

**By – Laws  
1/20/14**

**Queen Creek Meeting House  
19729 East San Tan Blvd.  
Queen Creek, AZ 85142**

## **Article I**

**The name of this Corporation is the Queen Creek Meeting House, Inc., (QCMH), and the principal office of the Corporation shall be at the QCHM, within the County of Maricopa. The Corporation may also have offices at such other places as the Board of Trustees may from time to time appoint, or the purposes of the Corporation may require.**

## **Article II**

**The purpose of the Queen Creek Meeting House is as follows:**

**To operate and manage a facility for the advancement of those and their families in 12 step recovery programs, where AA meetings, Al-Anon meetings, and other 12 step recovery meetings, along with service oriented, and related gatherings may be held.**

## **Article III**

### **Membership**

**Membership shall be Voluntary and consist of a payment or payments of ten (10) dollars. There shall be a minimum of; thirty (30) days sobriety for those in programs that acknowledge sobriety or thirty (30) days of consistent attendance for those programs that do not recognize sobriety. Payment or payments shall be made to the Treasurer and will be recorded for the purposes of membership.**

## **Article IV**

### **Meetings**

**Section 1.** Any and all meetings of the members of this Corporation shall be held at the facility except pursuant to by-law or resolution adopted by the Board of Directors.

**Section 2.** The annual meeting of the members of the Corporation shall be held at the principal offices of the Corporation on the \_\_\_\_\_  
For the purposes of electing the Board, and for the transaction of such other business as may properly come before the meeting.

**Section 3.** Written notice of the annual meeting stating the; Date, Time, Place, and the Purpose or Purposes of the meeting, shall be posted in the principal offices of the Corporation, not less than ten (10) nor more than forty (40) days before the date of the meeting.  
Members entitled to vote at the meeting shall be determined as of 4:00pm on the day before notice of the meeting is posted.

(MEMBERSHIP LEDGER)

**Section 4.** Special meetings of the membership, for any purpose or purposes, other than those regulated by statute or the Articles of incorporation, may be called at any time by the President or Vice-President and by two other Board members, and must be called by the President or Secretary at the request in writing of a majority of the Board of Directors, or upon written receipt of the request from one third (1/3) of the members of the Corporation entitled to vote. Any call shall include and state the specific purpose or purposes, for which the meeting is called. The meeting shall be scheduled and called within thirty- (30) days of written receipt of the call, by the President, or the Secretary.

**Section 5.** Written Notice of a Special Meeting shall state the; Date, Time, Place, and the Purpose or Purposes of the meeting; shall be posted in the principal offices of the Corporation, not less than five (5) nor more than twenty (20) days before the date of the meeting.  
Members entitled to vote at the meeting shall be determined as of 4:00pm on the day before notice of the meeting is posted.

**Section 6.** At any meeting of the membership of the Corporation the presence of one-tenth (1/10) of the members, present or by proxy, entitled to

vote shall be necessary to constitute a Quorum for all purposes of business except as may be otherwise provided by law, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or by these Bylaws. In the absence of a Quorum, or when a quorum is present, a meeting may be adjourned from time to time by a vote of a majority of the members present in person or by proxy, without further notice to any absent member. At any adjourned meeting, re-adjourned, at which a quorum is present and represented, any business may be transacted which might have been transacted at the meeting as originally notified.

**Section 7.** When a Quorum is present at any meeting, the vote of the majority of the members present, in person, or by proxy duly appointed by instrument in writing which is subscribed by such member and which bears a date not more than one (1) month prior to such meeting, shall decide any question brought before such meeting, unless the question is one upon which, by express provision of the statutes or of the Articles of Incorporation, a different vote is required, in which case such express provision shall govern and control the decision of such question. The vote for Board members and, upon the demand of any member, the vote upon any question before the meeting, shall be by ballot. All elections shall be had and all questions decided by a majority vote of all the valid members present in person or by proxy. At every meeting of the members, each valid member shall be entitled to one vote in person or by proxy.

**Section 8.** Attendance of a member at a meeting, in person or by proxy, shall constitute a waiver of notice of such meeting, except when such attendance at the meeting is for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any member may waive notice of waiver either before or after the time of the meeting

**Section 9.** No member shall have the right or power to transfer, pledge, sell, or otherwise dispose of his or her membership rights to any other individual or entity.

