

By Laws of Lowell Serenity Club of Lowell, Michigan

A Michigan Nonprofit Corporation

Article I. Name, Offices and Purpose

1.1 Name The Name of the Corporation is Lowell Serenity Club, Inc.

1.2 Registered Office The registered office of Lowell Serenity Club (LSC) shall be located at the address specified by the Board of Directors (Board) as it relates to the annual State of Michigan filing. The business of LSC may be transacted at such locations other than the registered office as the Board may from time to time determine or as the business of LSC may require.

1.3 Purpose The purpose of LSC is to provide a safe alcohol, drug and weapon free environment in support of addiction recovery and a meeting place for Alcoholics Anonymous, Al-Anon Family Groups and other recovery groups with the approval of the club board.

1.4 Fiscal Year The fiscal year shall be from January 1 to December 31.

Article II. Members

2.1 Eligibility Membership shall consist of a representative of each recovery group meeting at the club, subject to board approval. There are no dues or fees. The Board may also invite a member of the community to serve as a public member of LSC. The club board may establish honorary memberships and fix the conditions of such.

2.2 Admission, Powers and Privileges Each member's powers and privileges of membership shall be identical to those of every other member and shall include the privilege of attending board meetings and voting on board policies and decisions.

2.3 Obligations, Dues and Rules Each member shall comply with rules regarding conduct. The club board shall have the power to suspend or terminate the membership rights and privileges, to include meeting attendance at the club, of those whose behavior is not in keeping with the purpose of any recovery group, or of those whose conduct is disruptive to the operations of the club. A member whose rights and privileges have been suspended or terminated may appeal to the club board in person at the next regular club board meeting. The board may set conditions for restoration of status or may set, at the end of termination, probationary requirements. Disposition of

such appeals will be provided to the petitioning member in writing and will be placed in the board meeting minutes.

2.4 Separation It must be clear that recovery groups and the Lowell Serenity Club, Inc. are separate organizations and that the club can govern as to the use of the facility. The club board is tasked to provide a safe, alcohol, drug and weapon free environment and a welcome place for everyone who wishes to attend meetings.

2.5 Rent All recovery group meetings held at the club shall pay rent for its use. The amount of rent is determined by the club board and shall not differ between groups.

Article 3. Board of Directors

3.1 Scope The board of directors (board) shall have supervision, control and direction of the affairs of the club; shall determine its policies or changes therein within the limits of the bylaws and state statutes for non-profit corporations; shall actively prosecute its purposes and shall control the disbursements of its funds. The board may adopt such rules and regulations for the conduct of its execution of powers granted and appoint such agents as it may consider necessary.

3.2 Directors A director may be elected or appointed to successive terms. Any director who misses three consecutive board meetings without the board's approval shall be dropped from the board and replaced by established procedure for filling board vacancies. Selected persons with special knowledge may also be invited on an ad-hoc basis holding non-voting status, where their presence may be useful to the board in formulating policy. Any or all directors may be removed for cause by majority vote of the voting members and directors present at the club board meeting. A director may resign at any time by giving written notice to the board, chairman or secretary of the board or at a board meeting. If vacancies occur in the board for any reason, the board shall appoint directors to fill the vacancies.

3.3 Meetings The board shall meet not less than four times annually with meetings scheduled at a place and time designated by the chairperson and agreed upon by the other board members. The time and place of board meetings must be posted in advance to the club membership. A majority of the entire board shall constitute a quorum at any meeting of the board. The board and its sub-committees may go off the record into closed executive sessions when discussing sensitive, financial or personal matters. However, all decisions and votes taken as a result of such closed sessions must be conducted in sessions open to the club members in good standing.

3.4 Compensation Board members shall serve without pay or other compensation, except for reimbursement of expenses incurred in carrying out their duties. Such reimbursement of expenses must be approved by the club board. No member of the club board of directors may financially profit from service on the board. No club board member may be an employee of the Lowell Serenity Club, Inc. or otherwise enter into contracts with the club board.

Article 4. Officers

4.1 Directors The board of directors shall consist of Chairman, Vice Chairman, Secretary, Treasurer and up to three Alternates.

