

# SERENITY HOUSE / ALANO CLUB OF CHARLEVOIX BYLAWS (Approved 3/8/22/2024)

## Article I – Name

- This club will be known as “Serenity House / Alano Club of Charlevoix” (hereinafter referred to as the “Club”).

## Article II – Location

- This Club shall be located at 106 Mason Street, Charlevoix, Michigan; or at such other location; as the membership shall deem appropriate.

## Article III – Purpose

- Pursuant to the terms and stated use of the “Wm. John Upjohn document” dated Sept. 23, 1985 as attached to these Bylaws, this Club shall be a “not-for-profit organization to be used as an Alano Club for AAers (and others using the Twelve Steps)”.
- The purpose and plan of operation of the Club is to provide, operate and maintain such facilities as may be deemed necessary or desirable by its members for the comfort, convenience, welfare and entertainment of its members.
- To engage in business activities furthering the overall welfare of the Club and its members, including the purchase, acquisition, sale, lease, mortgage and exchange of real estate and personal property of any nature, kind and description.

## Article IV – Membership

- All are welcome at the Club whether member, guest or visitor; however, a member should have a desire to promote sobriety and serenity but need not be a member of any recognized group of Alcoholics Anonymous or other 12 step group.
- The privileges and conditions of all memberships shall be subject to change by the Board of Directors and a majority vote at the regular annual meeting of the general membership or at a special meeting called for this purpose.
- All members carry the privilege of orderly use of all Club facilities in accordance with Club rules and regulations as established by the Board of Directors.
- Any action by individuals or groups detrimental to the Club or its members subjects the offending members or guests to termination of their rights to the Club and its premises at the discretion of the Board of Directors and/or Club Manager.

- Any property of the club broken or damaged by any member or their guest shall be promptly paid for by such member. Club property shall not be removed from the premises unless authorized by the ~~Board~~Board of Directors ~~and/or Club Manager~~.
- Any member in good standing may vote at a membership meeting. (A member is in “good standing” when current in dues and not suspended.)
- Club dues are on an annual basis and may be paid annually or monthly. Club privileges are for members whose dues are current. Individuals whose dues are not current may have privileges suspended until such time as dues are brought up to date.
- No honorary membership will be granted except by a two-thirds (2/3rds) vote of the Board of Directors at their regular meeting.

## Article V – Officers and Elections

### Officers:

- The Board of Directors will consist of ~~nine (9)~~seven (7) members and shall consist of a Chairperson, Vice Chairperson, Secretary, Treasurer and Directors. Each Director will serve a three (3) year term with elections held in accordance with this section.
- From time to time, the Board of Directors may, by two-thirds (2/3rds) vote of all sitting members of the Board, change the number of positions on the Board. But the Board shall always contain a minimum of ~~eight (8)~~five (5) but no more than ~~thirteen (13)~~nine (9) members.
- A Quorum represents a majority of the Board, including at least two (2) Officers. The Board shall meet at least four (4) times annually at the Chairperson’s discretion or at the written request of not less than five (5) Directors. An Alternate’s vote may not replace an Officer’s vote.
- All new officers of the Board of Directors will be elected by the new Board of Directors.
- If there are not enough members to fill the vacant board positions, a termed-out ~~member~~Board Member may continue to serve until such time that any eligible club member provides written notice of his or her intent to serve as a Director, whereby that person will take over at the next scheduled meeting of the Board of Directors and serve out the remainder of the existing term.

### Director Terms:

- Board terms should be staggered so that Directors are not all removed at once. There shall be three board terms starting/renewing each year for three years. Each of the three

three-year terms shall be named Term A, Term B, and Term C. Term A Directors shall be up for election/re-election in 2022, Term B in 2023, and Term C in 2024. Term A is again up for election/re-election in 2025 and so on.

- Any Director may serve up to two (2) consecutive terms, after which he/she must sit out at least one (1) year before serving as a Director again.
- All Board terms start the day after the vote is tabulated at the Annual Meeting.
- Any Director desiring to resign from the Board shall do so in writing. Failure to attend two (2) consecutive scheduled Board meetings without reasonable explanation shall automatically vacate the office. The remaining officers will select a member to serve the remainder of the vacating member's term. A member so selected shall be eligible for re-election for two (2) additional terms.
- The Board of Directors shall consider the individual who obtained the next highest number of votes, in the preceding election of Directors, as a consideration in making the replacement.
- A Director may be recalled and his/her office declared vacated at any membership meeting by a two-thirds (2/3) vote of members present.

