

BYLAWS OF PALCLUB, INCORPORATED
A CALIFORNIA NOT-FOR-PROFIT CORPORATION
D.B.A. *PATHFINDERS CLUB*

ARTICLE I

OFFICE AND CLUBHOUSE

The clubhouse for the purpose as set forth in the Articles of Incorporation is hereby fixed and located in the County of Los Angeles, State of California. The Board of Directors is hereby granted full power and authority to change said Clubhouse and Office from one location to another in said County of Los Angeles

ARTICLE II

MEMBERSHIP

SECTION 1. CONTRIBUTING, VOTING MEMBERSHIP is available to any person who has:

- (A) Made application for membership; which application shall include a pledge of support for the principles of Alcoholics Anonymous as expressed in the Twelve Steps and the Twelve Traditions of Alcoholics Anonymous, and the Bylaws and Rules of the Pathfinders Club; and
- (B) Paid dues currently required by the Corporation. Starting January 1, 2012, dues shall be \$15.00 per month and \$150 per year. The amount of dues chargeable to members may be changed by the Board from time to time in its sole discretion. However, any increase in dues equal to an excess of twenty-five percent (25%) per year may be made only by a vote of the membership. Hardship cases to be decided by the Board on a case-by-case basis.

SECTION 2. HONORARY MEMBERSHIP VOTING may be awarded to members or non-members of Alcoholics Anonymous for their contribution and/or services at the discretion of the Board of Directors.

SECTION 3. COURTESY MEMBERSHIP, NON-VOTING, but with full social privileges, shall be granted at the request of any member for his or her family and shall be concurrent with the member's dues paying status at whose request it was granted.

ARTICLE III

MEETINGS OF VOTING MEMBERS

SECTION 1. REGULAR MEETINGS. There shall be two regular meetings of the voting membership, as defined in Section 1 and Section 2 of Article II of these Bylaws, during each calendar year, to be held at the Clubhouse; one winter meeting during the months of February or March, and one summer meeting during the months of August or September. To vote for the election of Directors, one must have been a qualified voting member under Article II, Section 1 or Section 2 for at least two months.

Notice to the voting membership shall be deemed given by the act of posting notice of said meeting in a prominent place in the Clubhouse thirty days prior to the time and date of said meeting or by the mailing of the notice fifteen days to a member prior to said meeting. Said notice shall list the eligible voting membership at the time of posting and shall state the specific proposals to be acted upon at said meeting together with anticipated issues or proposals that may require action by the membership.

SECTION 2. SPECIAL MEETINGS. Special meetings of the voting membership, for any purpose whatsoever, may be called at any time by the President, or by the Board of Directors, or by petition of members holding not less than one-fifth of the voting power of the Corporation. Notice of such special meetings shall be given by the secretary in the same manner as for regular meetings as described in Section 1 of this article. Petition for special meetings must be in the hands of the secretary at least 14 days prior to the date for which the meeting is called.

SECTION 3. ENTRY OF NOTICE. Whenever any member entitled to vote has been absent from any meeting of voting membership, whether regular or special, an entry in the minutes to the effect that notice has been duly given shall be sufficient evidence that due notice of such meeting was given to such member, as required by the laws and bylaws of the Corporation.

SECTION 4. VOTING. At all meetings of voting membership, every member entitled to vote shall have the right to vote in person by viva voce or by ballot, provided, however, that for all purposes and matters upon which the members shall be entitled to vote by law, a quorum having first been determined under Section 9 of the Article, it shall require a majority of those present at said meeting to vote affirmatively before any resolution may be passed. (This provision shall not apply to the election of directors, who shall be elected as is provided in Section 5 of this Article.)

SECTION 5. ELECTION OF DIRECTORS. The directors of the Corporation must be elected at times and in numbers as provided in Section 3 of Article IV of these bylaws, and as follows:

- (A) **NOMINATIONS:** After having established that a quorum is present, nominations for directors shall be the first in order of new business at the regular meetings of the voting membership. Any voting member shall be permitted to nominate as many nominees as there are openings to be filled on the board, and brief descriptions of qualifications of nominees shall be permitted. No motion to close nominations shall be in order if any voting member wishes the floor for further nominations. All nominees not able to be present at the time of meeting shall have submitted a written notice of assent to serve, prior to the time of nomination.

(B) VOTING:

(1) VOICE AND HEAD COUNT. The membership may elect directors by the voice and head count vote of those present at a duly constituted meeting of the membership.

(2) SEALED BALLOT. If requested in writing by three qualified members no later than 21 days prior to a membership meeting, the vote may be conducted by sealed ballots as set forth below.

