

# BYLAWS

## PROPOSED AMENDMENTS 3/12/15

Suburban Alcoholic Foundation  
2809 Northland Drive  
Austin, TX 78757  
Phone: (512) 452-6784

### Article 1 – Name

The name of the corporation shall be the Suburban Alcoholic Foundation.

### Article 2 – Purpose

The purpose of this corporation shall be to render by charitable and/or educational means, and not for Profit for the corporation, assistance to any groups, committees, foundation or organizations of the corporation's choosing which are devoted to achieving and maintaining abstinence from the use of alcohol by persons possessed of the disease of alcoholism particularly, but without limiting the generality of the foregoing, in support and maintain an institution devoted to education, rehabilitation, and other groups of the National movement of organization known as / or approved by Alcoholics Anonymous which may be selected by the corporation.

### Article 3 – Bylaw Topics

For ease in locating a specific Bylaw, each numbered article deals with one primary topic or subject as follows:

<del>Name of Foundation</del>	Article 1
<del>Charter Purpose</del>	Article 2
<del>Identification of BYLAW Topics</del>	Article 3
<del>Members of Foundation</del> <b>MEMBERSHIP AND MEETINGS</b>	Article 4
<b>TRUSTEES</b> , Board of Trustees	Article 5
Foundation <del>Manager</del> <b>EMPLOYEES</b>	Article 6
<b>VOTING BY Proxy</b> <del>Vote</del>	Article 7
Audit	Article 8
Amendment <del>to</del> <b>OF</b> Bylaws	Article 9
Indemnification	Article 10
Dissolution of Foundation	Article 11

### Article 4 – Membership and Meetings

#### A. Membership requirements

1. Be a member of the Northland Group of Alcoholics Anonymous;
2. Have an earnest desire to attain and maintain sobriety and to help others;
3. Reflect fidelity to Alcoholics Anonymous;
4. Exhibits moral support to the Foundation;
5. Complete an application for membership and be accepted for membership;

6. Makes a monthly contribution to the Foundation in an amount established by the Board of Trustees.

## B. Meetings

1. There shall be an annual ~~meeting of the Foundation~~ **ELECTION** held in September each year for the purpose of electing new Trustees. To be entitled to vote for Trustees, a member must have made a full twelve (12) months of contributions immediately preceding the election. No more than three (3) months of contributions may be applied retroactively to establish the twelve (12) month period. The retroactive contributions must be made at least fifteen (15) days prior to the election at which the member seeks to vote.
2. Any business to be considered ~~at the annual meeting of the Foundation or~~ **BY** the Board of Trustees must be submitted, in writing, to the Secretary of the Foundation at least ten (10) days prior to the date of the meeting for the inclusion on the posted agenda, however, urgent new business other than items listed on the agenda can be considered.
3. ~~Other meetings of the Foundation or~~ **MEETINGS OF** the Board of Trustees shall be held as often as required by law, provided notice of the date, hour and place of such meetings shall be given by the Board of Trustees by placing a notice thereof on the Foundation's bulletin board on its premises at least ten (10) days in advance of such meeting, inclusive of the date of such meeting. ~~At any meeting of the Foundation, a member whose monthly contribution is current may vote on any matter except the election of new Trustees where the twelve (12) month requirement applies.~~
4. The Chairman of the Board shall preside and the Secretary of Assistant Secretary of the Board shall serve as the recorder of all Foundation **AND BOARD OF TRUSTEES** Meetings and "Robert's Rules of Order" shall prevail.

## Article 5 – Trustees, Board of Trustees

### A. Power, General

The Foundation shall be governed by the Board of Trustees (the Board) which shall have control and authority over all of the business and all other affairs of the Foundation, and the administration thereof, including its governance, its properties and the acquisition, use, preservation, protection, maintenance and disposition thereof, and of all facilities of the Foundation. The Foundation shall have the authority to prescribe rules and regulations, pertaining thereto, and regulating the conduct of person on or about the promises, and shall have the power to enforce such rules and regulations by suspension, expulsion or otherwise as the Board deems appropriate or proper.

