

Invoking the blessings of God, as we understand God, upon this organization, Arid Club of El Paso, Texas, Inc., and humbly asking for guidance in practicing the principles of Alcoholics Anonymous in all our affairs, we hereby adopt these following By-Laws:

BY-LAWS OF THE ARID CLUB OF EL PASO, TEXAS, INC.

ARTICLE I

Name and Location

The name of the corporation shall be "Arid Club of El Paso, Texas, Inc." Its business shall be principally conducted in El Paso, Texas. Although, it may be conducted in such other places as its Directors may determine.

ARTICLE II

Purpose

"To organize, foster and encourage a voluntary association and fellowship of Alcoholics who sincerely desire to recover from the disease of alcoholism and maintain strict sobriety, individually, and as to such membership; to dedicate the effort of such voluntary association in the recovery of all alcoholics to them known who have the honest and sincere desire to recover from alcoholism; to take title to all property, with full power to sell, exchange such property for other property more suitable, as the needs of such organization require; and, to do each and every act pertinent and necessary to the consummation of the objectives and purposes of this benevolent association, as authorized by "Subdivision 2 of Article 1302 of the Texas Revised Civil Statutes of 1925."

ARTICLE III

Membership Requirements

Sec. 1. Persons coming into Alcoholics Anonymous for the first time may join the Arid Club of El Paso, Texas, Inc. at reduced dues rate of five-dollars (\$5) per month for the next 90 days. Thereafter, such a person becomes an active member by paying monthly dues, the amount of which is determined by the Board of Directors for an individual, family or other basis as determined by the Board.

Sec. 2. Those individuals whose spouses or parents are active members of the Arid Club of El Paso, Texas, Inc. shall be issued a membership designated as "Associate Member." This membership shall entitle them to all the privileges of the Arid Club of El Paso, Texas, Inc. except voting. This membership shall also be extended to those individuals who are not alcoholics, nor close relatives of alcoholics, but may have unusual and continuing interest for the welfare of the alcoholic and for Alcoholics Anonymous, per se, and shall include such persons as Ministers, Doctors, etc., upon the Board of Directors approval.

Sec. 3. The Arid Club of El Paso, Texas, Inc. is entirely self-supporting through the payment of dues by its members. Those who do not pay dues are welcome to attend regular meetings, provided they adhere to the House Rules of the Arid Club of El Paso, Texas, Inc. However, use of the Club during hours when there are no meetings being held is restricted to dues-paying members only.

Sec. 4. The Arid Club of El Paso, Texas, Inc., as such, is entirely separate from Alcoholics Anonymous.

ARTICLE IV

Officers

Sec. 1. The Executive Officers of the Corporation shall consist of a President, Secretary and Treasurer; all elected by and from the Board of Directors for a term of twelve (12) calendar months.

Sec. 2. The President shall preside at all meetings of the Board of Directors and of members, and shall have general charge of and control over the affairs of the corporation, subject to the approval of the Board of Directors.

Sec. 3. The Secretary shall sign all documents requiring signature in the name of the corporation; he/she shall keep a record of the minutes of the proceedings of the meetings of the Directors and of members, and shall give the notices required by these By-Laws. He/she shall have custody of all books, records and papers of the corporation save as the Board of Directors may otherwise direct. The Club Custodian may sign all Certificates of Membership.

Sec. 4. The Treasurer shall keep account of all moneys and valuables of the corporation received or disbursed, and shall deposit all moneys and valuables in the name and to the credit of the corporation, in such banks and depositories, as the Board of Directors shall designate. All checks issued by the club will have two (2) co-signers who shall be Board members authorized by the Board for that purpose.

ARTICLE V

Directors

Sec. 1. The Board of Directors of the corporation shall consist of nine (9) members. Elections shall be held each year for two (2) year terms of service. Elections will rotate to accommodate the election of five (5) members one year and four (4) members on alternate years to maintain continuity of membership. Any vacancies occurring on the Board of Directors at other than regular election time shall be filled by a majority vote of the Board of Directors until the next general election at which time the remainder of the term of that position will be filled by vote of the general membership. One Director will be selected from the Al-Anon Groups of El Paso in such case as he/she typifies the support and understanding of the alcoholic's problem which symbolizes this complimentary movement. When the term of the Al-Anon member expires only those individuals who have similar affiliation or designation shall be eligible to succeed him/her. The Al-Anon representative, while not having a vote in elections, will have a full vote on the Board of Directors after the election.

