

As Amended ____/____/____

Suburban Alcoholic Foundation
(A Texas Non-profit Corporation)

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

PREAMBLE

These Bylaws are subject to, and governed by, the Texas Business Organization Code (the “**TBOC**”) and the Certificate of Formation of Suburban Alcoholic Foundation (the “**Certificate**”). In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the TBOC or the provisions of the Certificate, such provisions of the TBOC or the Certificate, as the case may be, will be controlling.

Article 1 – Name

The name of the corporation is Suburban Alcoholic Foundation (the “Corporation”).

Article 2 – Purpose

The Corporation is formed exclusively and strictly for religious, charitable, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “**Code**”) or the corresponding provision of any future United States Internal Revenue law. Specifically, the Corporation has been established to render assistance to any non-profit groups, committees, foundations 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, to support other groups of the national movement of the organization known as Alcoholics Anonymous.

Article 3 – Registered Office and Agent

The registered office and registered agent of the Corporation shall be as designated from time to time by the appropriate filing by the Corporation in the office of the Secretary of State of the State of Texas.

Article 4 – Membership

- A. The General Membership shall consist of all dues paying members
- B. The members of the Corporation shall have no responsibility or liability for the debts, liabilities, or obligations of the Corporation.

C. 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 informational application for membership.
- (6) Make a monthly contribution to the Foundation in an amount established by the Board of Trustees.

Article 5 – 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 persons on or about the premises, 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). Seven (7) Trustees shall be elected by a ballot annually as prescribed by the Board of Trustees. Each trustee shall serve for a term of three (3) years, or until death, resignation, incapacity, or removal. The term of service will commence immediately following the regular annual election in September.
- (2) **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 in Article 5C2, or depart from sobriety through the use of alcohol or habit-forming drugs, such Trustee's term shall automatically terminate.
- (3) **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 4C or Article 5C2. 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. Replacements will first be selected by soliciting unelected nominees from the most recent annual Trustee election. The order of selection of the unelected nominees will be based on the number of votes that the individual received at the preceding annual election. In the event that two or more unelected nominees received the same number of votes, the Chair will supervise the drawing of cards as required in Article 5C3a(i) to resolve the tie. In the event that no unselected nominees are available to fill the vacancy, the Board will proceed to fill the position by appointing and approving a new Trustee.

- (4) **Trustee Absences, financial contributions:** Should a Trustee cease to continue financial contributions or interest in serving as Trustee, as exhibited by three (3) consecutive absences from Board 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. The replacement methodology defined in 5B3 will be used for the replacement of a Trustee under this provision.

C. Annual Election of Board of Trustees

- (1) There shall be an annual 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) **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 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.
- (3) **Voting / Order of Selection**
- (a) Members of the Board shall be elected by written or electronic ballot at an election to be held each year in September on the second Wednesday or a date in September determined by the Board of Trustees ("the final election date"). To enable eligible voting members time to vote, polls will remain open between the hours of 8:00 a.m. and 8:00 p.m. on the final election date. The Board may, upon a majority vote, expand the period for voting for up to one week prior to the final election date. Election results will be based on ballots cast. The seven (7) Trustees elected by ballot as set out in Article 5B1 shall be those seven (7) nominees receiving the highest-ranking number of votes at the election by written ballot.
- (i) 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, a drawing from a standard 52 card deck will be completed to determine the order of selection. Card suits will be ranked from highest to lowest as follows: Hearts, Diamonds, Clubs, Spades. The Chair of the Board, the one then acting, shall supervise the drawing of cards. with verification by two other members.

(ii) Voting via technology.

The board may adopt standards for electronic voting that provide reasonable privacy protection of Foundation members and of the integrity of the ballots. To be eligible for electronic voting, the Foundation member, at a minimum, must provide the following information: Member's name, e-mail address, and written acceptance by the member to receive e-mail communication regarding the Foundation or voting.

- (b) The Board of Trustees shall at least thirty (30) days prior to the Annual 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 election.
- (c) Nominations of candidates that are not listed by the Nominating Committee: 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 election, post the names of all additional nominees, together with the names of their nominators.
- (d) No members shall be eligible for election to the Board of Trustees unless the nomination has been made by either of the above procedures (b) or (c).
- (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.

D. Regular Meetings

- (1) **Meetings of the Board** shall be held as often as required by law or 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. Notice of all scheduled Board meeting dates for the current board year will be provided to Trustees and posted on the Foundation's bulletin board on its premises within 60 days after the annual election.

(2) Quorum for Meeting

A majority of the Trustees shall constitute a quorum for the transaction of business at all meetings convened according to these Bylaws. The act of a majority of the Trustees present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise provided by law, the Certificate, or these Bylaws.

(3) Meeting via technology: Upon the approval a majority of the then serving Trustees, Board meetings may be held via electronic means, video conferencing, telephone conference calls, or other technology.

(4) Minutes of Executive Committee meetings since the last Board meeting will be included for review by the Trustees at each Board Meeting.

