



By-Laws

CLUB 12 OF PLATTSBURGH, INC.

ARTICLE I THE CORPORATION

Sec. 1: NAME: Club 12 of Plattsburgh, Inc., hereinafter called "Club 12".

Sec. 2: PURPOSE: Club 12 of Plattsburgh, Inc., is a place for people in 12 Step recovery to meet, to find support, and to socialize in a clean and sober environment before and after 12-Step meetings. Club 12 offers the recovering individual a place to have a cup of coffee with men and women who understand and discuss the program and the process of 12-Step recovery. It also helps people to get outside of themselves, serve others, and be a part of the recovering community. In addition while not affiliated with these programs, Club 12 is available for meetings of any 12-Step Group that agrees to abide by the rules of anonymity. Club 12 and its membership recognize and, as far as possible, subscribe to the principles of the fellowship of these programs. Club 12 shall undertake such activities as are approved by its Board of Directors, the scope of which shall include the education of recovering alcoholics and drug addicts through literature, meetings, and other activities.

ARTICLE II THE MEMBERSHIP

Sec. 1: QUALIFICATIONS: Membership in Club 12 is open to anyone with a desire to stop drinking or using drugs, and who has accumulated thirty (30) days of continuous sobriety or clean time, and individuals with other addictions. It may include in its membership anyone else interested in recovery from alcoholism or drug addiction, including family members involved in any Twelve-Step Program.

Sec. 2: MEMBERSHIP PROCEDURE: By tendering one (1) month's dues subject to the approval of the Board of Directors. The monthly membership dues of this organization shall be \$10.00 per month, \$55.00 for six (6) months or \$100.00 for one (1) year, or as otherwise approved by the Board of Directors. The membership dues are non-refundable. The Board of Directors may, from time to time, offer a gratuitous membership to individuals in special cases such as volunteer workers or people experiencing hardship.

Sec 3: SUSPENSION OF MEMBERSHIP: The Board of Directors may suspend any member by majority vote. Grounds for suspension of membership are drinking, use of pills or narcotics, refusal to conform to Club 12 rules, nonpayment of dues, or any other action that is detrimental to Club 12. Any member whose conduct is adverse to the best interest of Club 12, as determined by the Board of Directors, shall be removed from the membership.

Sec 4: REINSTATEMENT: A member who's membership has been suspended may apply in writing for reinstatement thirty (30) days after the date of the Board's suspension of the said membership. If the Board approves the application by two-thirds majority vote, the applicant will be reinstated.

ARTICLE III THE CLUB USE

Sec 1: MEMBERSHIP USE OF FACILITIES: Any member in good standing and their guest(s) shall have full use of the facilities during normal operating hours. Any non-member shall have limited use of the facilities thirty (30) minutes before and/or after any Twelve-Step Group Meeting, which they may be attending.

Sec 2: GROUP USE OF FACILITIES: Any recognized 12-Step Recovery Group may petition to the Board of Directors for use of the facilities of Club 12 for regular or special meetings. Such petitions or applications will be made in the following manner:

- A. Application to be made in writing and delivered to a member of the Board of Directors.
- B. One full name and signature to indicate a member of the applying Group who shall be responsible until replaced in such manner as the applying Group shall determine.
- C. In the event that the Board of Directors denies the application, the Group may resubmit the application with the signatures of twenty percent (20%) of Club 12 members who are in good standing. This would be considered a Group Conscience, and would override the Board of Directors.
- D. Any scheduled Twelve-Step meeting shall take precedence over any social or fundraising events.

Sec. 3: ACTION: Upon receipt of proper application for use of Club 12 facilities, as above, the Board of Directors will take action at the next scheduled Board meeting. Power to approve or disapprove remains with the Board and all decisions will be based upon the good and welfare of the entire membership except as noted above in SECTION 2c.

ARTICLE IV THE BOARD OF DIRECTORS

Sec 1: QUALIFICATIONS: Any person in order to serve on the Board of Directors must have a minimum of two (2) years sobriety or clean-time.

Sec. 2: NUMBER OF DIRECTORS: The Board of Directors shall consist of four (4) Officers and three (3) General Members to make a total of seven. The number may be increased or decreased by amendment to the by-laws; however, business affairs of this corporation shall be controlled by a Board of no less than five (5) nor more than fifteen (15) directors.

Sec. 2a: BOARD OF DIRECTORS OFFICERS

Chairperson: The Chairperson shall be the Chief Executive Officer of Club 12 and shall preside at all meetings of the Membership and of the Board of Directors. Subject to the direction and control of the Board of Directors, he or she shall have general charge and authority over the business of Club 12. The Chairperson shall make reports regarding the business and activities of the Club 12 for the proceeding fiscal year to the membership at each annual meeting. The Chairperson shall sign such instruments as may require a signature and, in general, shall perform all duties incident to the office of Chairperson and such duties as may be assigned to them from time to time by the Board of Directors. **Qualifications:** Minimum of two (2) year(s) continuous sobriety and shall have been a member, in good standing of Club 12 for a period of at least twelve (12) months immediately proceeding his or her acceptance of nomination for that office. **Term:** Two (2) years.

