

ALANO CLUB OF LAHAINA, INC. AMENDED BYLAWS
(Reviewed and Approved by the Board of Directors on 11-13-14.
Approved by The Membership on 12-6-2014)
(Further Amended by the Membership Article III, Section 2 on 9-12-17)

Article I. Name, Location and Purpose:

Section 1: Name: The name of the Club is: ALANO CLUB OF LAHAINA, INC.

Section 2: Location: The location of the Club is 562-C Front Street, Lahaina, HI or at any other location as the Board of Directors may from time to time determine.

Section 3: Purposes: The purposes of the Club are:

1. To provide a safe, clean and sober environment for fellowship and recovery for those that struggle with alcohol and/or substance abuse.
2. To provide a permanent West Maui meeting location for 12-Step Recovery groups and programs.
3. To maintain a location where members and their friends and families may gather for fellowship and the spiritual and physical well-being of its members.

Section 4: Discrimination: The Club does not discriminate with regard to race, color, religion, gender, sexual orientation, national origin, age, marital status, physical handicap or ancestry.

Section 5: Relationship with AA and NA or other 12-Step Recovery Programs: The Club is not part of AA, NA or any other 12-Step Recovery program and does not and will not directly engage in 12-Step Recovery Groups. The Club does not and will not seek any jurisdiction over any 12-Step group or program.

Article II. Membership

Section 1: Classes of Membership: The Board may from time to time establish different membership classes and special membership classes, their criteria and dues requirements. Current membership classes include Regular Members and Visitor Members.

1. Regular Members are defined as:
 - a. Monthly and Annual dues-paying members who are current on their dues payments.
 - b. Regular Members include Lifetime Members who have paid Lifetime Membership dues or have been awarded by the Board an Honorary Lifetime Membership for exemplary volunteer contributions to the Club.
 - c. Regular Members and Lifetime Members have an equal right to vote.
2. Visitor Members are occasional visitors to Maui. Visitor Members have no right to vote.

Section 2. Eligibility for Membership: Membership will be open to any person who agrees with the purposes expressed by the Club, its Bylaws and Articles of Incorporation and who has maintained continuous 30 days of sobriety as a member of AA, NA or other 12-Step Recovery Program or who has been regularly attending Al-anon or Nar-anon for at least 90 days prior to applying for membership.

Section 3. Membership Dues: The Board will establish the amount of non-refundable dues, classifications for dues, payments schedules and other policies related to Club membership and dues payment. The current dues schedule and delinquency policies are to be permanently posted in the Club.

Section 4. Membership Dues Delinquency and Termination: A Regular Member shall be considered delinquent in the payment of dues if the dues are not paid within 30 days after the first day of the month in which they are due. Regular Members who have not paid their dues for 60 days after the first day of the month in which they are due will be dropped from Club membership.

Section 5. Membership Requirements: Regular Members are responsible for paying their dues on time and will abide by the Club's rules of conduct that are published by the Board and posted in the Club.

Section 6. Membership Privileges:

1. Regular Members will have equal voting rights as long as their dues are currently paid in accordance with these bylaws and with the voting qualification established in Article III, Section 4, below.

2. All members in good standing are entitled to use the Club facilities during regular open hours and to any other member benefits that the Board may from time to time establish. Current member benefits by classification will be permanently posted in the Club.

Section 7. Disciplinary Procedures: The Board may suspend for a period determined by the Board, terminate, or restrict membership rights and privileges of any member or guest who is in violation of the Club's regulations, is delinquent in payment of dues, or whose conduct is inconsistent with the purposes of the Club. A disciplined member may appeal in writing their disciplinary action to the Board.

Section 8. Resignation: Club members may resign at any time for any reason. Resigned members are not eligible for a refund of prepaid dues.

Section 9. Termination: All memberships will terminate upon the death or resignation of a member or by expulsion by the Board. Terminated members are not eligible for a refund of prepaid dues.

Section 10. Membership Meetings: The Club's membership will meet twice annually. These meetings will be held on the second Saturday of March and the second Saturday of September of each year at the Club. The Board of Directors will at least one week prior to the membership meeting provide members with a current financial statement.

Section 11. Special Meetings: The Regular Members, upon a request to the Board signed by 20 percent of the Regular Members, or the Board of Directors may call for a special membership meeting. The Board will establish the time and place for such special meeting with at least two-weeks written or electronic notice to the Regular Members. Only Regular Members are eligible to vote on matters in special meetings.

