

**BYLAWS**  
Sanctuary Club, Inc.

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**Article I. NAME OF ORGANIZATION**

The name of this Corporation will be; SANCTUARY CLUB INCORPORATED

**Article II. OBJECTIVES AND PURPOSE**

**Section 2.01 Nonprofit Legal Purpose**

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

This corporation is to be operated exclusively for charitable purposes. No part of its earnings will inure to the benefit of any private member or individual, and no part of its activities is to be used for propaganda or attempts to influence legislation.

**Section 2.02 Specific Purpose**

Sanctuary Club provides a meeting place where people seek recovery from addictive behaviors to gather, to exchange ideas, and have fellowship.

The Specific objectives and purpose of this organization will be:

- To provide a site for meeting and conference facilities;
- To provide information on addiction and on methods of recovery;
- To provide social activities to members, family, and guests in a safe and sober environment;
- To effect its purpose without discrimination as to race, color, national origin, creed, sex or sexual orientation;
- To undertake necessary or expedient action to administer the affairs and to further the purpose of the Sanctuary Club.
- To exercise all of the powers granted to a nonprofit organization by the Civil Code of the State of California for these purposes.

**Section 2.03 Affiliation**

The Sanctuary Club is not an integral part of Alcoholics Anonymous, however, it is supported by members of 12-Step programs; it was founded by members of 12-Step programs; and in every way subscribes to the furthering of 12-Step programs, the 12 Steps of Alcoholics Anonymous, and the 12 Traditions of Alcoholics Anonymous, except when these may be in conflict with a nonprofit organization.

**Section 2.04 Limitations**

The preceding clauses defining the purpose and objectives for which the Sanctuary Club was formed will be construed both as objects and powers limited by Federal and State law and the enumeration of specific powers will not be held to limit or restrict in any manner the powers of the Sanctuary Club.

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### **Article III. GENERAL MEMBERSHIP**

Sanctuary Club is a private club for member use only. During scheduled meetings, guests are welcome to attend and participate. Whenever a meeting is not in session, a non-member may use the club only with a physically present member.

#### **Section 3.01 Eligibility for Membership**

Application for voting membership will be open to any current member of 12-Step Programs that supports the purpose statement in Section 2.02. Membership is granted after receipt of monthly dues. No member will hold more than one membership in the corporation.

#### **Section 3.02 Monthly Dues**

Dues will be a monthly sum established by the Board of Directors. Dues are collected on the first of the month in a manner defined by the Treasurer. The Board of Directors may waive dues, present or future, in any temporary hardship or special circumstance case. Such waiver will be reviewed every 60 days.

#### **Section 3.03 Voting Privileges**

A member is granted voting privileges after two consecutive months of membership. Proxy voting is not permitted.

#### **Section 3.04 Resignation and Termination**

Any member may resign by verbally notifying the Treasurer. Paid dues are non-refundable. Failure to pay dues will result in suspension of membership benefits. Any member who violates any club rule and/or by-laws is automatically suspended and loses all club rights and privileges, including membership on the Board of Directors and any committee, upon issuance of written suspension from the Board of Directors. The suspended member may appeal in writing to the Board of Directors, which will review the appeal at the next board meeting. The suspended member has the right to appear on his or her own behalf.

#### **Section 3.05 Non-voting Membership**

The board has the authority to establish and define non-voting categories of membership.

### **Article IV. GENERAL MEMBERSHIP MEETINGS**

#### **Section 4.01 Annual Meetings**

An annual meeting of the members will take place in the month of February and coincide with the Annual Anniversary Party. The specific date, time and location of the meeting will be designated by the Chairperson. At the annual meeting, the members will inaugurate new board members, receive reports on the activities of the Sanctuary Club, and determine the direction of the organization for the coming year.

#### **Section 4.02 Special Meetings**

Special meetings may be called by the Chairperson, the Executive Committee, or a simple majority of the Board of Directors. A petition signed by five percent (5%) of voting members may also call a special meeting.

