



BY-LAWS OF THE GALANO CLUB, INC v1.5

Approved by membership 2/25/17

1) NAME OF THE CORPORATION

- a) The name of the not-for-profit corporation is The Galano Club, Inc., referred to hereafter as “Galano” or the “Club.”

2) PURPOSE

- a) To provide a meeting place for 12 step recovery programs primarily for the LBGTQ community that meet-in accordance with the 12 Traditions of Alcoholics Anonymous.
- b) To provide facilities for meetings, conferences, and communications between groups and service organizations that are associated with 12-step recovery groups.

3) MEMBERSHIP

- a) Requirements of membership in this club are membership in a 12 Step fellowship, completion of an application and payment of dues.
- b) Membership shall in no way be affected by race, creed, color, national origin, age, disability, gender-identity or sexual orientation.
- c) Members who are in good standing shall be eligible to vote in the conduct of the club’s affairs. Good standing shall require membership in the club of ninety (90) days and current payment of dues.
- d) The Board may terminate an individual's membership in the Club for egregious violations of Club rules as set forth by the membership.

4) GOVERNMENT

- a) In accordance with the purpose of the Club, the Twelve Traditions of Alcoholics Anonymous shall be the guiding principles in the governance of the Club.
- b) The governing body of the club shall be the Board of Directors, hereinafter referred to as “the Board.” The Board shall consist of nine (9) Directors elected as hereinafter provided. Three (3) new Directors will be elected annually to serve a three (3) year term. The Board will then elect from its own body the officers for the Board.
- c) Requirements for Board membership shall be membership in good standing with no less than six (6) months of consecutive membership in the club and no less than one (1) year of continuous recovery in the member’s 12-step fellowship. A member of the Board shall not serve concurrently as a trusted servant of any group that meets at the club unless approved by the Board.
- d) Nomination for the Board of Directors may be submitted in writing to the Board or from the floor of the membership meeting.
- e) In the event that a member of the Board resigns or a vacancy is created, the President of the Board may appoint a replacement to serve until the next general membership meeting, at which time, an election will be held to fill the remainder of the term.
- f) Any Director may be removed from office with or without cause by the affirmative vote of a majority of the Directors entitled to vote at any special meeting of Directors called for that purpose. Any Director who fails to maintain continuous sobriety while serving on the Board shall be automatically and immediately removed from office upon notice by the president. Any Director who fails to attend three (3) consecutive monthly meetings of the Board shall be automatically and immediately removed from office unless the President, with the consent of the Board, determines that special circumstances warrant retaining such director.
- g) If a member presents a petition to the Secretary signed by no fewer than ten (10%) percent of the membership for the purpose of recalling any Director, the Board shall call a special meeting of the members to consider removing the Director from the Board with no less than ten (10) days written notice. No fewer than twenty-five percent (25%) of the eligible membership must be present to remove a Director. Voting shall be by secret ballot, and a two-thirds vote of the members present shall be required to remove the Director.

- h) Robert's Rules of Order will be used as a guide for conducting all Meetings.
- i) Board members will receive no compensation for their service
- j) The Board has full authority to create, maintain, and update policies affecting the operations and finances of the Clubhouse.

5) BOARD OF DIRECTORS

a) OFFICERS

- i) **PRESIDENT** - The President shall be the principal executive officer of the club and, subject to the control of the Board of Directors, shall generally manage, supervise, and control all the business affairs of the Club.
- ii) **VICE-PRESIDENT** - In the absence of the President or in the event of his/her death or inability or refusal to act, the Vice-President shall perform the duties of President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President.
- iii) **SECRETARY** - The Secretary shall: (a) attend and keep the minutes of the Board meetings and Club membership meetings and post a copy of current approved minutes within ten (10) days; and (b) see that all notices are duly given in accordance with the provisions of these By-Laws.
- iv) **TREASURER** - The Treasurer, unless otherwise determined by the Board, shall: (a) have charge and custody of and be responsible for all funds and securities of the club; (b) receive monies due and payable to the club from any source whatsoever, and deposit all such monies in the name of the club in such banks, trust companies, or other depositories as shall be selected by the Board, and pay the bills incurred by the Club as they become due; (c) shall be responsible for seeing that a ledger of all club members along with their addresses and dues payment schedule is maintained by the membership committee; and (d) shall submit a monthly financial report to the Board at its monthly meetings, a copy of which is to be attached and posted with the Board minutes.

