

# ***SUBURBAN NORTH ALANO SOCIETY***

***15486 TERRITORIAL RD  
MAPLE GROVE MN 55369***

## ***ARTICLES OF INCORPORATION***

***And***

***By-laws***

*Last Revised 8/16/2017*

**SUBURBAN NORTH ALANO**  
**ARTICLES OF INCORPORATION AND BY-LAWS**

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## **ARTICLES OF INCORPORATION**

### **ARTICLE I: NAME**

The Title of this corporation shall be:     SUBURBAN NORTH ALANO INC.

### **ARTICLE II: PURPOSE**

The purpose of this Corporation shall be: To aide and assist alcoholics, without compensation, to attain complete and lasting sobriety through the Alcoholics Anonymous program and philosophy by teaching and practicing that program, and by explaining it through the medium of interviews, classes, lectures and meetings, to assist members and prospective members in moral and spiritual guidance and training, social activities, and in all other ways to promote the physical, intellectual, social and spiritual welfare of alcoholics.

### **ARTICLE III: PROPERTY RIGHTS**

The corporation shall not afford pecuniary gain, incidentally or otherwise, to its members, and no members shall have property rights or own any distributive share in the funds or property of the corporation, either during its existence or upon its dissolution, and none of its funds shall be used to influence legislation. In the event of dissolution all moneys, property and assets remaining after the corporations debts shall be devoted to such charitable or educational purposes as shall be agreed upon by a majority of the members at the time of dissolution.

### **ARTICLE IV: DURATION**

The period of duration of corporate existence of this Corporation shall be perpetual.

### **ARTICLE V: LOCATION**

The location of the registered office of this Corporation is:  
15486 Territorial Road Maple Grove, 55369, County of Hennepin, State of Minnesota.

### **ARTICLE VI: INCORPORATORS**

The names of each incorporator of this Corporation are: Robert L. Sparks, Anne Born, Lyle S. Swanson

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## **ARTICLE VII: TRUSTEES**

The number of trustees constituting the first Board of Trustees of this Corporation shall be nine (9), and the tenure in office of such first Board of Trustees shall be as follows: Four (4) members shall hold office until the first annual meeting, which shall be the third Monday in August 1964, and five (5) members shall hold office until the second Annual Meeting, which shall be the third Monday in August 1965. At each Annual Meeting after these Articles are adopted, trustees to succeed those whose terms are then expiring shall be elected for a two-year term, in accordance with the provisions of the By-Laws. In case of a vacancy in the Board of Trustees, the remaining board members will select a successor to serve as a replacement. The tenure in office of a successor shall be until the next Annual Election. If the vacancy occurs during the members first year of service, a one year replacement will be elected at the next Annual Election.

## **ARTICLE VIII: PERSONAL LIABILITY**

The extent of the personal liability of members for corporate obligations shall be none. The capital and income of the Corporation shall be derived from gifts, contributions and pledges, and from the property, investments and lawful activities of the Corporation. The Corporation shall not require the payment of fixed amount of dues, fees or contributions from any member or prospective member, but the members may, in the By-Laws, require as a condition of membership that each member must make a pledge or contribution in some amount, leaving to each member the determination of what that amount shall be in his or her case.

## **ARTICLE IX: CAPITAL STOCK**

This Corporation shall have no capital stock.

In Testimony Whereof, we have hereunto subscribed our names this 8<sup>th</sup> Day of August 1964

ss. Robert L. Sparks  
ss. Anne Born  
ss. Lyle S. Swanson

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## **BY-LAWS**

### **ARTICLE I: MEMBERSHIP - ANONYMITY**

**SECTION 1. MEMBERSHIP REQUIREMENTS AND DUTIES.** Any Alcoholic who desires membership in the society and meets the requirements stated in the Articles, shall make a voluntary pledge to pay to the society for its support, such an amount as he or she chooses, and shall communicate his or her pledge card, qualifications for membership, and declaration of intent to be a member to a squad officer whose duty it shall be to notify the office of the intention to become a member, and verify the qualification of such member.

It shall be the duty, and privilege, of every member to take the twelve steps of the A.A. Program and practice and adhere to them at all times to the best of his or her ability and, insofar as it is reasonably possible to do so, to take part in the activities of the Society and render assistance to other alcoholics who need and want the A.A. Program.

