

HOW TO CLUB, INC,
BYLAWS

ARTICLE 1

MEMBERSHIP

SECTION I – QUALIFICATIONS

There will be only one class of membership and that shall be that of a regular member who must meet the following conditions:

- A. Applicant must be an active member in a recognized AA Group or Alanon Group.
- B. The applicant must be at least 18 years of age.
- C. The applicant must pay at least one month's dues in the amount set by the board.
- D. All membership rights except voting will be granted to any immediate family member in good standing who has paid family rate dues.
- E. It is suggested that all new members attend four beginners' meetings.

SECTION II – REQUIREMENTS

- A. Members, to maintain their membership, shall be current and in good standing on all dues owed.
- B. Members should volunteer their services to the Club in an amount of at least four (4) hours per month.
- C. Abide by the rules of conduct in the by-laws of the Club

SECTION III – VOTING

Each member in good standing shall have one vote at all general membership meetings. A member who is delinquent in dues for 45 days or more is not in good standing.

ARTICLE 2

MEETINGS

SECTION I – NUMBER, TIME AND PLACE

The corporation shall have at least two general meetings per year. The meetings will be held in June and in December. At the meeting in December, the election of directors shall be held in order to maintain the number of directors of seven (7) and at both meetings, business will be transacted and shall be presented by the Board, any officer or member. The Board of Directors may direct that other meetings of the membership be held at other times during the year as it deems necessary or desirable. All meetings of the general membership shall take place at the How To Club, Inc. 8930 W. National Avenue, West Allis, Wisconsin.

SECTION II – NOTICE

Notice of the time and date of the meeting of the general membership of the corporation shall be made by posting on the bulletin board at the corporation's principle office at 8930 W. National Avenue, West Allis, Wisconsin, at least one week (7 days) prior to the time and date of the meeting.

SECTION III – QUORUM

- A. Twenty percent (20%) of all members in good standing at the time of the meeting shall constitute a quorum for holding the meeting of the corporation.
- B. Twenty percent (20%) of the membership in good standing may request that the secretary of the corporation call a general membership meeting.

ARTICLE 3

BOARD OF DIRECTORS

SECTION I – QUALIFICATIONS AND GENERAL POWERS

The business and affairs of the corporation shall be managed by a board of (7) directors, who shall be elected from the members in good standing, who have been clean and sober for not less than three (3) years.

SECTION II – TERM OF OFFICE

- A. At the initial meeting of the general membership, nine (9) directors will be elected, three (3) of whom will be designated to serve a three year term, three (3) of whom will be designated to serve a two (2) year term and the remaining three (3) will be designated to serve a one (1) year term.
- B. At the last general membership meeting to occur in each calendar year, elections will be held for the three (3) directorships which become vacant on

January 1st of the succeeding year. Each directorship will, commencing January 1, 1996, hold a three (3) year term of office.

SECTION III – VACANCIES

Any vacancy in the board of directors, whether by resignation or removal, will be filled by a majority vote of the directors then in office; such directorships will be temporary and will serve until the next general membership meeting, at which time, the general membership will elect a director to fill the remainder of any unexpired term.

SECTION IV – QUORUM

Four (4) directors shall constitute a quorum at any meeting of the board of directors providing that all seven (7) directors have received adequate notice of the time, place and date of the meeting. Any act of the valid quorum of the board of directors will be a valid act of the board of directors.

SECTION V – REMOVAL

Any director, officer or agent elected by the membership 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 judgement, the best interest of the corporation will be served by said removal. However, any director, officer or agent so removed shall have the right to appeal to the general membership at the next meeting of the corporation.

SECTION VI – REGULAR MEETINGS

The board of directors shall hold regular meetings at least monthly at such time and place as may be designated by the president.

SECTION VII – SPECIAL MEETINGS

The president or any two (2) directors may call special meetings of the board of directors.

SECTION VIII – NOTICE

Notice of special meetings of the board of directors shall be given at least forty-eight (48) hours prior thereto by written notice, delivered personally or mailed to each director at his or her resident address.