#### **Board Procedures:**

- The rules contained in "Roberts' Rules of Order" shall govern the Club in all cases where applicable. However, should they be inconsistent with the Club's Bylaws or special rules, the Club's ~~rule~~rules shall prevail.
- The Board shall set goals for Director procurement, amendable from time to time at the sole discretion of the Board.
- The Board may set up procedures to allow Directors ~~or Members~~and members to attend meetings remotely. This may include ZOOM or other such technologies that may prove helpful to have remote meeting attendance.
- The Board may set up procedures to vote electronically in urgent matters.

#### **Elections:**

- Only members in good standing shall be entitled to attend, participate and vote at meetings of the Club.
- Any member in good standing is eligible for nomination and election to the Board of Directors.

- The Annual Meeting shall take place in June unless changes by two-thirds (2/3rds) vote of the Board of Directors.
- Elections for Directors shall take place during the Annual Meeting and shall use the following election structure unless amended with a two-thirds (2/3rds) vote of the entire Board of Directors.
  - The Board of Directors will appoint an Election Official. The Election Official can be any member of the ~~club~~ Club.
  - Any Club member can nominate another member, or themselves, for an open Board position by written notice to the Election Official.
  - Two Months Prior to Annual Meeting: Election Official shall notify Club members in writing about elections, how to be nominated, timeline, what is required of Directors, and who are any incumbents intending to run for a second term.
  - Each candidate can provide a one-page bio with picture that will be sent to the members before voting.
  - One month before Annual Meeting: Nominations closed.
  - Two weeks before Annual Meeting: Notice sent to members of what candidates (and their Bios is submitted) are on the ballot, and online voting link/instructions.
  - Online Voting closed one day before Annual Meeting.
  - Annual Meeting has in-person voting for those who did not vote online. Results of in-person voting is tabulated with the online voting results. Online voting results shall be kept confidential until after the results of the in-person voting are compiled.

#### Article VI – Membership Meetings

- Membership meetings may be held annually, and at the discretion of the Board. Meetings will be posted in the Club two (2) weeks in advance.
- Amendments, additions, deletions or changes to the Bylaws shall be presented and discussed at one meeting and the vote shall be taken at the next membership meeting. A two-thirds (2/3) vote of members present shall be necessary for passage.
- The Board of Directors has the authority to create any committee for the benefit of the Club at the regular Board meeting, with notice being made to members. All

committees are accountable to the Board for purpose, money and activities held by same.

- The Board of Directors may adopt procedures for online voting at membership meetings.

#### **Article VII – Dissolution**

- In the event that two-thirds (~~2/3~~2/3rds) of the voting membership in good standing decide to dissolve the Club or in the case of insolvency, the Board of Directors shall convey all assets and personal property of the Club to a local unit of government and/or to another nonprofit organization in the Board of Director's sole discretion.

#### **Article VIII – Income**

- The capital and income of the Club shall be derived from pledges, gifts, contributions, dues and monies derived from lawful activities of the Club.
- All donors shall remain anonymous on all financial statements, unless otherwise requested by such donor, and subject to approval by the Board of Directors.
- No member shall have any property rights or own distributive shares in the funds or properties of the Club.

#### **Article IX – Duties of Officers**

##### **Chairperson:**

- Shall be chief executive officer and preside at all Club meetings. He/she shall be responsible for carrying out the objectives of the Club as set by the Board of Directors. ~~By 2/3 vote of the entire Board, the chair may designate another club member to carry out his or her duties and responsibilities. Said designated member may be one of the paid contractors with the Club, such as the Club Manager or the Club Administrator.~~

##### **Vice Chairperson:**

- Shall perform any duties directed by the Chairperson. In the event of the Chairperson's inability to fulfill his/her obligations, the Vice Chairperson shall assume the chair.

##### **Secretary:**

- Shall keep accurate and complete minutes of all meetings, scheduled or special.

