

BY-LAWS OF THE SADDLEBACK VALLEY FELLOWSHIP CENTER
MISSION VIEJO, CALIFORNIA
(REVISED FEBRUARY 15, 2009)

ARTICLE I. NAME OF CORPORATION

This non-profit California Corporation shall be known as the Saddleback Valley Fellowship Center ("Center") and shall be located at 23166 Los Alisos Boulevard, Suite 238, Mission Viejo, California, or at such premises as may be determined by its Board of Directors ("Board").

ARTICLE II. PURPOSE AND CLASSIFICATION

SECTION A. PURPOSE

The specific and primary purpose for which this non-profit Corporation is formed is to perform all functions involved in the identifying and leasing of a meeting facility, to create policies and procedures necessary to ensure the continuance of said lease and to carry out fundraising activities to support said facility which will serve as a meeting place for members of Alcoholics Anonymous ("A.A.") and Al-Anon Family Groups ("Al-Anon").

SECTION B. CLASSIFICATION

The Center is classified by the State of California (Corporations Code, defined and amended in the 1979-1980 Session) as a Public Benefit Non-Profit Corporation. The Corporation is exempt from State of California income tax under Section 23701d and contributions by donors are deductible as provided by Sections 17214 through 17216 and 24357 through 24359 of said Code. The Internal Revenue Service exempts the Corporation from Federal Income Tax under Section 501(c)(4) of the Internal Revenue Code; donors may deduct contributions, as provided in Section 170 of said Code and Corporation's use are deductible for Federal estate and gift tax purposes under Sections 2055, 2106, and 2522 of said Code.

SECTION C. SCHEDULED MEETINGS

Scheduled meetings of A.A. and Al-Anon may be held at the Center only with the approval of the Board.

SECTION D. DONATIONS

Donations for the use of the Center for meetings other than A.A. or Al-Anon, or social gatherings, shall be accepted at the discretion of the Board.

SECTION E. ACTIVITIES

The Center is a private club for the exclusive use of alcoholics and their guests. All social, recreational, educational and other activities shall be approved by the Board prior to the use of

the premises for such occasions. Any such activities shall be under the supervision of the Directors or Committees duly appointed by the Board.

ARTICLE III. BOARD OF DIRECTORS

SECTION A. DEFINITION

The activities and affairs of the Center shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of this non-profit corporation to any person or persons, management company, or committee, however composed, provided that the activities and affairs of the Center shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

SECTION B. NUMBER OF DIRECTORS AND QUALIFICATIONS

1. The Board shall consist of five (5) Members and two (2) Alternates.
2. Designation: Since the purpose for which the Center is organized is to promote recovery from the disease of alcoholism, the Members of the Board shall have had one year of continuous sobriety immediately prior to their nomination to the Board, and shall maintain such sobriety during their tenure of office, if elected.
3. One non-alcoholic Al-Anon member of the Center is eligible for nomination to the Board of the Center, providing said person has been continuously affiliated with Al-Anon for one year prior to that person's nomination to the Board and shall maintain such affiliation during his/her tenure of office, if elected.
4. Non-compliance with Article III, Section B, Paragraphs 2 and 3 by Members or Alternates will result in removal proceedings being initiated by the Board.
5. The Executive Committee serves at the pleasure of the Board as a whole and its members are the Elective Officers of the Board: Chairman, Treasurer, and Secretary. The Executive Committee shall perform all necessary duties of the Board pending ratification of such actions at the next regularly scheduled Meeting of the Board.

SECTION C. TERM OF OFFICE

1. The term of office for a Member of the Board and for Alternates shall be for two (2) years commencing with the announced election results at the Annual Board Election Meeting in January.
2. In the event of a vacancy on the Board, the Board shall appoint an Alternate to take the regular Director's place and said appointment shall be in order of seniority.
3. In the event that the vacancy on the Board cannot be filled by an Alternate, then the remaining Board Members shall appoint any person or persons to serve out the unexpired period

of the vacant Directorship providing said appointment conforms to the eligibility requirements heretofore set forth.

4. Any Member of the Board who misses two (2) successive regularly scheduled Board Meetings or who misses Board Meetings habitually, except for illness or absence from town, and without permission of the Executive Committee may be removed from the Board. The Executive Committee is authorized to grant a temporary leave of absence to any Member of the Board for good cause.

5. All Board Members will serve only one term consecutively. When it is not possible to obtain a full complement of Board Members at the end of a Board Member's term, the vacant position will be offered to the Board Member who least recently resigned their Board position. This procedure will be followed until the position is filled. If the Board position still remains vacant, it may then be offered to the Board Member who has most recently resigned. This individual will serve out the remaining term as a Board Member.

SECTION D. ELECTIONS, BOARD OF DIRECTORS

1. Immediately prior to the Steering Committee Meeting of the Saddleback Valley Group of Alcoholics Anonymous in January of each year, anyone who regularly attends meetings at the Center ("Meeting Members") shall be allowed to vote for and elect two (2) Directors and one (1) Alternate in the odd-numbered years and three (3) Directors and one (1) Alternate in the even-numbered years to replace those Directors and Alternates whose terms are expiring.

2. The Board shall provide for reasonable nomination and election procedures.

3. Voting for Directors and Alternates shall be by written ballot.

4. Meeting Members entitled to vote shall not be permitted to vote by proxy.

SECTION E. DUTIES OF THE BOARD OF DIRECTORS

1. A Board Member shall:

(a) Act as a Member of the Board.

