

AMERICAN RIVER ALANO, INCORPORATED

BY-LAWS

ARTICLE I. GENERAL

1. **Applicability.** The provisions of the California Corporations Code, Sections 5000 through 6910 are hereby incorporated by reference. These By-Laws are intended to only augment and/or identify permitted Corporation preferences and may not contradict any provisions of the Code, a portion of California Law.
2. **Definitions and Abbreviations.** These apply within and throughout these By-Laws and internal Corporation Communications:
  - a. **ARA**, refers to, and is synonymous with, the American River Alano, Inc.
  - b. **Board**, refers to, and is synonymous with the Board of Directors.
  - c. **Corporation**, refers to, and is synonymous with, ARA.
  - d. **CCC Sect. XXXX**, specifies an applicable section of the California Corporations Code.
  - e. **Eligible voting member**, denotes a member in good standing.
  - f. **IWA**, means In Accordance With, or, subject to the provisions of ...
  - g. **... in good standing**, means that membership dues are current and that there are no expulsion or removal actions pending.
  - h. **... Meetings**, wherever the words **annual meeting** or **regular meeting** occur, it is construed to include the phrase "**or special meeting held in lieu of.**"
  - i. **Members**, individuals accepted and entered in the Corporation records as one of the three classes of membership. Attendees of 12-Step Groups using ARA facilities are not automatically members of ARA due to that attendance.

ARTICLE II. PRINCIPAL OFFICE

The principal office of the Corporation for the transaction of its business is located in Sacramento County, California. The county of the Corporation's principal office can be changed only by amendment of these By-Laws and not otherwise. The Board may; however, change the principal office from one location to another within the named county. Any such change of address shall be noted by the Secretary in these By-Laws but shall not be deemed an amendment of these By-Laws. The Corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board may, from time to time, designate.

ARTICLE III. PURPOSE

The sole purpose of ARA is to *provide*, through purchase or lease, real property to provide adequate meeting facilities for nonprofit 12-Step self-help groups.

ARTICLE IV. TYPE OF CORPORATION (Amended 11/15/2009)

1. The Corporation is incorporated as a Nonprofit Public Benefit Corporation under the laws of the State of California, Corp Number C1918151.
2. The Corporation shall not cause any dividends or similar distributions to be paid from the proceeds of the Corporation or its activities. There are no shareholders.

3. The Corporation shall restrict its membership to persons as provided for in these By-Laws.
4. The Corporation shall be autonomous, and shall not take any actions that may be construed as, or lead to, becoming an affiliate of any other organization, group or corporation.

#### **ARTICLE V. BY-LAW SPECIFICATIONS**

1. **Amendments.** These By-Laws, or any one of them may be altered, amended, or repealed IAW CCC Sect. 5150 and 5151 and as follows:
  - a. By a single majority vote of a quorum of the voting members present at a meeting called for that purpose with written notice to all voting members at least ten (10) days prior to the meeting.
  - b. Any ten (10) or more voting members in good standing may request, in writing, proposed amendments to these By-Laws. Such requests shall state the proposed amendments in detail and shall indicate whether consideration for such amendments shall be made by the Board or call for a special meeting of the voting membership. The request shall be signed by each of the ten (10) or more members and shall be binding on the Board to act.
  - c. By the Board, at any time by a two-thirds (2/3) vote of a quorum of the Board, except an amendment to change the number of Directors may not be adopted without a vote of the voting members as specified above.
  - d. Any amendments adopted by the Board shall be binding on the members unless and until rejected by the voting members at the next annual meeting. It shall be the duty of the Board to present to the voting members amendments to the By-Laws that have been made by the Board during the year immediately preceding the meeting.
2. **By-Laws Review.** It is recommended that these By-Laws be reviewed, by a special committee formed for that purpose, at least every five years to determine if they are still adequate and appropriate.