## **Article V**

### **Directors**

**Section 1.** The business and property of the Corporation shall be managed and controlled by a Board of Directors, who shall be elected at the annual meeting of the membership. Each director shall serve a Two (2) year term and shall only be allowed to stand for and serve a second term for which he/she is elected until a successor is elected at the annual meeting. The terms of the respective directors shall be staggered so that, as nearly as possible,

one half (1/2) of the Board shall be elected at each annual meeting. That Board itself shall determine the respective terms, and how they are staggered as to the first Board. Membership on the Board of Directors shall be limited to the following persons:

- a) Members of any 12 Step group that recognizes periods of sobriety, each of whom shall have at least 12(twelve) months of continuous sobriety at the time of election thereto and is a member of the clubhouse in good standing at such time.
- b) A member of a 12 Step group that does not recognize sobriety with at least 12(twelve) months of continuous membership therein at the time of election thereto, and is a member of the clubhouse in good standing at such time.
- c) Such other persons, who because of their experience, knowledge, special expertise, or standing in the community, are deemed to have special qualities that would enable them to participate as a member of the Board.

**Section 2.** The number of Directors of the Corporation shall not be less than five (5) nor more than seven (7) and such number may be increased or decreased by amendment to these Bylaws, in the manner set forth in {Article IX} thereof. When the number of directors is so decreased by amendment adopted by the Board of Directors, each director in office shall serve until his or her term expires, or until his resignation or removal as herein provided.

**Section 3.** Vacancies on the Board of Directors shall be filled by appointment of the President of the Corporation, subject to the approval of majority of the Board of Directors. At the discretion of the Board the appointed director shall serve out the remaining term of the vacancy, or till the annual membership meeting. Such appointment shall not count as a term to the Board of Directors.

**Section 4.** Any director may resign at any time by giving written notice of such resignation to the Board of Directors. Any member of the Board who is also a member of any 12 step program that recognizes periods of sobriety who shall, during the term of their office, cease to maintain their sobriety shall automatically cease to be a member of this Board, with or without formal recognition of the Board as a whole. Any director who has three (3) or more unexcused absences from regular meetings of the Board during any consecutive twelve (12) month period shall cease to be a director, upon a majority vote of the Board of Directors. The President shall have sole and absolute discretion to determine whether an absence is for good cause.

**Section 5.** The business affairs of the Corporation shall be managed by its Board of Directors, which may exercise all such powers of the corporation

and do all such lawful acts as are not by statute, the Articles of Incorporation or these By-Laws directed or required to be exercised or done by its members. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the Corporation, such powers as they see fit.

**Section 6.** Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board.

**Section 7.** The President or Secretary may call special Meetings of the Board of Directors, on three (3) days written notice to each of the Directors. Special Meetings may also be called by any of the three Directors upon the same procedure of written notice.

**Section 8.** A majority of the membership of the Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of the business of the Board, except as be otherwise specifically provided by statute, or Articles of Incorporation. If a quorum shall not be present at any meeting of the Board of Directors, a majority of those directors present may adjourn the meeting to another time and or place, without notice other than that at the meeting, until a quorum shall be present.

**Section 9.** Unless otherwise restricted by the Articles of Incorporation or by these By-Laws, any action required or permitted to be taken at any meeting of the Board of Directors, there of may be taken without a meeting, if all members of the Board, as the case may be, consent there to in writing, and the writings are filed with the minutes of the proceedings of the Board.

**Section 10.** The Board of Directors and officers shall not receive remuneration or compensation for any duties performed. The Board of Directors may require any officer or agent to file with the corporation a satisfactory bond conditioned for faithful performance of their duties, to be paid for by the Corporation if required.

## **Article VI**

### **Officers**

**Section 1.** The Officers of the Corporation shall be elected by the Board of Directors at the first regular meeting following the annual meeting of the membership from among such members of the Board of Directors. The Officers of the Corporation shall be; The President, Vice President,

Secretary, Treasurer, and such other Officers with powers and duties not consistent with these By-Laws, as many to be determined and appointed by the Board of Directors. An Officer must be a duly qualified member of the Board of Directors at all times during his or her tenure.

**Section 1. (Cont.)** Officers on the Board may be elected to succeed themselves notwithstanding any other provision herein to the contrary; no person may succeed himself or herself for more than two (2) consecutive terms of one (1) year each in the same office.

**Section 2.** The President shall be the chief executive officer of the Corporation and shall preside over all meeting of the members and The Board of Directors. He shall have and exercise general charge and supervision of the affairs of the Corporation and shall do and perform such duties as may be assigned to him by the Board of Directors.

**Section 3.** The Vice-President shall at the request of the President, or in the event of his absence or disability of, perform the duties and possess and exercise the powers of the President; and to the extent authorized by law the Vice-President shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to him or her by the Board of Directors.