#### **Section 4.03 Notice of Meetings**

Official notice of each general membership meeting will be posted on the Sanctuary Club bulletin board not less than two weeks prior to the meeting.

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**Section 4.04 Quorum**

The presence of at least twenty percent (20%) of the membership will be necessary at any general membership meeting to constitute a quorum to transact business.

**Section 4.05 Voting**

All Sanctuary Club issues to be voted on will be decided by a simple majority of those present at the general membership meeting in which the vote takes place. Non-members and guests are not eligible to vote.

**Article V. BOARD OF DIRECTORS**

**Section 5.01 General Powers**

The affairs of the Sanctuary Club will be managed by its Board of Directors. The Board of Directors will have control of and be responsible for the management of the organization's assets, facilities, and operations.

**Section 5.02 Number, Tenure, and Requirements**

***(a) Number of Directors***

The Board of Directors will consist of five (5) members and at least (1) alternate member.

***(b) Term Length***

Each Board Member will fill a seat for a two-year term. There are no term limits.

***(c) Seat Staggering***

Board terms will be staggered so that: at the time of each annual meeting on odd years, the terms of three (3) board members will expire; and at the time of each annual meeting on even years, the terms of three (3) board members will expire.

***(d) Organization Commitment Requirement***

Each Board Member must be a General Member for at least six (6) months prior to election to the Board of Directors.

***(e) Term Duration Requirement***

The members of the Board of Directors will, upon election, immediately enter upon the performance of their duties and will continue in office until their term has expired, or until resignation.

***(f) Attendance Requirement***

Each member of the Board of Directors will attend at least three (3) monthly meetings of the Board per year unless the Board Member's absence is excused by the Chairperson or the Co-Chairperson. Alternate Board Members attendance is highly recommended but not required.

***(g) Sobriety Requirement***

Each member of the Board of Directors must have continuous sobriety for one (1) year in his or her respective program(s).

**Section 5.03 Election of Directors**

***(a) Notice of Election***

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A Notice of Election will be posted on the club bulletin board by the Secretary thirty (30) days prior to an election.

### ***(b) Notice of Intent***

Any member who meets the requirements outlined in Section 5.02 and wishes to become a candidate will file a Notice of Intent with the Secretary within two (2) weeks of the election notice.

### ***(c) Nominations***

All Notices of Intent will be considered nominations and must be made available to voting members two weeks prior to the election. Nominations will not be accepted from the floor.

### ***(d) Ballot Procedure***

Board Members will be elected by anonymous ballot during a 7-day period in January, or at a time corresponding with the annual membership meeting. All members will have equal voting privileges.

### ***(e) Special Elections***

Special Elections will be held to fill vacancies and will following the same procedures outlined in this Section.

## **Section 5.04 Board Vacancies**

Whenever a vacancy occurs in the Board of Directors, it will be filled by an alternate board member. In cases where multiple alternates apply for the position, a secret ballot of the remaining board members will decide who is chosen. The subsequent vacancy of the alternate role may be filled by following the election procedures in Section 5.03. Vacancies in the Board's Executive Committee will first be filled by one of the remaining Board Members following procedures in Section 7.05 and the subsequent open seat will be filled by election. Newly elected Board Members filling vacancies will fill that seat for the unexpired term of the original Board Member.

## **Section 5.05 Forfeiture and Resignation**

Board Members who fail to fulfill any of their requirements as set forth in Section 5.02 will automatically forfeit his or her seat on the Board. The Secretary will notify in writing the Chairperson and the Board Member whose seat is being forfeited the reason for the forfeiture. The Board of Directors will immediately proceed to fill the vacancy.

Board Members may resign their board duties and return to the General Membership by submitting, in writing, a letter of resignation. After resigning, a board member must wait one (1) year before submitting a new Letter of Intent to serve.

## **Section 5.06 Compensation**

Members of the Board of Directors will not receive any compensation for their services as Board Members.

