BY-LAWS

OF THE

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

A Not-For-Profit Corporation

DRAFT — September 4, 2026

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BY-LAWS OF THE ALANO SOCIETY OF GREATER ST. LOUIS, MISSOURI, INC.

(A Not-For-Profit Corporation)

ARTICLE I
NAME, ADDRESS, DURATION

Section 1.1: The name of this Corporation (herein called "Society") is ALANO SOCIETY OF GREATER ST. LOUIS, MISSOURI, INC.

Section 1.2: 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 1.3: The period of duration of the Society is Perpetual.

ARTICLE II
PURPOSE

Section 2.1: 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 2.2: The activities of the Society shall be conducted in conformity with the general purposes, the Twelve Traditions, and Twelve Concepts of Alcoholics Anonymous (hereinafter referred to as AA).

Section 2.3: Authority. The Alano Society derives its authority from participating Member Groups. Local Intergroup Representatives participate in forming the group conscience that guides the service operations.

Section 2.4: Legal Authority. 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 3.1: Member Groups. A Member Group in good standing shall consist of any Alcoholics Anonymous ("A.A.") group composed of three or more individual A.A. members, which:

(a) follows Tradition Three, in that the only requirement for group membership shall be the desire to stop drinking.

(b) holds regular meetings at the notified time and place thereof within the City of St. Louis or elsewhere.

(c) is duly registered as an A.A. group with the Society; and that they are assigned a group number.

(d) has no other purpose or affiliation.

(e) requires no dues or fees for group membership.

Section 3.2: Voting Rights. Only Member Groups in good standing, as defined by the Bylaws shall be entitled to vote on any question affecting the organization, operation, and policies of this Society.

Section 3.3: Dues. There are no dues or fees for membership. The Society is self-supporting through the voluntary contributions of individual A.A. Members, and A.A. Groups and other related A.A. entities.

ARTICLE IV
BOARD OF DIRECTORS

Section 4.1: Composition. The Board of Directors (aka, "the Board") shall consist of seven to eleven duly elected Board Members. All Directors will fulfill the following functions, but not be limited to these:

(a) Attend all regular and special board meetings and all meetings of the Intergroup Representatives' Council (hereinafter, "the IR Council").

(b) Participate in any assigned Special Committee.

A Director not elected by the Board to any Officer position will be considered a "Director-at-Large."

No more than two Directors shall belong to the same A.A. home group.

Section 4.2: Sobriety Requirement. All nominees for Director shall have a minimum of five (5) continuous years of sobriety at the time of election.

Section 4.3: Terms and Limits. Elected Directors shall serve for three year terms, with one third of the Directors beginning their terms each year, except for when a shortened term must be filled due to resignation or other absence. Service shall be limited to two consecutive terms, with no one serving more than six years in any ten-year period. For elected or Board-appointed Directors, years of service completing another Director's incomplete term will be counted towards the six-year maximum allowed in any ten-year period.

Section 4.4: Management. The management and affairs of the Society shall be governed by the Articles of Incorporation, these Bylaws and such rules and resolutions as made by the Board. The Bylaws and all rules and resolutions governing the operation of the Alano Society of Greater St. Louis, Missouri, Inc. shall be consistent with the Articles of Incorporation and the laws of the State of Missouri governing nonprofit corporations.

The property and business activities of the Society shall be managed by the Board, which shall have all the powers of the Board of Directors of nonprofit corporations as may be provided from time to time by the laws of the State of Missouri. The Board shall provide documents concerning the financial policy, the personnel policy, the facility use policy, and other policies as needed.

Section 4.5: Meetings. The regular Annual Meeting of the Society for the conduct of all proper business shall be held without further notice preceding the annual election of the new Board Members at the IR Council meeting in February. The Chair and the Treasurer shall report on the activities and financial condition of the Society. The meeting will be held at the Society's offices or at a place determined by the Board.

The annual election of new Board members shall follow the Annual Meeting. The New Board shall begin their terms in March and they will elect Board Officers as defined by Article V. Regular meetings

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

Section 4.6: Special Meetings. Special meetings of the Board may be called by the Chair and other Officeholders of the Board at any time with a three-day notice and such notice shall state the purpose of such meeting as well as the time and place thereof. All business transacted at any Special Meeting of the Board shall be limited to those issues for which the Special Meeting was called. The Board may have a Special Meeting excluding the Executive Secretary or any other member who is the subject of the Special Meeting. These individuals must be notified of the meeting and given a hearing before the Board, pursuant to Article X, Section 10.3 of these Bylaws.