- Shall keep a timely and accurate index of all reports, records, business and correspondence of the Club.
- Shall have on file a correct address list of all members of the Club.
- Shall attest his/her signature to all official documents and affix the official rubber stamp thereon.
- Shall include with the Minutes the report of all expenditures that may be incurred during the month(s) prior to each meeting. Financial reports of the Treasurer, as well as all committee reports, will also be entered.
- Shall post in the Club all meetings that may be called. Shall make the necessary entries of amendments to these Bylaws that may arise during his/her term of office. Only such amendments that are passed by the membership with a two-thirds (~~2/3~~2/3rds) vote of those members present shall be entered. All entries must be typewritten for legibility.
- Shall perform other duties not stipulated by the Bylaws which may be recommended by the Chairperson.
- At the completion of his/her term of office, all books and records shall be cleared by the Board of Directors before being turned over to his/her successor at the installation meeting.
- By two-thirds (2/3rds) vote of the entire Board, the Secretary may designate another club member to carry out his or her duties and responsibilities. ~~The designated member may be one of the paid contractors with the Club, such as the Club Manager or the Club Administrator.~~

**Treasurer:**

- ~~Shall work with Club Manager or Club Administrator to~~Shall maintain a complete and accurate record of receipts, disbursements and all financial transactions of the Club.
- Shall deposit all funds, except those used in a day-to-day business, in the chosen banks as soon as possible after the receipt of same.
- He/she shall be custodian of the Club funds and shall render a monthly as well as quarterly financial report. The treasury books and records shall be available at all meetings.
- Expenses shall only be paid when an itemized statement for expenditures is presented and the receipts kept in the files of the Club. All checks must be signed by two of the four following Board officers: Chairperson, Vice Chairperson, Treasurer, and Secretary.

- He/she shall keep a complete record of all property belonging to the Club.
- At the completion of his/her term of office, the books shall be surrendered to the Board of Directors for audit.
- ~~By 2/3 vote of the entire Board, the Treasurer may designate another Club member to carry out his or her duties and responsibilities. The designated member may be one of the paid contractors with the Club, such as the Club Manager or the Club Administrator.~~

~~Club Manager and Club Administrator:~~  
Club Manager and/or Paid Assistant:

From time to time, the

- ~~The~~ Board of Directors may ~~appoint~~ find it necessary to hire a Club Manager and/or Paid Assistant to assist in fulfilling the mission of the Club.
- The Board may, with a two-thirds (2/3rds) vote of the Board of Directors, hire a Club Manager and/or ~~a Club Administrator who shall operate at the discretion of the Board~~ Paid Assistant to assist with any duties needed for the operation of the Club, including those duties normally performed by Club Officers.
- The ~~club~~ Club Manager and/or ~~Club Administrator~~ Paid Assistant shall be responsible for perform duties as deemed necessary by the orderly business like function of the Club and all of its facilities. ~~Board.~~
- The Club Manager and/or ~~Club Administrator~~ Paid Assistant shall attend Board meetings ~~ex-officio~~ when requested by the Board.
- ~~These officers shall perform the duties prescribed by these Bylaws and by the Parliamentary Authority adopted by the Club.~~

**Article X – Capital Expenditures:**

- No capital expenditures shall be made in excess of Ten Thousand (\$10,000) Dollars without the prior approval of the general membership, ~~not~~ or may multiple checks totaling Ten Thousand (\$10,000) Dollars or multiple checks whose aggregate exceed Ten Thousand (\$10,000) Dollars be issued for any single project without the vote of approval by the general membership.

Article XI - Ethics Policy

- The Club shall establish, maintain, and enforce a comprehensive Ethics Policy (the "Policy") applicable to all members of the Board of Directors, Officers, Club Managers,

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Paid Assistants, employees, contractors and volunteers. This Policy shall articulate the standards of conduct, principles, and practices that uphold the highest levels of ethical behavior, integrity, transparency, accountability, and respect in the fulfillment of the Club's mission and operations.

The

- Board of Directors is responsible for the development, approval, and periodic review of the Ethics Policy. This Policy shall be reviewed at least once every two (2) years, or more frequently as needed, to ensure its relevance, effectiveness, and compliance with current laws, regulations, and best practices in nonprofit governance.
- All members of the Board of Directors, Officers, Club Managers, paid assistants, employees, contractors and volunteers are required to read, understand, and sign an Acknowledgment Form agreeing to adhere to the Ethics Policy as a condition of their association with the Club.
- The Ethics Policy shall be made readily accessible to all members of the Club, as well as the general public, to promote transparency and accountability in the Club's operations. A copy of the Policy shall be available on the Club's website and provided to individuals upon request.
- Through the adoption and enforcement of this Ethics Policy, the Club reaffirms its commitment to the highest ethical standards in all its activities and decisions, fostering a culture of integrity, trust, and respect that supports the well-being and recovery of its members and the broader community.



