

BY-LAWS OF THE MONONA SERENITY GROUP, INC.

The Monona Serenity Group, Inc. recognizes there is but one ultimate authority for our operations and decisions, a loving God as He expresses Himself in our group conscience. We pledge, therefore, to guide all our decisions by reference to the Twelve Traditions of Alcoholics Anonymous and Al-Anon.

ARTICLE ONE: CORPORATE MEETINGS

Section 1. All meetings of the Corporation shall take place in the State of Wisconsin and shall be held at 4933 Prairie Dock Drive, Madison, WI, unless the Board of Directors (hereinafter "Board"), by Resolution, specifies a different place. "Robert's Rules of Order" shall be the parliamentary procedure for all corporate meetings.

Section 2. The members shall hold an annual meeting on the second Sunday in September or as soon thereafter as practicable at a date and time designated by the Board.

Section 3. At least ten (10) days prior to the date of the annual meeting, or five (5) days prior to the date of any special membership meeting, the Secretary shall mail a written notice of the meeting to every member, or otherwise furnish the notice to the members of the Group. The notice shall include the agenda of the meeting.

Section 4. The order of business at the annual meeting shall be as follows:

1. Roll call of members
2. Reading of the meeting notice
3. Reading and approval of the minutes of the last proceedings
4. Report of the President
5. Report of the Treasurer
6. Election of officers and directors
7. Other business
8. Adjournment

Section 5. A special meeting of the membership may be called by the President, by a majority of the Board, or upon written petition of one-fourth of all members.

Section 6. The President shall preside over all meetings of the membership. In the President's absence, the Chairman shall preside. If the Chairman is also absent, the Vice-President shall preside.

ARTICLE TWO: QUORUM

Section 1. One-fifth (1/5) of the members of the Corporation, present in person or by proxy, shall constitute a quorum at any membership meeting.

Section 2. A majority of the Board shall constitute a quorum for any meeting of the Board.

ARTICLE THREE: VOTING RIGHTS

Section 1. Every member of the Corporation shall be entitled to one (1) vote on each item submitted to a vote. Proxy voting shall be allowed, provided a written proxy, signed by the absent member, is presented to the Secretary. If the proxy is given in favor of the Secretary or a designated Officer, the proxy shall be voted as determined by the Board. If the proxy is given in favor of another member, that member shall vote the proxy of the absent member at his/her discretion.

Section 2. Members shall be eligible to vote at the annual meeting in September or special meeting, if they have been dues-paying members of the Group for three (3) consecutive prior months, including the month of the meeting.

Section 3. Members in good standing for twelve months shall be eligible for office.

ARTICLE FOUR: BOARD OF DIRECTORS

Section 1. The business affairs and property of the Corporation shall be managed by a Board of Directors. The Board shall endeavor to provide a safe, secure, positive environment of recovery. Toward those ends, the Board may solicit and accept grants, gifts, bequests, or other contributions. Under no circumstances shall the Board approve such funds if its acceptance is contingent upon the exercise of power by the benefactor over matters which these By-Laws assign to the Board or the membership.

Section 2. The Board shall consist of eleven members. Directors and Officers shall be elected at the annual meeting in September (except the Past-President/Chairman and Steering Committee Chair), as follows:

1. President
2. Vice-President
3. Secretary
4. Treasurer
5. Membership Director
6. Two representatives of Monona Serenity Group Alcoholics Anonymous
7. Two representatives of Monona Serenity Group Al-Anon
8. Past-President /Chairman
9. Chair of the MSG Steering Committee

Section 3. Officer members of the Board shall serve a one-year term. Non-officer Directors shall serve two-year terms which shall be staggered. Each year one member-representative of Alcoholics Anonymous and one member-representative of Al-Anon shall be elected to a two-year term, while the representatives elected the previous year shall serve their second year without re-election.

The AA Representatives shall serve as liaisons between the Board and the AA Steering Committee, including attending Steering Committee meetings and reporting on activities of the Board. The Al-anon Representatives shall serve as a liaison between the Board and the Monona Serenity Al-anon Group Representatives, including attending GR meetings and reporting on activities of the Board.

The Membership Director serves a three-year consecutive term.

Section 4. The Chair of the Monona Serenity AA Steering Committee shall automatically become a voting member of the Board of Directors. S/he is encouraged but not required to be a member of the clubhouse. S/he shall abstain from voting on all clubhouse disciplinary measures.

