

By-laws of the South Davis Recovery Club, Inc. (amended 04/20/02)

SECTION I – Club Purpose

- A. To act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Utah, and to act and operate as a charitable organization in lessening the burdens of government, by providing opportunities for recovery to persons recovering from Alcoholism and drug addiction, and their families, through meetings and socializing with other persons recovered from these diseases.
- B. To engage in any and all activities and pursuits, and to support and assist such other organizations, as may be reasonably related to the foregoing and following purposes.
- C. To engage in any and all lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code and are consistent with those powers described in the Utah Nonprofit Corporation and Cooperation Association Act, as amended or supplemented.
- D. To solicit, and receive contributions, purchase, own and sell real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to engage in any activity “in furtherance of, incidental to, or connected with any of the other purposes.
 1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth herein;
 2. no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code of 1954, as amended;
 3. the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law),

SECTION II – Club Mission

To establish and operate financially self-sufficient Club facilities in which a safe and supportive environment focused solely on recovery for individuals and their families who are recovering from any addiction(s) through the various 12-Step programs shall be provided.

The Club will be a place where members can meet and share their experience, strength and hope through various activities in support of continuous recovery and personal growth. It will be guided although not obliged by the Traditions in establishing its operating guidelines.

SECTION III - Corporate Powers

The corporate powers of the South Davis Recovery Club, Inc. shall be vested in a board of nine (9) Trustees, at least five of whom shall be members in good standing.

SECTION IV – Office

The South Davis Recovery Club Inc. shall maintain its principal office in the City of Bountiful, Davis County, Utah but may have subsidiary offices as required and approved by the Board of Trustees.

SECTION V – Board of Trustees

- A. The Board of Trustees shall consist of nine (9) members and a majority of the elected Trustees shall constitute a quorum at any Trustees' meeting.
- B. The Trustees shall be elected at the April quarterly general membership meeting as specified in the Organization affidavit that follows: for the year 2002, 3 for the term of 3 years; 3 for the term of 2 years, and 3 for the term of 1 year. Their term of office shall begin immediately after election. In the event of a vacancy, the Trustees remaining in office shall fill the vacancies and those appointed shall hold office until her/his successor is elected at the next quarterly general membership meeting.
- C. The Trustees shall appoint and remove a Chairman of the Board, Officers, all agents and employees of the Club, and shall prescribe their duties and fix the terms of their tenure and employment. The Board shall delegate three of its members to act in a fiduciary capacity to oversee the financial matters of the Club and to perform or have performed periodic audits of the financial accounts and ensure funds of the club are used for approved expenditures. Appointment, duties and removal of the employees may be delegated to the Officers or Club Manager.
- D. The Trustees shall have the power to conduct, manage, and control the affairs and business of the Club. It shall make rules consistent with the purpose of the Club as set forth in Section I and consistent with the laws of the State of Utah for the guidance of the officers and management of the affairs of the corporation.
- E. The Trustees shall have the power to incur indebtedness. The terms and amounts of such indebtedness shall be entered in the minutes of the Board of Trustees. Expenditures exceeding three thousand dollars (\$3,000) must be approved by a majority of the board representing a quorum at a duly called Board meeting. Any notes, mortgages, or chattels signed officially by the President and the Secretary shall be binding upon the corporation, and shall be reported to the Board. The Trustees shall hold all deeds, chattels, mortgages, non-operating or reserve funds, and all other physical assets for the purpose of safekeeping for the membership.
- F. The Trustees shall appoint 3 individuals from their own Board, or from qualified members, for the purpose of signing checks. The President shall be one of the three. Two signatures will be required on all checks drawn on the Club checking account(s).
- G. Any member of the Board of Trustees may be removed at any time with or without cause by a vote of a majority of the other Trustees. Any Trustee may resign at any time by giving written notice to the corporation and acceptance of such resignation shall not be necessary to make the resignation effective.
- H. Recall of any Trustee, group of Trustees or the entire Board of Trustees may be accomplished at any general membership meeting, or a special meeting, by a vote of two-thirds (2/3) of the members in good standing present and voting.

SECTION VI – Officers

- A. The Trustees shall, at their regular meeting after each annual election, elect one of their members to act as President, one as Vice President, one as Secretary, and one as Treasurer.
- B. The President shall sign all certificates of membership, also all contracts and other instruments of writing that shall have first been approved by the Directors.
- C. In case of absence of the President, or inability to act, the Vice President shall act as President.
- D. The Secretary shall keep a full and complete record of the proceedings of the Board of Trustees and of the quarterly general membership meetings. She/he shall keep the seal of the Club and affix it to such papers and instruments as may be required in the regular course of business. She/he shall make service of such notices as may be necessary or proper. She/he shall sign with the President all contracts or other instruments when authorized by the Trustees and shall perform such other duties as pertain to the office of Secretary, or as may be prescribed from time to time by the Trustees.
- E. The Treasurer shall receive and safely keep all funds of the Club and deposit the same in such bank(s) accounts as may be designated by the Trustees. Such funds shall also be paid out in cash or on a check of the Club which shall be signed by any two of three individuals appointed and/or approved by the Trustees. The Treasurer shall present the various financial statements outlined in Section VII, C at each quarterly business meeting after approved by the Trustees.