## **Section 5.07 Informal Action by Directors**

Any action required by law or needed to remedy emergency situations may be taken without a meeting if all the following conditions are met:

1. Each Board Member is verbally notified of the proposed action;
2. Consent for the action is done in writing and signed by five (5) Board Members;
3. Either the Chairperson or the Co-Chairperson is one (1) of the five (5) signing Board Members.

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### **Section 5.08 Confidentiality**

Board Members will not discuss or disclose information about the Sanctuary Club or its activities to any person or entity unless such information is already a matter of public knowledge or is required by law to be disclosed

### **Section 5.09 Parliamentary Procedure**

Any question concerning parliamentary procedure at meetings will be determined by the Chairperson by reference to Robert's Rules of Order unless specifically covered in these by-laws.

## **Article VI. BOARD MEETINGS**

### **Section 6.01 Regular Meetings**

The Board of Directors will meet February, April, June, August, October, and December at a time and place to be posted in the club. The format of the meeting will follow the agenda determined in advance by the Board of Directors. Members of the club may attend any meeting of the board, but may not participate in the business of the meeting unless specifically invited to do so, or unless they are placed on the agenda via the suggestion box.

### **Section 6.02 Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the Chairperson or any two (2) Board Members. The person or persons calling the special meeting may choose any time and place.

### **Section 6.03 Notice of Meetings**

Regular meetings must be posted on the club bulletin board at least ten (10) days prior to the meeting. Special meetings do not require written notice; however, verbal notice to all Board Members is required at least 48 hours prior to the meeting.

### **Section 6.04 Quorum**

The presence of a majority of Board Members, of which may include an alternate Board Member, will be necessary at any Board Meeting to constitute a quorum to transact business.

### **Section 6.05 Voting**

Each Board Member will have one vote on all items of business. In cases of an absent Board Member, the alternate Board Member will have voting rights equal to the remaining board members. Any Board Member may make motions.

## **Article VII. EXECUTIVES**

### **Section 7.01 General Powers**

Executives are members of the Board of Directors with key positions. In addition to their unique duties outlined below, the Executives are responsible for preparing the agenda for the monthly Board Meetings and the General Membership Meetings.

### **Section 7.02 Number, Tenure, Requirements, and Qualifications**

#### ***(a) Number of Executives***

There are four (4) Executives with the titles of Chairperson, Co-Chairperson, Secretary and Treasurer.

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### ***(b) Executive Term Length***

Each Executive will fill a position for one (1) year. The number of times a person can be elected to an Executive position is not limited. Executive positions will be elected by the Board of Directors annually.

### ***(c) Board Member Requirement***

All Executives must be elected Board Members with sufficient time remaining on their Board of Directors term to fill the Executive term commitment.

### ***(d) Functional Qualifications***

Executives must possess the needed skillset to perform their duties outlines in Section 7.03 of this Article.

## **Section 7.03 Duties of Executives**

### ***(a) Chairperson***

- The Chairperson presides over all meetings and events, including Board Meetings and General Membership meetings.
- The Chairperson appoints committee chairs and serves ex officio on committees.
- The Chairperson is responsible for making sure the other Executives (Co-Chairperson, Secretary, and Treasurer) are fulfilling their duties.
- The Chairperson has signature authority to sign legal documents on behalf of the organization, to include checks in coordination with the Treasurer.
- The Chairperson is responsible for strategic planning of the Sanctuary Club including development of programs to carry out the goals of the organization, and overseeing the implementation of these programs.
- The Chairperson oversees the Sanctuary Club's fund raising operations. This involves acting as the primary spokesperson for the organization, recruiting donors, and attending fundraising functions.

### ***(b) Co-Chairperson***

- The Co-Chairperson plans, develops and enforces policies and objectives for the Sanctuary Club to ensure it maintains its values and meets established goals.
- The Co-Chairperson is responsible for managing the day-to-day activities of the organization ensuring a safe and sober environment.
- The Co-Chairperson ensures the organization is visible and accessible to those seeking recovery services.
- The Co-Chairperson has signature authority on checks in coordination with the Treasurer.