Section 12. Biannual and Special Meeting Quorum: The presence in person of 20 percent of the Regular Members will constitute a quorum for the transaction of business at the biannual or any special membership meeting.

Section 13. No Proxy or Cumulative Voting: Voting by proxy and cumulative voting are prohibited.

Article III. Board of Directors

Section 1: Number, Qualification and Term: The Club will be governed by a Board of Directors consisting of seven directors. One alternate director will also be elected annually and will serve as specified in Section 3, below. Board members will not be the Club Manager, an employee of the Club, a spouse, an immediate family member or live-in partner of any current Board members. To serve on the Board, Board members will also:

- a. Be and have been a Regular Member in good standing for at least six consecutive months prior to an election of directors.
- b. Have had at least one year of continuous sobriety in AA, NA or other 12-Step Recovery Program that regularly meets in the Club. As used in these bylaws and the Club's policies, the term sobriety will be construed to include not only the total abstinence from the use of alcoholic beverages in any form but also total abstinence from the use of narcotics and illicit drugs. This will include all mood-altering drugs except used as prescribed by a physician.
- c. Resident of the State of Hawaii.

Section 2: Director Terms and Term Limits: Each director, other than the alternate director, will hold office for two years. Four directors will hold terms that end in odd years and three directors will hold terms that end in even years. Each director, other than the alternate director, may serve for a limit of ~~two~~ **four** two-year terms. A former term-limited director may be re-elected to the Board after having been off the Board for at least one year.

Section 3: Alternate Director Election, Duties and Term: The alternate director will be elected annually as described in Section 4, Election of Directors, below. In the event a Board member is absent at any Board meetings, the alternate may vote in the absent member's place. An alternate acting in the place of an absent Board member may be counted in establishing a quorum. The alternate should attend all Board meetings and may, at the discretion of the Board, be appointed to fill a vacant director position. Alternate directors may be re-elected and may serve for a limit of two one-year terms. A former term-limited alternate director may be re-elected as an alternate director after having been off the Board for at least one year. This limit does not preclude an alternate director from running for a regular Board position.

Section 4. Election of Directors: Directors will be elected at the September meeting of the membership or at any special meeting of the Regular Members called for the purpose of electing members to the Board of Directors in accordance with the following procedure:

1. **Nominations:** No less than 60 days prior to the September election, the President and/or any three Directors will appoint a nominating committee comprised of three Regular Members who are not Board members. The nominating committee will develop a list of Board candidates who meet the director qualifications stated in Section 1 above and post their names at the Club no less than 45 days prior to the election.
 - a. Director candidates may include incumbent Board members who have not exceeded the Board term limits specified in Section 1 above.
 - b. Regular Members may nominate other Board candidates by the submission to the nominating committee of a written petition signed by five Regular Members. The petition must be submitted to the nominating committee at least thirty-five days prior to the election so that the nominating committee can verify the qualifications of the proposed candidate and the voting members signing the petition.
2. **Notification of Election and Candidates to Voting Members:** The Board will post in the Club and send a written or electronic notice to Regular Members at least thirty days prior to the September member meeting announcing the time and date of the election and the slate of director candidates.
3. **Absentee Balloting:** The Board, in addition to the election procedure set forth in Section 5 below, may, in its discretion, establish an absentee secret ballot, two envelope voting process that:

