

By-Laws of the  
ALANO SOCIETY of St LOUIS MO  
INC

Revised and Ratified  
July 2013

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**BY-LAWS OF THE ALANO SOCIETY  
OF GREATER ST. LOUIS, MISSOURI, INC.  
(A Not-For-Profit Corporation)**

**ARTICLE I: NAME**

Section 1. The name of this Corporation (herein called “Society”) is ALANO SOCIETY OF GREATER ST. LOUIS, MISSOURI, INC.

Section 2. The principal office of the Society is 14 Sunnen Dr Suite 144, St. Louis, Missouri 63143. The registered agent at such address is the current Executive Secretary.

Section 3. The period of duration of the Society is Perpetual.

**ARTICLE II: PURPOSE**

Section 1. The general purposes and objects of this corporation shall be to provide education, spiritual help and training, social activity, and such other assistance as may be lawfully provided for those in St. Louis, St. Louis County, and adjoining counties, who suffer from alcoholism or uncontrolled drinking and to otherwise promote the physical, intellectual, social and spiritual welfare of alcoholics, in accordance with the program of Alcoholics Anonymous.

Section 2. The primary purpose of the Society is to establish a central service center to serve in the Greater St. Louis area in carrying out the general purposes of the Society.

Section 3. The activities of this Society shall be conducted in conformity with the general purposes and traditions and under the general standards of the General Service Organization of Alcoholics Anonymous, Inc. (hereinafter called “G.S.O.”)

Section 4. The Society shall have all the powers provided under Chapter 355 of Missouri Revised Statutes 1959, or as same may be amended. The Society shall be operated within the purview of Section 501 (c) (3) of the United States Internal Revenue Code 1954, or as same may be amended.

### **ARTICLE III: MEMBERSHIP**

Section 1. The Society shall have two classes of members, namely, Group Membership and Individual Membership.

Section 2. Group Membership: A Group Member in good standing shall consist of any A.A. group composed of three or more individual A.A. members, which:

- (a) conforms to the general principles and program of Alcoholics Anonymous, as adopted and administered by G.S.O.;
- (b) is duly registered as an A.A. group with G.S.O. and with the Society; and
- (c) holds regular weekly meetings at the notified time and place thereof within the City of St. Louis or St. Louis County or any of the adjoining counties in the State of Missouri.

Only Group Members in good standing, as defined by the by-laws shall be entitled to vote on any question affecting the organization, operation, and policies of this corporation.

Section 3. Individual Membership: The membership shall be composed of persons residing in the City of St. Louis or adjoining counties, who meet the requirements for membership of Alcoholics Anonymous.

Section 4. There are no dues or fees for Individual Memberships. The Society is self-supporting through the voluntary contributions of the members, and no monetary pledge or promise shall be legally binding or considered as other than a moral obligation.

**ARTICLE IV: OFFICERS**

Qualifications and Duties

Section 1. The Officers of this Society shall consist of a President, Men’s Vice President, Women’s Vice President, Secretary, Treasurer, Men’s Director-at-Large, and Women’s Director-at-Large.

Section 2. Each Officer, in addition to being an Individual Member of the Society and a qualified voter therein, shall have the following duration of uninterrupted sobriety as a qualification for the respective offices:

President	five (5) continuous years
Vice President	five (5) continuous years
Secretary	three (3) continuous years
Treasurer	three (3) continuous years
Director-at-Large	three (3) continuous years

Section 3. All Officers shall be elected for one (1) year terms by a vote of the Group Membership. No one shall serve as an Officer for more than three (3) Consecutive terms, and the President shall serve a one (1) year term in such office.

Section 4. President

The President shall preside at all meetings of the Board of Directors and the Intergroup Representative Council (hereinafter I.R. Council). The President shall appoint and designate such committees and chairpersons therefore as the Board of Directors shall

determine from time to time. The President shall have the authority to execute all contracts and other documents authorized by the Board of Directors or by law.

#### Section 5. Vice Presidents

The Vice Presidents, in order of seniority, shall perform all of the duties of the President during the latter's absence or any disability. They shall also perform such other duties as determined by the Board of Directors from time to time.

#### Section 6. Secretary

The Secretary shall keep an accurate record of the proceedings of all meetings of the Board of Directors and the I.R. Council, and shall have other duties as may be assigned by the Board of Directors.

#### Section 7. Treasurer

The Treasurer shall be the custodian of all finances of the Society. The Treasurer shall keep accurate records of account, shall make regular itemized reports to the Board of Directors regarding the financial condition of the Society, and shall perform such other duties as pertain to that office.