Co-Chairperson: The Co-Chairperson shall perform the duties of the Chairperson in his or her absence or disability to act. The Co-Chairperson shall sign such instruments as may require a signature and, in general, shall perform all duties incident to the office of Co-Chairperson and such duties as may be assigned to them from time to time by the Chairperson or the Board of Directors. **Qualifications:** Minimum two (2) years continuous sobriety and shall have been a member, in good standing of Club 12 for a period of at least twelve (12) months immediately preceding his or her acceptance of nomination for that office. **Term:** Two (2) years.

Secretary: The Secretary shall keep accurate records of the acts and proceedings of all meetings of the Membership and Directors. He or she shall have general charge of the books and records of the Membership. The Secretary shall keep at the registered or principal office of Club 12 the record of Membership showing the name, address and phone number of each member. The Secretary shall maintain the Club 12 bulletin board and is responsible for posting notices pertinent to membership and elections. He or she shall sign such instruments as may require a signature and, in general, shall perform all duties incident to the office of Secretary and such duties as may be assigned to them from time to time by the Chairman or the Board of Directors. **Qualifications:** Minimum two (2) years continuous sobriety and shall have been a member, in good standing of Club 12 for a period of at least twelve (12) months immediately preceding his or her acceptance of nomination for that office. **Term:** One (1) year.

Treasurer: The Treasurer shall have custody of all funds and securities belonging to the club and shall receive, deposit or disburse the same under the direction of the Board or Directors. He or she shall keep full and accurate accounts of the finances of Club 12 in books especially provided for that purpose and shall cause a true statement of its assets and liabilities at all meetings of the Membership and Directors and of the results of its operations and of changes in surplus for said Meetings, all in reasonable detail. The Treasurer shall sign such instruments as may require a signature and, in general, shall perform all duties incident to the office of Treasurer and such duties as may be assigned to them from time to time by the Chairman or the Board of Directors. **Qualifications:** Minimum two (2) years continuous sobriety and shall have been a member, in good standing of Club 12 for a period of at least twelve (12) months immediately preceding his or her acceptance of nomination for that office. **Term:** Four (4) years.

Sec. 1b: GENERAL BOARD OF DIRECTORS

Three (3) Committee Directors:

Qualifications: Minimum two (2) years continuous sobriety and shall have been a member, in good standing of Club 12 for a period of at least twelve (12) months immediately preceding his or her acceptance of nomination for that office. **Term:** Two (2) years.

ARTICLE V THE ELECTIONS

Sec. 1: ELECTIONS: In October of each year, one (1) or more new Board Members as needed shall be elected by the membership to complete the term(s) as stated in ARTICLE IV. Notification of the date of the General Membership meeting shall be posted two (2) months prior to said elections. Any members wishing to serve in any Director's position should notify the Board within one (1) month of the general elections. To ensure that there will always be members of some experience, voting will occur in the following manner:
Chairperson, and two Committee Directors will end their term on even years.
Co-chairperson, Treasurer, and one Committee Director will end their term on odd years.
Secretary will be voted in on a yearly basis.

Sec. 2: TENURE OF OFFICE: Unless removed from office in accordance with these By-laws, each Director shall hold office for the term for which he or she is elected, for no more than three (3) consecutive terms. If a Director resigns, his resignation is effective immediately upon receipt of either written or verbal notice to the Board. Any member of the Board who resigns without a valid

reason may not serve as a member of the Board for a period of three (3) years. In the event a Board member is absent for three (3) consecutive meetings without a valid reason, such Board member's resignation will be automatic and immediate following the Board's decision. In the event of a vacancy on the Board of Directors, a majority of the Board shall fill the vacancy by appointment of an eligible Club 12 member to fill the unexpired term using a list of the members having shown a desire, a commitment and the next most votes accumulated. A Board member whose membership in Club 12 is suspended is also suspended as a member of the Board of Directors.

Sec. 3: PROXY BALLOTS: Proxy ballots are not acceptable at any meeting of the membership, nor are proxy ballots acceptable at meetings of the Board of Directors.

Sec. 4: RESPONSIBILITIES: The Board of Directors has full responsibility for management of Club 12, its facilities, its property, real and personal, including the employment of help, maintenance, repairing and expanding the premises, and all other powers necessarily incident to the operation and purposes as set forth herein. Title to all property of Club 12, real and personal, is vested in Club 12 and the Board may pledge the credit of Club 12. The corporation shall hold any Board members harmless and indemnify him or her from liability or claims arising from his or her service on the Board and any other action taken pursuant thereto.

ARTICLE VI

THE BOARD MEETINGS

Sec. 1: PROCEDURE AT BOARD MEETINGS: In organization and conduct of business, the Board Meeting shall be guided by the current edition of Robert's Rules of Order. The Board of Directors Chairperson shall preside at meetings of the Board or, in his/her absence the Co-Chairperson shall preside. The Secretary of the Board shall act as Secretary at all meetings of the Board. In his or her absence, the Chairperson of the meeting may designate another person to act as Secretary.

