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BY LAWS
OF THE
St. Helens Alano Club, Inc.

ARTICLE I

PURPOSE

This corporation shall be organized and operated exclusively for charitable and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and §501(c)(3) of the Internal Revenue Code of 1954(or its corresponding future provisions).

This corporation's primary purpose is to provide and manage physical facilities for the use of the twelve step recovering community and related members, to provide a safe environment for recovering people to socialize, and to provide educational material pertaining to recovery.

PRINCIPAL OFFICE

The principal office of the Corporation is located at 215 N. 6th Street, St. Helens, Oregon 97051.

ARTICLE II
MEMBERSHIP

2.1 Qualification:

Any person who has at least 30 days recovery, and is a member of a 12-step program that has groups meeting at a Club operated by the St. Helens Alano Club, Inc., and is willing to contribute to the support and maintenance of the Corporation shall be accepted as a member of the Corporation upon application. A person not in recovery who wishes to contribute and support the Alano Club through the membership may be accepted as an honorary member but is not considered a voting member.

2.2 Termination of membership:

The Board of Directors or its designated agent for such purposes has the power to suspend or terminate the membership privileges and rights of any member whose conduct is not consistent with the purpose, concept, and objectives of the Corporation. Any member for whom suspension or termination of membership for such conduct is proposed shall:

- (a) be given 15 days prior written notice of the suspension or termination and the reasons therefor, unless such period of time is impracticable in the circumstances and not in the best interests of the Corporation, its operations, or the other members, and
- (b) have the right of appeal at the next regular meeting of the Board of Directors.

The Board of Directors shall have the power to fix the terms and conditions of membership. Failing appeal before the Board of Directors, a member whose membership rights have been suspended or terminated may appeal a decision of the Board of Directors before the membership of the Corporation at a special meeting called for that purpose.

2.3 Dues:

Members are expected to make a minimum monetary or labor contribution to the Corporation on a monthly or annual basis. The amount of the contribution will be set by the Board of Directors and will be consistent with the level of funding required to support the corporate activities and to properly maintain the property of the Corporation.

2.4 Voting Rights:

Each member of the Corporation shall have one vote on each matter brought before the membership at an annual meeting or special meeting, provided that the member is current in his or her payment or performance of required dues. A member is considered current if dues are paid through the month preceding the month of the meeting where voting is taking place.

2.5 Meetings of Members:

2.5.1 The annual meeting of the members of the Corporation shall be held within the first quarter of each year at a time and date set by the Board of Directors.

- 2.5.2 Special meetings of the membership may be called by the Secretary upon written request of the President, the Board of Directors, any three directors, or one-third of the members of the Corporation eligible to vote.
- 2.5.3 Notice of the annual or any special meeting of the members of the Corporation shall be posted in a prominent place in the premises of all facilities operated by the Alano Club at least 10 and no more than 30 days prior to the date of the meeting. Notice shall include date, time, place and purpose of the meeting.
- 2.5.4 Members shall vote in person by written ballot or by means of a proxy conforming to the requirements of the Oregon Nonprofit Corporation Act (ORS 65.231).

2.6 Nominations and Elections:

- 2.6.1 The President, with the approval of the Board of Directors, shall appoint a nominating committee at least 60 days prior to the date set for the annual meeting of the members of the Corporation, consisting of three members of the Corporation eligible to vote. Directors and officers may serve on the nominating committee. The nominating committee shall nominate at least one candidate for each vacancy on the Board of Directors to be filled at the annual meeting. The report of the nominating committee shall be filed with the Board of Directors and a copy shall be posted at the principal office of the Corporation at least 20 days prior to the annual meeting.
- (a) The nominating committee shall post notice that an election will held at least 45 days prior to the election, list the positions open for election, and the current incumbents or vacant positions.
- (b) The notice shall inform prospective candidates how they may make application to the nominating committee, requirements for the position up for election, and any other requirements that may be required for them
- 2.6.2 In addition to the names placed in nomination by the nominating committee, any ten members eligible to vote may nominate any other candidate or candidates for any vacancy on the Board of Directors to be filled at the annual meeting. Such nomination shall be submitted in writing to the Board of Directors not later than 10 days prior to the date of the annual meeting and shall be signed by all members submitting the nomination. If the member or members so nominated are eligible to be Directors of the Corporation, the Secretary shall certify the list of nominees and post the same at the principal office of the Corporation. Such nominees shall be presented to the members of the Corporation at the annual meeting in addition to the names placed in nomination by the nominating committee established by the President.