**SECTION 2. PROSPECTIVE MEMBERSHIP.** Alcoholics who have had the A.A. Program explained to them and have manifested an intention to follow it and become a member of the Society, but who have not yet qualified for membership by passing a 90 day waiting period from the time that the Board receives their pledge card, shall be designated as prospective members. Current Members who pledge again in the subsequent year will not be subject to a 90 day waiting period, they will remain full members. The Board will provide Newcomers classes, lectures, and workshops to introduce and welcome all people to the Alano Club and assist them with the AA 12 step program.

**SECTION 3. SQUAD MEMBERSHIP.** Each squad shall by majority vote prescribe the qualifications for membership in it.

**SECTION 4. ANONYMITY.** The Society shall keep and maintain a record of its members and prospective members, and each squad shall keep a record of its members. Such records, however, shall be kept in strict confidence and shall be disclosed to no one. A member or prospective member of the Society may disclose to outsiders his or her own status, as such, but such privilege of disclosure is absolutely personal. **NO MEMBER OR PROSPECTIVE MEMBER SHALL UNDER ANY CIRCUMSTANCES DISCLOSE TO AN OUTSIDER THE FACT THAT ANYONE ELSE IS A MEMBER OF THE SOCIETY WITHOUT THE OTHER PERSONS EXPRESSED CONSENT.**

### **ARTICLE II: MEMBERSHIP MEETINGS**

**SECTION 1. ANNUAL AND BUSINESS MEETINGS.** The Annual Meeting of the members of the Society shall be held on the third Wed in September. Other business meetings may be called either by the Board of Trustees or by the Squad Leaders Council, and shall be held at such times and places, as may be ordered by the Board or Council.

Notice of the time of the Annual Meeting and names of Nominees for the Board of Trustees, and of the time, place and purpose of other business meetings shall be given according to statute. No proceedings at any such meetings shall be valid unless a quorum of 50% of all pledging members or their proxies is reached. During the

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meeting, each member in attendance, either in person or by proxy will get one vote, and measures will be decided by a majority of votes cast. Meetings shall be conducted in accordance with the Roberts Rules of Order.

**SECTION 2. GENERAL A.A. MEETINGS.** General Meetings shall be held by the Society, at such times and places as may; from time to time may be determined by the Board. They shall be for the purpose of club business, dry date awards and guest speakers. Such meetings shall be open to members and prospective members of the Society and to such of their friends or members of their families, or other persons interested in the Society as they may invite to attend.

The Board of Trustees shall have ultimate supervision and control over such meetings, but shall have power to delegate to others the task of supervising, planning and conducting such meeting and working out the program.

**ARTICLE III: MEETINGS OF THE BOARD OF TRUSTEES**

**SECTION 1. TIME, PLACE AND NOTICE OF BOARD MEETINGS.** The full Board of Trustees shall meet within one week after each Annual Meeting to elect the officers of the Society; to appoint or reappoint committees and persons in charge of various activities and otherwise complete their organization. Thereafter, the full Board shall meet regularly once each month at the principle office of the Society at such time and on such day as the Board shall from time to time determine to be its regular meeting time.

Special meetings of the full Board may be called by a majority of the Board at any time, provided all Trustees are either given three days' notice or waive notice. It shall be the duty of the Secretary to post a notice at the time and place of all Board Meetings on the bulletin board at the Society's office and club rooms at least seven days in advance of such meetings for the information of the members.

**SECTION 2. BOARD PROCEEDINGS - QUORUM.** The Board shall determine its own rules of order and procedure and, except as may be otherwise provided in the Articles or By-Laws, a majority vote shall control.

Five (5) members shall constitute a quorum of the Board and when a quorum is not present, no business shall be transacted and the meeting shall be adjourned by those present until a quorum is present.

The Board shall keep a written record of all its proceedings, rulings, appointments, orders and resolutions and keep the members informed on these matters, by letters, bulletins or other suitable means.

**SECTION 3. BOARD HEARINGS.** Any matter on which the Board may, or is required to conduct a hearing, may be heard at any regular or special meeting of the Board provided due notice of the time, place and purpose of such hearing is given to all persons concerned at least one week in advance.

The Board shall hear the testimony of all parties concerned and consider all other relevant evidence presented before rendering a decision, and shall promptly notify the persons concerned and the membership of the decisions reached and the reasons for them.

At any hearing, a party concerned may choose a member of the Society to appear with him and on his behalf if he so desires. On matters of discipline, suspension or expulsion, his squad leader and sponsor should be requested to appear.

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**SECTION 4. REMOVING A BOARD MEMBER.** The board can, with a majority vote, at a regular meeting, or a special meeting, remove a board member from the board for the following reasons: failure to maintain their qualifications required to run for the board, or failure to attend three or more consecutive monthly board meetings. For all other reasons, a special membership meeting must be called, and the issue should be presented to the membership for their vote.

