of America.

## **Net Earnings of the Corporation**

No part of net earnings of the corporation shall inure to the benefit, or be distributed to, its members, trustees, Officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for outside services rendered. No substantial part of the activities of the corporation shall include the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by the corporation exempt from Federal Income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding portions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are tax deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Code). Said corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501 (c) (3) of the code.

## **Amendment of the Bylaws**

Alteration, amendments, or repeals of the by-laws may be made by a majority of the members entitled to vote at any meeting.

These bylaws are adopted this **11th** day of **November 2007** by the membership of the Steps Alano Club, Incorporated.

These bylaws are revised this **15<sup>th</sup>** day of **November 2009**, by the membership of the Steps Alano Club, Incorporated.  
These bylaws are revised this **14<sup>th</sup>** day of **November 2010**, by the membership of the Steps Alano Club, Incorporated.  
These bylaws are revised this **16<sup>th</sup>** day of **November 2014**, by the membership of the Steps Alano Club, Incorporated.  
These bylaws are revised this **23<sup>rd</sup>** day of **April 2017**, by the membership of the Steps Alano Club, Incorporated.