### B. The Board

1. Board Composition: The Board of Trustees shall consist of twenty-one (21) Foundation Members (the members). Each Trustee shall serve a term of three (3) years. Seven (7) Trustees shall be elected by a ballot as prescribed by the Board of Trustees each year for the next ensuing three (3) years for the term commencing at the regular annual ~~meeting~~ **ELECTION** of the Foundation membership in September.
2. Election of the Board:
  - a. Members of the Board shall be elected by written ballot at an election to be held ~~the day prior to the Annual Meeting in September each year.~~ **EACH YEAR IN SEPTEMBER ON THE SECOND WEDNESDAY OR A DATE IN**

**SEPTEMBER DETERMINED BY THE BOARD OF TRUSTEES.** To enable eligible voting members to vote, polls will remain open between the hours of 8:00 a.m. and 8:00 p.m. The seven (7) Trustees elected by ballot as set out in Article 5 (B) 1 shall be those seven (7) nominees receiving the highest ranking number of votes at the election by written ballot. In the event there is a tie among any of the nominees who have received the fewest number of votes, which would otherwise have elected them, then in that event, those nominees shall cast lots to determine the winner or winners. The Chairman of the Board, the one then acting, shall supervise the casting of lots.

- b. The Board of Trustees shall at least thirty (30) days prior to the Annual ~~Meeting~~ **ELECTION** in September appoint a Nominating Committee of five (5) voting members of the Foundation, with a minimum of two (2) committee members being non-board members. The Nominating Committee shall nominate at least ten (10) eligible voting members for those vacancies on the Board of Trustees caused by term expiration, disqualification, or failure to serve. The names of all the nominees shall be posted by the Nominating Committee on the bulletin board of the Foundation at least twenty (20) days prior to the Annual ~~Meeting~~ **ELECTION**.
  - c. Twenty-five (25) or more eligible voting members of the Foundation may nominate, in writing to the Secretary of the Foundation, other eligible voting members for the same vacancy or vacancies that the Nominating Committee has nominated. The secretary shall, at least seven (7) days prior to the Annual ~~meeting~~ **ELECTION**, post the names of all nominees, together with the names of their nominators.
  - d. No members shall be eligible for election to the Board of Trustees unless nomination has been by either of the above procedures and that the voting members name has been posted for the required length of time.
  - e. When the time has expired within the nomination process period, the Secretary shall cause the names of all properly nominated and eligible candidates to be printed upon one ballot, designating each under the appropriate headings as those nominated by the Nominating Committee and those nominated by the voting members.
  - f. Any ballot that contains votes for more nominees than the number of vacancies to be filled is null and void.
- C. Trustees' Qualifications: To be eligible for nomination and election as Trustee, a person must have met the qualification of a member eligible to vote at an election for members of the Board of Trustees as provided in Article 4 (A) ~~and (B)~~ by making the contributions and meeting the standards therein set forth, and additionally, must have maintained one (1) year of continuous sobriety and abstinence from alcohol or habit forming drugs immediately prior to the election at which such person is considered for election. Trustees shall not be eligible to succeed themselves, but may again be eligible for election at the expiration of one (1) year from the end of the prior term.
- D. Trustee, Requirements to Continue as Such: Should a Trustee at any time during tenure fail to maintain on a continuous basis the same qualifications required for election as set forth above in Article 5 (C), or depart from sobriety through the use of alcohol or habit forming drugs, such Trustee's term shall automatically terminate.
- E. Replacement Trustee for Unexpired Term: The Board shall appoint a successor Trustee in the event of a vacancy in the Board through death, resignation, or violation of the conditions for continued service as Trustee as specified in Article 5 (C) and (D) above. Such successor

Trustee shall serve the unexpired portion of the term of the Trustee being replaced. Any person so appointed to serve an unexpired term of less than one (1) year shall be eligible for election to the Board for the next full term.