(b) Act as head of any Committee as appointed by the Board.

(c) Be eligible to serve on the Executive Committee of the Board.

2. An Alternate shall:

(a) Assist the Board.

(b) Assume an active, voting role on the Board at the Board Meetings only in the absence of a regular Board Member.

(c) No Alternate shall be eligible to serve on the Executive Committee.

3. The Board of Directors shall:

(a) Outline reasonable nominating and election procedures for the annual election meeting.

(b) Compile the agenda for the annual election meeting.

(c) Give due notice to the meeting members of the annual election meeting (as set forth herein under ARTICLE VI. MEETINGS)

ARTICLE IV. OFFICERS OF THE SADDLEBACK VALLEY FELLOWSHIP CENTER

SECTION A. ELECTION OF OFFICERS

All Directors and Alternates shall meet after the close of the annual Board election meeting in January of each year for the purpose of electing the Officers of the Saddleback Valley Fellowship Center. The results of the election of the Officers and Board Members and Alternate shall be posted in a prominent place.

SECTION B. ELECTIVE OFFICERS

1. The elective officers of the Board shall be the Chairman, the Treasurer, and the Secretary.
2. Term of Office: The Officers of the Board shall serve for two (2) years.
3. A vacancy in one of the Officer positions shall be filled from the Board by a majority vote of the Members of the Board.

SECTION C. DUTIES OF THE OFFICERS OF THE CENTER

1. CHAIRMAN: The Chairman shall preside over all the Board Meetings in addition to all Special Board Meetings; shall provide general leadership of the Center.
2. TREASURER: The Treasurer shall assist the Chairman in all activities; shall maintain the Center's books or manage any bookkeeping system adopted by the Board; shall make monthly financial reports at the regular Board Meeting and shall present the financial report at the annual election meeting in January of each year.
3. SECRETARY: The Secretary shall keep minutes of all Board Meetings and Special Board Meetings; shall preside in the absence of the Chairman.

ARTICLE V. MEETINGS

SECTION A. REGULAR MEETINGS

1. BOARD MEETINGS

- (a) The Board shall meet regularly at the Center premises or at such location as may be designated at the previous Board Meeting. The time and location of such meeting will be posted at the Center at least seven (7) days before the meeting.
- (b) A quorum shall consist of not less than three (3) Members of the Board.
- (c) No Board Meeting shall be convened without a minimum of two Elective Officers and unless a quorum is present.
- (d) The Board Meeting shall be open to all Meeting Members as observers.
- (e) Meeting Members may request to address the Board upon prior written request, mailed to the Board at 23166 Los Alisos Boulevard, Suite 238, Mission Viejo, CA 92691, or to such address as may be determined by the Board.

2. ANNUAL ELECTION MEETINGS

- (a) The Board shall hold one (1) Annual Election Meeting in the month of January each year, immediately prior to the Steering Committee Meeting of the Saddleback Valley Group of Alcoholics Anonymous. If such a meeting is not to be held in that month, the annual election meeting of the Board shall be held in January of the year at a date and time which is posted in the Center with no less than seven (7) days notice.
- (b) The Annual Election Meeting shall be open to all Meeting Members of the Center.
- (c) Notice of the Annual Election Meeting shall include the Agenda that is intended to be presented at the Annual Election Meeting.
- (d) Notice of the Annual Election Meeting shall be given not less than forty-five (45) days prior to the date of such Annual Election Meeting.
- (e) Said notice shall state the place, date, and time of the Annual Election Meeting.
- (f) Said notice shall also include the names of those who are nominees, at the time notice is given, for election to the Board.

SECTION B. SPECIAL MEETINGS

1. BOARD MEETINGS

- (a) Special Meetings of the Board may be called by the Executive Committee or any three (3) Members of the Board.

(b) Special Board Meetings shall be closed and limited to the Members of the Board and Alternates if requested to attend by the Board.

(c) Meeting Members or expert advisors may be invited by the Board to attend for the purpose of making reports or presenting petitions.

2. SPECIAL MEMBERSHIP MEETINGS

(a) Special Membership Meetings (“Special Meetings”) of the Meeting Members may be called by the Chairman, or in his/her absence, the Secretary acting in the absence of the Chairman, and in the event neither is present, then a majority of the Members of the Board. The place and time of each such Special Meeting shall be set by the Board. Notice of the time of the Special Meeting shall be posted at the Center at least seven (7) days prior to such meeting and shall state the purpose for which the Special Meeting is called. The only business that may be transacted at a Special Meeting is business pertaining directly to the purpose for which the Special Meeting was called.

(b) The Special Meeting shall be open to Meeting Members only.

ARTICLE VII. PARLIAMENTARY PROCEDURE

The Roberts’ Rules of Order shall govern all Board Meetings and Special Meetings and in those instances where they are not inconsistent with the By-Laws of the Center.

ARTICLE VI. AMENDMENTS AND REVISIONS TO BY-LAWS

The by-laws of the Saddleback Valley Fellowship Center may be amended or revised by a majority vote of the Board of Directors of the Saddleback Valley Fellowship Center. The proposed amendments or revisions may be mailed by First Class Mail to the last known address of said directors appearing on the books of the Corporation, and the majority of the written ballots of said directors shall be sufficient to amend or revise these By-Laws.