(a) Fourteen (14) days before the membership meeting, the Secretary shall have available ballots which may be picked up and signed for by eligible voters at the club office. Ballots must be signed by the Secretary or by a member of the Board of Directors at such time as received by the voter. The ballots must be obtained at least seven days before the stipulated time of counting. Ballots will then be cast into a sealed container until the designated day of counting. Ballots will be mailed only to qualified members known to live outside the City of Los Angeles, and only if their address is known to be correct at the time of mailing.

(b) Ballots shall be left in the sealed container until the day of counting, as designated by the Board of Directors. At that time a member who is not a sitting director or a nominee shall tally the votes and transmit the count to the presiding Secretary, who shall promptly transcribe the results into the book of minutes. The Secretary shall also promptly post a copy of these results on the club bulletin board, to be left for a period of thirty days. The Secretary shall also notify those elected of the election results.

SECTION 6. REMOVAL OF DIRECTORS FROM OFFICE: No director can be removed from office unless by a vote of a majority of the voting members, at a regular meeting of the membership or at a special meeting held after notice of the time and place. The intention to propose such a special removal meeting, by voting members for this purpose, may be called by the President, or a majority of the Directors, or by members holding at least one-half of the votes. Such calls must be in writing, and addressed to the Secretary, who must thereupon give notice of the time, place, and Specific Proposal of the meeting, and by whose order it was called. If the Secretary refuses to give the notice, or if there is no Secretary, the call may be addressed directly to the members, and be served as a notice, in which case it must specify the time and place and Specific Proposal of the meeting.

SECTION 7. NUMBER OF DIRECTORS: (Increase or decrease) The number of directors may be increased or diminished by the vote or written assent of the voting members present at the time of voting.

SECTION 8. AMENDMENT OF BYLAWS: Bylaws may be amended by the vote or written assent of a majority of the voting members present at a regular general membership meeting. Whenever any amendment is adopted, it shall be copied with the date of the meeting at which adopted or written assent is filed, in the book of bylaws with the original bylaws, and immediately after them, and certified by a majority of the Directors, and the Secretary, and shall not take effect until so copied and certified.

SECTION 9. QUORUM: The presence in person of twenty-five percent of the voting membership shall constitute a quorum for the transaction of business. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the departure of enough members to leave less than a quorum.

ARTICLE IV

DIRECTORS

SECTION 1. POWERS: Subject to limitations of the Articles of Incorporation, of the Bylaws, of the Twelve Traditions of Alcoholics Anonymous, and particularly the wishes of the voting membership as expressed by its action to authorize and approve, and subject to the duties of Directors, as prescribed by the bylaws and adopted resolutions of the voting membership, all corporate power shall be exercised by, or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors, acting as a body.

SECTION 2. NUMBER AND QUALIFICATION OF DIRECTORS: The authorized number of Directors of the Corporation shall be FIVE until changed by amending this SECTION 2, ARTICLE IV, of these bylaws, as prescribed in SECTION 7, ARTICLE III of the same. Qualification of Directors elected after July 1, 2011 shall include:

- (A) He or she shall have been continuously a voting member from a date not less than three months prior to taking office.
- (B) He or she shall have had continuous sobriety from a date not less than 18 months prior to taking office.
- (C) At least six months shall have elapsed since his or her previous full term served on the Board of Directors.

SECTION 3. ELECTION AND TERM OF OFFICE:

- (A) Three Directors shall be elected, following nomination at each regular summer meeting of the voting membership, in the same manner described in SECTION 5 of ARTICLE III of these bylaws, to take office at the first Directors' meeting after the summer membership meeting, and to serve for a term of two years.
- (B) Two Directors shall be elected, following nomination at each regular winter meeting of the voting membership, in the same manner described in SECTION 5 of ARTICLE III of these bylaws, to take office at the first Directors' meeting following the winter membership meeting, and to serve a term of two years.
- (C) Directors shall be elected at either or each of the elections hereinbefore mentioned in this section to fill any vacancy as described in SECTION 4 of this ARTICLE.

SECTION 4. VACANCIES: Vacancies in the Board of Directors may be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director, and each Director so elected shall hold office until his or her successor assumes office after election as described in SECTION 3 of this ARTICLE. A director so elected shall be automatically placed

in nomination at the next regularly scheduled membership meeting and may thereafter serve a full term as a Director under Section 3(A).

Directors owe their constituents the duty of keeping the Board full by promptly filling the vacancies as they occur. Except in the case of an emergency, and if a quorum of the Directors still remains on the Board, no business shall be transacted until the vacancy or vacancies are filled.

A vacancy or vacancies on the Board of Directors shall be deemed to exist in the case of the death, resignation or removal of any Director, discontinuance of qualification under SECTION 2 of this ARTICLE, or if the authorized number of Directors is increased, or if the members fail to elect the full authorized number of Directors.