### **ARTICLE V: ANNUAL ELECTION**

Section 1. The annual election shall be held on the last Sunday of February at the Society offices for the purpose of electing new officers for the ensuing year, but other or additional polling places may be designated by the Board of Directors.

#### Section 2. Nomination Procedure

The Board of Directors shall appoint a Nominating Committee whose responsibility shall be to impanel a recommended slate of candidates for office for the following year. The Nominating Committee shall be appointed no later than November 30, and will submit its recommendations no later than December 31. The Nominating

Committee will assure itself that its recommended slate of officers meet the qualifications set out by these By-Laws, and will further secure an expression of willingness to be nominated, and to serve if elected, on the part of each nominee.

Other nominations for office may be submitted by written application to the Board of Directors prior to December 31, verifying the qualifications of the Individual Member for the office sought, and signifying their candidacy and willingness to serve if elected.

Written notice of the nomination procedure shall be communicated to the Group Members by mail at the time the Nominating Committee is appointed, and no later than November 30.

### Section 3. Election Procedure

Written notice of the election procedure shall be communicated to the Group Members by mail, not later than January 31, stating the date of the annual election and the recommended slate of candidates presented by the Nominating Committee and other nominations for office to be placed on the ballot. Such notice shall also provide:

In deference to the anonymity of our membership, and in consideration of the highly confidential nature of responsibilities of office in the Alano Society, nominations will not be accepted from the floor during the election.

The Annual Election will be held at the Central Service Office on the last Sunday in February from 2:00 p.m. to 3:30 p.m., at which time the polls will close and the ballots will be counted.

Balloting will be by written vote cast on an official ballot form. There will be no voice votes, nor voting by show of hands; and absentee ballots will not be accepted.

Each Group Member, upon signing a register with his name and Group number, will be given a ballot which is to be marked secretly and deposited in the ballot box provided.

Votes will be counted at the close of the election by the Executive Secretary and his assistants or representatives, in the presence of the candidates or their representatives, and tabulation of votes will be announced.

Those candidates, recommended by the Nominating Committee and unopposed by any other nominations for

their specific office received prior to December 31, will be considered elected to such office without the necessity of an annual election as otherwise set forth in this section. If no contested positions exist as otherwise set forth in Article V then no election need be held for that year.

#### Section 4. Vacancies in Office

Any vacancy occurring in office, due to any incapacitation or resignation, shall be filled for the unexpired term by the Board of Directors with the approval of the I.R. Council.

### **ARTICLE VI: BOARD OF DIRECTORS**

Section 1. The Board of Directors shall constitute the Executive Board of the Society and shall consist of the duly elected officers, with the Executive Secretary serving as the ex-officio member.

#### Section 2. Management

The management and affairs of the Society shall be governed by the Articles of Acceptance, these By-Laws and such rules and resolutions as made by the Board of Directors. The By-Laws and all rules and resolutions governing the operation of the Society of Greater St. Louis, Missouri, Inc. shall be consistent with the Articles of Acceptance and the Laws of the State of Missouri governing not-for-profit corporations.

The property and business activities of the Society shall be controlled and managed by the Board of Directors, which shall have all the powers of the Board of Directors of non-for-profit corporations as may be provided from time to time by the Laws of the State of Missouri.

#### Section 3. Meetings

The regular annual meeting of the Society for the conduct of all proper business shall be held without further notice following the annual election and on the last Sunday



of February at the corporation offices, and the annual meeting may be preceded by the first regular meeting of the new Board of Directors.

Other regular meetings of the Board of Directors shall be held on the third Tuesday of each month at the Society offices, or such other time and place as the Board of Directors shall determine by resolution.

Special meetings may be called by the President or by a majority of the Board of Directors at any time upon reasonable notice which shall state the purpose of such meeting as well as the time and place thereof.

A majority of the Board of Directors shall constitute a quorum for the transaction of business.

## **ARTICLE VII: EXECUTIVE SECRETARY**

Section 1. The Executive Secretary shall be employed as the Chief Administrative Officer, and shall be responsible for the fulfillment of the stated purposes and the administrative functions of this Society. The Executive Secretary shall:

- (a) be subject to the authority and direction of the Board of Directors and implement the policies and procedures of the Board of Directors.
- (b) report regularly to the Board of Directors and/or the I.R. Council as requested upon the condition and operations of the Society central offices, and shall make such recommendations to the Board of Directors and I.R. Council as are considered advisable.
- (c) shall engage and direct all other central office personnel (employed or volunteer) subject to the approval of the Board of Directors.

