



BYLAWS

East Side Alano Club of Madison, Inc.

Table of Contents

ARTICLE I	GENERAL	
Section A.	Name	1
Section B.	Incorporation	1
Section C.	Mission	1
Section D.	Nondiscrimination	1
Section E.	Fiscal Year	1
Section F.	Precedence	1
ARTICLE II.	MEMBERSHIP	
Section A.	Eligibility	1
Section B.	Dues	1
Section C.	Voting Rights	2
ARTICLE III	MEMBERSHIP MEETINGS	
Section A.	Annual Membership Meeting	2
Section B.	Quorum	2
Section C.	Special Membership Meetings	2
ARTICLE IV	BOARD OF DIRECTORS	
Section A.	Purpose	2
Section B.	Eligibility	2
Section C.	Composition and Term	2
Section D.	Elections	3
Section E.	Vacancies	3
Section F.	Succession	3
Section G.	Responsibilities	3
Section H.	Board Meetings	4
ARTICLE V.	COMMITTEES	
Section A.	Appointment	4
Section B.	Confirmation and Term	4
Section C.	Composition and Responsibilities	5
Section D.	Ad Hoc and Special Committees	5
ARTICLE VI	AMENDMENT PROCEDURE	5
ARTICLE VII	SIGNATURES AND AMENDMENT DATES	5

EAST SIDE ALANO CLUB OF MADISON, INC.
BYLAWS

ARTICLE I GENERAL

Section A: Name

The name of the Corporation is East Side Club of Madison, Inc. (hereinafter "ESAC").

Section B: Incorporation

1. The Corporation is created as a nonprofit, non-stock Wisconsin corporation under Chapter 181 of the Wisconsin Statutes. The period of the Corporation's existence is perpetual.
2. ESAC is organized and operated exclusively for charitable and educational purposes under Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

Section C. Mission

ESAC's mission is to maintain facilities for meeting and social gatherings for recovering alcoholics and people of other 12-step recovery programs, their families and friends.

Section D . Nondiscrimination

ESAC does not discriminate on the basis of race, color, religion, sex, age or any other classification protected by local, state or Federal law.

Section E. Fiscal year

The corporate fiscal year is from January 1 through December 31.

Section F. Precedence

If anything in these bylaws is found to be in disagreement with ESAC's Articles of Incorporation dated February 16, 1982 and restated February, 2015, the Articles shall take precedence.

ARTICLE II MEMBERSHIP

Section A. Eligibility

Anyone who attends 12-step meetings at ESAC is eligible to become a member.

Section B. Dues

1. Monthly dues are fixed and determined by the Board.
2. A member in good standing is defined as one who is current on dues.
3. A member who has not paid dues for three consecutive months shall be dropped from the membership rolls. In order for membership to be reinstated in good standing, a member must become current with dues.

Section C. Voting Rights

1. By a simple majority, each member in good standing has one vote on the following matters and only on these matters:
 - a. Electing the Board of Directors,
 - b. Amending bylaws or any matter at a duly called Annual Membership Meeting,
 - c. Any matter brought forth at a duly called Special Membership Meeting.
2. A two-thirds majority of those present must approve the merger or dissolution of the corporation or the sale of real estate at a duly called Annual Membership Meeting or a duly called Special Membership Meeting.

ARTICLE III MEMBERSHIP MEETINGS

Section A. Annual Membership Meeting

The voting membership shall meet annually. The annual meeting shall be held during the third week of January at a time and place to be announced and posted by the President.

Section B Quorum

Members in good standing shall constitute a quorum at all membership meetings. A simple majority rules unless otherwise noted.

Section C. Special Membership Meetings

1. Upon request of the Board or any ten members in good standing, the President shall call a Special Membership Meeting.
2. The Special Membership Meeting notice must be posted at ESAC at least seven days prior to the date of the meeting. The notice shall state the purpose of the meeting and no other business than that specified in the notice shall be transacted at said meeting.