- a. First establishes a Regular Member's eligibility to vote as set forth in Section 4 below.
 - b. Provides an eligible Regular Member with a self addressed envelope and a blank envelope (for the ballot) at least 21 days prior to an election.
 - c. Requires the eligible Regular Member to clearly mark the ballot and clearly identify him or her self and sign the envelope containing the ballot.
 - d. Requires the eligible Regular Member to include proof of identity that may either be a copy of a valid drivers license or a Club membership card, if a membership card is issued.
 - e. Requires ballots to be received back by the Alano Club no later than three days prior to an election.
 - f. Requires that when received by the Alano Club, absentee ballots must be placed in a locked Ballot Box.
 - g. Requires that the Ballot Box will not be opened until election day.
 - h. Requires that three Board and/or Regular Members who are not on the ballot will count absentee ballots.
 - i. Requires that that absentee ballot tally will be added to the tally of the votes cast at an election.
4. **Membership Voting Eligibility and Record Date:** To be eligible to vote, a Regular Member must have paid to the Club the current month's dues for the month in which an election is held and have paid monthly dues to the Club for at least the two calendar months prior to an election or have paid for an Annual Membership at least one calendar month prior to an election.
5. **Election Procedure:** At the September member meeting, the President and Secretary will conduct a secret ballot election of directors. The President will select two Board and/or Regular Members who are not on the ballot to confirm eligible Regular Members against the Regular Member list. A ballot containing the names of each of the qualified Board candidates will be given to each eligible Regular Member who has not requested and/or cast an absentee ballot. The Regular Member will cast only one vote for each director vacancy up for election. After the ballot has been cast, three Board and/or Regular Members who are not on the ballot will count the ballots and announce the results to the membership.
6. **Elected Directors:** The director candidates receiving the highest numbers of votes will be elected as Board directors for two-year terms. The next highest vote recipient will be elected and serve as the Alternate Director for a one- year term. In the event there is a tie vote for the Alternate Director position, the Board will determine by majority vote which of the tied Alternate Director candidates will be elected.

Section 5. Vacancies and Removal from Office: Board of Director or Alternate Director vacancies that arise between general elections may be appointed from among the eligible Regular Members by a majority vote of the remaining Directors. Interim appointees assume the term of the Board member they replace.

A Board member or the Alternate Director may be removed from office by a majority vote of the remaining directors for any of the following reasons:

- For violation of eligibility issues as defined by these bylaws or violation of the Club's rules of conduct.
- Behavior deemed inappropriate by a majority vote of the Board
- Falling more than thirty days delinquent in payment of membership dues.
- Being absent from two consecutive Board meetings without good cause or advance written or electronic notice is automatically deemed to be a resignation from the Board.

Section 6. Board Meetings:

1. **Monthly Board Meetings:** The Board will meet at least once a month. The Board will establish the date and time for monthly meetings that will be posted in the Club. The Board may make changes to the schedule as necessary; any change to the meeting schedule must be posted in the Club at least three days prior to the meeting.
2. **Executive Sessions:** The President may call an executive session during a Board meeting to discuss confidential matters such as personnel, legal or similar issues. Business conducted in executive session is confidential and known only to Board members. Minutes of executive sessions are read and approved only in executive session.
3. **Special Meetings:** The President or any four members of the Board may call a special Board meeting to address an urgent matter or to meet to further discuss a matter in more detail than could be discussed in the monthly Board meeting. Written or electronic notice of special meetings will be given to other Board members and posted in the Club at least seven days in advance.
4. **Electronic Meetings:** Meetings may be conducted using electronic means such as video conferencing, telephone conference calls or similar audio/visual means.
5. **Electronic Meeting Procedures:** The Board will establish procedures to provide proper notice, ensure a quorum and confirm Board members' receipt of and response to electronic notification.
6. **Unanimous Written Consent:** Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board individually or collectively consent in writing to such action. Such written consent or consents, which may be in electronic form, shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any unanimous written action taken shall state that the action was taken by the unanimous written consent of the Board without a meeting, that the bylaws authorize the Directors to so act and that statement will be evidence of the Board's authority.
7. **Quorum:** No motions or votes may be approved or binding upon the Club unless a quorum of the Board is present. Four or more Board members constitute a quorum.
8. **Vote:** A roll call or written, secret ballot vote can be used at the discretion of the President. A motion is considered passed if a majority of the Board present votes yes, as long as a quorum has been established.

Section 7. Director Duties and Powers: The Board will have the full authority and responsibility for the management of the Club and its real and personal property in accordance with Hawaii and federal law and the bylaws of the Club. The Board may borrow money and incur indebtedness for the purposes of the Club. The Board will be responsible for acting always in the sole best interest of the Club.

- The Board will have the authority to establish rules of conduct for the Club.
- The Board may establish classes of membership and dues consistent with Article II above.
- The Board may appoint, in the tradition of AA, a volunteer or volunteers or employ any such persons, which may include a Club Manager and assistant Club Managers, as it deems necessary for the management and maintenance of the Club and its buildings, grounds and other facilities.
- The Board will prescribe the duties for such persons which will be set forth in a separate document that will be reviewed periodically by the Board. In the case of volunteers, volunteer service agreements will be used and signed. In the case of a volunteer or hired Club Manager, Club Manager duties will be specified in a written document and signed by the President and the Club Manager.

