

**BYLAWS OF
THE
FITCHBURG
SERENITY
CLUB,
INC.**

**Adopted February 16, 2014
at the Annual Meeting**

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ARTICLE 1: GENERAL

Section 1: Name

The name of this organization is the Fitchburg Serenity Club, Inc. (FSC).

Section 2: Mission

FSC exists to serve 12-step recovery groups by providing space for meetings, opportunity for fellowship and a safe, positive environment for recovery.

Section 3: Non-Discrimination

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

Section 4: Articles of Incorporation

In the event that these Bylaws are found to be in disagreement with FSC's Articles of Incorporation, the Articles shall take precedence.

ARTICLE 2: MEMBERSHIP

Section 1: Eligibility

All who attend 12-step meetings at FSC are eligible to become members of the club. They may join FSC by making an initial payment of at least one month's dues in the amount pledged.

Section 2: Dues

The FSC Board may suggest a minimum amount for membership dues. It also may waive the requirement for dues on occasions when good cause is shown.

Members who fail to pay dues for a period of more than two consecutive months shall be considered delinquent and lose their membership in FSC.

Section 3: Voting Rights of Members

Each member in good standing has one vote on the following matters and only these matters:

Election of members to the Board of Directors at the Annual Meeting or filling of Board vacancies at a duly called Member meeting.

Amendment of the Bylaws of FSC, by a two-thirds vote, at the Annual Meeting.

Removal of a member of the FSC Board, by a two-thirds vote, at a duly called Member Meeting.

Any matter deferred to the membership by the FSC Board at a duly called Member Meeting or the Annual Meeting.

Merger, dissolution or sale of the corporation, by a two-thirds vote at a duly called Member Meeting or the Annual Meeting. A decision to merge, dissolve or sell may be guided by consultation with AA and/or other world services.

A simple majority rules except where otherwise indicated.

ARTICLE 3: BOARD OF DIRECTORS

Section 1: Purpose

The FSC Board of Directors is responsible to provide an environment consistent with Article 1, Sections 2 and 3, of these Bylaws. Toward these ends it shall:

Manage the business affairs and property of the Fitchburg Serenity Club.

Manage the staff, paid and/or volunteer, of the club.

Establish and implement long-range goals for the club.

Judiciously apply the *Procedure for Sanction*

The FSC Board may solicit and accept grants, gifts, bequests or other contributions. Under no circumstances shall the Board approve such funding if its acceptance is contingent upon the exercise of power by the benefactor over matters which these Bylaws assign to the FSC Board or the FSC membership.

Section 2: Eligibility

Members in good standing for at least the previous year are eligible for election to the Board. In specific instances, with approval of the Board, the requirement may be waived by vote of the members present at the Annual Meeting.

There shall be no requirement of a monetary contribution from a potential Board member to serve on the FSC Board.

Section 3: Composition

The Board shall be made up of seven directors, including three directors-at-large and four officers, which are president, vice-president, secretary and treasurer.

Non-FSC members may serve as directors-at-large with the consent of a majority of the full Board.

Section 4: Officers

President: The president shall be chief executive officer of FSC and shall preside over all meetings of the FSC Board, the Annual Meeting and all Member Meetings. The president shall actively manage the corporation and see that all orders and resolutions of the Board are carried out. The president, or another Board member designated by the president, shall sit on all committees, whether standing or ad hoc. The president shall be authorized to disburse corporate checks and payments.

Vice-President: The vice-president shall execute such responsibilities as the president may assign him or her. In the absence of the president, the vice-president shall assume all duties of the president. In the absence of both the president and vice-president the secretary, treasurer or a director-at-large shall temporarily assume the duties of the president.

Secretary: The secretary or a designee of the secretary shall attend all meetings of the FSC Board, the Annual Meeting and Member Meetings and shall record minutes of those meetings. The secretary will make available copies of those minutes in a timely manner, as directed by the FSC Board. The secretary shall have custody of all the corporation's records except those as

signed to the treasurer, and shall assure that relevant records are available at all meetings of the FSC Board, the Annual Meeting and Member Meetings. In the event of an anticipated temporary absence, the secretary shall make arrangements for another FSC member to assume the duties of secretary.