ARTICLE IV. BOARD OF DIRECTORS

Section A. Purpose

The Board of Directors (hereinafter, Board) will manage the business affairs and property of ESAC. The Board will endeavor to provide a safe, secure, positive environment for recovery.

Section B. Eligibility

A Nominee for the Board:

1. must be a member in good standing for six consecutive months at the time of nomination.
2. an Alcoholics Anonymous nominee must have a minimum of one year of continuous sobriety at the time of their nomination.

Section C. Composition and term

1. The Board consists of a President, a Vice-President, a Secretary, a Treasurer and four Directors.
2. The Board is elected for a one year term beginning on January 1 and ending on December 31.
3. The President may not serve more than two consecutive terms. Any part of a year shall count as a full term. After the President's two one-year terms, they will serve as the Immediate Past President of the Board for one year.
4. All other Directors may serve unlimited terms.

Section D. Election

1. Election of the Board by members in good standing is held on the second Tuesday of December between the hours of 9 am and 8 pm and shall be by individual ballot of the members.
2. Absentee ballots are available from two weeks before the election until 8 pm the day of the election.

Section E Vacancies

1. A vacancy occurs when a director:
 - a. Ceases to be a member in good standing,
 - b. Has two consecutive unexcused absences from the monthly Board meetings,
 - c. Is appointed to an officer position,
 - d. Resigns a position, or
 - e. A vacancy is declared by a two-thirds majority of the Board.
2. Upon recommendation of the President, with confirmation by a majority of Directors, a member in good standing shall be appointed to fill the vacancy. The appointee will serve until the end of the current term.

Section F Line of Succession

1. When a vacancy occurs in the office of the President, the Vice-President assumes the position. The senior Director, in length of service, becomes the Vice-President. The Immediate Past President of the board becomes a Director.
2. Other vacancies are filled by appointment of the President subject to a vote of approval by a majority of the full Board.

Section G. Officer Responsibilities

1. President
The President shall be the chief executive officer of the corporation. The President:
 - a. has general and active management of the business of the corporation;
 - b. presides over all Board, executive committee and member meetings;
 - c. rules on all points of order,
 - d. sees that all orders and resolutions of the Board are carried into effect;
 - e. as any and all powers usually vested in the President of a corporation;
 - f. is an *ex officio* of all committees; and
 - g. appoints, with Board confirmation, members of all standing, ad hoc and special committees.
2. Vice-President
The Vice-President:
 - a. executes such responsibilities as the President may assign them,
 - b. performs the duties of the President in the absence or disability of the President;
 - c. chairs the Building and Grounds committee.
3. Secretary
The Secretary:
 - a. attends all Board, membership and special meetings,
 - b. records the true minutes of member and Board meetings;
 - c. makes available copies of those minutes as directed by the Board,
 - d. has custody of the corporation's record except those assigned to the Treasurer;
 - e. maintains membership records,

- f. prepares and posts necessary notices and documents for elections and membership meetings, and
- g. purges files yearly according to Records Retention Policy

4. Treasurer
The Treasurer is the chief financial officer of the corporation. The Treasurer:
 - a. attends all Board, membership and special meetings;
 - b. maintains and directs operation of the cash register,
 - c. deposits the Corporation's funds in the depository(ies) designated by the Board;
 - d. is custodian of the corporate financial accounts and may issue checks under their signature;
 - e. pays the bills and accounts for the corporation;
 - f. produces required monthly and annual corporate financial statements,
 - g. files required reports to governmental agencies,
 - h. retains a prudent reserve in savings;
 - i. is a resource and support for grant writing,
 - j. recommends semiannual and annual audits and.
 - k. purges files yearly according to Records Retention Policy

Section H. Board Meetings

1. Regular meetings
The Board shall meet at least once a month to conduct corporate business. Five Directors constitute a quorum. In extenuating circumstances, Directors may attend by phone.
2. Special meetings
A special meeting may be called at any time by the President or by any three members of the Board. Each Board member must be notified no less than 48 hours before the meeting. The posted notice of the meeting shall state the purpose of the meeting and no business other than that specified in the notice shall be transacted at said meeting.
3. Emergency meetings
In an emergency, a meeting of the Board may be called by the President or by any three Directors provided each Director is notified no less than twelve hours before said meeting. The meeting notice shall state the purpose of the meeting and no other business shall be transacted.