#### **ARTICLE VI. DIRECTORS, OFFICERS AND TRUSTEES**

1. **General.**
  - a. "... the activities and affairs of a corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the board ..." CCC Sect. 5210.
  - b. "... A director shall perform the duties of a director, including duties as a member of any committee *or* *workgroup* of the board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances ..." CCC Sect. 5231.
2. **Numbers and Qualifications of Directors.**
  - a. The authorized number of Directors of the Corporation shall be not less than seven (7) and not more than (11). When there is an even number of Directors present, for whatever reason, the President, or Chairperson, may not vote except to break a tie.
  - b. The Board should strive to begin each year with a full complement of eleven (11) directors and to fill such vacancies that may occur to ensure that the minimum number of seven (7) is not breached. Vacancies shall be filled for the duration of the term of the director being replaced.



- c. Each Director shall be an eligible voting member of ARA.
  - d. Any eligible voting member may be appointed or elected to serve as a director.
  - e. All Directors are eligible to succeed themselves in office.
  - f. All Directors elected at an annual membership meeting shall serve a two (2) year term commencing January 1<sup>st</sup> following election and ending December 31<sup>st</sup> of the year following that. To maintain continuity, only five (5) or six (6) new Directors will be elected each year to replace those who have served their term. Directors elected or appointed by the Board to replace a vacancy will serve the remaining term of the Director replaced.
  - g. The Directors, collectively, comprise the Board of Directors, which shall have five (5) officers; a President who shall be the Chairperson, a Vice President, a Secretary, a Chief Financial Officer who shall be Treasurer, and a Sergeant at Arms. The remainder are Directors At Large who may also be Trustees.
3. **Trustees.** The Board may appoint volunteer members or Directors in good standing to perform necessary functions within ARA as "Trustees" who can report to, and present recommendations to the Board at regular meetings. Such trustees might serve in positions including, but not limited to: Cleaning, Facility Maintenance, Finance, Fund Raising, Internet Website activities, 12-Step Meeting Coordination, Membership, etc. These trustees may form volunteer workgroups of other members to accomplish the tasks necessary. Such trustees will not have a vote at Board Meetings unless they are also Directors.
4. **Election, Removal, Vacancy**
- a. **Elections.** Replacements for Directors whose term expires at the end of the year shall be elected at the annual membership meeting.
  - b. **Nominations.** The Board shall call for nominations for the office of Director IAW CCC Sect. 5511 and 5513 not less than forty (40) days, nor more than ninety (90) days prior to each annual meeting of members. The required positions (President, Secretary, Chief Financial Officer, etc.) will be chosen by the Directors at their organizational meeting following the annual meeting.
    - 1) Nominations received from eligible voting members by the twentieth (20<sup>th</sup>) day prior to the annual meeting shall be listed, and that list shall be posted prominently at ARA facilities.
    - 2) When nominations are presented to the members at the annual meeting, any eligible voting member present may nominate any other eligible member present to be added to the list.
  - c. **Quorum (Amended 12/12/21)**
    - 1) The presence in person of one-third (1/3) of the eligible voting members of ARA shall constitute a quorum for the transaction of business at any meeting of members. If a quorum is not achieved at the annual meeting, a make-up annual meeting shall be scheduled, and quorum requirements will be reduced to one-quarter (1/4) of the eligible voting members. There shall be no voting by proxy.
    - 2) The presence in person of a majority of the Directors shall constitute a quorum for the transaction of business at any Board meeting. There shall be no voting by proxy.