F. Trustee, Absences, etc., Replacement: Should an elected Trustee cease to continue financial contributions and interest as exhibited by three (3) consecutive absences from Trustee meetings, it shall be the duty of the Board of Trustees to declare a vacancy and to secure a replacement for such trustee at the next meeting of the Board.

G. Meetings of the Board:

1. Business meetings of the Board shall be held at a minimum of six (6) times a year in January, March, May, July, September, and November at such hour and place as shall be prescribed by the Board.
2. Additional Board meetings may be set by the Board at any Board meeting or may be called at any time by the chairman of the Board. Such call may be made orally or in writing and only after such reasonable notice of the call of the date, hour and place of the meeting as the Chairman shall deem proper, provided all trustees have been given either oral or written notice prior to the business meeting of a special or called nature. If the Chairman should refuse or be unable or unwilling to call such meeting, then upon written demand of seven (7) Trustees, the Board's Secretary shall call such meeting based on call and notice as specified above.

H. Committees Created by Board: The Board may create Committees from the Board's membership to assist in handling specified duties, responsibilities, or investigations as the Board prescribes. The Board shall create Standing Committees as described below. Each Committee shall have a chairman appointed by the Chairman of the Board and approved by the Board of Trustees and shall maintain a record of its meetings and activities. Other committees other than the Standing Committee may be created by the Board and shall have a chairman appointed by the Chairman of the Board. Each Committee will maintain a record of its meetings and activities.

Standing Committees:

1. Finance Committee: The Finance Committee shall supervise the financial affairs of the Foundation at all times. The Finance Committee shall develop and submit budgets, render advice to the Board on financial and fiscal problems, and make recommendations for the improvement of the financial status of the Foundation.
2. Membership Committee: The Membership Committee shall be responsible for maintaining the membership of the Foundation subject to the bylaws and associated rules, policies, and procedures prescribed by the Board.
3. House Committee: The House Committee shall supervise and direct the development, beautification, improvement, maintenance, and use and operation of the Foundation facility, including but not limited to, food and beverage facilities and service and all other Foundation structures and grounds.
4. Rules/Bylaws Committee: The Rules/Bylaws Committee shall be responsible for establishing rules, policies, and procedures, subject to the approval of the Board for the operation of the Foundation Facility. The Rules/Bylaws Committee shall create and maintain a policy manual of current rules, policies, and procedures and make recommendations to the Board for any changes needed to improve overall operation of the Facility.

5. Nominating Committee: The Nominating Committee shall be responsible for developing a list of eligible voting Foundation Members for vacancies to the Board at the Annual meeting **ELECTION** in September. The Board shall appoint five (5) voting members, with a minimum of two (2) committee members being non-board members. The Committee shall be responsible for all duties as prescribed in Article 5 above. The Committee shall also be responsible for nominations for vacancies of Board members who need to be replaced as prescribed in Section (E) above.
  6. Executive Committee: The Executive Committee shall be composed of the Chairman, Vice-Chairman, Secretary, the Chairman of the Finance Committee of the Board, plus one (1) Board member-at-large appointed by the Chairman. The Foundation Manager shall be an ex-officio, non-voting member of the Executive Committee. The Committee shall be responsible for overseeing the operations of the Foundation at large including the Manager. It shall resolve complaints and/or discipline matters of members and guests not otherwise resolved by the Manager. It shall be empowered to make capital decisions necessary to ensure continuity in daily operations. It shall coordinate and oversee activities of the other committees. It shall approve all insurance, tax, and vendor agreements. It shall have the authority to hire temporary help if needed for operations. The Committee shall have such additional duties and shall perform such additional functions as may, from time to time, be delegated to it by the Board of Trustees.
- I. Officers: The officers of the Board shall be a Chairman, a Vice-Chairman, and a Secretary, all to be elected by the full Board of Trustees
  - J. Officer – Vote: Officers shall have the same voting rights at Board meetings as any other qualified Trustee.
  - K. Foundation Documents – Execution of: The Chairman or Vice-Chairman shall execute all documents and instruments of the Foundation as may authorized by the Board of Trustees by either standing or specific resolution, and the Secretary shall attest the same and affix a notary or the corporate seal thereto and maintain a record thereof.
  - L. Vote Necessary to Conduct Meeting – To Sell or Mortgage: A majority vote of quorum of not less than eleven (11) of the twenty-one (21) Trustees shall be necessary to transact business of the Foundation and enact resolutions EXCEPT that any sale, contract to sell, disposition, encumbrance, mortgage, let, lease or alteration or other action that would affect the real or other property or facilities or continuation of operations of the Foundation shall require the affirmative vote of not less than fourteen (14) of the twenty-one (21) Trustees.