Treasurer: The treasurer shall be the chief financial officer of the Fitchburg Serenity Club. The treasurer shall have custody of the corporation's accounts, be responsible for proper appropriation of corporate funds, and shall pay the lawful bills and accounts of the corporation, with the power to disburse corporate checks and payments under his signature. The treasurer shall assist in the corporation's budgetary planning. The treasurer shall generate monthly financial records, including, but not limited to, month-by-month statements of the assets and liabilities of the corporation and a record of the prior month's income and expenses. At the Annual Meeting the treasurer shall make available similar information compiled for the prior year. In the event of a temporary absence, the treasurer shall give the corporate accounts to the president and make suitable arrangements so that officers can assume the treasurer's duties.

Section 5: Terms

All members of the Board shall serve 2-year terms.

The president may serve no more than two terms consecutively. There is no limit on the number of consecutive terms all other Board members may serve.

In the event the president and vice-president shall be elected in the same year, the vice-president shall serve a 1-year term.

In the event the treasurer and secretary shall be elected in the same year, the secretary shall serve a 1-year term.

In the event that all three directors-at-large shall be elected in the same year, one of them shall serve a 1-year term.

Section 6: Vacancy

A majority of the full Board may declare a if a Board member ceases to be a dues-paying member of FSC for two consecutive months or is absent from

two consecutive Board meetings without an excuse that is acceptable to the Board.

If the vacancy is the position of president, the vice-president shall assume the position. Other vacancies shall be filled by appointment of the president subject to a vote of approval by the majority of the full Board. Such appointments shall expire at the time of the next Annual Meeting.

Section 7: Committees

The Board of Directors shall have at its disposal the following standing committees: Financial and Building & Grounds. Other standing or ad hoc committees may be formed at the discretion of the president. FSC members or non-members may sit on and/or chair committees at the pleasure of the Board.

Section 8: House Rules

House Rules shall be posted in the lobby of the building and shall apply to all who enter FSC property. Any member or non-member who fails to heed any of these rules may be sanctioned by the Board in accordance with FSC's *Procedure for Sanction*.

House Rules may be established or revised by a majority of the full Board. Rules shall pertain to these matters:

- Code of conduct.
- Procedure for sanction.
- Nomination and election procedures not already stated in the Bylaws.
- Rules pertaining to conduct of the Board business.
- Any other issue for which the Board finds it necessary to make a rule.

Following approval of these Bylaws at the 2014 Annual Meeting, the Board shall adopt an initial set of House Rules with all deliberate speed.

Section 9: Conflict of Interest

Any Board member or FSC member who might be called to vote on a contract or agreement which carries the potential for personal or financial gain shall disclose that fact as soon as the potential for gain becomes apparent. When the matter is brought to a vote, that person shall abstain.

If the member does not disclose the potential conflict of interest and votes on the matter, the Board may sanction him or her.

Section 10: Majority of the Full Board

A majority of the *full* Board means a majority of all directors then on the Board, whether or not they are present or participating in a meeting.

ARTICLE 4: MEETINGS

Section 1: Protocol

The most recent version of *Robert's Rules of Order* shall be the parliamentary procedure for all meetings.

While Article 2, Section 3 of the Bylaws limits voting rights of members to certain subjects and certain meetings, the membership retains all the privileges and rights of members on matters pertaining to those subjects or to the orderly and proper conduct of those meetings, as described in *Robert's Rules of Order* as amended or clarified under Article 3, Section 8, House Rules.

The president of the Board shall chair all meetings. In his or her absence or when otherwise appropriate, the vice-president or another Board member shall act as chair.

Proxy voting shall not be permitted.