Section 2. The salary and compensation, as well as tenure and contract terms, of the Executive Secretary and all other employed personnel shall be determined by the Board of Directors.

## **ARTICLE VIII: INTERGROUP REPRESENTATION**

Section 1. There shall be an I.R. Council made up of Individual Members of the Society representing the respective Group Members.

### **Section 2. I.R. Certification**

Each Group Member is entitled to designate one of its Individual Members as an Intergroup Representative (hereinafter I.R.) to serve for a term of one (1) year on the I.R. Council.

### **Section 3. Qualifications**

An I.R., in addition to being an Individual Member of the Society, shall be a regular member of the group represented and shall have at least thirty (30) days of continuous sobriety.

### **Section 4. Meetings**

Regular meetings of the I.R. Council shall be held on the third Tuesday of each month at the Society offices, or such other convenient time and place designated by the Board of Directors upon reasonable notice.

Special meetings of the I.R. Council may be called by the Executive Board at any time upon reasonable notice which shall state the purpose of such meeting as well as the time and place thereof.

Ten (10) members of the I.R. Council shall constitute a quorum for the transaction of business.

### **Section 5. Function**

- (a) provide complete communications between the Board of Directors and the Groups,
- (b) to advise the Executive Secretary and Officers of all questions pertaining to Society functions,

- (c) to promote cooperation amongst the groups and within the Society as a whole,
- (d) to keep the Society advised of problems in the groups as they might affect AA as a whole,
- (e) to advise other committees such as the Institutional Committee,
- (f) to keep the Society informed as to developments of interest in the field of alcoholism.

## **ARTICLE IX: MISCELLANEOUS**

### Section 1. Fiscal Matters

This Society shall have no capital stock of any kind, nature or amount whatsoever.

Society checks may only be signed by the Treasurer and the Executive Secretary, or such other Officers or persons duly authorized by the Board of Directors. The Treasurer and Executive Secretary (and other authorized persons) shall be bonded in such amounts as determined by the Board of Directors and such bonding charges shall be paid by the Society.

An annual audit of the official books shall be held after the Board of Directors meeting in February or at any time directed by the Board of Directors. The president shall appoint an Audit Committee of two (2) members of the Board of Directors, other than those who have check signing authority for the Alano Society. The committee will give a report to the I.R. Council at the meeting in March.

### Section 2. Interpretation

Consistent with Tradition Two of Alcoholics Anonymous, the ultimate authority in the interpretation of these By-Laws, shall be a loving God as expressed through the group conscience of the Board of Directors and the I.R. Council.

### Section 3. Parliamentary Authority

All questions of procedure shall be determined by Roberts Rules of Order, Revised, when not consistent with these By-Laws.

### Section 4. Amendments

These By-Laws may be amended by a three-fifths ( $3/5$ ) majority of the membership present at any annual meeting without prior written notice, or at any regular meeting or special meeting pursuant due notice of at least thirty (30) days of such proposed amendment having been given to the membership.

### Section 5. Removal from Office

Any Officer or Director may be removed from office upon a vote of two-thirds ( $2/3$ ) of the I.R.'s present at a regular meeting if such motion for removal is ratified by the unanimous vote of the Board of Directors present at their next regular meeting. The Officer or Director the subject of the removal motion shall not be allowed to vote on the ratification motion.

**ALANO SOCIETY OF GREATER ST. LOUIS, MISSOURI, INC.  
ARTICLES OF ACCEPTANCE**

TO THE SECRETARY OF STATE  
JEFFERSON CITY, MISSOURI

BE IT KNOWN, that the undersigned corporation, for the purpose of accepting the provisions of “The General Not For Profit Corporation Act” of Missouri, and amending the Articles of Association of the corporation so as to conform thereto, do hereby make and execute these Articles of Acceptance and certify as follows:

I. The name of this corporation is ALANO SOCIETY OF GREATER ST. LOUIS, MISSOURI, INC.

II. The resolutions set forth below corporation at a meeting duly held on the 20<sup>th</sup> day of September, 1978, at which meeting all members in good standing were entitled to vote thereon and the following vote was duly recorded:

For the Resolutions	Against the Resolutions
------------------------	----------------------------

III. The following resolutions were duly recommended by the Board of Directors of the corporation and duly approved by the affirmative vote thereon:

RESOLVED, that this corporation does hereby accept all of the provisions of Chapter 355, RSMo, and shall henceforth be deemed a corporation organized under the provisions of said chapter.

