

**BY-LAWS**  
**OF**  
**DAYTON FELLOWSHIP CLUB, INCORPORATED**  
**Revised July 2017**

Article I

NAME AND PURPOSE

SECTION I           The name of this organization shall be DAYTON FELLOWSHIP CLUB, INCORPORATED and hereinafter referred to as the "Club".

The address of the Club is 1124 Germantown Street, Dayton, OH 45417.

SECTION II           The purposes of the Club are to:

1. provide a facility for 12-Step meetings
2. encourage the growth and development of recovery activities and programs within the Club and for the benefit of the broader community.

Article II

MEMBERSHIP

SECTION I           Membership shall be open to persons eighteen years of age or older who attend 12-Step meetings and have 90 days of continuous clean time.

- A. Active members are in good standing when they have paid all dues and fees as established by the Board of Trustees and maintain their clean time requirements.
- B. In the event a member becomes delinquent and chooses to start anew as a paying member, he/she will assume his active voting rights, etc. after three months of consecutive monthly dues payments.
- C. Honorary members who have been cited by the trustees for notable service to the Club may be exempt from paying dues or fees, but they are not eligible to vote.

Article III

ORGANIZATION

SECTION I           The Club is not a religious organization, but embraces a spiritual approach to recovery that gives its members opportunities for fellowship, recreation and the building of strong, clean minds and bodies.

SECTION II          The governing body of the Club shall be the Board of Trustees, each of whom shall be an active member. Each Board member must be clean a minimum of one year prior to term of office. The Trustees shall oversee and guide all activities of the Club.

Article IV

BOARD OF TRUSTEES

SECTION I           The Board of Trustees shall be comprised of nine persons; not two of which can be members of the same family.

The nine Board of Trustee members shall include: four annually elected officers, four annually elected permanent committee chairpersons; and include the immediate past President of the Club.

SECTION II          The chairperson of the Board of Trustees will be the current President of the Club and preside at all meetings of the Trustees.

SECTION III         The Trustees are to meet monthly and shall receive regular financial and other reports as may be prepared by the Officers.

SECTION IV         Trustees are to establish House Rules and are to review operations of the Club, including expenditures, obligations, budgets and forecasts, and shall formulate policies and guidelines to assure successful operation of the Club.

SECTION V          A majority of the number of Trustees fixed by Section I of Article IV shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. If less than such majority is present, the meeting will be rescheduled.

SECTION VI         A vacancy in any office because of death, resignation, removal, disqualification or otherwise, will be filled by the Board of Trustees for the unexpired portion of the term.

Article VOFFICERS

## SECTION I

Officers and Permanent Committee Chairpersons of the Club are to be elected by active members and are to serve for one year, commencing January 1<sup>st</sup> or June 1<sup>st</sup> of each year. The President shall be a member of 12-Step Program and an active member of the Club. Officers and Committee Chairperson (except the President) may succeed themselves or may serve successively in another position. The Officers and Committee Chairpersons and their respective duties shall be as follows:

1. President – Presides overall membership meetings and is responsible to membership for operation of the Club and protection of assets and facilities; responsible for prudent use of monies and development of income; responsible for overall operation of the Club and sponsored activities; solely responsible for liaison with Lessor and other agencies.
2. Vice-President – Acts in absence of President and performs other related tasks as may be assigned by the President; has responsibility for all meetings, both Regular and Newcomers, and is the contact between the Board and the Annual Chairperson of each group.
3. Treasurer – Responsible for bank accounts, receipts and Disbursements; maintain property insurance and accounting records; prepares and files regular financial reports; provides budgets and future financial plans, assures validity and accuracy of all payments. Serves as Chairperson and maintains finances working closely with Finance Committee and/or Membership Committee. Assures active participation of Finance Committee members.
4. Secretary – The Secretary shall: a) keep the minutes of the Proceedings of the Board of Trustees and maintain custody of all Club documents; b) see that all notices are duly given in accordance with the Board of Trustees.
5. Sergeant At Arms – (Not a Committee) to be appointed by the Board of Trustees when they deem this office necessary for special events. The Sergeant at Arms is responsible for the oversight of orderly conduct in the Board of Directors meeting and during the routine operational hours of the facility. He/she will serve as the Parliamentarian for which he/she may consult with the Rules Chairperson for purpose of clarification of facility rules and meeting procedures. The Sergeant At Arms may delegate to any Board approved designee the responsibility to maintain orderly conduct during Club functions.
6. Chairperson – Operations – Schedules use of facilities and assures proper equipment, supplies and materials for such meetings; solely responsible for all facility maintenance and purchases related thereto; maintains Operation Committee and assures active participation of its members.