SECTION 5. REGULAR BOARD MEETINGS shall be held at the Clubhouse at a time and date mutually convenient to all Board members. The first meeting is to be held as soon as possible after the General Elections. At least two Board of Directors meetings must be held during the period between General Membership Meetings.

SECTION 6. ANNUAL ORGANIZATIONAL MEETING: The first regularly scheduled meeting after the winter general membership meeting shall be for the purpose of organization, election of officers, and the transaction of other business.

SECTION 7. SPECIAL MEETINGS of the Board of Directors for any purpose or purposes shall be called at any time by the President, or if he or she is absent or unable or refuses to act, by any Director. Oral notice, either in person or by telephone, shall be given to each Director, or if this is not possible, then he/she shall be notified by mail 72 hours prior to the date of the special meeting. Such delivery or mailing shall be personal and legal notice to such Director.

SECTION 8. ENTRY OF NOTICE: Whenever any Director has been absent from any special meeting of the Board of Directors, an entry in the minutes to the effect that notice has been duly given shall be sufficient evidence that due notice of such special meeting was given to such Director, as required by law and the Bylaws of the Corporation.

SECTION 9. WAIVER OF NOTICE: The transaction of any meeting of the Board of Directors, however called and noticed or where held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present, and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the Corporate records or made a part of the minutes of the meeting.

SECTION 10. QUORUM: Twenty Five Percent (25%) of the authorized number of Directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act of decision done or made by a majority of the Directors present at a meeting held at which a quorum is present shall be regarded as the act of the Board of Directors.

SECTION 11. ADJOURNMENT: A quorum of the Directors may adjourn any Directors meeting to meet again at a stated time, place and hour, provided, however, that in the absence of a quorum, the Directors present at any Directors meeting, either regular or special, may adjourn from time to time, until the time fixed for the next regular meeting of the Board.

SECTION 12. FEES AND COMPENSATION: Directors shall not receive any salary or fee for services as Directors. Any salary or fee paid to a member of the Board in a capacity other than as a Director must be approved by a majority of the remaining Board of Directors. The Director to receive compensation for services rendered to the Corporation outside the limitations of an officer of the Board cannot cast a vote on his appointment or compensation.

The resident manager of the Corporation's clubhouse shall not serve as a Director of the Corporation although otherwise eligible to do so.

ARTICLE V

OFFICERS

SECTION 1. Officers of the Corporation shall be President, Vice-President, Secretary, and Treasurer. Officers other than the President and Vice-President need not be Directors but must be voting members.

SECTION 2. ELECTIONS: The officers of the Corporation shall be chosen *annually* by the Board of Directors, for a term of one year, or until their successors have been elected and installed, and each shall hold his or her office at the pleasure of the Board of Directors, who may, either at a regular or special meeting, remove any such officer and appoint his or her successor.

SECTION 3. REMOVAL AND RESIGNATION:

- (A) Any officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at a regular or special meeting of the Board.
- (B) Any officer may resign at any time by giving written notice to the Board of Directors, or to the President, or the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 4. VACANCIES: A vacancy for any cause shall be filled in the manner prescribed in the Bylaws for regular appointment to such office.

SECTION 5. PRESIDENT: The President shall preside at all meetings of voting membership and at all meetings of the Board of Directors. He/she shall be ex-officio a member of all standing committees, and shall have such other powers and duties as prescribed by the Board of Directors or the bylaws. He/she, being a Director, shall retain and use his/her powers as such.

SECTION 6. VICE-PRESIDENT: In the absence or disability of the President, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and shall be subject to all the restrictions upon, the President. The Vice-President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors.

SECTION 7. SECRETARY:

- (A) The Secretary shall keep, or cause to be kept, a certified book of bylaws, with a copy of same similarly certified, available at all times in the office of the Corporation.
- (B) The Secretary shall keep, or cause to be kept, a book of minutes at the office, for the inspection of the members, of all meetings of Directors and voting members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice given, the names of those present at the Directors meeting, the number of voting members present and represented at meetings of voting membership, and the proceedings thereof.

- (C) The Secretary shall keep, or cause to be kept, at the office of the Corporation, a membership record containing the name and address of each voting member, and in any case where membership has been terminated, such fact shall be recorded in the record, together with the date on which the membership ceased.
- (D) The Secretary shall post notices of all Board of Directors meetings and general membership meetings. The Secretary shall keep the seal of the Corporation in safe custody, and shall have such other duties as may be prescribed by the Board of Directors of the bylaws.