**SECTION 5. CONFLICT OF INTEREST.** Whenever a trustee or officer has a financial or personal interest in any matter coming before the board of trustees, the board shall ensure that:

1. The interest of such officer or trustee is fully disclosed to the board of trustees.
2. No interested officer or trustee may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the board of trustees at which such matter is voted upon.
3. Any transaction in which a trustee or officer has a financial or personal interest shall be duly approved by members of the board of trustees not so interested or connected as being in the best interests of the organization.
4. Payments to the interested officer or trustee shall be reasonable and shall not exceed fair market value.
5. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

## **ARTICLE IV: SQUAD LEADERS COUNCIL**

### **SECTION 1. OFFICERS – NOMINATIONS/ELECTIONS – TERMS OF OFFICE.**

1. Leadership of the squad leaders council shall be vested in the following officers: President, Vice President and Secretary.
2. The officers shall be nominated and elected by a majority vote of the Squad Leaders present at the first meeting of the Squad Leaders Council following the Society's September elections and shall serve for one year or until they vacate the office.
3. Should any office be vacated before the end of term of office, the Council shall fill that vacancy by a majority vote of those present.

### **SECTION 2. DUTIES OF THE OFFICERS.**

1. President. It shall be the duty of the President to:
  - a. Prepare an agenda for each meeting
  - b. Conduct and maintain an orderly meeting
  - c. Report to the Board of Trustees of the Society the actions taken by the Squad Leaders Council.
  - d. Appoint a committee to assist in all Society activities whenever they are needed.

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2. Vice President     It shall be the duty of the Vice President to:
  - a. Take over the duties of the President if he/she is absent for any reason.
  - b. Should the office become vacant for any reason, the Vice President will assume that office until a successor is elected at the next regular meeting of the Council.
  
3. Secretary.     It shall be the duty of the Secretary to:
  - a. Record the minutes of all Squad Leader Council meetings and make them available to the President and the Board of Trustees.
  - b. Notify all squad leaders one week prior to each meeting of the Squad Leaders Council.

**SECTION 3. MEETINGS.**

- a) The Squad Leaders Council shall meet regularly once a month, at the principle office of the Society at such time and on such day as the Council determines to be its regular meeting time.
- b) Special meetings of the Council may be called at any time by the Board of Trustees provided that one week notice is given each Squad Leader, as well the time and purpose of the meeting. One member of the Board of Trustees will be in attendance.

**SECTION 4. QUORUM.**     A quorum shall consist of 50% of the Squad Leaders having official status or their representative. If a quorum is not present at a regular or special Council meeting the meeting will be adjourned until a quorum can be obtained.

**ARTICLE V: NOMINATIONS AND ELECTIONS – TERMS OF OFFICE**

**SECTION 1. (QUALIFICATIONS, NOMINATIONS, PRIMARY ELECTION)**

**A) QUALIFICATIONS.**

Candidates for the Board of Trustees shall be members of the Society who have been dry for one (1) year when elected and are paid up pledging members of a squad. No member shall be qualified to serve more than one (1) consecutive two (2) year term as a trustee.

**B) NOMINATIONS.**

A minimum of 60 days prior to the expiration of the present Board's term, each squad leader will submit to the Secretary of the Society a list of not more than three (3) qualified members who agree to stand as nominees for the position of Board of Trustees. This list is to be posted for the general scrutiny.

**C) PRIMARY ELECTION**

At the general meeting five (5) weeks prior to the Annual Meeting, a primary election will include all eligible members whose names have been submitted to the Secretary of the Society. At this time the membership will select by secret ballot, three people from this list for each Board opening. The list of those elected will be posted as soon as possible after the election.

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Additions to this list can be made only by petition signed by one third (1/3) of the membership. Deletions may be made by the person involved following the procedure of informing one (1) Board member and his/her squad leader or by the same procedure outlined for additions. These additions or deletions must be made at least ten (10) days prior to the general election.

**SECTION 2. (ELECTION TELLERS, ABSENTEE BALLOTING, ELECTION, VOTE TIE)**

(A) ELECTION TELLERS. The President shall appoint three (3) members, not nominees, as election tellers who, when the balloting has been completed, shall open the ballot box, count the votes for each nominee and report the totals to the President, who shall then declare that those nominees having the most votes are elected Trustees, and see that notice is given of the results.

