

**BYLAWS**  
**OF**  
**SOUTHERN ARIZONA AL-ANON INFORMATION SERVICES, INC.**

an Arizona non-profit corporation

**ARTICLE I**  
**OFFICERS AND CORPORATE SEAL**

1.1 Principal Office. The principal office of the Corporation shall be its known place of business in Tucson, Arizona.

1.2 Other Offices. The Corporation also may maintain offices at such other place or places, within Tucson, Arizona, as may be designated from time to time by the Board of Directors, and the business of the Corporation may be transacted at such other offices with the same effect as that conducted at the principal office.

1.3 Corporate Seal. A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the Corporation, but one may be used if the offices or the Board of Directors so decide.

**ARTICLE II**  
**PURPOSES**

2.1 Charitable. The purposes for which the Corporation is formed are those set forth in its Articles of Incorporation, initially being to conduct the business of support to the Al-Anon and Alateen Groups in the Tucson, AZ area by maintaining an office to provide information, literature, brochures, meeting lists, and other Al-Anon Conference Approved material.

2.2 Dividends Prohibited. The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income or profit of the Corporation is distributable to, or will inure to the benefit of, its Directors or offices or other private individuals; provided, however, that nothing contained herein shall be construed to prevent the payment of reasonable compensation for services actually rendered by employees, officers or Directors of the Corporation and reimbursement of expenses incurred in connection therewith.

2.3 Income/Self-Dealing.

- a. Any other provisions of this instrument notwithstanding, the Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

- b. Any other provisions of this instrument notwithstanding, the Corporation will not engage in any act of self-dealing as defined in Section 4341(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **ARTICLE III MEMBERSHIP**

The Corporation will not have members.

### **ARTICLE IV DIRECTORS**

- 4.1 Number. The Board of Directors shall consist of three (3) persons or such other number not to exceed ten (10) in number, but not less than three (3), as may be designated from time to time by resolution of a majority of the entire Board of Directors. The Directors shall be elected at the annual meeting of the Directors by the current Board of Directors, except as provided in section 4.2, and each Director elected shall hold office until his or her successor is elected and qualifies.
- 4.2 Vacancies. Vacancies and newly created directorships resulting from any increase in the authorized number of Directors may be filled as determined from time to time by the Board of Directors of the Corporation. If there are no Directors in office, then an election of Directors may be held in the manner provided by statute.
- 4.3 Powers. The business and affairs of the Corporation shall be managed by its Board of Directors.
- 4.4 Place of Meetings. The Board of Directors of the Corporation may hold meetings, both regular and special, either within or without the State of Arizona. Such may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.
- 4.5 Annual Meeting. The annual meeting of the Board of Directors shall be held during the 1<sup>st</sup> week of February or at such other date and time as shall be designated by the Board of Directors and stated in the notice of meeting. Notice to the current Board of Directors of each annual meeting shall be given by the Secretary by email or telephone and shall be given at least ten (10) days and not more than thirty (30) days prior to such meeting. At the annual meeting, the current Board of Directors shall elect successor Directors, who shall immediately assume

duties as Directors. No notice shall be necessary to the newly constituted Board of Directors in order for the meeting legally to constitute the annual meeting, provided that a quorum of the newly constituted Board of Directors shall be present. At its annual meeting, the newly constituted Board of Directors shall elect the officers of the Corporation and may transact any other business which may properly come before it. If a quorum of the newly constituted Board of Directors is not present, the annual meeting will be held as soon as practicable after the new Directors are elected.

4.6 Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and such place as shall from time to time be determined by the board.

4.7 Special Meetings. Special meetings of the board may be called by the president or secretary on ten (10) days notice to each director, either personally, by email or by telephone. Special meetings shall be called by the president or secretary in like manner and on like notice on the written request of any director. The time and place of each special meeting shall be determined by the president, but in the case of a meeting called upon the request of a director, the time of such meeting shall be no later than the expiration of a ten-day period following after the date of such request or such longer period as may be specified in the request.

4.8 Quorum. A majority of the membership of the Board of Directors shall constitute a quorum and the concurrence of a majority of those present shall be sufficient to conduct the business of the Board, except as may be otherwise specifically provided by statute or by the Articles of Incorporation. If a quorum shall not be present at any meeting of the Board of Directors, the Directors then present may adjourn the meeting to another time or place, without a notice other than announcement at the meeting, until a quorum shall be present.

4.9 Action without Meeting. Unless otherwise restricted by the Articles of Incorporation or these bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings of the board or committee.

4.10 Waiver of Notice. Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except when the person attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any director may waive notice of any annual, regular or special meeting of Directors by executing a written notice of waiver either before or after the time of the meeting.