- d. **Ballots and number of votes.**
    - 1) The election of Directors at annual meetings shall be by secret ballot. The Sergeant at Arms shall oversee the collection and counting of votes.
    - 2) Those members receiving the highest number of votes shall be elected. In the event of a tie vote, the members tied shall be subject to a run-off ballot.
  - e. **Removal.** A Director may be removed for cause IAW CCC Sect. 5220 – 5224 by the Board on a two-thirds (2/3) majority vote.
    - 1) Ten (10) or more members may petition the Board in writing for the removal of any Director, stating their reasons therefore. The Board is required to investigate and act at the next meeting following investigation.
    - 2) Any Director having two (2) consecutive unexcused absences, or three (3) unexcused absences in one twelve (12) month period shall be deemed to have completed an automatic resignation.
    - 3) Any Director may resign at any time effective upon giving written notice IAW CCC Sect. 5224 (c).
  - f. **Vacancies.** Vacancies on the Board will be filled IAW CCC Sect. 5224 following announcement of the vacancy and acceptance of nominations for at least twenty (20) days.
5. **Powers of the Board.** These powers are described in CCC Sect. 5140 – 5142 and 5210 – 5215 except compensation for Directors is prohibited by these By-Laws.
6. **Meetings of the Board.**
- a. A joint meeting of the old and new Directors shall be held after the annual meeting and prior to commencement of the terms of the new Directors to elect officers and transfer records as necessary.
  - b. Regular meetings of the Board shall be conducted at ARA premises each month on the same day and at the same time, as selected by the Board.
  - c. Special meetings may be called with notice IAW CCC Sect. 5211.
  - d. All meetings of the Board, except those portions discussing removal of a Director for cause, or punitive actions against an employee, are open to any eligible voting member.

**ARTICLE VII. DUTIES OF OFFICERS**

- 1. **President.** The President shall be the executive officer of the Corporation and the Chairman of the Board of Directors. He/she shall preside at all meetings and of the Board of Directors. At the annual meeting of members, he/she shall make a report on the general business of the Corporation during the previous year. The President shall nominate all standing committees, subject to the approval of the Board of Directors, and shall be an ex-officio member of each committee.
- 2. **Vice President.** The Vice President shall, in the absence or disability of the president, perform all duties of the president, and when so acting shall have all the powers of, and be subject to the restrictions on, the president. The Vice President may be assigned other duties and functions.
- 3. **Secretary.**
  - a. The Secretary shall keep minutes of all meetings and other associated documents of all meetings of the Directors and of the members.



- b. He/she shall insure that required records of the Corporation (CCC Sect. 5160, 6310, 6320 and 6338) are maintained at the corporation office in conjunction with the Treasurer and/or the keeper of software records.
- c. He/she shall file biennial reports to the California Secretary of State IAW CCC Sect. 6210 during each even year (2004, 2006 etc.).
- d. He/she shall conduct and maintain the official correspondence of the Corporation and shall perform such duties as may be designated by the Board of Directors or President.

**4. Treasurer.**

- a. The Treasurer shall have general charge of the financial records and accounts of the Corporation, using approved computer software. He/she shall keep and maintain adequate and correct books of account showing the receipts and disbursements of the Corporation and an account of its cash and other assets.
- b. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors. He/she shall render a financial report to the Board of Directors each month and shall submit records for audit at least quarterly.
- c. The Treasurer shall receive and safely keep all funds of the corporation and deposit them in the bank or banks that may be designated – by the Treasurer – and approved by the Board of Directors. Such accounts of the corporation shall be accessible under at least two (2) of the signatures of the president, vice president, treasurer, manager, or such other Directors as may be designated.
- d. The Treasurer, as Chief Financial Officer, is the primary contact with the US Internal Revenue Service and shall file necessary tax related forms and returns.

**5. Sergeant at Arms.**

- a. The Sergeant at Arms shall assist in preserving order as the President or Acting Presiding Officer may direct. He/she shall use the guidelines of “Roberts Rules of Order,” current edition, in carrying out the duties as directed.
- b. The Sergeant at Arms shall serve as the Inspector of Election IAW CCC Sect. 5615 at the annual membership meeting.