2.7 Membership List:

The list of the members of the Corporation will not be available for inspection by the members of the Corporation. However, the Corporation will provide any member, in accordance with the provisions of the Oregon Nonprofit Corporation Act, a reasonable means to mail communications to the other members through the Corporation at the expense of the member making the request. Such communication must be determined by the Board of Directors to be intended for legitimate purposes involving the Corporation and not for any other commercial or private purpose.

ARTICLE III BOARD OF DIRECTORS

3.1 General Powers:

The business and affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors may hire and compensate such staff members as it deems appropriate.

3.2 Number, Tenure, and Qualification:

3.2.1 The number of the Directors of the Corporation shall not exceed 19 or be less than 5. Up to four positions on the Board of Directors may be held by friends of the recovering community. These positions are appointed by the elected Board of Directors and serve at the desire of the Board. They are voting positions on the Board of Directors and count as part of a quorum.

3.2.2 Directors term of office shall be for three years and until their successors are elected and take office. One-third of the total number of elected Directors shall be elected each year. There are no term limits imposed on a Directors position.

3.2.3 The Board of Directors may designate honorary members. An honorary member shall have no vote and shall not be counted for the purposes of determining a quorum. Persons eligible for honorary director status include but are not limited to those who have served as regular directors, those who have distinguished themselves in the community, and those who have made significant contributions to the development and success of the Corporation. Honorary directors need not be members of the Corporation.

3.2.4 Directors shall serve without compensation.

3.2.5 Any member in good standing of the St. Helens Alano Club, Inc. with one (1) year of continuous sobriety as it pertains to any twelve step program qualifies as a member eligible to run for the Board of Directors.

3.2.6 The Board of Directors may appoint outside directors nominated by the Board of Directors or as proposed by one-third of the membership.

3.3 Annual Meeting:

The annual meeting of the Board of Directors shall be held without other notice than this Bylaw at the principal office of the Corporation no later than thirty days after the annual meeting of the members of the Corporation. The time, day or place of the meeting may be changed by the President of the Board of Directors provided notice of the change is given to the other Directors.

3.4 Regular Meetings:

Regular meetings of the Board of Directors shall be held without notice other than this Bylaw at the principal office of the Corporation during the first week of each calendar month.

3.5 Special Meetings:

Special meetings of the Board of Directors may be called by or at the request of the President of the Board of Directors or by one-third of the directors. The person or persons authorized to call special meetings of the Board of Directors shall fix the time and place of the special meeting, provided that the place of the special meeting shall be the principal office of the Corporation, unless otherwise stated.

3.6 Notice:

Notice of any change in the time, day or place of any annual or regular meeting and notice of any special meeting of the Board of Directors shall be given at least three days before the annual meeting or any regular meeting and at least 24 hours before a special meeting or meetings in which an Executive Session is scheduled. Notification via telephone within the appropriate time frame prior to the meeting by a Board Officer shall constitute adequate notice. The officer making such notification should document the call by date, time, and if notice was given directly or through an answering machine. At least three attempts should be made to contact the Director directly. The attendance of a director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or

convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or any waiver of notice of such meeting.

3.7 Waiver of Notice:

Whenever any notice is required to be given to any director of the Corporation, a waiver thereof in writing, signed by the person entitled to such notice, whether before or after the event stated therein, shall be deemed equivalent to the giving of such notice.

3.8 Quorum:

A simple majority of the number of directors in office at the time of the meeting of the Board of Directors shall constitute a quorum for the transaction of business at that meeting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a different number is provided by law, the Articles of Incorporation, or these Bylaws.

3.9 Meeting by Telephone; Consent in Lieu of Meeting:

3.9.1 The Board of Directors may hold a meeting by conference telephone or similar equipment by means of which all the persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting.

3.9.2 Any action which is required or permitted to be taken by the directors at a meeting may be taken without a meeting if a consent in writing setting forth the action is signed by all of the directors entitled to vote on the matter. The action shall be effective on the date when the last signature is placed on the consent or at such earlier time as is set forth therein. Such consent, which shall have the same effect as a unanimous vote of the directors, shall be filed with the minutes of the Corporation.