(5) Compensation. Trustees, in their capacity as Trustees, may not receive any compensation for their service on the Board. No Trustee shall be precluded from serving the Corporation in any other capacity or receiving compensation therefore.

(6) Miscellaneous

(a) Any business to be considered 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 agenda, however, urgent new business other than items listed on the agenda can be considered.

(b) The Chair of the Board shall preside and the Secretary of the Board shall serve as the recorder of all Foundation and Board of Trustees Meetings. "Robert's Rules of Order" shall prevail.

E. Special Meetings

Additional Board meetings may be set by the Board at any regular Board meeting or may be called at any time by the Chair of the Board. Such call for a special meeting may be made orally, by e-mail, or in writing and only after such reasonable notice as the Chair shall deem proper. Notice of a special meeting must include the date, hour, location, and purpose of the meeting - provided that all trustees have been given either oral or written notice prior to the meeting. Upon the written request of seven (7) Trustees, the Chair shall call a special meeting of the Board. If the Chair should refuse, be unable, or unwilling to call such meeting, then the Board's Secretary shall call such meeting based on requirements of notice specified above.

F. 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 chair appointed by the Chair of the Board and approved by the Board of Trustees. Each committee shall report the activities of the committee to the Chair and Board until the committee ceases activity.

- (1) **Membership Committee:** The Membership Committee shall be responsible for encouraging membership in the Foundation. Maintenance of the Foundation's membership list shall be the responsibility of the Foundation Manager.
- (2) **House Committee:** The House Committee, with cooperation of the Foundation Manager, shall supervise the development, beautification, improvement, maintenance, and operation of the Foundation facility, including but not limited to, food and beverage facilities and service, and all other Foundation structures and grounds. The Foundation Manager, subject to Board or Executive Committee approval, shall be responsible for obtaining services required to maintain the facility.
- (3) **Rules/Bylaws Committee:** The Rules/Bylaws Committee may, as needed from time to time, review and recommend amendments to the Bylaws of the Corporation. The Rules/Bylaws Committee may create a policy manual of current rules, policies, and procedures and make recommendations to the Board for any changes needed.
- (4) **Nominating Committee:** The Nominating Committee shall be responsible for obtaining a list of eligible voting foundation members from the Foundation Manager to fill vacancies to the Board at the annual 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 5C3b.
- (5) **Executive Committee:** The Executive Committee shall be composed of the Board Chair, Vice-Chair, Secretary, Treasurer, and one (1) Board member-at-large appointed by the Chair. 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 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.

G. Officers:

- (1) The officers of the Board shall be a Chair, a Vice-Chair, Secretary, and Treasurer, all to be elected by the full Board of Trustees
 - a. The Treasurer shall supervise the financial affairs of the Foundation at all times. The Treasurer shall develop and submit budgets, render advice to the Board on financial and fiscal items, and make recommendations related to the financial status of the Foundation
- (2) **Officer – Vote:** Officers shall have the same voting rights at Board meetings as any other qualified Trustee.

(3) **Foundation Documents – Execution of:** The Chair or Vice-Chair shall execute all documents and instruments of the Foundation as may be authorized by the Board of Trustees by either standing or specific resolution. The Secretary shall attest the same and a record thereof will be retained on premises or electronically by the Foundation Manager.

(4) **Vote Necessary to Conduct Meeting – To Sell or Mortgage:** A majority vote of a quorum of not less than a majority of the, then serving, 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 two thirds of the, then serving, Trustees.

Article 6 – Foundation Employees

- A. **Foundation Manager.** The Board of Trustees with the recommendation of the Executive Committee, may employ a Foundation Manager. The Board may specify qualifications, monthly salary range, duties, functions and responsibilities of the Manager. The Manager must perform such duties as determined by the Board of Trustees. Notwithstanding the provisions of paragraph (B) of Article 5, the Manager shall be ex-officio, non-voting member of the Board of Trustees and the Executive Committee.
- B. **Assistant Manager.** The Executive Committee may employ an Assistant Manager, subject to approval by the Board of Trustees. The Executive Committee and Foundation Manager will be responsible to establish qualifications, salary, duties, functions and responsibilities for the Assistant Manager.

Article 7 – Contributions to Foundation

- A. **Definition of Contribution:** For the purpose of this article, contributions are defined as funds, property, payment in kind, or other contribution.
- B. **Non-Dues Contributions by AA Member or related entity**
The Suburban Alcoholic Foundation (“SAF”) may receive non-dues contributions from an AA member or the AA member’s related charity or business up to a total for all related entities of \$ 5,000.00 per year. This limitation does not limit contributions to specific campaigns approved by the Board.
- C. **Contributions by any Non-AA Member, Foundation, or Business**
Contributions by any non-AA Member, foundation or business require specific Board approval and are limited to \$ 5,000.00 per year. Acceptance or rejection of any non-AA member contribution must be recorded in the Board’s minutes.
- D. **Contributions from AA Members to Capital or Other Campaigns approved by Board**
In addition to non-dues contributions stated herein, SAF may receive contributions from AA members that are dedicated to a specific capital or other campaign approved by the Board. For a single campaign, contributions from an AA member or the AA member’s related charity or business are limited to a total for all related entities of \$ 10,000.00. Donors to campaigns are deemed to contribute to the specific, Board approved, campaign.