Section 4.7: Executive Session. After a motion that the Board move into Executive Session, such a session may be called when the Board discusses personnel and compensation, pending litigation or legal issues, audit findings, contract negotiations, real estate transactions, and other confidential matters. Minutes of Executive Sessions should be kept separately. Executive sessions shall be attended by the elected members of the Board of Directors and such other persons as the Board, or the presiding officer with the Board's consent, determines are necessary or appropriate to participate in or provide information regarding the matter under consideration. Invitees may include officers, employees, professional advisors, legal counsel, or other individuals whose participation is relevant to the matter being discussed. The Board may limit or exclude any invitee from all or any portion of an Executive Session.

Section 4.8: Quorum. A majority of the Board currently serving shall constitute a quorum for the transaction of business.

ARTICLE V
OFFICERS

Qualifications and Duties

Section 5.1: The Officers of this Society shall consist of a Chair, two or three Vice Chairs, a Secretary, a Treasurer, and as many as five Directors-at-large.

Section 5.2: Terms. All Officers shall be elected for one (1) year terms by a majority vote of the Board. Directors serving as Chair shall be limited to one term in such office, and may serve additional non-consecutive terms as Chair.

Section 5.3: Chair Person. The Chair shall preside at all meetings of the Board and the Intergroup Representatives' Council. The Chair shall appoint and designate such committees and chairpersons therefore as the Board shall determine from time to time. The Chair shall have the authority to execute all contracts and other documents authorized by the Board or by law. Their functions shall include, (but not be limited to) the following:

(a) Attend and preside at all regular and special Board meetings, and IR Council meetings; call special meetings; and cast the deciding vote at any meeting when the vote is tied.

(b) Prepare the agenda for all Board meetings, Executive Committee meetings, and IR Council meetings.

(c) Prepare, or have prepared, and submit the Annual Financial Report to the Member Groups, pursuant to Article IV, Section 4.5 of these Bylaws.

(d) Supervise the Executive Secretary as deemed appropriate by the Board.

Section 5.4: Vice Chairs. The Vice Chairs, in order of seniority as measured by time on the Board, shall perform all of the duties of the Chair during the latter's absence or any disability; attend all Board Meetings and IR Council Meetings; and, they shall also perform such other duties as determined by the Board from time to time. In the case of equal seniority, the Board shall defer to the discretion of the Chair.

Section 5.5: Secretary. The Secretary shall keep an accurate record of the proceedings of all meetings of the Board and the IR Council, and shall have other duties as may be assigned by the Board. Their functions shall include, (but not be limited to) the following:

(a) Provide that minutes are taken and kept of all regular and Special Board meetings and IR Council meetings.

(b) Provide or cause to be provided all proper notices of Board meetings and IR Council meetings.

(c) Arrange for Society corporate records to be available for inspection by any member of Alcoholics Anonymous at the Society's Office, or via the Society's website. A.A. members may obtain a printed copy of appropriate documents at the Society's office.

(d) The Executive Secretary will assist the Secretary and provide the information and materials needed to fulfill their responsibilities.

Section 5.6: Treasurer. The Treasurer shall be the steward of all finances of the Society. The Treasurer shall keep accurate records of account, shall make regular itemized reports to the Board regarding the financial condition of the Society, and shall perform such other duties as pertain to that office. Their functions shall include, (but not be limited to) the following:

(a) Prepare (or cause to be prepared) and provide financial reports to the Board and Member Groups.

(b) Prepare (or caused to be prepared) and submit the Annual Financial Report to the Member Groups on or before the end of the first quarter of the new fiscal year.

(c) Authorize appropriate office personnel to endorse and deposit in the Society's bank account all checks and drafts payable to Intergroup and deposit all cash receipts. No funds of Society shall be withdrawn from any depository except on the signature of the Executive Secretary, the Treasurer, or such other persons as the Board may authorize. At least two such signatures shall be required on all checks and withdrawal orders.

(d) The Executive Secretary will assist and provide the information and material needed to fulfill the Treasurer's responsibilities.

ARTICLE VI
INTERGROUP REPRESENTATION

Section 6.1: Intergroup Representative Certification. Each Member Group is entitled to designate one of its individual members as an Intergroup Representative (hereinafter, "IR") to serve for a term of one (1) year on the IR Council.

Section 6.2: There shall be an Intergroup Representatives' Council ("IR Council") made up of Intergroup Representatives designated by the respective Member Groups.

Section 6.3: Qualifications. An Intergroup Representative, shall be a regular member of the group represented and shall have at least thirty (30) days of continuous sobriety.

