

SOUTH KING ALANO CLUB

ARTICLES AND BY-LAWS

AS AMENDED MAY 3, 2015

5/3/15

**ARTICLES AND BY-LAWS
OF THE
KENT ALANO CLUB
(dba South King Alano Club)**

MISSION STATEMENT

The South King Alano Club, based in Auburn, Washington, is a 501-C(3), non-profit service organization which provides meeting rooms and a variety of twelve step related products, as well as opportunities to socialize for our clients who are involved in various twelve step programs.

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ARTICLE I

PURPOSE, POWERS AND NON-PROFIT STATUS

Section 1: Purpose

The purpose of the SKAC is to help people to recover from various addictions by providing a stable environment for 12 Step recovery programs to meet. Be it understood that the SKAC is not in any way affiliated with and/or in any way part of any 12 Step recovery program. The SKAC has been formed exclusively to assist those groups in 12 Step recovery programs to achieve their goals.

Section 2: Powers

The SKAC shall have the power, directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts or to engage in any and all lawful activities which may be necessary or convenient to effect any or all of the purposes for which the SKAC is organized. The SKAC may aid or assist other organizations whose purposes are the same as the SKAC. The power of the SKAC shall include but not be limited to the acceptance of contributions and/or cash, in kind or otherwise, from both the public and private sectors. The income of the SKAC shall be derived from gifts, grants, contributions, pledges and club operations. Funds may be invested only through approval of a majority of voting members during annual, special meetings or monthly Board meetings as called by the Board of Directors or general membership in accordance with the By-Laws herein. Notwithstanding anything herein to the contrary, the SKAC shall exercise its powers only in furtherance of exempt purposes as such terms are defined in 501(C) (3) of the Internal Revenue Code of 1986 and the regulations from time to time promulgated thereunder.

Section 3: Non-Profit Status

The SKAC is incorporated under the laws of the State of Washington as a non-profit organization and shall not have nor issue shares of capital stock and shall not

declare any paid dividends. No part of the net income or profit of the SKAC shall inure to the benefit of any member, director, officer, other individual or to the benefit of any organization not qualified for tax exemption under Section 501(C) (3) of the Internal Revenue Code except as permitted by law. No substantial part of the activities of the SKAC shall be carrying propaganda or otherwise attempting to influence legislation (except as otherwise provided by the Internal Revenue Code Section 501(h) or participating in or intervening in (including the public distribution of statements), any political campaign on behalf of any candidate for public office. Upon the dissolution of this organization, assets remaining, after payment of all the SKAC debts, shall be distributed for one or more exempt charitable purposes as agreed upon by a simple majority vote of the membership in attendance at a special meeting called by the Board of Directors or general membership and posted in accordance with the By-Laws of the SKAC within the meaning of Section 501(C) (3) of the Internal Revenue Code or corresponding Section of any future Federal tax code.

ARTICLE II

REGISTERED OFFICE AND REGISTERED AGENT

The SKAC will be located at 1317 Harvey Road in the city of Auburn, King County, State of Washington, and shall have its principle offices and records there. A registered agent shall be appointed, whose business address is the same as the registered address. SKAC must comply with all aspects of RCW 24.03.050 as regards registered offices and agents.

ARTICLE III

MEMBERS

Section 1: Constitution

The members of the SKAC will be persons who will meet such qualifications and requirements (including without limitation, payment of dues) as from time to time may be established by the Board of Directors. No person shall be denied membership on the basis of race, creed, color, sex, handicap or religious views. All members agree to uphold the articles of incorporation, by-laws and the rules of the SKAC. Violations of any of the above may result in suspension or revocation of membership by the Board of Directors.

Section 2: Place of Meetings

All annual meetings, special meetings and monthly board meetings as called by the Board of Directors or general membership will be held at the SKAC and shall be stated as such in the notice of meeting.

Section 3: Annual Meetings

There shall be an annual general membership meeting held in the month of March, time and date as designated in the notice of said meeting. At each annual meeting, the members will transact such business as may be properly presented during the meeting. Only current members may attend the meeting. The Board of Directors may allow non-members to attend the meeting by special request. Robert's Rules of Order shall govern the conduct of business at said annual membership meetings.

Section 4: Special Meetings

A special meeting of the members, for any purpose or purposes, may be called by the Board of Directors or by petition of no less than ten percent (10%) of the paid membership. Only current members may attend the meeting. The Board of Directors may allow non-members to attend the meeting by special request. Robert's Rules of Order shall govern the conduct of business at said special membership meetings.