E. Bequests in Wills

Bequests in wills are acceptable only from AA members, with a maximum of \$ 10,000.00 from any one person, and on a one-time basis.

F. Use of Any Funds – Exclusively determined by the Board

The use of any funds, property, payment in kind, or other contributions will be determined exclusively by the Board of Trustees. Donors cannot require any contribution to be used for any purpose.

G. Acceptance or Rejection of Contribution

SAF is not obligated to accept any dues or non-dues contribution and may reject any contribution at the discretion of the Board.

H. Disclosure of Contribution

Disclosure of all non-dues contributions will be made to the Treasurer. A receipt or evidence of non-dues contributions will be provided to the donor. Except as required by law, anonymity of donors will be maintained within the Board of Trustees.

I. Board Discretion

The Board is specifically authorized to exercise its discretion in the application of the requirements set forth herein. With good cause, to preserve the Foundation for its intended purpose, the Board may, only on a case-by-case basis, modify the dollar limitations on contributions stated in this article. The Board may not modify the text or intent of this article without modifying the Bylaws, as required in Article 11.

Article 8 - 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 or in accordance with procedures set forth by the Board under Article 5C3a(ii). Voting by proxy is not authorized, and proxy votes will not be accepted or considered.

Article 9 – 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 as selected by the Board. The review, if any, shall be presented to the Board of Trustees at its regular meeting as soon as possible after the report is completed.

Article 10 - Contracts, Checks, Deposits and Funds

- A. Contracts.** The Board may authorize any officer or officers, or agent or agents, of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

- B. Checks, Drafts, or Orders for Payment.** The Corporation shall create a checking account for the purpose of receiving contributions and disbursing funds necessary for the fulfillment of the Corporation's obligations. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by the Chair, Treasurer, Foundation Manager, or such other officer or officers, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. Any officer or Trustee requesting reimbursement for an expense must have approval from a majority of the full Board and such check, draft or order must be signed by a signatory other than the officer or Trustee making such request.
- C. Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.
- D. Investments.** The Corporation shall have the right to retain all or any part of any property, real, personal, tangible or intangible, acquired by it in whatever manner, and pursuant to the direction and judgment of the Board, to invest and reinvest any funds held by it without being restricted to the class of investments available to Trustees by law or any similar restriction.

Article 11 - Amendment of Bylaws

These Bylaws may be amended at any regular meeting of 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. 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 two thirds (2/3) affirmative vote of the Board of Trustees voting by presence.

Article 12 – Indemnification

Trustees and officers of the Corporation shall be indemnified to the fullest extent now or hereafter permitted by law in connection with any actual or threatened action or proceeding (including civil, criminal, administrative or investigative proceedings) arising out of their service to the Corporation or to another organization or enterprise at the Corporation's request. Persons who are not Trustees or officers of the Corporation may be similarly indemnified in respect of such service to the extent authorized at any time by the Board. The Corporation may at any time, to the extent authorized by the Board, take such steps as may be deemed appropriate by the Corporation, including purchasing and maintaining insurance, entering into contracts (including, without limitation, contracts of indemnification between the Corporation and its Trustees and officers), creating a trust fund, granting security interests or using other means to ensure the payment of such amount as may be necessary to effect such indemnification. Neither the amendment nor repeal of this Article shall affect any right of protection of a person with respect to any act or omission occurring prior to the time of such repeal or modification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a Trustee or officer or former Trustee or officer

may be entitled under the Corporation's Certificate or under any agreement, insurance policy, or otherwise.

Article 13 – Miscellaneous

- A. **Fiscal Year.** The fiscal year of the Corporation shall be the calendar year.
- B. **Invalid Provisions.** If any part of these Bylaws is held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative.
- C. **Headings.** The headings used in these Bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these Bylaws.
- D. **Gender.** Whenever the context requires, all words in these Bylaws in the male gender shall be deemed to include the female gender, all singular words shall include the plural, and all plural words shall include the singular.

Article 14 - 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.

In addition to the requirements in Article 7 and Article 2 of the Charter dated July 13, 1955, upon discontinuance of the organization, the organization’s assets are to be transferred to a similar organization that is qualified for exemption under Internal revenue Code Section 501(c)(3), as amended.

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.

CERTIFICATION

The undersigned hereby certifies that the foregoing is a true and correct copy of the Bylaws of SUBURBAN ALCOHOLIC FOUNDATION, a Texas Non-Profit Corporation, adopted by the Corporation effective as of the _____ day of _____, _____.

Signature

_____, Secretary
Printed Name