SECTION 8. TREASURER:

- (A) The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation. The books of account shall at all times be open for inspection by any director or eligible voting member.
- (B) The Treasurer shall deposit all monies to the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. He/she may disburse the funds of the Corporation by co-signing checks with the President, or a designated member of the Board of Directors, and shall render to the President and Directors an account of all of his/her transactions as Treasurer, and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws.
- (C) The Treasurer, in carrying out the provisions of the preceding paragraph, shall:
 - 1. Maintain a checking account(s) and savings account(s) with one or more banks, as designated by the Board of Directors.
 - 2. Deposit all monies received by the Pathfinders Club in said checking account no less frequently than once a week, except for a small cash working fund.
 - 3. Use said checking account for all normal or ordinary business transactions of the club.
 - 4. Transfer funds from the checking to the savings account in such amounts and at such times as the Board of Directors may direct after consideration of the total needs of the club.
 - 5. A \$1,000.00 emergency fund is made available to the Board of Directors after being signed by three Directors. This fund may only be used once in a three-month period. Any use of savings funds must be posted on the bulletin board no less than three banking days after use. All other withdrawals must be approved by the general membership.

SECTION 9. ASSISTANT SECRETARY: In the absence or disability of the Secretary, the Assistant Secretary shall perform all the duties of the Secretary, and when so acting shall have all the powers of, and shall be subject to all the restrictions upon, the Secretary. The Assistant

Secretary shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors.

ARTICLE VI

MISCELLANEOUS

SECTION 1. CONTRACTS, ETC. - HOW EXECUTED: No officer, director, agent, or employee shall have any power or authority to bind the Corporation by any contract or agreement or to pledge its credit to render it liable for any purpose or to any amount. The Board of Directors shall not enter into any outside business or contract, other than in the ordinary course of the Corporation's business, without the authorization of the general membership.

SECTION 2. TRIAL, SUSPENSION, AND EXPULSION OF MEMBERS: The Board of Directors may try, and may suspend or expel, any member for violation of the laws and/or rules of the Corporation, or without stated cause, if in the opinion of the Board of Directors it would further the high purpose of the Corporation. Charges may be preferred by any voting member. After charges are preferred, a member of the Board of Directors shall investigate and shall then instruct the Secretary to cite the member to appear before the Board of Directors at its next meeting and at the same time to furnish him/her with a copy of the charges. A failure to obey the summons shall be cause for summary expulsion. At the appointed meeting, after hearing evidence, the Board of Directors may act upon the question of expulsion, or other Directors may act upon the question of expulsion, or other punishment proposed. No member shall be expelled by less than three-fifths (quorum) vote of the Board of Directors.

SECTION 3. HOUSE RULES: The Board of Directors shall adopt and make known to all members and guests of the Pathfinders Club, by publication and prominent posting in the clubhouse, house rules which shall include, as part thereof, the following: that the Pathfinders Alano Club, Inc., in order to help those members who have attained sobriety, and being irrevocably dedicated to the rehabilitation and the continuance of that sobriety for those members who have attained it, shall not:

- (A) Admit to the clubhouse any person while under, in the least, the influence of alcohol, sedatives, hypnotics, opiates, or any such drugs; provided, however, that exception shall be made for persons who might come to the clubhouse for the express purpose of attending any meeting of Alcoholics Anonymous in the clubhouse. A reasonable length of stay is expected in these circumstances.
- (B) No person shall solicit, either in his/her personal interest of any cause other than the Pathfinders Club and/or Alcoholics Anonymous, while in the clubhouse.
- (C) No person shall advertise, offer or sell any thing or service while in the clubhouse; provided, however, that this restriction shall in no way apply to the regular operations of the food and vending services which are provided by the Board of Directors for the convenience and enjoyment of the members and guests.

- (D) No gambling machines which automatically “pay off in cash” shall be allowed in the clubhouse at any time.
- (E) It shall be the duty of every member to report immediately any violation of house rules to any member of the Board of Directors, or to the person who is in charge at the time when such violation comes to his/her attention.

SECTION 4. The rules contained in Roberts’ Rules of Order, Revised shall govern the Corporation in all cases to which they are applicable, and in which they are consistent with California state law, the Articles of Incorporation, the bylaws, or the special rules of order of this Corporation.

ARTICLE VII

RECORDS

SECTION 1. PLACE OF KEEPING: The books, records and papers of the Corporation shall be kept at the principal place of business of the Corporation and at all times during reasonable business hours may be subject to the inspection of any member or his duly appointed representative.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of PALCLUB, Inc., a California nonprofit corporation; and
2. That the foregoing bylaws, comprising _____ pages, constitute the bylaws of said Corporation as duly adopted at a meeting of its members duly held November 13, 2011.

Signature of Secretary: _____