

# NORTH SHORE ALANO BY-LAWS

(as REVISED and RATIFIED by the NSA Membership in JANUARY 2013)

## Article I – Name

The name of this corporation shall be: *North Shore Alano* (“NSA”).

## Article II - Purposes

Purposes of the corporation are exclusively charitable, benevolent, educational and civic and as stated in the Certificate of Incorporation are:

- a. To engage in educational, charitable and social welfare activities connected with the rehabilitation of individuals suffering from alcohol addiction.
- b. To establish, maintain and operate NSA rooms as a part of such activities for ALCOHOLICS ANONYMOUS (hereafter “A.A.”) and AL-ANON FAMILY GROUP members.
- c. Not to engage in any activities expressly prohibited by Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended.
- d. To distribute all income for each taxable year at such times and in such manner as no one becomes subject to attacks on undistributed income as imposed by Section 4942 of the Internal Revenue Code of 1986, as amended.
- e. Not to engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; retain any excess business holdings as defined in Section 4943 of the Code; make any investments in such manner as to incur tax liability under Section 4944 of the Code; make any taxable expenditures as defined in Section 4945 (d) of the Code.
- f. In the event of dissolution, the corporation shall, after payment of all liabilities, distribute any remaining assets to an organization or organizations organized and operated exclusively for the purpose of serving the Fellowship of A.A. which, at the time, are exempt from taxation under Section 501 (3) of the Internal Revenue Code of 1986, as amended.

## Article III - Offices

The corporation shall have and continuously maintain in this state a registered office and registered agent whose office is in the state, and may have other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

## Article IV – Membership

Section 1. Classes. There shall be one class of member.

Section 2. Qualifications. Each member shall be a current, participating member of AA or AL-ANON FAMILY GROUPS.

Section 3. Privileges. Each member shall be entitled to one vote.

Section 4. Removal of Members. Members may be excluded from the NSA premises and NSA activities for reasonable cause by the Board of Directors or, under its direction, by its duly employed employees, agents and servants.

#### Article V - Meetings

Section 1. Annual Meeting. An annual meeting of the members shall be held each year in order to elect the board of directors. The Board of Directors selects the date for the meeting within the timeframe of the first day of January and before February fifteenth. The directors will select a date, time, and location that can maximize membership attendance for the election of new directors. The Board of Directors shall set the date, time and place of the annual meeting during their regularly scheduled meeting in November, for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings. Special meetings of the members may be called either by the President or a majority of the Board of Directors.

Section 3. Place. The Board of Directors may designate any place, either within or without the State of Illinois, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Illinois; provided, however, that if all of the members shall meet at any time and place, either within or without the State of Illinois, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. Notice. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered by any of the following methods: (a) by posting at the NSA (b) personally, (c) United States mail, or (d) e-mail, to each member entitled to vote at such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. Notice of the annual meeting shall be delivered no less than thirty days prior to the date of the meeting. In case of a special meeting the notice of date, time, location, and purpose of the meeting shall be provided to members no less than fifteen days prior to the special meeting.

#### Article VI - Board of Directors

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure, and Qualifications. The number of directors shall be a minimum of 9 and a maximum of 15. Each director shall hold office for a term of three years and until his or her successor shall have been elected and qualified, unless prior thereto he or she resigns or becomes disqualified to hold office of director. Qualifications shall include a minimum of two years of continuous sobriety or membership in an AL- ANON FAMILY GROUP for two successive years, faithful attendance at regular meetings of directors, faithful service on committees appointed by the Board of Directors and participation in activities of the NSA. Directors shall be members of the corporation.

Section 3. Election. The Directors of the corporation shall be elected annually by the members at the annual meeting. A Nominating Committee appointed by the Board of Directors and consisting of two board members and three individual members of the corporation shall present a slate of directors to the members at the annual meeting. Voting at the annual meeting shall be conducted by printed ballot. A majority vote of the members of the corporation present at the meeting shall be required for election.