Section 2: Annual Meeting

The Annual Meeting of the Fitchburg Serenity Club shall have the following purposes:

To provide a forum for the FSC Board to apprise the membership of the state of the clubhouse, financial and otherwise.

To provide a forum for members to raise their questions and concerns about the clubhouse, the property and/or FSC activities.

To introduce candidates for election to the Board and hold nominations and elections.

To vote on other business permitted at the Annual Meeting by the Bylaws.

This meeting shall be held on the third Sunday of February at a time specified by the president. Notice of the date, time and place of the Annual Meeting shall be posted at least 10 days prior to it. The number of FSC members in attendance shall constitute a quorum for the Annual Meeting.

Section 3: Member Meetings

There are two ways in which a Member Meeting shall be considered duly called:

A member or members in good standing may gather the signatures of at least 10 percent of the current FSC membership, who agree on the need for the meeting at a specified time at the FSC clubhouse. The completed petition shall be posted at least 10 days prior to the date of the meeting.

The FSC Board president or a majority of the whole Board may call for a member meeting, and notice of the meeting is posted at least 10 days prior to the meeting.

A quorum for a Member Meeting shall be constituted by the presence of at least 5 percent of current FSC membership.

Section 4: Meetings of the Board of Directors

The board shall meet regularly each month at or near the Fitchburg Serenity Club. Meeting notices shall be posted at least three days before each monthly meeting. All members may attend these meetings. Non-members may attend with the consent of the board. Any members or non-members may speak with the consent of the board.

The quorum for the regular monthly board meeting shall be four directors personally present at the posted time and place of the meeting; however, some or all of the remaining directors may attend electronically.

Section 5: Special Meetings of the Board of Directors

A special meeting of the Board may be held at any time or place agreeable to the board. The quorum for a special Board meeting shall be four directors; however, some or all directors may attend or participate electronically. Members or non-members may attend or participate with the consent of the Board.

Any motions approved in a special or electronic meeting must be by roll call vote and shall be attached to the minutes of the next regular Board meeting.

ARTICLE 5: NOMINATIONS AND ELECTIONS

Section 1: Nominations

Candidates for election to the FSC Board may be nominated in any of three ways:

- By selection of the Nominating Committee
- By FSC members before the Annual Meeting
- By FSC members at the Annual Meeting

At least three months before the Annual Meeting the Board president, with the approval of a majority of the full Board, shall appoint an FSC member to chair a Nominating Committee. Duties of the committee shall be:

Assemble a slate of at least one candidate for each position that will be voted on at the Annual Meeting.

Vet all candidates whether from the committee's slate or members' nominations, including nominations from the floor of the Annual Meeting, to ascertain that they are willing to serve if elected and that they are members in good standing, as defined in the House Rules, of the Fitchburg Serenity Club.

Keep the membership apprised of eligible candidates as they are vetted by posting the information prominently.

Section 2: Election

Candidates may run for more than one position. Following his or her election to a position all other listings of him or her shall be removed from the ballot.

The candidates shall be elected in the following order:

1. President
2. Vice-President
3. Secretary
4. Treasurer
5. Director(s)-at-large

ARTICLE 6: TRANSITION

Section 1: Effective Date

The 2014 Bylaws take effect immediately upon ratification, except as specified in this Article.

Section 2. Initial Succession of Vice-President to President

The current vice-president elected in 2013 will continue on as president for a 1-year term ending at the 2015 Annual Meeting. At the 2015 Annual Meeting, or if the office of president becomes vacant prior to the 2015 Annual Meeting, the president [and all officers of the Board](#) will be selected as specified in these Bylaws.

Section 3. Initial House Rules

The House Rules shall initially consist of the most recent version of the following documents published on or before the date of the 2014 Annual Meeting:

All rules included in the text of current FSC meeting schedule.

The current sanction policy and procedures.

Following approval of these Bylaws at the 2014 Annual Meeting, the Board shall adopt and post its own set of House Rules with all deliberate speed.