Section 5: Notice of Meetings

Written notice of each annual meeting or monthly board meetings, stating the place, day and hour of the meeting (and the purpose or purposes of the meeting) shall be posted in a conspicuous location in the place of business of the corporation for at least fifteen (15) days prior to the date of the meeting. Written notice of each special meeting stating the place, day and hour of the meeting (and the purpose or purposes of the meeting) shall be posted in a conspicuous location in the place of business of the corporation for at least seven (7) days prior to the date of the meeting.

Section 6: Quorum

Twenty percent (20%) of the active membership at the time of the meeting, present in person, shall constitute a quorum at all meetings of the members. When a quorum is not present at an annual or special membership meeting, the meeting shall be adjourned and no business shall be transacted. The Board of Directors shall then have the authority to call another meeting under the time frames as outlined under notice of meetings for said purpose of transaction of business of the adjourned meeting or they may cancel the meeting altogether. When a quorum is present at the meeting, the vote of the holders of a majority of the votes entitled to be cast and present in person shall decide any question brought before such meeting, unless the vote of a greater number is required by law. Only members in good standing shall be allowed to vote. A voice vote will normally be considered sufficient for business actions. A show of hands may be requested when the outcome is in doubt.

Section 7: Access to Documents

Nothing in these bylaws shall be construed to limit the access of the SKAC members to SKAC documents except as regards personal privacy rights of employees and members. Members may request copies of any SKAC document and may be charged a reasonable copying fee. Members requesting SKAC documents to be used in performance of SKAC related duties may request that the copying fee be waived. SKAC documents include, but are not limited to, membership lists, contracts, profit and loss statements, Board minutes, office procedure manuals, job descriptions, IRS filings, rules, by-laws, articles and written communication from or to the SKAC office. This section does not authorize the release of any information that federal or state law protects from

disclosure. The SKAC Manager may censure any documents of personal addresses, phone numbers and salary figures in accordance with privacy concerns.

Section 8: Posting of Documents

The SKAC Board of Directors shall permanently post in a conspicuous location the SKAC Articles, By-Laws and Rules. The Board of Directors shall also be required to post in a conspicuous location the minutes of any membership or board meeting within ten (10) days of said meeting.

Section 9: Dues, Fees, Property Rights and Waiver of Dues

Membership dues shall be set at the annual membership meeting by a vote of the membership upon recommendation of the Board of Directors. No member shall have any property rights or any distributive share in the funds or property of the SKAC, either during its existence or upon dissolution. From time-to-time, the Board of Directors may vote to grant memberships in special circumstances for meritorious service or in hardship cases.

Section 10: Membership Status Defined

A member in good standing shall be defined as one who has paid dues, continuously, for at least six (6) months prior to any meeting in which they wish to cast a vote. Further, they must not be on probation at the time of said meeting.

ARTICLE IV

DIRECTORS

Section 1: Powers

The Board of Directors shall manage the affairs of the SKAC. Ultimate authority rests with the membership and as such any decision made by the Board can be upheld, reversed or cancelled by the membership. Said membership action can take place at annual or special meetings as described under Article III or at monthly Board meetings as outlined under Article IV.

Section 2: Number

The number of Directors shall not be more than seven (7).

Section 3: Composition

The Board of Directors shall consist of the SKAC President, Vice President, Secretary, Coordinator and three (3) Directors at Large.

Section 4: Nominations, Qualifications, Election and Term

Any member may be nominated to the Board under the following qualifications:

1. Nominee must be at least twenty-one (21) years of age.
2. Nominees for President must be a member in good standing for six (6) continuous months prior to nomination and have maintained continuous sobriety for five (5) years.
3. Nominees for Vice President, Secretary, Coordinator and Directors at Large must be members in good standing for six (6) continuous months prior to nomination and have maintained continuous sobriety for one (1) year.
4. Nominees for any Board position that are not in a twelve step recovery program (members of the community who do not share our disease but are willing to share our recovery) are exempt from qualification numbers 2 & 3, provided said community members may only hold two (2) board positions.
5. No other family member can be currently on the Board or nominated for a Board position.

Election of the Directors shall take place during the annual membership meeting by written ballot. Only members in good standing that are present at the annual meeting may vote.

The President, Vice President, Secretary and Coordinator shall hold office for a term of two (2) years. The maximum consecutive terms shall be six (6). The Directors at Large shall hold office for one (1) year. The maximum consecutive

terms shall be six (6). Elections for President and Secretary shall occur on odd years and elections for Vice President and Coordinator shall be held on even years.