- The Board is responsible for adhering to and enforcing these bylaws. A current copy of the bylaws will be permanently posted in the Club with copies available for all interested parties.
- The Board will maintain a prudent reserve, whenever possible, of at least three months operating expenses, including mortgage payments, if any. The Board is authorized to establish a separate capital fund to be used for building improvement.
- The Board will elect officers from among the Board membership as defined in Article IV below.

Section 8. Committees: The President or the Board by majority vote may appoint and grant authority to committees to perform specific duties related to the conduct of the Board or Club business or activities. The President may appoint a Board member to act as the Chairman or ex officio member of each committee and who will, in turn, report committee activities to the Board. The President of the Board will be an ex officio member of all committees. Regular Members may be appointed by the President to serve as a Committee chair to any committee established by the President or the Board. Any member of a committee may be removed by the President if, in his or her judgment, the best interest of the Club will be served by such removal.

Article IV. Officers

Section 1: Officers: The titles of the officers elected by the Board are: President, Vice President, Secretary and Treasurer. Only members of the Board may serve as officers.

Section 2: Election of Officers: The officers will be elected by the Board in a Board meeting called for that purpose immediately following the annual meeting on the second Saturday of September of each year.

Section 3. Officer Term and Term Limits: Elected officers will serve for a term of one year. Officers may be re-elected for two consecutive one-year terms not to exceed two consecutive one-year terms. A former term-limited officer may be re-elected to the same office after having been out of that office for at least one year. A term-limited officer who remains on the Board may be elected to an office other than the one just vacated.

Section 4. President:

- Will preside over all Board and general Club membership meetings.
- May call special meetings or executive sessions whenever necessary.
- Will have general supervision, direction and control of the business and affairs of the Club.
- Will have any other powers granted by the Board.
- Will present an agenda for each Board and membership meeting and will request the input for agenda items from other Board members and the general membership.
- Will be one of the Club's designated bank account signatories.

Section 5. Vice President:

- Will assume the duties and responsibilities of the President when the President is absent or unavailable.
- Will have any other powers granted by the Board.
- Will be one of the Club's designated bank account signatories.

Section 6. Secretary:

- Will record the minutes of each Board and membership meeting.

- Will submit minutes of the previous meeting to the President at least seven (7) days before the next regularly scheduled meeting.
- Will post a copy of the latest approved meeting minutes on the Club's bulletin Board.

Section 7. Treasurer:

- Will be responsible for all income and financial records of the Club.
- Will be responsible to ensure that all funds are promptly deposited into an appropriate account.
- Will be responsible to ensure that appropriate and adequate liability insurance policies are acquired.
- Will be responsible for the receipt of, disbursement of and recording of all transactions regarding the Club's income.
- Will be responsible for ensuring that at least one other Board member is present during all revenue accounting meetings.
- Will be responsible for filing all required state and federal corporation filings and tax returns.
- Will be one of the Club's designated bank account signatories.

Article V. Parliamentary Authority

The President will conduct all meetings in accordance with Robert's Rules of Order, unless otherwise noted in the Bylaws.

Article VI. Amendment of Bylaws

The Club's bylaws and/or the articles of incorporation may be amended by the vote or written consent of a majority of the Board and the vote of sixty-six percent of a quorum of Regular Members. The Board is authorized to make within six months of the adoption of any amended bylaws typographical, grammatical or other non-substantive changes to the bylaws.

Article VII. Indemnification Of Officers and Directors

To the fullest extent permitted by Hawaii law and as specified in the Articles of Incorporation, the Club shall indemnify each director and officer of the Club who is or was a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, because such person is or was a director or officer of the Club, against all expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding. The Club may by majority Board vote indemnify current and former employees and agents of the Club to the extent permitted by Hawaii Law.

Article VIII. Dissolution

A two-thirds vote of the members present at a biannual general membership meeting or any special general membership meeting for which proper notice has been made, is required to dissolve this corporation. In the event of dissolution, and after payment of all liabilities, the Board has the authority to distribute any remaining assets to any organization operated exclusively for the purpose of promoting 12-Step recovery.