Section 6.4: Meetings. Regular meetings of the IR Council shall be held on the third Tuesday of each month at the Society offices, or at such other convenient time and place as designated by the Board. The Board shall give reasonable notice of any change in the time and place of the regular meeting to the Member Groups by mail and in the Alano Society Newsletter.

Special meetings of the IR Council may be called by the Board at any time upon ten days notice, and that notice shall state the purpose of such meeting as well as the time and place thereof. In extenuating circumstances, such Special Meeting shall be called on as little as two (2) days notice, so long as such notice is fair and reasonable under the circumstances. When reducing the notice period, the notice itself shall state the reasons for reducing the notice period.

In accordance with Missouri state laws governing nonprofit corporations, the Intergroup Representatives may call a special meeting of the IR Council if at least five percent of the Intergroup Representatives sign, date, and deliver to any corporate officer one or more written demands for the meeting describing the purpose or purposes for which it is to be held. Further, when giving notice of an annual, regular or special meeting of members, the Society shall give notice of a matter a member intends to raise at the meeting if requested in writing to do so by a person entitled to call a special meeting, and the request is received by the secretary or president of the corporation at least ten days before the corporation gives notice of the meeting.

Section 6.5: Quorum. Ten (10) members of the IR Council shall constitute a quorum for the transaction of business.

Section 6.6: Function. The function of the IR Council shall be (but not limited to):

(a) to provide complete communications between the Board and the Member Groups.

(b) to advise the Board of all questions pertaining to Society functions.

(c) to promote cooperation amongst the Member Groups and within the Society as a whole.

(d) to keep the Society advised of problems in the A.A. Groups as they might affect A.A. as a whole.

ARTICLE VII
ANNUAL ELECTION

Section 7.1: Election. The annual election shall be held in February at the regular IR Council meeting for the purpose of electing new Board Members for the ensuing year, but other or additional polling places may be designated by the Board.

Section 7.2: Nominating Committee. The Board shall appoint a Nominating Committee that reflects the inclusivity of the community. The Nominating Committee shall be appointed no later than November 30, and the names of its members will be disclosed to the Intergroup Representatives at that time.

Section 7.3: Nomination Procedure. The Nominating Committee shall recommend a list of candidates for the Board for the following year. The Nominating Committee will submit their recommendations no later than December 31. The Nominating Committee will assure itself that the

recommended nominees meet the qualifications set out by these Bylaws, and will further secure an expression of willingness to be nominated, and to serve if elected, on the part of each nominee.

Nominations for the Board may be submitted by Member Groups and/or individuals by written application to the Society by December 31, verifying the qualifications of the nominee and signifying their candidacy and willingness to serve if elected. This nomination can be submitted in person or electronically. The application and a service resume will be submitted to IRs at the January IR meeting.

Written notice of the nomination procedure shall be communicated to the Member Groups by email or in the monthly newsletter at the time the Nominating Committee is appointed, and no later than November 30.

Section 7.4: Member Registration and Voting Rights.

a. **Registration Requirement:** To participate in any election, a Member Group must be registered and in good standing with the Society no later than ten days prior to the election date. Registration must include the designation of one (1) Authorized Representative.

b. **Voting Power:** Each registered Member Group is entitled to exactly one (1) vote.

c. **No Multiple Ballots:** Under no circumstances shall an individual casting a vote on behalf of a Member Group represent more than one Member Group, nor shall a Member Group submit more than one ballot.

Section 7.5: Election Procedure. Written notice of the election procedure shall be communicated to the Member Groups by email, not later than January 31, stating the date of the annual election and the recommended list of candidates presented by the Nominating Committee and other nominations for office to be placed on the ballot. Such notice shall also provide:

- Nominations from the floor will not be accepted during the election.
- The Annual Election will be held at the Central Service Office in February at the regular IR Council meeting or at another location designated by the Board.
- 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.
- For in person attendees. The Intergroup Representative of each Member Group, upon signing a register with their name and Group number, will be given a ballot which is to be marked secretly and deposited in the ballot box provided.
- For virtual or online attendees, each IR shall vote according to a procedure approved by the Board.
- Votes will be counted at the close of the election by the Executive Secretary and assistants or representatives, and in the presence of the candidates or their representatives, and tabulation of votes will be announced. The Board Chair or the Executive Secretary may invite an A.A. Area officer to observe the vote.
- The members of the Board shall not vote in the election, unless they serve as Intergroup Representative for a Member Group.