The other Board members may remove a Board member who misses two (2) consecutive Board meetings by a majority vote.

The membership may remove a Board member at any time during said Board member's term at annual or special membership meetings by vote as outlined in Article III, or the membership may request the Board of Directors to allow a membership vote to remove a Board member during a monthly Board meeting. The Board may only approve a recall vote if twenty percent (20%) of the membership in good standing are present at the time of the monthly Board meeting. If the Board approves of a recall vote and twenty percent (20%) of the membership in good standing are present, then the vote of the holders of a majority of the votes entitled to be cast and present in person shall determine the recall decision, unless a vote of greater number is required by law. A show of hands shall be required in a Board member recall vote.

Section 5: Meetings

The Board of Directors shall meet at least once a month within the SKAC at a time established by the Board in order to conduct the business of the corporation. The Board of Directors shall meet privately for the first portion of said meeting. They then shall open the meeting to the general membership immediately after the conclusion of the closed Board meeting. Robert's Rules of Order shall govern the conduct of business at said monthly Board meetings.

Section 6: Vacancies

The Board of Directors shall fill any vacancy occurring on the Board of Directors. The temporary Board member shall serve until the next annual membership meeting, at which time the position will be considered vacant and up for election by the membership. The term length for the vacant position shall be reviewed and established to agree with the method of staggering terms as outlined in Section 4.

Section 7: Quorum

At all meetings of the Board of Directors, four (4) Directors shall constitute a quorum for the transaction of business.

Section 8: Compensation

No person may serve on the Board of Directors and draw a salary or compensation of any kind from the corporation.

ARTICLE V

COMMITTEES

Section 1: Ad Hoc Committees

The Board of Directors may, from time to time, by resolution adopted by a majority of the Board, appoint one or more Ad Hoc Committees to perform such functions as may be designated in said resolution. Said committees are to report and be fiscally responsible to the Board of Directors on a regular basis as directed.

ARTICLE VI

EMPLOYEES AND VOLUNTEER POSITIONS

Section 1: Manager

The Board of Directors shall set corporate policy and hire the Club Manager and set the Manager's salary. The manager may hire other employees and set their pay with the approval of the Board of Directors. The Club Manager shall attend the monthly Board meetings except those meetings which deal with the manager's personal evaluation.

Section 2: Comptroller

The Board of Directors shall designate an individual to be the SKAC Comptroller. The Comptroller position shall be voluntary and shall not be compensated. The Comptroller shall report directly to the Board of Directors.

ARTICLE VII

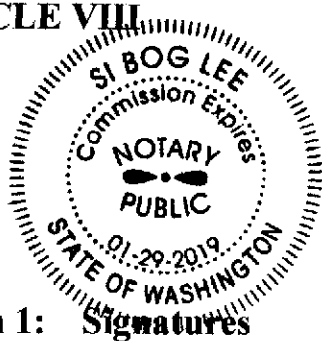
AMENDMENTS

Section 1: Alterations, Amendments and Repeals

The power to alter, amend or repeal the Articles and By-Laws or to adopt new Articles and By-Laws will be vested in the membership by affirmative vote of the membership at annual or special membership meetings.

ARTICLE VIII

SEAL




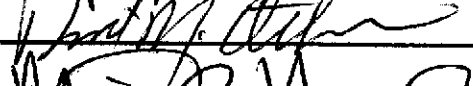

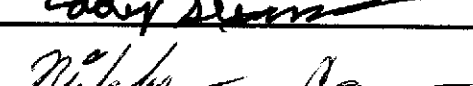
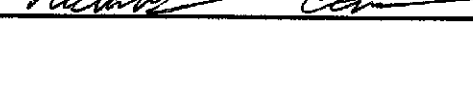


Si Bog Lee
5/30/2015

Section 1: Signatures

These Articles and By-Laws are a revision of the Articles and By-laws adopted at the annual meeting of the membership on March 17, 1991 and as amended on June 6, 1993, March 22, 1998, March 21, 2004 and April 18, 2010.

Signed by the Board of Directors:

- 1.  Date: 5/26/15
- 2.  Date: 5/26/15
- 3.  Date: 5-26-15
- 4.  Date: 5/27/15
- 5.  Date: 6/28/15
- 6.  Date: 5-30-15
- 7.  Date: 5-30-15