FURTHER RESOLVED, that for the purpose of amending the Articles of Association of the corporation in the manner provided by “The General Not For Profit Corporation Act,” said Articles of Association of this corporation be and they are hereby amended so as to read in their entirety as follows:

1. The name of the corporation is ALANO SOCIETY OF GREATER ST. LOUIS, MISSOURI, INC.
2. The period of duration of the corporation is: Perpetual.
3. The address of its Registered Office in the State of Missouri is 2683 South Big Bend Boulevard, St. Louis, Missouri 63143, County of St. Louis, and the name of its initial Registered Agent at said address is James M. Monahan.
4. The Board of Directors shall be seven (7) in number.
5. The original incorporators were as follows:

Fitzhugh Funsten	St. Louis, Missouri
George C. Dyer	St. Louis, Missouri
William A. Riley	St. Louis, Missouri
Thomas J. Boland	St. Louis, Missouri
Charles M. Hodgen	St. Louis, Missouri
6. The purpose of purposes for which the corporation is organized are: The general purposes and objects of this corporation shall be to provide education, spiritual help and training, social activity, and such other assistance as may be lawfully provided for those in St. Louis, St. Louis County, and adjoining counties, who suffer from alcoholism or uncontrolled drinking and to otherwise promote the physical, intellectual, social and spiritual welfare of alcoholics, in accordance with the program of Alcoholics Anonymous. Said corporation may acquire and hold in its own name such real estate and buildings as may be required to provide a proper meeting place or center of activity in carrying out the program of Alcoholics Anonymous, and may execute all contracts, deeds, and other instruments necessary or incidental to the obtaining and maintaining of said facilities, including leases, mortgages, and deeds of trust.

7. The membership shall be composed of persons residing in the City of St. Louis or adjoining counties, who meet the requirements for membership in Alcoholics Anonymous.

8. No dues or fees shall be charged, and no contributions, other than voluntary, shall be required of any member, and no promise of contribution or pledge shall have any binding legal effect on any member, and shall not be considered other than a moral obligation. No compensation shall be paid by the corporation to any member for any services rendered in carrying out the primary purposes and objects of this corporation, unless members shall be designated by the Board of Directors as paid employees.

9. In case of dissolution of this corporation, all property, real, personal or mixed, and other assets shall be liquidated and all monies shall be allocated on a pro rata basis to the respective active Greater St. Louis Alcoholics Anonymous groups (and the members thereof) at the effective date of dissolution, and such monies shall be donated and delivered to the National Office of Alcoholics Anonymous on behalf of such Alcoholics Anonymous groups; provided, however, that should the National Office of Alcoholic Anonymous be unable or refuse to accept such donations, then such monies shall be given to a worthy charity involved in the field of Alcoholism as directed by a majority of the members of such St. Louis Alcoholics Anonymous groups.

10. Only members in good standing, as defined by the By-Laws, shall be entitled to vote on any question affecting the organization, operation, and policies of this corporation.

11. This corporation shall have no capital stock of any kind, nature, or amount whatsoever.

12. The officers of this corporation shall be a President, a Men's Vice-President, a Women's Vice-President, a Men's Director at Large, a Women's Director at Large, a Secretary, and a Treasurer, who shall be elected by a majority of votes of the members from among their numbers.

The Board of Directors shall consist of seven (7) members who shall be elected at the regular annual meeting. The term of office of the Directors may be set out in the By-Laws.

Except as herein prescribed, the powers and duties of the Officers and Directors shall be set out in the By-Laws of this corporation.

At each annual meeting the Officers of the corporation for the ensuing year shall be elected by a majority of votes of the members present and voting. The Officers shall serve as the Board of Directors.

Special meetings of the members of the corporation may be held at any time or place in the City or County of St. Louis, State of Missouri, upon such call and notice as shall be specified in the By-Laws.

13. The annual meetings of the corporation shall be held on the last Sunday in February in each year, in the City or County of St. Louis, or at such other time and place as the meeting may be duly adjourned to. The first meeting of the Board of Directors shall be held immediately following the annual meeting.

14. A quorum shall be at least ten (10) members in good standing.

15. These Articles of Agreement may be amended by a three-fifths (3/5) vote of a quorum of all the members of the corporation at any annual meeting without prior notice thereof, or at any special meeting, notice of which has been properly given.



IN WITNESS THEREOF, the undersigned corporation has caused these Articles of Acceptance to be executed in its name by its President and attested by its Secretary this 20<sup>th</sup> day of September, 1978.

ALANO SOCIETY OF GREATER  
ST. LOUIS, MISSOURI, INC.

BY:

\_\_\_\_\_  
Margery M. Brooke  
President

ATTEST:

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