

WISCONSIN ASSOCIATION OF 12 STEP CLUBS
BY-LAWS

ARTICLE I - OFFICE

The principal office of the Corporation shall be located in the City of Milwaukee, State of Wisconsin. The registered office of the Corporation required by the Wisconsin Non-Stock Corporation Law to be maintained in the State of Wisconsin, may be identical with that of the principal office in the State of Wisconsin. The address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II - BOARD OF DIRECTORS

Section I. General Powers. The ultimate authority for determining policy and governing the corporation shall be known as the Board of Directors. The Board shall have all the power and authority as stated in its Articles of Incorporation and as necessary to achieve its objectives, except as may be expressly limited by law, the corporate charter, or these by-laws.

Section II. Tenure, Qualifications and Elections

- A. The Board of Directors shall consist of 15 members. Members of the Board of Directors must be members in good standing of a 12 Step Club in Wisconsin in accordance with the requirements of that club. The Board of Directors shall not have more than two (2) people who are members of the same Wisconsin club serving at the same time. The first Board of Directors shall be elected at the meeting of the Wisconsin Association of 12 Step Clubs scheduled for the 2008 Annual 12 Step Club Leaders Conference. The terms for the first Board shall include five (5) one-year terms; five (5) two-year terms; and five (5) three-year terms. Nominees for the first Board of Directors will be submitted at the 2008 Annual Conference by the 2008 Association Steering Committee. Each club represented at the 2008 Annual Conference shall have one vote. Commencing in 2009 the expiring terms will be filled by election at the annual meeting of the Association. Each member club will have one vote.
- B. Nominating Committee. Prior to the annual meeting the Board will appoint a nominating committee that is representative of Wisconsin Association of 12 Step Clubs membership. The committee will nominate candidates for the vacant board positions. More than one person may be nominated for each position and members of the committee may nominate themselves.
- C. Each director shall serve a term of three (3) years. Board members can serve two (2) consecutive three-year terms, except (1) as provided in sub-section D below, and (2) in the case of an individual serving as President in the last year of two 3-year term, such individual shall be eligible to serve as a director one (1) additional year. One third of the Board members shall be elected each year.

D. Vacancies occurring on the Board of Directors may be filled by the Board for the unexpired term by a majority vote. Members of the Board of Directors who are elected to fill an unexpired term shall serve the unexpired term of his/her predecessor, and shall hold office until the next election for that unexpired term. Such members of the Board of Directors shall still be eligible for election to two (2) three-year terms.

Section III. Annual Meeting. The Corporation shall hold an annual meeting each year at such time and place as may be designated by the Board of Directors.

Section IV. Regular Meetings. Meetings of the Board of Directors shall be held a minimum of two (2) times per year upon the call of the President/Secretary. Board meetings may be held via teleconference.

Section V. Special Meetings. Special meetings shall be held upon the call of the President or a majority of the Board of Directors.

Section VI. Notice of Meetings. A written notice of each meeting shall be mailed or emailed to each Director at least seven (7) days prior to the meeting.

Section VII. Quorum. A quorum for the transaction of the affairs of the Board of Directors shall consist of a majority of the existing Directors.

Section VIII. Board Action. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by a written action without a meeting, if at least 80% of the members of the Board of Directors approve the action. The written action is effective when signed by at least 80% of the members of the Board of Directors, unless otherwise provided in the action. Members of the Board of Directors may approve by signing counterpart copies of the writing or ballot, or may indicate their approval by electronic assent, unless otherwise provided in the action or prohibited by law.

Section IX. Removal. Any Board member may be removed by a two-thirds (2/3) vote of the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served thereby. Causes for removal shall be for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the Corporation, or for missing either three (3) consecutive regular meetings.

ARTICLE III - NON-DISCRIMINATION

It is the intent of the Wisconsin Association of 12 Step Clubs to be non-discriminatory in all of its activities.

ARTICLE IV - PROXIES

No director shall be allowed to vote by proxy.

ARTICLE V - GOVERNING AUTHORITY

The parliamentary authority of the Board of Directors shall be *Robert's Rules of Order, Revised*.

ARTICLE VI - COMMITTEES

- Section I. The Board of Directors may establish such committees as may be necessary to carry out the purposes of the Corporation.
- Sections II. Membership. Committee membership shall consist of Board members and interested persons requested by the Board of Directors to assist in carrying out the work of that committee. Each committee shall be chaired by a Board member.
- Section III. Executive Committee. There shall be an Executive Committee of the Board of Directors. The Executive Committee shall consist of the officers of the Board of Directors and any other director(s) appointed by the President. The Executive Committee shall have the authority of the full Board of Directors to act and carry on the business of the corporation between the meetings of the Board of Directors; however, in no event shall the Executive Committee have the power to reverse any action or policy of the Board of Directors. The Executive Committee shall report all of its actions to the Board of Directors following such actions. Such actions shall become actions of the Board of Directors if no related action is taken by the Board of Directors at its next regular meeting.
- Section IV. Other Committees. All other committees may make recommendations to the Board and shall have only that authority delegated by the full Board.