6) COMMITTEES

- a) Executive Committee. The Executive Committee is composed of the officers of the Board of Directors and is chaired by the President. The Executive Committee is empowered to act on behalf of the full Board in matters that require immediate action and do not involve major questions of policy or funding. Any actions taken by the Executive Committee must be ratified by the full Board of Directors at its next meeting. Executive Committee meetings can be called at any time.
- b) Other committees. The Board of Directors may organize other standing or *ad hoc* committees as needed.

7) MEETINGS

a) Quorum

- i) Quorum shall be required to conduct business. Quorum shall consist of a majority of current Board members, unless otherwise specified by law or by these Bylaws.

b) Board Meetings

- i) The Board shall meet at least once each month with the date and time as agreed by the majority of the Board, except that the first meeting of each new Board of Directors to elect new officers shall be held within ten (10) days after the election. Written notice or telephone notice will be given to each member of the Board as to the meeting place, time, and date, other than regularly scheduled meetings. Notification of Board meetings must be posted in the club on the bulletin board.
- ii) Special Board meetings may be called by either the President of the Board or by a minimum of three (3) Board members.

c) Membership Meetings

- i) Annual membership meeting. The Membership shall hold an annual meeting once per year with the date, time, and place agreed by a majority of the Board. Notice of the annual meeting must be posted on the bulletin board at the clubhouse no later than thirty (30) days prior to the meeting.

iii) Special membership meetings. Membership meetings may be called at any time, in addition to the regular annual meeting, as directed by the Board upon not less than ten (10) days written notice which shall state the purpose of the meeting. In case of emergency, a membership meeting may be held on such notice as is reasonable under the circumstances.

d) Voting

- i) Except as otherwise directed herein, all votes of the membership and Board of Directors meeting shall be by majority of those present and eligible.
- ii) In addition to the elections and recalls, votes shall be by secret ballot whenever the presiding officer in his/her discretion so decides or such motion by a voting member is adopted.
- iii) There shall be no vote by proxy.

8) FINANCIAL POLICIES

- a) A portion of the donations received by all contributing groups meeting at the club will go into the treasury of the club. The club will cover all required expenses for the operation of the facilities. "Each group's cost for the use of the club will be seventy-five (75%) percent of the donations collected at the meetings."
- b) All collections should be put in the Galano safe after every meeting.
- c) Once a month, the funds are counted and group checks for 25% of contributions are sent to the treasurer of group. Each group is responsible for keeping the group's treasurer information current. Checks not cashed within 90 days become null and void and are forfeited.
- d) All banking and Investment accounts shall be maintained with a minimum of two (2) authorized signatures. Signatures on any account shall be the Treasurer of the club and any two (2) Executive Board members and/or officers so designated by the Board of Directors by a majority vote.
- e) Additional accounts may be opened, at the option of the Board as a whole. Signature requirement for such accounts shall be the same as those of all accounts as listed above.
- f) The prudent reserve for the club's working capital is equal to 4 ½ months of annual operating expenses.
- g) Funds deemed for investment, amount over reserves, can be placed into accounts where risk is minimal.
- h) The books for the club shall be open and available for inspection by the current Board members or by any accountant so appointed by the Board for that purpose at any time.

9) AMENDMENTS

The Bylaws may be amended by a vote of two-thirds (2/3) majority of those eligible to vote at a membership meeting. The membership must have received thirty (30) days written notice of the amendment. A proviso may be made to cover the period of time during which the amendment is pending.

10) DISSOLUTION

If the club should dissolve for any reason whatsoever, and should have any assets, including property and/or cash, the Board of Directors shall dispose of all the assets of the club, after paying or making provision for payment of all the liabilities of the club, exclusively for the purpose of the club in such manner as the Board of Directors shall determine, or by distributing such assets to another organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine.

11) CERTIFICATION

The club's Secretary shall certify the contents of these By-Laws and any amendments thereto by affixing his/her signature to a statement appended thereto showing the date of their adoption.