**ARTICLE VIII. MEMBERS (Amended 11/15/2009)**

- 1. **Classes.** There will be two (2) classes of members of the Corporation: Charter and Regular, which may be active (paid up and eligible to vote) or inactive (no longer paid up and ineligible to vote).
- 2. **Eligible for Membership.** Any individual person expressing and exhibiting an honest desire to provide continuing facility support to 12-Step self-help groups in ARA area of operations, may apply for ARA membership.
- 3. **Application Procedures.**
  - a. The applicant shall complete an application stating full name, mailing address, telephone numbers, and email address if applicable, and submit the application, with initial dues, to any Director or Trustee to be forwarded to the Treasurer and keeper of software records.
  - b. The Membership Trustee shall provide written acknowledgement to each applicant by US Mail to the address provided.

**4. Charter Members. (Amended 12/12/21)**

- a. A special designation and category of membership is entitled Charter Member, indicating that the member is one of the first two hundred (200) regular members of the Corporation.
- b. The aggregate number of two hundred (200) Charter Members was attained on 07/27/2016. Vacancies in Charter Memberships shall never be filled.
- c. The name of Charter Members shall always remain on the rolls of the Corporation Membership as one of the Original Charter Members of the Corporation regardless of the current status of the member, and if reinstated, shall retain his/her original membership number.

**5. Annual Dues.**

- a. Every person becoming a member of the Corporation shall pay annual dues as established by the Board of Directors, payable on the 1<sup>st</sup> day of the members' anniversary month.
- b. Unpaid dues as of the end of the month may cause the member to be reclassified as "Inactive" and ineligible to vote.

**6. Transfer of Membership.** Membership in this Corporation is not transferable; nor is any right or privilege of membership transferable.

**7. Termination of Membership.** CCC Sect. 5340 and 5341

- a. All memberships shall terminate on death, non-renewal, or resignation of a member, or on his expulsion by the Board of Directors. On any such termination, any right, title, or interest of the member in or to the property and assets of the Corporation shall cease.
- b. Any member in good standing may resign, in writing, and his or her resignation shall be effective as of the date of resignation. Any paid-up dues as of date of resignation shall be converted to a donation and remain tax deductible. The resigning member may petition, in writing, for a refund of additional paid-up dues.

**8. Expulsion of Members.** Any member of the Corporation may be expelled by the affirmative vote of two-thirds (2/3) of the Board of Directors for conduct which the Board of Directors shall deem inimical to the best interests of the Corporation.

**9. Guests.** The Board of Directors may set rules governing presence of guests at the Corporation.

**10. Membership Book.** The Corporation shall keep in written form, as described in CCC Sect. 6310, a membership ledger containing the name, address, and class of each member.

**11. Certificates of Membership.** The Board of Directors of the Corporation may provide for the issuance of certificates evidencing membership in the Corporation. The certificates issued by the Corporation shall state on the certificate that the Corporation is a nonprofit public benefit corporation which may not make distributions to its members.

**12. Nonliability of Members.** A member of the Corporation shall not solely because of such membership be personally liable for the debts, obligations, or liabilities of the Corporation.

**ARTICLE IX. FINANCIAL TRANSACTIONS WITH MEMBERS**

1. Indebtedness such as loans, "IOU's" or any other such transaction shall not be allowed for any member or guests.



2. All monies received by ARA shall be acknowledged with a receipt.
  - a. Receipts for cash transactions must be written and provided by an authorized recipient at the time of receipt using ARA receipt book.
  - b. Receipts for checks and money orders will be provided from computer software when entered in the accounting records.

**ARTICLE X. GENERAL MEMBERSHIP MEETINGS (Amended 12/12/21)**

1. The annual meeting of the voting members of the Corporation shall be held, with notice, during January or February of each year unless grave necessity should require a change. Special meetings of the voting membership of the Corporation may be called and held as may be directed by the President or by the Board of Directors, or as may be requested by any ten (10) voting members in writing.
2. Notice of each meeting of the membership shall be made IAW CCC Sect. 5511 and shall state the place, date, and time of the meeting. The notice of any meeting at which Directors are to be elected shall IAW Article VI, paragraph 4.
3. If for any reason the annual meeting of the voting membership is not held during January or February, the Board of Directors shall call a special meeting of the voting membership in lieu of the annual meeting, which shall be held not later than March 31 of same year.