ARTICLE VII - MEMBERSHIP

- Section I. Membership. Those not-for-profit 12 Step Clubs in Wisconsin in good standing with the Corporation shall constitute the membership of the Wisconsin Association of 12 Step Clubs.

ARTICLE VIII - OFFICERS

- Section I. Number. The officers of the Corporation shall consist of a President, Vice-President, Secretary and Treasurer.
- Section II. Duties.
- A. The President shall be elected by the Board of Directors and shall preside over all meetings of the Corporation and its Board of Directors. The President shall be kept advised of the general affairs of the Corporation and shall insure that all orders, resolutions, and policies of the Board are carried into effect. The President shall serve as chair of the Executive Committee and as ex-officio member of all other committees. The President shall have the usual powers and duties customarily vested in the office of President of the Board.
 - B. The Vice-President shall perform the duties of the President in her/his absence, and when so acting shall have all the power and be subject to all the restrictions that apply to the President.
 - C. The Treasurer shall oversee the financial activities of the Corporation, and oversee the receipt and disbursement of funds and all other records required by statute, by law, or by resolution. The Treasurer shall report to the Board of Directors at least quarterly

on the financial condition of the corporation. The Treasurer shall perform the duties of the President, in the absence of the President and Vice-President, and when so acting shall have all the power and be subject to all the restrictions that apply to the President.

- D. The Secretary shall record the minutes of Board meetings and be responsible for attesting to the validity of any resolution passed by the Board. The Secretary shall maintain all correspondence required by the Board of Directors. The Secretary shall perform the duties of the President, in the absence of the President, the Vice-President, and the Treasurer, and when so acting shall have all the power and be subject to all the restrictions that apply to the President.

Section III. Election and Terms of Office. The officers of the Corporation shall be elected by the Board of Directors from its membership at a meeting of the Board of Directors, as called by the President, prior to the Annual meeting. Unless removed from office in the manner hereinafter provided, each officer shall hold office for a no more than two (2) one-year terms. or until his or her qualified successor shall have been duly elected, if later.

An officer who has served two (2) one-year terms will be ineligible to hold that or any other executive office for a minimum of one (1) year.

Section IV. Removal. Any officer elected or appointed by the Board of Directors may be removed by a two-thirds (2/3) vote of the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

Section V. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors.

The said officers shall perform other such duties as shall from time to time be assigned by the Board of Directors or by the By-Laws.

ARTICLE IX - INDEMNIFICATION

Mandatory Indemnification. Wisconsin Association of 112 Step Clubs, shall, to the full extent permitted by the Wisconsin Non-Stock Corporation Law, indemnify any person who was or is a party or threatened to be a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust of other enterprise. Such right of indemnification shall inure to the benefits of the heirs, executors, administrators and personal representative of such a person.

Permissive Supplementary Benefits. Wisconsin Association of 12 Step Clubs may, but shall not be required to, supplement the right of indemnification under the above by a) the purchase of insurance on behalf of one or more such persons, whether or not Wisconsin Association of 12 Step Clubs would be obligated to indemnify any such person under the section above; b) individual or group indemnification agreements with any one or more of such persons; and c) advances for related expense of any such person.

ARTICLE X - DUALITY OR CONFLICT OF INTEREST

The following standards shall govern duality or conflict of interest:

- (a) Any duality of interest or possible conflict of interest on the part of any Director should be disclosed to the other members of the Board and made a matter of record, either through an annual procedure or when the interest becomes a matter of Board actions.
- (b) Any director having a duality of interest or possible conflict of interest on any matter should not vote or use her or his personal influence on the matter, and she or he should not be counted in determining a quorum for any pertinent meeting or vote, even where permitted by law. The minutes of any such meeting should reflect that a disclosure was made, the abstention from voting and the quorum situation.
- (c) The foregoing requirements should not be construed as preventing the Director from briefly stating her or his position on the matter, nor from answering pertinent questions of other Board members since her or his knowledge may be of great assistance.

ARTICLE XI -AMENDMENTS

These By-Laws may be amended or repealed in whole or in part at any annual, regular or special meeting of the Board of Directors by a majority vote of the directors present at such a meeting at which a quorum is present, provided that the proposed By-Laws changes are received in writing at least thirty (30) days in advance of such meeting.

ARTICLE XII - DISSOLUTION

In the event of dissolution, all non-designated funds shall be distributed by the Board of Directors to one or more Wisconsin 12 Step Clubs who are current members of the Wisconsin Association of 12 Step Clubs; any unspent funds shall be returned to the grantor.