### ***(c) Secretary***

- The Secretary is the custodian of the Sanctuary Club's records. This involves ensuring records are maintained according to law and are available upon request by Board Members.
- The Secretary maintains permanent records of the organizations internal communications, meeting agendas, and meeting minutes.
- The Secretary is responsible for drafting and posting all notices required in these bylaws.
- The Secretary is responsible for maintaining the articles of incorporation and the bylaws including any amendments.

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- The Secretary is responsible for tracking upcoming filing obligations including the Secretary of State's Statement of Information, the Attorney General's Registry of Charitable Trusts, and any other recurring filing.
- The Secretary tallies all votes on secret ballots ensuring confidentiality of the process.

### ***(d) Treasurer***

- The Treasurer is responsible for the financial bookkeeping of the Sanctuary Club including keeping of a general ledger, making bank deposits, and writing checks.
- The Treasurer is responsible for drafting and presenting the annual budget to the board as well as preparing a Treasurer's report at board meetings.
- The Treasurer is responsible for preparing and signing the organization's federal and state tax returns.

### **Section 7.04 Selection of Executives**

The Board of Directors will choose Executive positions from among Board Members elected by the General Membership. Officers of the Executive Committee will be eligible to succeed themselves in their respective offices. A Board Member may volunteer for an Executive position or another Board Member may nominate a fellow Board Member. The election is by secret ballot.

### **Section 7.05 Executive Vacancies**

Whenever an Executive vacancy occurs, the Chairman will solicit nominees from the remaining Board Members ensuring compliance with Section 7.02. The Board of Directors will take a vote and the nominee selected will fill the position for the unexpired term of the vacancy. The vacant position will be chosen from nominees by the Board of Directors through a majority vote. In cases of ties, the Chairperson will recuse him or herself from the vote. Chairman vacancies will automatically be filled by the Co-Chairperson.

### **Section 7.06 Removal and Resignation**

The Board of Directors, with the concurrence of at least three-quarters (3/4) of the remaining directors voting at the meeting may remove an Executive. No Executive will be expelled without an opportunity to be heard. Notice of a pending expulsion will be given to the member in writing at least twenty (20) days prior to the meeting at which the expulsion will be presented. The notice will set forth the reasons of the pending expulsion.

## **Article VIII. COMMITTEES**

### **Section 8.01 Executive Committee**

The Executive Committee consists of the Executives of the Board of Directors; namely, the Chairperson, Co-Chairperson, Secretary, and Treasurer make up the Executive Committee.

### **Section 8.02 Ad-hoc Committee Formation**

The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The board Chairperson appoints all committee chairs.

## **Article IX. INDEMNIFICATION**

### **Section 9.01 General**

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The Sanctuary Club will indemnify any Board Member, past or present, authorized to act on behalf of the Sanctuary Club.

### **Section 9.02 Expenses**

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Sanctuary Club in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors.

## **Article X. AMENDMENTS**

### **Section 10.01 Bylaws**

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected will be given to each director at least 10 days prior to the meeting date.

## **Article XI. MODIFICATION RECORD**

These bylaws have been modified after original adoption. The following table describes changes.

Date of Change	Modifications
7/7/2018 at regular meeting	5.02(a): Number of board members reduced from seven to five. Added at least one alternate board member. 5.02©: Seat staggering was adjusted to include the reduction in board size. 5.02(f): Attendance requirement was altered for alternate board members. 5.04: Board Vacancies was modified adding alternate board member details. 6.04: Quorum was modified adding alternate board member role. 6.05: Voting was modified detailing alternate board member role.
11/2/2019 at regular meeting	4.01: Modified from January to February to align with the Annual Anniversary Party. 5.02(f): Attendance requirement adjusted from 9 meetings per year to 3 meetings per year. 6.01: Modified from monthly board meetings to February, April, June, August, October, and December