Section 4. Annual Meeting. A regular annual meeting of the Board of Directors shall be held after the first day of January and before February 15 after the annual meeting of members when officers shall be elected and annual reports presented at the call of the President of the corporation. The Board of Directors may provide by resolution the time and place within the State of Illinois for the holding of additional regular meetings of the Board of Directors without other notice of such resolution.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any five directors. The person or persons authorized to call special meetings of the Board may fix any place within the State of Illinois as the place for holding any special meeting of the Board called by them.

Section 6. Notice. Notice of any special meeting of the Board of Directors shall be given at least five days previously thereto by written notice delivered or sent by mail to each director at his address as shown by the records of the corporation or by telephone or e-mail directly to each director. Notice may be waived for any special meeting at which a quorum is present.

Section 7. Quorum. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than eight are present at said meeting, a majority of the directors present may adjourn the meeting, from time to time, without further notice.

Section 8. Removal of Director. The Board of Directors may remove any director for cause, including but without limitation, failure to participate in the activities of the corporation. Directors who have missed three consecutive board meetings, without a valid excuse, are considered to have submitted an automatic letter of resignation. The resignation becomes effective 7 days after the last missed meeting

Section 9. Manner of Acting. The act of a majority of the directors present, including the designation of its presiding officer, at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or these by-laws.

Section 10. Vacancies. Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of increase in the number of directors shall be filled by the directors from a list of candidates presented by the Nominating Committee of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. . A director who serves more than one-half of the unexpired term shall be considered to have served a full term.

Section 11. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at any regular meeting of the Board; provided that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving reasonable and customary compensation for said service(s).

Section 12. Indemnification. Each officer or director of the corporation (during the term of his office or thereafter) shall be indemnified by the corporation against expenses or liabilities reasonably incurred or imposed in connection with any hearing or investigation or in resisting or preparing to resist any claim or litigation, by whomsoever asserted, arising out of or in connection with any action taken or omitted in good faith as such officer or director. For the purpose of this paragraph, (a) the term "expenses or liabilities" shall include but not be limited to attorney's fees, court costs, judgments and the costs of reasonable settlement; and (b) the term "reasonable settlements" shall include settlements or compromises approved by the Board of Directors or by counsel for the corporation in a written opinion to the president that the settlement or compromise is in the interests of the corporation and falls within these provisions of the by-laws. The foregoing right of indemnification shall extend to the estate, personal representative or heirs of any director or officer and shall not be exclusive of other rights to which such officer or director may be entitled as a matter of law or equity.

For the purpose of the foregoing provisions of these by-laws, the good faith of any officer or director of this corporation shall not be questioned on the ground that action was taken or omitted by him in reliance upon the correctness of information supplied by other officers or employees in the course of their duties or in reliance upon the advice of counsel for the corporation.

The corporation, its directors, officers, employees and agents shall be fully protected in making any determination as to the existence or absence of a right, to indemnify in making or refusing to make any payment on the basis of such determination, and in reliance upon the advice of counsel, in taking any other action under these provisions of the by-laws.

Section 13. Informal Action. Any action required to be taken at a meeting of the directors, or any other action which may be taken at a meeting of the directors may be taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by all the directors entitled to vote with respect to the subject matter thereof. Any such consent signed by all directors shall have the same effect as a unanimous vote.

#### Article VII - Officers

Section 1. Officers. The officers of the corporation shall be a president, one or two Vice Presidents, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect such other officers.

Section 3. Removal. Any officer elected by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the corporation would be served thereby.

Section 4. Vacancies. Any vacancy in an office because of death, resignation, removal, disqualification or otherwise, or any position to be filled because of the creation of a new office, may be filled by the Board of Directors at any meeting from the nominees presented by the Nominating Committee of the Board of Directors. An officer elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. An officer who serves more than one-half of the unexpired term shall be considered to have served a full term.