ARTICLE 4

OFFICERS

SECTION I – DESIGNATION

The general officers of the corporation shall be president, vice-president, secretary and treasurer. Each of whom shall be elected by the board of directors from the general membership in good standing, by majority vote for a one year term of office. Any director may also serve as an officer and any officer may also serve as a director. The one year term of office shall commence January 1st of each calendar year and the board shall hold elections of officers at their last meeting of the preceding calendar year.

SECTION II – VACANCIES

A vacancy in any office because of resignation, removal or death or otherwise, may be filled by the board of directors for the unexpired portion of the term.

SECTION III – PRESIDENT

The president shall be the principle executive officer of the corporation and, subject to the control of the board of directors, shall in general, supervise and control all of the affairs of the corporation. The president shall, when present, preside at all meetings of the general membership and of the board of directors. The president may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts or any other instruments which the board of directors has authorized to be executed, except in such cases where the signing and execution thereof shall be specifically to the board of directors, to themselves or some other officer or agent of the corporation.

SECTION IV – VICE PRESIDENT

In the absence of the president or in the event of the president's death or inability or refusal to act, the vice president shall perform the duties of the president, and when so acting shall have all the powers of and be subject to all restrictions upon the president. The vice-president shall also perform such other duties as from time to time may be assigned to him or her by the board of directors.

SECTION V – SECRETARY

The secretary shall:

- A. Keep the minutes of all meetings of the general membership and of the board of directors in a book provided for that purpose
- B. See that all notices are duly given or posted in accordance with the provisions of these by-laws or as required by law
- C. Be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents executed on behalf of the corporation

- D. In general perform all the duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president.

SECTION VI – TREASURER

The treasurer shall:

- A. Have charge and custody of and be responsible for all the funds and securities of the corporation from any source whatsoever and deposit or arrange for the deposit of all such monies in the name of the corporation in such banks or other depositories that shall be selected in accordance with Article VI of these by-laws
- B. In general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the president or by the board of directors.

SECTION VII – SALARIES

No salary, compensation or remuneration shall be paid to any officer or director of the corporation, either directly or indirectly, for acting in his or her capacity as an officer or director.

ARTICLE 5

GENERAL

SECTION I – FISCAL YEAR

The fiscal year of the corporation shall coincide with the calendar year.

SECTION II – GIFTS

Gifts, donations, bequests in the nature of a gift, for the purpose specified in the articles of incorporation, may be given or made directly to the How To Club, Inc.

SECTION III – DISBURSEMENTS

Unless some designated special purpose accompanies a pledge, donation or bequest, all disbursement of corporation funds will be under the control of the board of directors.

SECTION IV – COMMITTEES

The board of directors shall institute the following standing committees and such other committees as may from time to time be necessary

- A. Speakers
- B. Membership
- C. Appeals

SECTION V – DIVIDENDS

No dividends or payments in the nature of dividends will be made to any person

SECTION VI – BUSINESS

The corporation shall not engage in any business activity for profit nor shall it hold property for the purpose of obtaining profit

SECTION VII – ACTIVITIES

The only activities the corporation shall engage in are those whose purpose is the rehabilitation and education of alcoholics and their families, with a view to a greater appreciation of the nature of alcoholism. The activities shall be those designed primarily for the improvement of development of the capabilities of the individual to control the ill effects of alcoholism. Any activities not related to the above stated purposes should be prohibited. The corporation shall not engage in carrying on propaganda and/or political activities, nor shall it attempt to influence legislation

SECTION VIII – ASSETS

No part of the assets of the corporation shall in any way benefit any member or other individual in their private capacities

ARTICLE 6

AMENDMENT OF BYLAWS

These by-laws may be altered, amended, repealed and new by-laws adopted by the board of directors at any regular or special meeting of the board of directors by majority vote of a quorum present, except that any and all changes to these by-laws are subject to the approval by the membership.

RATIFIED BY MEMBERSHIP AT OPEN MEMBESHIP MEETING ON MARCH 3, 1995