

1) NAME OF THE CORPORATION

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

2) PURPOSE

The Galano Club, Inc. supports the Greater Atlanta LGBTQ+ and friends’ recovery community by providing a safe and welcoming meeting place for 12-Step fellowships.

3) MEMBERSHIP

- a) Requirements of supporting membership in this club are affiliation 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) Supporting 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) The Galano Club, Inc is a charitable nonprofit corporation that is organized exclusively for charitable, educational, and scientific purposes as is written in the Internal Revenue Code Section 501(c)(3), or corresponding sections of any future federal tax code.
- b) Galano is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code and shall have no capital stock and no shareholders.
- c) The corporation shall be neither organized nor operated for pecuniary gain or profit. No part of the net earnings of the corporation shall benefit, or be distributable to, any supporting Member, Director, officer, or trustee of the corporation, or any other private person.
- d) The corporation is authorized to receive and to make contributions in furtherance of these purposes, and to make distributions to organizations that may exist in carrying out those purposes and to organizations that qualify under Internal Revenue Code Section 501(c)(3).
- e) The Galano Club, Inc., is not affiliated with any 12-step fellowship, but is supported by meeting goers and members of those groups. The club subscribes to carrying the message whenever possible, except when in conflict with the requirements of a charitable nonprofit corporation.

5) BOARD OF DIRECTORS

- a) 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.
- b) Requirements to serve on the Board include being a supporting member 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 supporting 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.
- c) Nomination for the Board of Directors may be submitted in writing to the Board or from the floor of the annual meeting.
- d) 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 annual meeting, at which time, an election will be held to fill the remainder of the term.
- e) 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. 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.

- f) If a supporting member presents a petition to the Secretary signed by no fewer than ten (10%) percent of the supporting membership for the purpose of recalling any Director, the Board shall call a special meeting of the supporting 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 supporting membership must be present to remove a Director. Voting shall be by secret ballot, and a two-thirds vote of the supporting members present shall be required to remove the Director.
- g) Robert's Rules of Order will be used as a guide for conducting all meetings.
- h) Board members will receive no compensation for their service
- i) The Board has full authority to create, maintain, and update policies affecting the operations and finances of the Clubhouse.

6) OFFICERS

- a) **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.
- b) **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.
- c) **SECRETARY** - The Secretary shall: (a) attend and keep the minutes of the Board meetings and annual 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.
- d) **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 supporting members is maintained by the membership director; 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.

7) 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.

8) MEETINGS

a) Quorum

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) Supporting Membership Meetings

- i) Annual meeting. The supporting 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 or sent to current supporting members no later than thirty (30) days prior to the meeting.
- ii) Special meetings. Supporting 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 supporting 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 supporting membership and Board of Directors meeting shall be by majority of those present and eligible.
- ii) Elections and recalls votes shall be by secret ballot whenever possible. In addition, secret ballots can be used if 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.
- iv) E-VOTE
 - (1) For time sensitive matters of importance that cannot wait until the next board meeting, electronic voting via email is permitted under these bylaws.
 - (2) All Board Directors have the right to submit a vote within a specified time period of no less than 48 hours
 - (3) Directors shall have three options regarding their vote:
 - (a) Vote to pass the motion
 - (b) Vote to reject the motion
 - (c) Vote to abstain from the motion with or without explanation
 - (4) All motions are subject to the "in person" quorum voting rules.
 - (5) A simple majority of all Board Directors is required to pass the vote.
 - (6) All votes must be conducted via company email
 - (7) All e-votes must be documented in the next board meeting minutes

9) 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 cash collections should be put in the Galano safe after every meeting.
- c) Once a month, the cash funds from the safe 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) Monthly, e-basket contributions will be tallied and group checks for 25% of the net contributions, donations less fees, will be mailed to the treasurer of the group.
- e) 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.
- f) 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.
- g) The current Reserve policy determines the amounts to be held in each reserve area along with funds location & funds management.
- h) Funds deemed for investment per Reserve Policy should be placed into accounts in accordance with Galano's Investment Policy Statement.
- i) 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.

10) INDEMNIFICATION

The Directors, officers, employees, incorporators and supporting members of the Club shall not be personally liable for the debts, liabilities, or other obligations of the Club. Each director or officer of this Club shall be indemnified by the Club against all costs and expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she may be involved or to which he or she is made a part by reason of his or her being or having been a director or officer unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the Club, or as otherwise provided under applicable statute.

11) AMENDMENTS

The Bylaws may be amended by a vote of two-thirds (2/3) majority of those eligible to vote at an annual meeting. The supporting 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.

12) DISSOLUTION

In order to dissolve the Club, the board of directors must first approve a proposal and a plan of dissolution and then submit it to the supporting members in accordance with GA Code § 14-3-1402 (2015). The Club shall notify each supporting member entitled to vote of the proposed meeting in accordance with Code Section 14-3-705 and these bylaws. The notice must also state that the purpose, or one of the purposes, of the meeting is to consider dissolving the corporation. The supporting members entitled to vote must approve the proposal to dissolve by a majority of all the votes entitled to be cast on that proposal. This plan of dissolution shall conform to the requirements of GA Code Section 14-3-1403 and shall indicate to whom the assets owned or held by the corporation will be distributed after all creditors have been paid.

13) 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.