Section 5. President. The President shall be the principle executive officer of the corporation and shall, in general, supervise all the business and affairs of the corporation. The President shall also prepare and make available an agenda, setting forth time limits for each agenda item, at least two days prior to all meetings of the members and of the Board of Directors. The President shall preside at all of the aforementioned meetings. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the corporation; and, in general, shall perform all duties incident to the office of the president and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President. In the absence of the President, or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated, or in the absence of any designation, then in the order of their election) 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. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or the Board of Directors.

Section 7. Treasurer. The Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provision of Article IX of these by-laws; be responsible for assuring compliance with Article II of these by-laws; and, in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8. Secretary. The Secretary shall keep the minutes in one or more books provided for that purpose and shall be the designated time keeper for all meetings of the members and of the Board of Directors. The Secretary shall also see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws; keep a register of the post office address of each member which shall be furnished by such member; and perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

#### Article VIII - Committees

Section 1. Nominating Committee. The Nominating Committee shall be appointed by the Board of Directors and shall consist of two directors and three individual members of the corporation. The Committee shall be responsible for selecting a slate of directors to be presented to the members for election at the annual meeting.

Section 2. Other Committees. Additional committees may be designated and committee members appointed thereto by the President to perform various functions on behalf of the corporation. Such committees shall consist of members of the corporation. The President shall designate a member of each of the committees established to act as chairperson.

Section 3. Removal. Any member of a committee may be removed by the President whenever in his judgment the best interests of the corporation shall be served by such removal.

Section 4. Rules. Each committee may adopt rules for its own government not consistent with these by-laws or with rules adopted by the Board of Directors.

#### Article IX - Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Contributions and Gifts. Only the Board of Directors may solicit or accept on behalf of the corporation gifts, bequests and devises either in money or in property. Individual contributions and bequests shall be limited to the same amount specified as the limit for contributions to the World Service Office in the Alcoholics Anonymous Service Manual in use at the time of the contribution. No money or property shall be accepted from any donor contingent upon restrictions or conditions as to the manner in which the corporation conducts its activities and its affairs.

Section 5. Prudent Reserve. The NSA shall maintain a prudent reserve of nine months operating expenses in addition to cash on hand for three month's expenses. The dollar amount for one month of expenses will be calculated based on projected fiscal year operating costs. In the event of dissolution of corporation the fund will be distributed in accordance with Article I, (f).

#### Article X - Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

#### Article XI - Fiscal Year

The fiscal year of the corporation shall begin on the first day of September and end on the last day of August each year.

#### Article XII - Corporate Seal

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal - Illinois".

#### Article XIII - Delivery of Notice

Any notice required to be given by statute, the Articles of Incorporation or these Bylaws, shall be deemed to be delivered according to the following rules: upon personal delivery; if by posting, when posted; if by mail, when deposited in the United States mail in a sealed envelope, properly addressed, with postage prepaid; if by facsimile, when the facsimile is sent via the facsimile number shown for the member/director on the records of the Association; if electronically, when transmitted to such address shown for the member/director on the records of the Corporation.

#### Article XIV - Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of the General Not-For-Profit Corporation Act of Illinois, or under the provisions of the Articles of Incorporation or by-laws of the corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### Article XV - Amendment to By-Laws

These by-laws may be altered, amended or repealed and new by-laws may be adopted by the affirmative vote of a majority of the Board of Directors present at any regular meeting or at any special meeting, provided (1) that written notice is given, and that a copy of the proposed alteration, amendment, repeal, revision or substitution is distributed to all directors, at least ten days in advance of such meeting, and (2) subject to ratification of the alteration, amendment, repeal, revision, or substitution at a special meeting of members or the next annual meeting of members.

#### Article XVI – Parliamentary Authority

The rules contained in the current edition, of *Roberts Rules of Order, Newly Revised* shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws, or any special rules or policies the corporation may adopt, or with Illinois Law.