Section 7.6: Vacancies in Office. Any vacancy occurring in office, due to any incapacitation or resignation, or loss of sobriety, shall be filled for the unexpired term by the Board with the approval of the IR Council.

ARTICLE VIII
EXECUTIVE SECRETARY

Section 8.1: Executive Secretary. The Executive Secretary, also known as the "Office Manager," shall serve as the registered agent of the Society, 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 and implement the policies and procedures of the Board.

(b) report regularly to the Board and/or the IR Council as requested upon the condition and operations of the Society central offices, and shall make such recommendations to the Board and IR 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.

(d) The Executive Secretary shall have the authority to execute contracts authorized by the Board.

(e) Attend all scheduled meetings of the Board except when excluded by the Board.

In managing the Executive Secretary the Members of the Board should be mindful of Concept Three and the "Right of Decision": i.e., the responsibilities of the Executive Secretary should be matched with a commensurate and appropriate level of authority.

Section 8.2: Compensation. 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.

Section 8.3: Supervision. The Board Chair is the primary liaison of the Executive Secretary of Central Services unless the Board designates another person in the role of Liaison of the Executive Secretary. All decisions of the Chair are subject to revision by the Board. Therefore the Board speaks to the Executive Secretary with one voice through the Chair or the designated Liaison.

The Executive Secretary is employed by and reports to the Board as a single collective body. No individual Director, regardless of title or tenure, shall have the authority to issue directives, assign tasks, or supervise the Executive Secretary, except as provided below.

The Chair (President), Secretary, and Treasurer are authorized to provide direction to the Executive Secretary, and only insofar as those instructions pertain to the specific duties of their respective offices (e.g., the Treasurer directing the Executive Secretary on financial reporting).

ARTICLE IX
MISCELLANEOUS

Section 9.1: Fiscal Matters. This Society shall have no capital stock of any kind, nature or amount whatsoever.

Society checks may be signed by only the Treasurer and the Executive Secretary, Executive Secretary or such other Officers or persons duly authorized by the Board. The Treasurer and Executive Secretary (and other authorized persons) shall be bonded in such amounts as determined by the Board or the Society will purchase insurance coverage for Fraud, Dishonesty, or Misuse of Funds, and the coverage will be paid for by the Society.

An annual internal audit of the official books shall be held after the Board meeting in February or at any time directed by the Board. The Chair shall appoint an Audit Committee of at least two (2) members of the Board, other than those who have check signing authority for the Alano Society. The committee will give a report to the IR Council at the meeting, within 60 days following the audit.

Section 9.2: Interpretation. Consistent with Tradition Two of Alcoholics Anonymous, the ultimate authority in the interpretation of these Bylaws, shall be a loving God as expressed through the group conscience of the Board and the IR Council, meeting together.

Section 9.3: Parliamentary Authority. All questions of procedure shall be determined by Roberts Rules of Order, Newly Revised, when not addressed by these Bylaws.

ARTICLE X
AMENDMENTS OF BYLAWS

Section 10.1: Amending the Bylaws by the Board of Directors.

(a) The Board may at any time adopt a resolution to amend the Articles of Incorporation or the Bylaws.

(b) The adoption by the Board of any resolution to amend the Articles of Incorporation or the Bylaws shall be by 3/5 of the sitting Directors of the Board.

(c) After adoption, the resolution shall be submitted to the Member Groups for approval at least one month prior to the IR Council meeting where the vote will be held.

(d) Approval of the resolution shall be by 3/5 of the Member Groups present at the IR Council meeting.

Section 10.2: Amending the Bylaws by Member Groups.

(a) Representatives of Member Groups may adopt a resolution to amend the Bylaws at an IR Council meeting. Such a resolution must be presented at the meeting prior to the meeting where the vote is to be held at the latest.

(b) The adoption of any resolution by the IRs to amend the Bylaws shall be by 3/5 of the members present at the IR Council meeting.

(c) The adoption of the resolution shall be submitted to the Board for approval.

(d) Approval of the resolution by the Board shall be by 3/5 of the sitting elected Directors.

Section 10.3: Removal from Office. Any Officer or Director may be removed from office upon a vote of 3/5 of the IRs present at a regular IR Council meeting if such motion for removal is ratified by the 3/5 vote of the Board present at their next regular meeting. The Officer or Director who is the subject of the removal motion shall not be allowed to vote on the ratification motion.

Proper notice shall be given to all Directors with the affected Director being given proper notice of the right to be heard concerning the action for removal in both the IR Council and the Board meeting.

— END —