**ARTICLE XI. RULES OF ORDER**

The rules contained in Robert's Rules of Order, revised, shall govern all members' meetings and Directors' meetings of the Corporation as the President may direct, except in instances of conflict between Robert's Rules of Order and the Articles of Incorporation or By-Laws of the Corporation or provisions of law.

**ARTICLE XII. VOTING**

All voting members in good standing shall be entitled to cast one (1) vote. Except as otherwise stated in these By-Laws, all business, and elections of members to the Board of Directors shall be simple majority vote.

**ARTICLE XIII. RENTAL OF CORPORATION FACILITEES**

1. Rental costs and requirements for rental of Corporation facilities shall be set by the Board of Directors.
2. Autonomy. The Corporation shall in no way interfere with the autonomy of any group or organization meeting at the Corporation.
3. Rentals canceled. When rentals and the Corporation activities do conflict, the decision to cancel the rental will be the direct responsibility of the Board of Directors.

**ARTICLE XIV. AMENDMENT OF ARTICLES OF INCORPORATION**

The Corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first Directors of the Corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the Corporation has filed a "Statement by a Domestic Nonprofit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

**ARTICLE XV. CORPORATION RECORDS AND REPORTS**

1. The Corporation shall keep at its principal office in the State of California all records and reports required by CCC Sect. 5160 and 6320 thru 6325, which may include but are not limited to:
  - a. Minutes of all meetings of the Board of Directors, committees of the Board of Directors, and of all meetings, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
  - b. A record of its members, if any, indicating their names and addresses, and the class of membership held by each member and the termination date of any membership.
  - c. A copy of the Corporation's Articles of Incorporation and By-Laws as amended to date, which shall be open to inspection by members of the Corporation at all reasonable times during office hours.
2. **Directors' Inspection Rights.** Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation.
3. **Members' Inspection Rights.** Each and every member of this Corporation shall have the following inspection rights, for a purpose reasonably related to the person's interest as a member, CCC Sect. 6330.
  - a. To inspect and copy the record of all member's names, addresses, and voting rights, at reasonable times, upon five (5) business days prior written demand on the Corporation, which demand shall state the purpose for which the inspection rights are requested.
  - b. To obtain from the Secretary of the Corporation, upon written demand and payment of a reasonable charge, an alphabetized list of names, addresses and voting rights of those members entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled or as of the date specified by the Member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.
  - c. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board of Directors, upon written demand on the Corporation by the member, for a purpose reasonably related to such person interests as a member.
4. **Annual Report.** CCC Sect. 6321

**ARTICLE XVI. FISCAL YEAR**

**Fiscal Year of the Corporation.** The fiscal year of the Corporation shall be the calendar year, beginning on the first of January, and ending on the 31<sup>st</sup> of December, in each year.

**ARTICLE XVII. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

**Prohibition Against Sharing Corporate Profits and Assets.** No Member, Director, Officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes; provided, that such compensation is otherwise permitted by these By-Laws and is fixed by resolution of the Board of



Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up the affairs of the Corporation, whether voluntarily or involuntarily, the assets of the Corporation, after all liabilities have been satisfied, shall be distributed as required by the Articles of Incorporation of this Corporation and not otherwise.

These By-Laws, having been approved and accepted by the general membership at their annual meeting on December 5, 2004, are effective as of January 1, 2005. They have been subsequently amended by the Board or the General Membership IAW ARTICLE V, 1, d., at the following Annual or Board of Directors meetings:

- November 15, 2009
- November 15, 2015
- December 12, 2021

President:

Print STEVE SARRO Date: 1/9/22

Signature 

Secretary:

Print Deborah Dvell Stephens Date: 1-9-2022

Signature 