3.10 Vacancies:

Any vacancy occurring in the membership of the Board of Directors may be filled by the remaining directors. A director appointed to fill a vacancy shall serve until the expiration of the term of the director he or she replaces and until a successor is elected and qualified.

3.11 Presumption of Assent:

A director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to assent to the action, unless the director's dissent is entered into the minutes of the meeting or unless a written dissent is filed with the person acting as the secretary of the meeting before the adjournment thereof or forwarded by certified or registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. A director who voted in favor of the action shall not have the right to dissent in such manner.

3.12 Transactions with Directors:

3.12.1 Any contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and another party in which one or more of its directors are interested, shall be valid notwithstanding the relationship or interest or the presence or participation of such director(s) in a meeting of the Board of Directors or a committee thereof which acts with reference thereto if:

the fact of such relationship or interest is disclosed or known to the Board of Directors or committee and it authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or
the contract or transaction is fair and reasonable to the Corporation.

3.12.2 Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee which authorizes or ratifies such contract or transaction.

3.12.3 None of the provisions of this section shall invalidate any contract or transaction which would otherwise be valid under applicable law.

3.13 Removal or Resignation:

3.13.1 It is the duty of each director to attend the annual, regular, and special meetings of the Board of Directors. Any director who, without excuse, fails to attend three consecutive meetings during his or her term of office shall be presumed unable to carry out the duties of the office and shall be replaced. An absence shall be considered without excuse if the director fails to notify the

President or Secretary, or other person designated by either of them for such purpose, by no later than 5 P.M. of the business day preceding a meeting of his or her inability to attend and the reason therefore.

3.13.2 A director may additionally be removed, with or without cause, at a meeting called expressly for that purpose, by a vote of all the other directors in office, upon finding by such directors of conduct on the part of the director considered harmful to the best interests of the Corporation.

3.13.3 Any director may resign by delivering his or her resignation to the Corporation at its principal office or to the President of the Board of Directors or the Secretary of the Corporation. Such resignation shall be effective on receipt unless it is specified to be effective at a later time.

3.14 Executive and other Committees:

Subject to the applicable provisions of the Oregon Nonprofit Corporation Act, the Board of Directors shall appoint an executive committee comprised of the President, selected Vice Presidents, Secretary and Treasurer. The Executive Committee shall meet in the third week of each month. The Executive Committee may exercise such authority in the management of the Corporation as the Board of Directors shall delegate. The Board may appoint standing committees and special committees as needed. Any committee other than the Executive Committee may include advisory members from the membership of the Corporation.

3.15 Limitations on the Powers of Committees

A committee may not authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers; may not approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may not elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; nor adopt, amend or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

ARTICLE IV OFFICERS

4.1 Number:

The officers of the Corporation shall be a President, a Secretary and a Treasurer. Such other officers and assistant officers as may be deemed necessary may be elected by the Board of Directors and shall have

such powers and duties as may be prescribed by the Board of Directors.

4.2 Election and Term of Office:

The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. If the election of officers is not held at that meeting, it shall be held as soon thereafter as is convenient. Each officer shall hold office until a successor has been duly elected and has been qualified or until the officer's death, resignation or removal. An officer may be reelected without limit on the number of terms she or he may serve.

4.3 Qualification:

Officers shall be directors of the Corporation.

4.4 Removal:

Any officer or agent elected by the Board of Directors may be removed by the Board of Directors whenever in its judgement the best interests of the Corporation would be served thereby. Removal shall be without prejudice to the contract rights, if any, of the person involved. Election of an officer or agent shall not if itself create contract rights.

4.5 Vacancies:

A vacancy in the Board because of death, resignation or removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

4.6 President:

The President shall have general oversight of the Corporation, shall preside at all meetings of the Board of Directors and act as Chairman of the Board of Directors, and shall, with the Secretary, execute on behalf of the Corporation all contracts, agreements, and other instruments, unless another officer or agent of the Corporation is designated therefor by the Board of Directors. The President shall from time to time report to the Board of Directors all matters within the President's knowledge affecting the Corporation that should be brought to the attention of the Board of Directors. The President shall be a nonvoting ex officio member of all committees established pursuant to Section 3.14 except for the Executive Committee, where the President may vote. The President shall have such other duties and responsibilities as may pertain to such office or be prescribed by the Board of Directors.