4.2 Treasurer The treasurer shall have custody and shall keep accounts of all monies, funds, properties of the club and shall deposit all funds of the club in such depositories as the board shall designate. All checks, drafts and orders for payment shall be signed by one or more trusted officers or agents as the board shall authorize. The treasurer shall keep accurate accounting records and shall submit monthly reports as to the financial condition of the club to the board. The treasurer shall assist in the preparation of the annual budget. The directors approve the budget.

4.3 Secretary The secretary shall keep the minutes of all meetings of the membership and board, furnishing copies to the directors. The secretary shall give and receive notices of meetings required by these bylaws and as the board may direct.

4.4 Indemnification The corporation shall indemnify to the fullest extent authorized or permitted by the Michigan Nonprofit Corporation Act (as amended from time to time) or any successor acts thereto. Each person who is or was a director or officer of the corporation and each person serving or having served at the request of the corporation (collectively called person in this article) who have been made or threatened to be made whether a party into an action suit, or proceeding, civil, criminal, administrative, or investigative as such person is or was a director of officer of the corporation, or by reason of such person serves or having served at the request of the corporation as a director of officer designated by the board.

4.5 Advance Expense Payment Expenses incurred in a civil or criminal action, suit or proceeding described in 4.4 of this article may be paid by the corporation in advance of the final disposition of such action suit or proceeding upon receipt of an undertaking by or on the behalf of the person to repay such expenses if it is ultimately determined that the person not entitled to be indemnified by the corporation, the undertaking shall be

unlimited general obligation of the person on whose behalf advances are made but need not be secured.

4.6 Nonexclusive The indemnification or advances of expenses provided under sections 4.4 and 4.5 of this article are not exclusive of other rights of which a person seeking indemnification or advancement of expenses may be entitled under the articles of incorporation, bylaws or contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined, shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

4.7 Insurance The corporation shall purchase and maintain insurance on behalf of any person who is, or was, a director or officer of the corporation or who serves, or has served, as a director or officer of the corporation; or who serves or has served at the request of the corporation as director or officer designated by the board, against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such, whether or not the corporation would have the power to indemnify the person against such liability under section 4.4 of the article.

Article 5. Standing and Special Committees

5.1 Special Committees The board may establish committees as deemed necessary. The chairman shall appoint, from the membership at large, the members for special committees. The recovery groups at the club may, through group conscience meeting form committees, activities or events with the club review and approval.

5.2 Relationship of the Standing and Special Committees to the Board All committees are advisory to the board. No committees standing or special may unilaterally make policy for the club or board. Committees must report their deliberations and recommendations to the board for possible implementation. Committees shall keep their written minutes where necessary. Those minutes should be submitted to the board promptly before the next regular board meeting.

5.3 Special Committee Examples Speaker, housekeeping, meeting supplies, etc.

Article 6. Meetings and Elections

6.1 Order of Business Meetings shall be as follows: A) Call to order and the Serenity Prayer B) Approval of the agenda C) Approval of the previous meeting minutes D)

Treasurer report E) Discussion of projects, committee reports E) Discussion of concerns and new business F) Closing

6.2 Special Meetings The board may request special meetings as needed.

6.3 Biennial Nomination Meeting The secretary shall post 15 days prior to the September nomination meeting that seconded nominations will be accepted at that meeting.

6.4 Biennial Election Meeting A list of nominated candidates shall be posted in the club at least 15 days before the annual October election meeting. Voting for the directors will take place at this meeting. The candidates receiving the highest number of votes for vacancies of the board shall be declared elected. In the event of a tie, the flip of a coin will determine who is elected.

Article 7. Amendments

Any proposed amendments to these bylaws must be posted on the club bulletin board two weeks prior to any board meeting. Amendments must be approved by a majority of the board and voting members, provided a quorum exists.

Article 8. Dissolution

8.1 Liabilities All liabilities and obligations of the Lowell Serenity Club, Inc. shall be paid and discharged or adequate provisions shall be made therefore.

8.2 Assets Assets held by the Lowell Serenity Club, Inc. upon conditions requiring return, transfer or conveyance which condition occurs by reason of dissolution, shall be returned or transferred in accordance with such requirements. All remaining assets shall be transferred to one or more domestic organizations organized and operated exclusively for the purpose described in Section 501(C)(3) of the United States Internal Revenue Code or to the governmental agencies having similar purposes.

8.3 Additional Transfer No assets shall be transferred or otherwise injure to the benefit of any member, director, officer or other individual.

End Bylaws

Revised June 5, 2025