7. Chairperson – Membership – Maintains records of membership; working closely with Finance Committee and/or Membership Committee; promotes membership growth; responsible for communication with membership, including a personal contract with a member who becomes voluntarily inactive or three (3) months in arrears in dues; maintaining Membership Committee and assures active participation of its members.
8. Chairperson - Rules – Responsible for interpretation of and adherence to House Rules and assures maintenance of good order. Maintains Rules Committee and assures active participation of its members.
9. Chairperson – Fellowship – Responsible for planning, initiating and coordinating activities of the Club not specifically related to regular 12-Step group meetings. Maintains Fellowship Committee and assures active participation of its members.

SECTION II Additional committees may be formed and discontinued by the Board of Trustees to perform work not assigned to a permanent committee.

SECTION III Permanent committees are to meet as directed by their Chairperson. Minutes of these meetings shall be maintained.

#### Article VI

#### GROUP AND TRUSTEES

SECTION I The membership shall meet every fourth Sunday of the month at 5:00 p.m. The Board of Trustees shall meet one hour prior to every scheduled membership meeting. Special meetings may be called by the Board of Trustees as needed. A quorum shall consist of the majority of members present.

#### Article VII

#### ELECTIONS

SECTION I The Board of Trustees will hold elections twice a year to elect new Officers and Trustees. The meeting of members held on the fourth (4<sup>th</sup>) Sunday of each April and October will be for the purpose of electing Officers and Trustees. In October of each year the Board will post the Ballot for Vice President, Operations, Sergeant At Arms and Treasurer. Their term will commence on January 1<sup>st</sup>. In April of each year the Board will post the Ballot for President, Membership, Fellowship, Rules and Secretary. Their term will commence on June 1<sup>st</sup>.

Each active member shall cast his/her vote in person. The President shall preside at this meeting and shall appoint a committee of three (3) members to tabulate votes. Election results shall be posted in the Club.

SECTION II The Nominating Committee, appointed by the President, will post the slate of Officers and Trustees at least two (2) weeks before the April and October membership meetings. Nominations by active eligible members will be accepted

from the floor at each of these membership meetings. All nominees must have indicated consent to serve prior to the nomination.

SECTION III

Election shall be by greatest number of votes cast by active members for each office and trusteeship. The nominee for each office and trusteeship who receives the greatest number of votes shall be deemed elected. In the event of any tied votes, additional voting ballots shall be taken until the tie is broken.

Article VII

AMENDMENTS

SECTION I

By-Laws may be amended or deleted by the affirmative vote of a majority of active members present at a meeting called for said purpose, provided written notice of such proposed changes are mailed to all active members at least fourteen days prior to said meeting.

Article IX

SECTION I

Copies of By-Laws and/or Amendments shall be prepared and made available to all active members upon request.

Article X

DISSOLUTION

SECTION I

Upon dissolution of the Club, Trustees shall, after the paying or making provisions for the payment of all the liabilities of the Club, dispose all of the assets of the Club, exclusively for the purpose of the Club in such manner, or to such organization or organizations operating exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954, (or the correspondence provision of any future United States Revenue Law) as the Board of Trustees shall determine. Any such assets not disposed of shall be disposed of by court of common pleas of the county in which the principal office of the Club is located, exclusively for such purpose or to such organizations or organization, as said court shall determine which are organized and operated exclusively for such purposes.

Article XI

INUREMENT

SECTION I

No part of the net earnings of the Club shall inure to the benefit of any private individual and no substantial part of the activities of the Club shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Club shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Article XII

EXCLUSION

SECTION I

The Club is organized exclusively for charitable, educational, religious and scientific purposes, including for such purposes the making distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954, (or the corresponding provision of any future United States Revenue Law).

Article XI

PROPOSED CONFLICT OF INTEREST POLICY

**SECTION I** The purpose of the conflict of interest policy is to protect the interest of The Dayton Fellowship Club (Organization) as a tax-exempt organization when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**SECTION II** **Definition of Interest** - A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

1. An ownership or investment interest in any entity with which the Dayton Fellowship Club has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.
4. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
5. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.
6. Any director, principal officer or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

**SECTION III** **Duty to Disclose** - In connection with any actual or possible conflict of interest, the responsibility to disclose belongs to any interested person. He or she must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement as indicated below:

**1. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

**2. Procedures for Addressing the Conflict of Interest**

- a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

### 3. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## SECTION III

**Records of Proceedings** -The minutes of the governing board and all committees with board delegated powers shall contain:

- 1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or committee's decision as to whether a conflict of interest in fact existed.
- 2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## SECTION V

**Compensation for A voting member** – Members of the governing board who receives payment for goods or services, directly or indirectly, are precluded from voting on matters pertaining to that member's compensation. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or



indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**SECTION VI Annual Statements** - Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**SECTION VII Periodic Reviews** - To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**Section VIII Outside Experts** -When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.