## Serenity House ~ Alano Club of Charlevoix

Welcome to the Serenity House Alano Club of Charlevoix (the “Club”). We are a not-for-profit (501c3) corporation whose mission is “*to provide an alcohol and drug-free environment for 12-step recovery programs*”. The Club strives to maintain a family friendly environment while providing members and guests an alcohol and drug-free place for recovery meetings and sober social activities. Our policies, as determined by a duly elected Board of Directors (the “BOD”), are implemented by the Chairman and BOD, ~~or~~ through ~~directives~~directive from the BOD to an Administrative Coordinator and Club Manager (~~“Management”~~),and/or paid assistant, both of whom ~~answer~~are answerable directly to the BOD. The Club’s income is derived from membership dues and rental fees paid by each 12-step meeting using the facility, plus grants from various charitable entities.

Though many of our club members are involved in 12-step groups, the Charlevoix Alano Club is NOT Alcoholics Anonymous, Narcotics Anonymous, Overeaters Anonymous, or Al-Anon. Issues that arise within those groups and similar ~~groups~~12-step group meeting at the Club must be addressed within those groups in accordance with the group’s guidelines and traditions. Issues dealing with the Club should be directed to the BOD ~~and/or~~ Management.

Membership in the Serenity House Alano Club of Charlevoix is not required to attend 12-~~steps~~step meetings at the Club. However, each person entering the Club is expected to respect Club rules and policies, as well as the traditions of his/her respective recovery organization.

Club membership dues shall be set by the Board of Directors during the first meeting of the new year (July-June). If the BOD elects not to act regarding an increase in dues, dues from the previous year shall remain in effect. Dues shall not be less than the following:

Adult dues: \$50 per year  
Teenage dues: \$25 per year  
Family rate: \$75 per year  
Lifetime membership: \$1,000  
Dues must be current as presented in the Club’s Bylaws.

### HOUSE RULES OF CONDUCT

Rules of Conduct may be amended from time to time by the Board of Directors with a two-thirds (2/3rds) vote. The BOD approved rules (the “Rules”) as noted below shall be listed with the Bylaws:

1. Alcohol or drug possession or consumption is strictly prohibited on Club premises.
2. Any ~~Member~~member or guest under the influence of alcohol and/or drugs, or engaging in disruptive behavior, may be refused admittance or asked to leave the Club premises at the discretion of Club Management or other designated authority.

3. No gambling is allowed on Club premises, other than Club sponsored fundraising campaigns.
4. No solicitations are allowed on Club premises for outside organizations.
5. No profanity or loud abuse language is permitted on Club premises.
6. No begging is allowed on Club premises.
7. No sleeping or overnight accommodation allowed on Club premises.
8. Appropriate dress shall be worn by ~~Members~~members and their guests.
9. Access to Club facilities shall be limited to ~~Members~~members, their families and/or their guests.
10. Members are responsible for the actions of their families and/or their guests.
11. All guests entering the Club must be physically accompanied by a ~~Member~~member in good standing, unless attending a 12-step meeting.
12. Non-members may use the Club facilities fifteen (15) minutes before and after 12-step meetings.

### Alano Club Policy Statements

**CHILDREN** are expected to be under the direct supervision of a parent while on Club property. Children are welcome at monthly Friday Night Potluck Dinners prior to the introduction of the speaker(s). At that time, parents are asked to take home any children under the age of fourteen.

**ANIMALS** are not permitted inside the Club. Service animals and/or emotional support animals are permitted inside the Club, provided they accompany an individual with a disability. The Club is not responsible for the animal while on Club premises. Any animal, including a service and/or emotional support animal, may be removed from the Club should that animal's behavior pose a direct threat to the health or safety of others.

~~**CHARLEVOIX LEGACIES GROUP** ("Legacies Group") sponsors certain events at the Club. The Legacies Group will post guidelines relative to their respective events.~~

**BUILDING USE** is dictated by the ~~BOD~~Board of Directors of the Club (~~December 2014~~March 2024):

1. Any Event ("Event") hosted inside the Club must be Alano Club related, or 12-step program related. The Event will be open to all Club members and their guests.
2. Any person ("Responsible Party") wishing to procure the Club for an Event must be a ~~Member~~member of the Club. No ~~Member~~member may act on behalf of a non-member to procure use of the Club. The Responsible Party will submit in writing to ~~Management~~the Board of Directors a brief description detailing the activity at least fourteen (14) days prior to the Event. Exceptions may include "emergency events" such as hosting a wake for a fellow recovering individual.
3. No Event will preempt any regularly scheduled 12-step meeting.
4. The Responsible Party agrees to abide by the clean-up and close-up checklists as provided by ~~Management~~the Board of Directors.
5. The Club may post details of each Event on its website, plus promote events through other media outlets.