**Section 4.** The Secretary shall attend all meetings of the members and of The Board of Directors and shall preserve in, and have charge of such books, documents, and papers as the Board of Directors determine and shall have the custody of, and shall have authority to affix the Seal of the Corporation to all instruments where its use is required, or directed by the Board of Directors. The Secretary shall record and preserve true minutes of all the proceeding of all such meetings. The Secretary shall maintain a record of all persons on the Board of Directors, containing the names, places of residences, and such record shall be open for inspection as prescribed by law. The Secretary shall maintain the ledger of members and shall give notices required by statue, by-law, or resolution. He or She shall perform all duties incident to the office of secretary, subject to the control of The Board of Directors, and shall do and perform such other duties as may be assigned by the Board of Directors.

**Section 5.** The Treasurer shall receive and have custody of all funds and revenues of the Corporation and shall have the responsibility to maintain a complete and accurate accounting of all funds received and dispersed. The treasurer shall have the responsibility to sign all checks, receipts, vouchers, and promissory notes on behalf of, and together with such others officer or officers, if any, as shall be designated by The Board of Directors, of the Corporation at the direction of the Board of Directors. The Treasurer shall

make such payments, as may be necessary or proper to be made of behalf of the Corporation. The Treasurer shall, in general, perform all duties incident to the office of Treasurer, subject to the control of the Board of Directors.

**Section 6.** No Officer shall receive a salary or compensation for his or her services, or service as such.

**Section 7.** Any officer may be removed from office by the affirmative vote of a two-thirds (2/3) of all The Board of Directors at any regular meeting or special meeting called for that purpose, for conduct detrimental to the interest of the Corporation, malfeasance, or for refusal to render reasonable assistance in carrying out their duties of office, or the purposes of the Corporation. Any officer who is also a member of any 12-step program that recognizes periods of sobriety, who shall during his or her term in office ceases to maintain his or her sobriety, shall automatically cease to be an officer of the Corporation.

## **Article VII**

### **Agents, Representatives, & Execution of Instruments**

**Section 1.** The Board of Directors may appoint such Agents and Representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

**Section 2.** All checks, drafts, and orders, for payment of money, shall be signed in the name of the Corporation, by such individuals, or individual approved by the Board of Directors.

**Section 3.** All contracts and conveyances executed on behalf of the Clubhouse shall be signed by the President and counter signed by the Secretary.

**Section 4.** The board of Directors, except as in these Bylaws otherwise provided, such authority may be general or confined to a specific instance, except in excess of one hundred dollars (\$100.00) must be expressly approved by the Board of Directors in advance. Unless so authorized, no officer, agent, or representative, shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable peculiarly for any purpose or to any amount.

**Section 5.** The Board of Directors shall have the full power and authority to borrow money whenever in the discretion of The Board of Directors; the exercise of such power is required in the general interest of the Corporation. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of The Board of Directors, unless tax law or other laws prohibit such actions.

## **Article VIII**

### **Income and Corporate Earnings**

**Section 1.** The fiscal year of the Corporation shall commence on, \_\_\_\_\_, of each year and end on \_\_\_\_\_.

**Section 2.** The financial support of the Clubhouse is derived from 7<sup>Th</sup> Tradition contributions usually collected in lieu of fixed lease payments from various twelve-step meetings or recovery groups, and their relative committee meetings and events. Additional financial support is derived from the contributions of its members and supporters. The financial resources of the Clubhouse are to be used in adherence to the Clubhouse's purpose as expressed in Article II.

**Section 3.** No member, Director, Officer, or employee of, or member of a committee of, or person connected with the Corporation, or any other private individual shall receive at any time any of the net proceeds, earnings, or pecuniary profit from the operations of the Corporation, provided that this shall not, subject to any other provisions of these Bylaws, 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. All members of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as The Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of The Board of Directors, exclusively to charitable, religious, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

## **Article IX**

### **Committees**

**Section 1.** The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one (1) or more committees, each of which shall consist of one (1) or more Directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or him or her by law.

**Section 2.** Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation, and the President of the Corporation shall appoint the members thereof. The persons thereof may remove any or all members, or member, authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

## **Article X**

### **Amendments**

**Section 1.** The Board of Directors shall have the power to make, alter, and repeal the Bylaws of the Corporation by affirmative vote of a majority of the Board, provided, however, that the action is proposed at a regular or special meeting of The Board of Directors and adopted at a subsequent regular meeting, except as otherwise provided by law. All Bylaws made by The Board of Directors may be altered, amended or repealed by the members.

**Section 2.** The Bylaws may be altered, amended, or repealed at any meeting of the members of the Corporation only by a majority vote of all the members, represented either in person or by proxy, provided that the proposed action is inserted in the notice of such meeting.

## **Article XI**

### **Special Restrictions & Exempt Activities**

**Section 1.** Notwithstanding any other provisions of these Bylaws, no member, 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 an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(e)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

**Section 2.** No part of the net earnings of the Corporation shall inure to the benefit of any Director of the Corporation, official of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes) and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

## **Article XII**