4.6.1 The Board is responsible for the selection and approval of the Club Manager. The Club Manager reports directly to the President. The Club Manager, with the advice and counsel of the President, selects and approves all other employees, in accordance with the personnel policy procedures in effect.

4.7 Treasurer:

The Treasurer shall be the chief financial and accounting officer of the Corporation and shall supervise and monitor the finances of the Corporation. The Treasurer shall cause to be kept correct and complete records of account showing the financial condition of the Corporation. The Treasurer shall be legal custodian of all moneys, notes, securities, and other valuables that may come into the possession of the Corporation. The Treasurer shall cause all funds of the Corporation to be deposited in depositories that the Board of Directors may designate. The Treasurer shall pay funds out only on the check of the Corporation signed in the manner authorized by the Board of Directors. The Treasurer shall present to the Board of Directors regular statements of the Corporation's financial position, and the annual operational budget. The Treasurer shall ensure that the Corporation files all necessary tax returns. The Treasurer shall maintain the record of all gifts, grants, contributions, sales of merchandise, performance of services, or furnishing of facilities, in any activity that is not an unrelated trade or business, and the sources of all the foregoing funds. The Treasurer shall keep a record of all substantial contributors and disqualified persons as defined by Sections 507 and 4946 of the Internal Revenue Code of 1986, as amended ("IRC"), and if all receipts received from disqualified persons. The Treasurer shall keep a record of gross investment income, as defined by IRC Section 590(e), received by the Corporation. The Treasurer shall keep a record of any unrelated business taxable income, as defined by IRC Section 512, received by the Corporation. The Treasurer shall prepare a report for each annual meeting of the Board of Directors listing the above information and stating whether the Corporation is maintaining its status as a tax-exempt, publicly supported charity under IRC Section 501(c)(3).

4.8 Secretary:

The Secretary shall keep the minutes of all meetings of the Board of Directors and shall have custody of the minute books, which may include committee's minutes, and other records pertaining to the Corporate business. The Secretary shall countersign on behalf of the Corporation all contracts, agreements, and other instruments, unless otherwise provided by the Board of Directors, and shall perform such other duties as may be required by the Board of Directors.

ARTICLE V

INDEMNIFICATION

The Corporation shall indemnify to the fullest extent permitted by the Oregon Nonprofit Corporation Act any person who was, is, or is threatened to be made party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in right of the Corporation), by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served at the request of the Corporation as a director, officer, or trustee of another corporation, partnership, joint venture, trust or other enterprise. To the extent permitted by law, the Corporation shall pay all expenses incurred by any such person in defending such a proceeding in advance of its final disposition at the written request of such person if the person (a) furnishes written information of a good faith belief that he or she is entitled to indemnification and (b) furnishes the Corporation with a written plan undertaking to repay such advance if it is ultimately determined by a court that such person is not entitled to be indemnified. The right to and amount of indemnification shall be determined in accordance with the provisions of the Oregon Nonprofit Corporation Act in effect at the time of the determination.

ARTICLE VI CONTRACTS, LOANS, CHECKS, AND OTHER INSTRUMENTS

6.1 Contracts:

Notwithstanding Sections 4.6 and 4.7 of these Bylaws, the Board of Directors may authorize any officer or agent to enter into any contract or 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 circumstances.

6.2 Loans:

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confines to specific circumstances.

6.3 Checks, Drafts, etc.:

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

ARTICLE VII SEVERABILITY

Any determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws.

**ARTICLE VII
AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors by vote of two thirds of the directors present at any meetings of the Board of Directors, provided that notice and the text of the amendment shall have been mailed to each director at least five days before the meeting, or the changes have been made available at the Board meeting and at the Club the month prior to a vote to change.

Presiding Officers:

**Steve Rosenlund
President**

**Diane Schmidt
Secretary**

**Tim Powell
Vice President**

**Dennis B Hills
Treasurer**

First Approval Date: April 17, 2002

Date amended: March 4, 2009