4.11 Compensation. The Directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as director. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings. The amount or rate of such compensation of members of the Board of Directors or of committees shall be established by the Board of Directors and shall be set forth in the minutes of the Board.

## **ARTICLE V OFFICERS**

5.1 Designation of Titles. The officers of the Corporation shall be chosen by the Board of Directors and shall be a President, a Secretary and a Treasurer. The Board of Directors also may choose a Chairman of the Board, one or more Vice Presidents and one or more Assistant Secretaries and Assistant Treasurers. Any number of offices, except the offices of President and Secretary, may be held by the same person, unless the Articles of Incorporation of these Bylaws provide otherwise.

5.2 Appointment of Officers. The Board of Directors at each annual meeting shall elect a president, a secretary, and a treasurer, each of whom shall serve at the pleasure of the Board of Directors. The Board of Directors at any time may appoint such other officers and agents as it shall deem necessary to hold office at the pleasure of the Board of Directors and to exercise such powers and perform such duties as shall be determined from time to time by the Board.

5.3 Salaries. The officers shall serve without compensation except that they may be allowed reimbursement for expenses incurred in the performance of their regular duties as specified in these Bylaws.

5.4 Term. The officers of the Corporation shall hold office until their successors are chosen and qualify in their stead. Any officer elected by the Board of Directors may be removed at any time by the Board of Directors. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.

5.5 Chairman of the Board. The Chairman of the Board, if one shall have been appointed and be serving, shall preside at all meetings of the Board of Directors and shall perform such other duties as from time to time may be assigned to him/her.

5.6 President. If a Chairman of the Board shall not have been appointed or, having been appointed, shall not be serving or be absent, the President shall preside at all meetings of the Board of Directors. He/she shall sign all deeds and conveyances, all contracts and agreements and all other instruments requiring execution on behalf of the Corporation, and shall act as operating and directing head of the Corporation, subject to policies established by the Board of Directors.

5.7 Vice President. There shall be as many vice presidents as shall be determined by the Board of Directors from time to time, and he/she shall perform such duties as from time to time may be assigned to them. Any one of the vice presidents, as authorized by the Board, shall have all the powers and perform all the duties of the President in case of the temporary absence of the President or in case of his/her temporary inability to act. In case of the permanent absence or inability of the President to act, the office of president shall be declared vacant by the Board of Directors and a successor chosen by the Board.

5.8 Secretary The Secretary shall see that the minutes of all meetings of the Board of Directors and of any standing committees are kept. He/she shall give or cause to be given

notices of all meetings of the Board of Directors. He/she shall have charge of all books and records of the Corporation, except the books of account, and in general shall perform all the duties incident to the office of secretary of a corporation and such other duties as may be assigned to them.

5.9 Treasurer. The Treasurer shall have general custody of all the funds and keep correct account of receipts and disbursements in the books belonging to the corporation. He/she shall see to the deposit of all money in the name and to the credit of the Corporation in such bank or banks as the Board of Directors may designate. He/she shall dispose of funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors whenever him/her may require it of them, an account of all of his/her transactions as Treasurer and of the financial conditions of the corporation. The Treasurer shall have charge of the preparation and filing of such reports, financial statements and returns as may be required by law. He/she shall see that the Corporation's properties are adequately insured against liability.

## **ARTICLE VI COMMITTEES OF DIRECTORS**

The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, to consist of two or more of the Directors of the Corporation. Any such committee, to the extent provided in the resolution, and as otherwise restricted by law, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation; provided, however, that in the absence of disqualification of any member of such committee or committees, the member or members thereof present at any meeting not disqualified from voting, whether or not he/she or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors.

## **ARTICLE VII FISCAL YEAR**

The fiscal year of the Corporation shall be January 1 through December 31 of the same year.

## **ARTICLE VIII INDEMNITY**

The Corporation shall indemnify any person against expenses, including without limitation, attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, other enterprise, in all circumstances in which, and to the extent that, such indemnification is

specifically permitted and provided for by the laws of the State of Arizona as then in effect. Any indemnification hereunder shall be made by the Corporation only as authorized by the Board of Directors by a majority vote of the quorum consisting of directors who were not parties to the action, suit or proceeding, or if such quorum is not obtainable, as specifically permitted and provided for by the laws of the State of Arizona as then in effect.

## **ARTICLE IX GENERAL PROVISIONS**

9.1 Checks and Loans. All checks, demands for money or loans of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

9.2 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

## **ARTICLE X REPEAL, ALTERATION OR AMENDMENT**

These bylaws may be repealed, altered or amended, or substitute bylaws may be adopted, at any time only by a two-thirds majority of the Board of Directors.