(B) ABSENTEE BALLOTING. The Board shall also provide for a system of absentee balloting, thereby members who cannot be present at the Annual Meeting can obtain a ballot beforehand, mark it, and place it in a sealed unidentified envelope which, in turn, shall be placed in a signed, sealed envelope, addressed and sent to the Secretary of the Society who shall be obliged to check the eligibility of the signed, open the outer envelope and place the unsigned ballot envelope (still sealed) in the ballot box to be counted with those cast at the Annual Meeting.

(C) ELECTION. At each Annual Meeting, members of the Society shall be furnished with ballots containing the names of all nominees for the Board of Trustees. Each member shall vote for as many nominees of his choice as there are Trustees to be elected, (4 on even years and 5 on odd years), and deposit his ballot in a ballot box. Ballots which contain votes for more than the number of Trustees to be elected shall not be counted.

(D) VOTE TIE. In the event of a tie, the members present will immediately hold a run-off election between those nominees tied with the lowest vote count.

**ARTICLE VI: POWERS AND DUTIES OF TRUSTEES AND OFFICERS**

**SECTION 1. POWERS AND DUTIES OF TRUSTEES.** Subject to the provisions of the Articles and By-Laws, the Board of Trustees shall have and exercise full power, control and supervision over the affairs of the Society to include, but not limited to:

- (a) Society meetings
- (b) The use, supervision, repair and maintenance of Society property.
- (c) The receipt and disbursement of Society funds for all purposes where disbursement does not exceed \$5,000.00 per item.
- (d) The keeping of all Society records.
- (e) The maintenance of public relations and publicity.

In addition to the above items, the Board will also exercise control and supervision over such activities and affairs as may from time to time be duly authorized by majority vote of the members at Special Business Meetings.

Such things as the acquisition of real estate, the enlargement or major alteration of buildings, the construction of new buildings, the soliciting or raising of funds other than by regular Society activities and pledges of

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members, the embarking on new programs of assistance for alcoholics, the establishment of funds other than proper reserves, the changing of basic policies of the Society, and other activities will require authorization by the membership.

The Board shall have power to delegate to the appropriate officers of the Society or to the squads or the Squad Leaders Council, or the Planning Committee, or to any other regular or Special Committee or representative, such supervisory, managerial or ministerial authority over specific activities and matters as may be necessary or advisable in the efficient carrying on of the Society's affairs. Any such delegation or authority shall be made by resolution of the Board and shall be revocable by subsequent Board action at any time, except as may be otherwise herein provided.

In the conduct of the Society's affairs it shall be the duty of the Trustees to act always for the best of the Society and the Alcoholics Anonymous movement, to cooperate with all groups interested in the public welfare but without engaging the Society in controversial matters, and to promote harmony, friendship and a spirit of cooperation and tolerance among the members as fully as possible.

## **SECTION 2. POWERS AND DUTIES OF THE OFFICERS.**

### **(A). IT SHALL BE THE DUTY OF THE PRESIDENT OF THE SOCIETY TO:**

- (1). Preside at the Annual and Business Meetings of members, and give reports at such meetings as to the actions and recommendations of the Board.
- (2). Preside at all meetings of the Board of Trustees, and act as spokesperson for the Board on all matters not specifically delegated to others.
- (3). Preside at all Special A.A. Meetings and special functions of the whole Society.
- (4). Perform such other tasks normally pertaining to the office of the President or specifically delegated to him by the membership of the Board.

### **(B). IT SHALL BE THE DUTY OF THE FIRST VICE PRESIDENT, OR IN HIS ABSENCE OR INABILITY TO ACT, OF THE SECOND VICE PRESIDENT:**

- (1) To perform the duties and functions of the President whenever he is for any reason unable to act, and in the event of the vacancy of the Presidency for any reason, to assume the office of President. Whenever possible, the Vice Presidents shall be assigned administrative and representative tasks by the Board so as to equalize the work of the officers and relieve the President and Secretary of unnecessary burdens.

### **(C). IT SHALL BE THE DUTY OF THE SECRETARY TO:**

- (1). Keep and maintain all records and file of the Society, other than those pertaining to fiscal matters, and make provisions that they not be accessible to persons outside the membership or to members not having a legitimate reason for inspecting them.