## **Article 6 – Foundation Employees**

- A. Foundation Manager. The Board of Trustees evidenced by a standing or special resolution of the Board and with the recommendation of the Executive Committee, may employ a Foundation Manager. The Board must specify qualifications, monthly salary range, duties, functions and responsibilities of the Manager. The Manager must perform such duties as set out by the Board of Trustees. Notwithstanding the provisions of paragraph (B) of Article 5, the Manager shall be an ex-officio, non-voting member of the Board of Trustees and the Executive Committee.

B. Assistant Manager. The Executive Committee of the Board of Trustees and the Foundation Manager shall act together to interview and employ an Assistant Manager with this employment group being responsible to establish qualifications, salary, duties, functions and responsibilities for the Assistant Manager.

### **Article 7 – Voting by Proxy**

Any member of the Suburban Alcoholic Foundation desiring to participate in voting on any Foundation matter must cast his or her vote in Person. Voting by proxy is not authorized, and proxy votes will not be accepted or considered.

### **Article 8 – Audit**

Review or examination of financial statements of the Foundation: The Board of Trustees may, at its discretion, cause a review or examination of the books and accounts of the Foundation to be made by a Certified Public Accountant, selected by the Board. The review, if any, shall be presented to the ~~voting members at the Annual Meeting in September of the year in which the review/examination is performed.~~ **BOARD OF TRUSTEES AT ITS REGULAR MEETING AS SOON AS POSSIBLE AFTER THE REPORT IS COMPLETED.**

### **Article 9 – Amendment of Bylaws**

These Bylaws may be amended at any regular meeting of the ~~members of the Suburban Alcoholic Foundation meeting with~~ the Board of Trustees. Two weeks (14 days) written notice of such proposed amendments shall be placed in the hands of all Foundation members, including all members of the Board of Trustees **BY HARD COPY OR ANY ELECTRONIC MEANS.** ~~and~~ Notice of such proposed amendments shall be posted on a bulletin board located on the Foundation's premises at least fourteen (14) days prior to the meeting and exclusive of the date of the meeting. In either procedure, the notice shall specify the date, hour and place of the meeting and state the proposed amendments to be considered. Any amendment to, or change in the Bylaws shall require for adoption a two-thirds (2/3) affirmative vote of the Foundation membership voting by presence and a two thirds (2/3) affirmative vote of the Board of Trustees voting by presence.

### **Article 10 – Indemnification**

The Suburban Alcoholic Foundation shall indemnify members of the Board of Trustees and Management ~~Committee~~ against any law-suits, liability or other losses which may be brought about by any party due to the exercise of their duties in accordance with the Bylaws of the Foundation. The Foundation does not indemnify willful negligence, misuse of authority or improper use of the Bylaws or duties of the office. In the event any of the Articles of the Bylaws are adjudicated to be unlawful, the remaining Articles shall remain valid and in force until such time as they Bylaws may be properly amended.

### **Article 11 – Dissolution of Foundation**

Refer to Article 7 and Article 2 of the original Charter of “Suburban Alcoholic Foundation” file with the Secretary of the State of Texas on July 13, 1955.

The foregoing Bylaws constitute a complete revision and amendment to and substitution for the original Bylaws and any amendment thereto enacted prior to the adoption of these amended Bylaws are approved by a majority vote of the Foundation Members.

Revised March 28<sup>th</sup>, 2002

**PROPOSED REVISION March 12, 2015**