ARTICLE V. COMMITTEES

Section A. Appointments

The President appoints members of standing committees.

1. Audit Committee
2. Building and Grounds Committee
3. Finance Committee
4. Entertainment Committee

Section B Confirmation and Term

1. Appointments are confirmed by the Board.
2. Appointments are for one year. There are no term limits.

Section C: Composition and responsibilities

1. The Audit Committee consists of the Treasurer and two ESAC members. The committee will semiannually review financial documents relating to the Treasurer and provides its findings to the Board.
2. The Building and Grounds Committee consists of the Vice President and two ESAC members. The Vice-President chairs the committee. The committee:
 - a. is responsible for the care and maintenance of the ESAC real property,
 - b. recommends to the Board the appointment of a Head Caretaker and oversees their duties,
 - c. Directs the custodian’s duties regarding management of building services and recommends their compensation. to the Board, and
 - d. Supervises purchase and maintenance of insurance policies.
3. The Entertainment Committee consists of three members.
The committee organizes, facilitates and makes an accounting of ESAC sponsored events.
4. The Finance Committee consists of the President, Treasurer and one ESAC member at large who offer direction and advice to the Treasurer regarding club finances

Section D. Ad Hoc and Special Committees

The President appoints other committees as the need arises. Ad hoc committees:

1. consist of no fewer than three members nor more than ten members,
2. are given a specific charge by the Board and exist until the charge is met,.
3. may consult with members who have experience or expertise to aid the committee in meeting their charges.

ARTICLE VI AMENDING THE BYLAWS

Any amendment to the bylaws must be presented to the annual membership meeting or a special membership meeting. Proposed amendments must be in writing. An affirming vote to the amendment (s) by a majority of members in good standing present and voting at such meeting constitutes approval. Amendment(s) are effective after approval upon publication.

These original articles have been adopted by the Board of Directors effective 8/21/83.

Signed by:

- Dorothy Adams, Treasurer
- Sharon K. Brady, Secretary
- Dennis Becker, Director
- Zoe McAllen, President
- Mac McAllen
- Harold A. Smith.
- Jerry D. Schaeffer

Note: There was a misnumbering of the articles in the original document. Article IX (Meetings and Elections) should have been Article VII. The original document ended with Article XIII which should have been Article XII.

These-bylaws were amended by the Board of Directors 9/16/03.

These bylaws were amended by a majority vote of the membership of the East Side Alano Club of Madison, Inc. in its annual election effective 9/18/07.

These bylaws were amended by a majority vote of the membership of the East Side Alano Club of Madison, Inc. in its annual election effective 9/16/08.

These bylaws were amended by a majority vote of the membership of the East Side Alano Club of Madison, Inc. in its annual election effective 9/18/07.

These bylaws were amended by a majority vote of the membership of the East Side Alano Club of Madison, Inc. in its annual election effective 9/18/12.

These bylaws were amended by a majority vote of the membership of the East Side Alano Club of Madison, Inc. in its annual election effective 9/17/13.

These bylaws were amended by a majority vote of the membership of the East Side Alano Club of Madison, Inc. in its annual election effective 9/16/14.

These bylaws were amended by a majority vote of the membership of the East Side Alano Club of Madison, Inc. in its annual election effective 9/12/17.

The bylaws were revised and adopted by a majority vote of the membership of the East Side Alano Club of Madison, Inc. at its Annual Membership Meeting effective 1/28/19.

Revised bylaws adopted January 2019 by a vote of the membership of the East Side Alano Club.