Section 5. A vacancy occurs on the Board if a Director or Officer:

1. Ceases to be a dues-paying member of the group as defined by Article 8, section 2 of the By-Laws;
2. Misses two consecutive meetings of the Board without excuse from the Board;
3. Is a Director elected to fill an Officer vacancy;
4. Resigns the position; or
5. A vacancy is declared by a two-third (2/3) vote of the Board

Section 6. Vacancies on the Board shall be filled:

1. By a vote of the membership at a special meeting called for that purpose; **or**
2. By appointment of the President, subject to the approval of a majority of the Board at the next regular or duly called special meeting of the Board.

Persons elected to replace a director or officer shall serve the remainder of the unexpired term of that Director or Officer.

Section 7. The immediate Past-President shall serve as Chairman of the Board. In the absence or unavailability of the Past-President, the Board, by a majority vote at a duly-called meeting, may elect a member to fill the vacancy, preferably a previous Past-President.

ARTICLE FIVE: OFFICERS

Section 1. Officers shall be elected for one-year terms at the annual meeting.

Section 2. President. The President shall be the Chief Executive Officer of the Corporation and shall preside over all membership meetings. The President shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. The President shall be an Officer member of the Board and shall have any and all powers of management usually vested in the president of a corporation. The President may not succeed him or herself, except where the initial term of office was to fill a vacancy of six (6) months or less.

Section 3. Vice-President. The Vice-President shall perform the powers and duties of the President in the absence or disability of the President.

Section 4. Secretary. The Secretary shall attend all meetings of the Board and shall preserve in the record books of the Corporation the true minutes of the meetings of the membership and the Board. The Secretary shall have custody of the corporate seal and affix the seal whenever necessary and appropriate. The Secretary shall furnish notices to members and others as required by statutes or directive of the Board and shall perform other duties assigned by the Board.

Section 5. Treasurer. The Treasurer shall be the Chief Financial Officer of the Corporation. The Treasurer shall be responsible for depositing the Corporation's funds in depositories designated by the Board. The Treasurer shall pay the lawful bills and accounts of the Corporation. The Treasurer shall have custody of the corporate accounts and may issue checks under his or her signature, being liable for proper appropriation of corporate funds.

ARTICLE SIX: ISSUANCE OF CHECKS AND ORDERS

The Treasurer shall sign checks and orders for payment of corporate funds provided. The President and Vice-President shall also be empowered to sign checks and issue orders for payment of corporate funds.

ARTICLE SEVEN: COMMITTEES

Section 1. The Board shall have at its disposal the following standing committees:

1. Finance
2. Fund Raising & Planning
3. Building & Grounds
4. Membership
5. Audit – The Audit Committee shall conduct a bi-annual audit of the books of the corporation and present its findings to the Board at the next occurring regular board meeting.

Section 2. *Ad Hoc* committees can be formed at the discretion of the Board.

Section 3. Members who are not Directors or Officers may sit on committees at the pleasure of the Board.

ARTICLE EIGHT: MEMBERSHIP AND DUES

Section 1. Any Alcoholics Anonymous or AI-Anon member may join the Group by making a pledge of dues to be paid monthly. In order to be a voting member at any election, the member must meet the requirements of Article Three, Section 2.

Section 2. If a member becomes delinquent in his/her payment of dues for a period of more than two consecutive months, he/she shall be considered delinquent and shall lose his/her Group membership. The Board may waive the requirement of dues in instances where hardship or other good cause is shown.

Section 3. The minimum monthly pledge shall be set by the Board.

ARTICLE NINE: AMENDMENT OF THE BYLAWS

These By-Laws may be amended by a majority of the members entitled to vote at any regular or special meeting, if notice and the content of a proposed amendment are included in the notice of the meetings.

ARTICLE TEN: PRUDENT RESERVE

The Board shall retain as a prudent reserve, in secure savings, an amount equal to the most recently completed two quarters' operating expenditures. This amount may be adjusted twice per fiscal year at six-month intervals.

ARTICLE ELEVEN: CONFLICT OF INTEREST

Section 1. Any Director, Officer or member who might be called on to vote on any matter before the Board in which s/he has an interest not common to all members, shall disclose that fact as soon as the potential for conflict becomes apparent. When the matter is brought to a vote, that person shall abstain.

Section 2. If the Director, Officer or member does not disclose the potential conflict of interest and votes on the matter, the contract or agreement may be considered void or voidable. If he/she does make such a disclosure, the Board or committee may proceed, considering the proposal on its merits.

ARTICLE TWELVE: APPROVAL OF CONTRACTS

Any contract or mortgage of more than one year duration or more than \$1000 requires Board approval. If action is required prior to the next regular Board meeting, consent may be obtained by telephone or email or similar method.