6. To help defray costs, the basket may be passed at all events. Proceeds will be deposited in the Club's Lockbox.
7. Coffee will be provided at the Event. Soda ~~and~~, water and other items may be available for purchase. Proceeds will be deposited in the Club's Lockbox.

## **Ethics Policy for the Board of Directors of The Serenity House ~ Alano Club of Charlevoix**

This Ethics Policy (the "Policy") is designed to guide the Board of Directors of Serenity House – The Alano Club of Charlevoix ("the Club") in conducting their duties with the highest standards of ethical conduct, integrity, responsibility, and in compliance with all applicable laws and regulations. This Policy reflects the Board of Directors' commitment to fostering a culture of honesty, respect, and trust within the community and among the Club's members, employees, volunteers, and partners.

This Policy specifically discusses Board Directors, but it shall also collectively apply to Officers, Club Managers, paid assistants, employees, contractors, and volunteers of the Club.

### **Principles**

- **Integrity and Accountability:** Board Members shall act with honesty, integrity, and openness in all their dealings as representatives of the Club. Members are accountable for ensuring their actions align with the Club's mission, values, and legal obligations.
- **Transparency:** Decision-making processes and activities undertaken by the Board will be conducted transparently, with information made accessible to Club members, except when privacy is required by law or for protecting sensitive matters.
- **Confidentiality:** Board Members must respect the confidentiality of sensitive information about the Club, its members, Club Managers, paid assistants, employees, contractors, volunteers, and operations. This includes personal data and information that, if disclosed, could harm the Club's interests.
- **Conflict of Interest:** Board Members are expected to identify and disclose any conflicts of interest, whether personal, financial, or professional, that may influence, or appear to influence, their judgment in decision-making processes. Conflicts of interest include, but are not limited to:
  - **Financial Interest:** A Board Member or an immediate family member holding a financial interest in any deal, transaction, or contract that may benefit them directly or indirectly as a result of the Club's activities. This includes investments in suppliers, contractors, or competitors;
  - **Appointment of Board Member or Immediate Family:** The appointment, hiring, or promotion of a Board Member or an immediate family member to a position within the Club, including roles that involve decision-making power or financial compensation;
  - **Receiving Benefits or Gifts:** Board Members or their immediate family receiving personal benefits, gifts, or favors from individuals or organizations

doing or seeking business with the Club, which could influence the Board Member's actions or decisions;

- **Dual Roles:** A Board Member serving on multiple boards or in roles where their duties to the Club may conflict with their duties to another organization.

- **Conflict of Interest Continued:** In cases of declared conflicts of interest, the Board Member must leave the room during any discussion and/or voting on the matter, to ensure impartiality and transparency in the decision-making process. However, the Board Member may be allowed to remain if the entire Board votes to let them stay for part or all of the discussion, based on a determination that their presence provides significant value to the discussion, and does not unduly influence the outcome. This exception should be used judiciously and documented appropriately to maintain the integrity of the Board's decisions.
- **Respect and Fairness:** Board Members shall treat each other, Club employees, Club Managers, paid assistants, volunteers, members, and partners with respect, fairness, and dignity, fostering an environment free from discrimination, harassment, and retaliation.
- **Stewardship of Resources:** Board Members are responsible for the prudent and effective management of the Club's resources, ensuring said resources are utilized efficiently and for their intended purposes.
- **Compliance and Reporting:** Board Members are expected to comply with all laws, regulations, and Policies governing the Club's operations. Any unethical behavior, violations of this Policy, or illegal activities must be reported and addressed promptly.
- **Professional Development:** Board Members commit to continuous learning and improvement of their skills and knowledge to effectively govern the Club and support its mission.

### Implementation and Enforcement

- The Ethics Policy will be reviewed annually and updated as necessary to reflect changes in laws, regulations, and best practices.
- New Board Members will receive training on this Ethics Policy as part of their orientation.
- Any reported violations of this Ethics Policy will be investigated promptly and fairly. Actions, up to and including removal from the Board, may be taken against those who violate this Policy. A vote to remove a Board Member for a violation of this Ethics Policy must pass by at least a two-thirds ((2/3rds) vote.

**Acknowledgment**

Each Board Member must sign an Acknowledgment Form annually, affirming they have read, understand, and agree to adhere to this Ethics Policy.

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

\_\_\_\_\_  
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