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- (2). Take the minutes of the Annual and Business Meetings, Board meetings, and make a record thereof. These minutes, when completed, shall be available at the Society Office for reference by Board members if needed.
- (3). Supervise the office of the Society and the handling of telephone calls and communication.
- (4). Hire for the Society, subject to Board approval, such secretaries, clerks, stenographers, receptionists and other office help as may be needed, and delegate to them such part of his/ he tasks as may be necessary and expedient.
- (5). Mail and / or post such notices as are required by the Articles, By-Laws or rulings of the Board.
- (6). Make regular reports of his/her activities to the Board, and make yearly report to the membership at the Annual meeting.
- (7). Sign letters and documents on behalf of the Society, and do such other thing as normally pertain to his/her office or as required by the Board.

**(D). IT SHALL BE THE DUTY OF THE TREASURER TO:**

- (1). Receive collect and deposit in such bank as the Board shall designate, all moneys payable to the Society by way of pledges, donations, contributions, gifts, collections, interest on investments and receipts from proper activities of the Society and other sources.
- (2). Keep and maintain proper and adequate records and accounts of the fiscal affairs of the Society, and make such tax returns as are required of the Society.
- (3). Disburse funds of the Society for all duly authorized purposes, and draw and sign checks and drafts on behalf of the Society for such purposes.
- (4). Arrange for and procure an Annual audit of the Society's books and accounts as of the end of the year, by some competent outside accountant whose report together with an annual report of the Treasurer, shall be submitted to the Board at the Annual Meeting.
- (5). Make regular monthly reports of the fiscal affairs of the Society of the Board at its regular meeting, which reports shall be made available to the members upon request.
- (6). Perform such other fiscal functions as the Board may from time to time require.

It is contemplated that the Treasurer may delegate routine clerical and collection tasks to appropriate employees of the Society, but it shall be his/her responsibility to maintain sufficient supervision of these tasks to ensure proper handling and accounting of the Society's funds.

**ARTICLE VII: POWERS AND DUTIES OF THE SQUAD LEADERS**

It is suggested that each Squad Leader's term of office be for one (1) year, beginning after the Society's September General Election so as to coincide with the elections for the Squad Leaders Council.

Each squad shall have the power to determine what the powers and duties of its Squad Leader and other Squad Officers shall be insofar as the activities of the squad are concerned.

Insofar as the Society is concerned, however, it shall be the duty of each duly elected Squad Leader to:

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- (a). See that the principles of the A.A. Program and the Society's Articles and By-Laws are adhered to in his squad.
- (b). Report each year no later than the first Wednesday of August to the Secretary of the Society or to the Society's office, the names, addresses, telephone numbers and dry dates of all members of the Society affiliated with his/her squad.
- (c). Solicit from the members of his/her squad, pledges to the Society on the forms provided for that purpose, and to turn such pledges into the Treasurer or to the Society office.
- (d). Collect pledges and contributions from the members of his/her squad and turn over such funds to the Treasurer or the Office.
- (e). Attend all meetings of the Squad Leaders Council, and report its actions and those of the Board to his Squad
- (f). Do such other things that are required in the Articles and By-Laws, or which may be requested by the Board.

It is contemplated that certain of these duties may be delegated, where permissible under the Articles, to other appropriate Squad Officers, but it shall remain the supervisory responsibility of the Squad Leader to see that they are performed.

## **ARTICLE VIII: ORGANIZING SQUADS – OFFICIAL STATUS**

Any three (3) or more members of the Society who decide to do so, may form a squad entitled to official status. After they have so decided and have met and elected a Squad Leader and Treasurer and such other officers as they choose, they shall inform the Society Office. They will then submit a list of names, addresses, telephone numbers and dry dates of their members and the names of their officers, together with a copy of any special rules, regulations or qualifications they may have adopted for their group.

The Board at its first meeting thereafter shall ascertain whether the new Squad conforms in personnel and other respects to the requirements of the Articles and By-Laws. If it does, the Board will then assign a designation and meeting time to the new Squad. The Squad will then have official status and will act in accordance with these By-Laws.

## **ARTICLE IX: CHANGES IN BY-LAWS**

Any additions or deletion to these By-Laws will be upon the vote of the General Membership at a Special General Membership Meeting. Two weeks written notice of the time, place and details of the proposed changes will be given before any such vote. Proxy forms will be created to allow a pledging member to assign his/her vote to another pledging member (a proxy), and must be signed by the member (assignor) and a witnessing member .

No proceedings at any such meeting shall be valid unless a quorum of 50% of all pledging members or their proxies is reached. During the meeting, each member in attendance, either in person or by proxy will get one vote. Measures of this nature will require two-thirds (2/3) majority of votes cast. Meetings shall be conducted in accordance with the Roberts Rules of Order.