Sec. 2: REGULAR BOARD MEETINGS: Regular meetings of the Board of Directors shall be held once a month on a regular date, and are open to the general membership. There must be an up to date treasure's report furnished. Special Meetings, as required, may be called by the Chairperson and may be limited to the Board of Directors only. Actions taken by special meetings will be subject to review at the next regularly scheduled meeting of the Board.

Sec. 3: SPECIAL MEETINGS: The Board of Directors shall hold special meetings at the time and place fixed by resolution of the Board or by call of the Chairperson of the Board, or any two Directors. The Secretary, or officer performing the Secretary's duties, shall give notice of the special meeting to each Director at least three (3) days in advance of the meeting. Special meetings of the entire membership of Club 12 may be called by action of the Board, or petition of not less than twenty percent (20%) of the membership in good standing. Any such request shall be made in writing, shall describe the reason and such reasons will constitute the only item or items to be discussed at any such meeting. The Secretary, or officer performing the Secretary's duties, shall give notice of the special meeting to the entire membership, by way of posting, at least fourteen (14) days in advance of the meeting.

Sec. 4: ANNUAL MEETINGS: The annual meetings of the Membership of Club 12, for the purpose of electing Directors and transacting such other business as may be properly brought before the meeting, shall be held in October.

Sec. 5: QUORUM: A majority of the number of Directors serving as members of the Board constitutes a quorum for the transaction of the business of the Board. The act of the Directors present at a meeting at which a quorum is present is the act of the Board of Directors. There being no quorum, the Chairperson shall reschedule the meeting.

ARTICLE VII MISCELLANEOUS

Sec. 1: EXECUTION OF CONTRACTS: The Board of Directors may authorize, in writing, any Officer to enter into any contract or execute or deliver any instrument in the name and on behalf of Club 12. Such authority may be general or confined to specific instances; and, unless so authorized, in writing, by the Board, no Officer, Agent or employee shall have any power or authority to bind Club 12 by any contract or engagement, or to pledge its credit or to render it liable for any purpose or any amount.

Sec. 2: CHECKS: All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of Club 12 shall be signed by such Officers or Agents of Club 12 as from time to time shall be determined by resolution of the Board, but in no case shall less than two signatures be required.

Sec. 3: DEPOSITS: All funds of Club 12 shall be deposited from time to time to the credit of Club 12 in such Banks, Trust Companies or other depositories as necessary.

Sec. 4: INVESTMENTS: Funds invested by Club 12 in Certificates of Deposit or other investment vehicles, shall be made payable to Club 12 of Plattsburgh, Inc., and shall require no less than two signatures of Officers of the Board of Directors for redemption.

ARTICLE VIII INTERNAL REVENUE GUIDELINES

Sec. 1: EXEMPT ACTIVITIES: Notwithstanding any other provision of these By-laws, no Director, Officer, Employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by and organization exempt under Section 501 paragraph (3) of the Internal Revenue Code and the regulations thereunder as they now exist or as they may hereafter be amended. The prohibitions contained in the ARTICLE VII shall be deemed cumulative with respect to any similar provision or provisions of the Articles of Incorporation of the corporation and not in substitution therefore.

ARTICLE IX PROVISIONS AGAINST SHARING IN CORPORATE EARNINGS

Sec. 1: EARNINGS PROTECTION: No Director, Officer, Employee, Member of any Committee or any other person connected with the corporation, or any other private individual shall receive at any time any or the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the Corporate Assets upon the dissolution of the Corporation. The prohibitions contained in this ARTICLE VIII shall be deemed cumulative with the respect to any similar provision or provisions of the Articles of Incorporation and not in substitution therefore.

ARTICLE X AMENDMENTS TO THE BY-LAWS

Sec. 1: POWERS TO AMEND: In furtherance, but not in limitation of the powers conferred by law, the Board of Directors is expressly authorized to make, alter or amend any and all By-laws and repeal any By-laws so made by the Board of Directors.

APPROVED AND ADOPTED AUGUST 2005

AMENDMENTS TO THE BY-LAWS (Article X Sec. 1: Powers to Amend)

ARTICLE IV THE BOARD OF DIRECTORS

Sec. 1b: GENERAL BOARD OF DIRECTORS

Eleven (11) Committee Directors:

Qualifications: Minimum two (2) years continuous sobriety and shall have been a member, in good standing of Club 12 for a period of at *least three (3) months immediately preceding his or her term for that office to begin*. **Term:** Two (2) years.

Approved and amended November 17th 2012

ARTICLE VI THE BOARD MEETINGS

Sec. 2: REGULAR BOARD MEETINGS: Regular meetings of the Board of Directors shall be held *a minimum of six times per year*, and are open to the general membership. There must be an up-to-date treasure's report furnished. Special Meetings, as required, may be called by the Chairperson and may be limited to the Board of Directors only. Actions taken by special meetings will be subject to review at the next regularly scheduled meeting of the Board.

Approved and amended November 17th 2012

Sec. 4: ANNUAL MEETINGS: The annual meetings of the Membership of Club 12, for the purpose of electing Directors and transacting such other business as may be properly brought before the meeting, shall be held in November of each year.

Approved and amended November 17th 2012