SECTION VII – Financial Administration

- A. The business year shall commence on January 1.
- B. A budget will be developed and submitted by Trustees at the January general membership meeting of members in good standing. A copy will be available at least one month prior to this meeting.
- C. A budget committee shall be appointed by the board at least 3 months prior to the January general membership meeting to prepare a budget for the next year.
 - 1. Balance sheet as of the last day of the preceding month with monthly, quarterly and year-to-date totals;
 - 2. Operating statement of profit and loss as of the last day of the preceding month with monthly, quarterly and year-to-date, and
 - 3. Statement of Application of Funds for those same periods.

All statements shall be published in sufficient quantity to ensure copies for all members present, and shall be certified by the President and Secretary.

SECTION VIII – Meetings (Trustees and General Membership Meetings)

- A. The Trustees shall meet at least 4 times per year and whenever three (3) Trustees request a special meeting which must be held within 14 days.
- B. Four (4) quarterly general membership meetings will be held with the members in good standing for the purpose of transacting Club business. Each meeting will be held on the third Saturday of the month at 7:00 PM in January, April, July, and October at the Club. Trustees will be elected at the April meeting in 2002 and thereafter.
- C. The purpose of the meetings will be to present business and financial reports as noted in 1 and 2 below as well as to make changes to the by-laws and/or House Rules as required and other items of interest as the membership deems pertinent. At these meetings, the Officers and Trustees reports shall be made.

1. The Trustees report shall include their findings of the financial condition of the Club and its fiscal policies, and any other information they deem to be of interest to the membership.
 2. The Officers report shall include current Club status, financial statements, and future plans.
- D. Special meetings of the members and of the Trustees may be called at any time by the Chairman of the Board of Trustees or at the written request of at least one-fifth (1/5) of the members in good standing.
- E. Notices of all election meetings, and of all special meetings, shall be posted at the Club at least seven (7) days before such meeting at the Club. No notice shall be required for the quarterly business meetings in January, July and October.
- F. At all meetings of the Club, a simple majority of the members in good standing, voting "aye" shall be sufficient for the adoption of proposals.
- G. Notification 14 days prior must be given to members in advance of any special meetings to change or add to these by-laws.

SECTION IX – Certificate of Membership

The Certificate of Membership shall be of such form and device as the Trustees may elect. Each certificate shall be signed by the President and countersigned by the Secretary and include the date of issuance, and the person to whom it is issued. It shall contain a statement, printed in clear type, that the Club is a not-for-profit corporation.

SECTION X – Membership

A. Membership requirements

1. Membership shall be limited to those people who freely admit to being a member of a 12-Step program and swear to have been in continuous recovery for a period of at least 30 days.
2. Members must be at least 18 years of age.

B. A "member in good standing" is an individual who has been in continuous recovery for at least 30 days and whose dues are current. A member in good standing is eligible to vote at general membership meetings.

C. Types of memberships:

1. Family membership – 1) a married couple with or without children, or 2) an unmarried couple who have children together and their child(ren) who are under the age of 18, or 3) a single parent and her/his child(ren) who are under the age of 18. Children included in a family membership have club privileges but no voting rights.
2. Individual membership – a person of at least 18 years of age.

D. Membership prohibition

1. There shall be no life membership in the Club and no person shall become a lifetime member thereof.
2. There shall be no free memberships given.

3. No one shall be elected to honorary membership.
- E. A courtesy card may be issued to introduce the Club to prospective members. Such card does not carry voting privileges or right to membership.
- F. Privileges of voting shall belong to all members who have been in good standing for a period of 30 days prior to the meeting following the first general membership meeting.
- G. The privilege of being a member of the Board of Trustees shall belong to all members who: 1) have been a member in good standing for a period of at least one year, and 2) who have at least two years of continuous recovery prior to being elected. One or more Trustees may be elected from the Community at large and need not be Club members pursuant to Section III of these by-laws.
- H. Application for membership may be made to the Club staff. The Trustees shall be responsible for reviewing and approving or rejecting each application based on their knowledge or evidence presented.
- I. The Trustees shall have the power to fix initiation fees and annual dues for membership as may appear in the best interest of the Club, and may change fees from time to time as circumstances in their opinion dictate.
- J. Membership forfeiture and delinquency
 1. Any member who violates the requirement of being in a state of continuous recovery shall forfeit her/his membership and any prepaid dues. She/he may be reinstated by paying a reinstatement fee, determined by the Trustees provided she/he has not been disqualified for any other causes (see paragraphs 3 and 4 below). Any reinstatement shall be as a new member.
 2. Membership dues must be paid on or before the last day of the month for that month or they will be considered delinquent. For example, June dues must be paid on or before June 30 to avoid being delinquent. If any dues remain delinquent for more than 30 days, the member will cease to be a member in good standing. For example, if the June dues are not paid, membership shall be revoked on July 31.
 3. The Trustees shall have the summary power by vote of a quorum of its members present to suspend, or to terminate the membership of any member for conduct that the Trustees interpret to be harmful to the Club.

SECTION XI – Amendments

These by-laws may be amended as follows: the motion to consider specific amendments shall be presented at a regularly called meeting of the Board of Trustees and must be approved by a simple majority of those present. The motion to change the by-laws must then be presented at the next regular quarterly General Membership Meeting occurring after the passage of at least 14 days, and receive a simple majority vote of those present. If not first approved by the Board, the membership may take the matter to the Chairman of the Board and request a special meeting, wherein the membership may approve the proposed amendment by a simple majority vote of those present.