Sec. 2. The Board of Directors shall convene in a regular Director's meeting at least once a month. In any full Board meeting, the President shall vote on any matter under consideration only in case of a tie vote of the other Directors.

Sec. 3. The Treasurer or the Secretary, in the absence of the President, shall call special meetings of the Board of Directors as the need may arise for such meetings.

Sec. 4. The presence of five (5) members of the Board shall constitute a quorum for the transaction of any business before the Board, and in this case, the President, (Treasurer or Secretary, if he/she is presiding), shall vote concurrently with the other members of the Board.

Sec. 5. The Executive Officers and the Board of Directors of this corporation shall serve without pay.

Sec. 6. The President, with the approval of the Board of Directors, may from time to time, as need arises, appoint special committees from the contributing membership for the accomplishment of specific purpose

of benefit to this corporation. These committees shall be responsible to the President and subject to removal from office by the President with the concurrence of the Board of Directors.

Sec. 7. The Board of Directors shall promulgate necessary House Rules as regards opening and closing time, protection of life and property, behavior of members, and other matters of importance to a club operated along lines of decency and respectability.

Sec. 8. Any member of the Board of Directors of this corporation who by common knowledge, or by his/her own admission, has taken a drink of any alcoholic beverage shall be considered as having automatically resigned from the Board. In this event, the remaining members of the Board will fill the unexpired term of the resigned.

Sec. 9. Only active members in good standing with at least one (1) year of sobriety and six (6) months dues paid consecutively, qualify to serve on the Board of Directors.

Sec. 10. Custodians may not serve on the Board of Directors.

ARTICLE VI

Meetings of Members

Sec. 1. Annual membership meetings shall be held for the purpose of open discussion concerning the operation of the Arid Club of El Paso, Texas, Inc., and the election of Directors.

Sec. 2. Due notice of all business of election meetings of this corporation shall be given at least ten (10) days before the time set for such meeting.

Sec. 3. All members are required to have 3 months consecutively paid dues in order to vote at annually held membership meetings, specially called membership meetings and election meetings for electing the board of directors.

ARTICLE VII

General Provisions

Sec. 1. Any Executive Officer or Director of this corporation may be subject to dismissal from office for any one or more of the following reasons:

- Total neglect and abandonment of his/her official duties.
- Willful misrepresentation of the Board of Directors or the Arid Club of El Paso, Texas, Inc.
- Personal actions or statements that are defamatory or injurious to the Board of Directors or the Arid Club of El Paso, Texas, Inc.
- Upon convictions in the courts of any state of felony or misdemeanor involving moral turpitude.
- Any Board member missing three (3) consecutive Board meetings without reasonable excuse.
- Any Board member using any type of illegal substances or alcohol to include the misuse of prescription drugs.
- Relationship with or marriage to another board member or custodian.

To accomplish this purpose, the Board of Directors may replace the dismissed member by consenting vote of five (5) or more members of the Board until the position is filled at the next general election by vote of the general membership.

Sec. 2. The premises of the Arid Club of El Paso, Texas, Inc. shall be available to the City of El Paso Groups of Alcoholics Anonymous for “Open,” “Closed,” and “Special” meetings upon equitable basis to be worked out between the Steering Committee of the Group and the Board of Directors.

Sec. 3. To the end that the corporation may be purely a benevolent and non-profit organization, and that no member shall ever derive personal profit from its activities, it is provided that in the event of dissolution of the corporation, its Officers and Board of Directors are charged with the responsibility of disposing of its properties for a fair consideration, discharging there from its debts, if any, and distributing the net balance to the Intergroup Central Office AA Groups of El Paso, Texas Inc.

Sec. 4. Rent due for use of facilities of the Arid Club of El Paso, Texas, Inc. will be charged at the rate of 90% of basket donations per group meeting. The additional 10% will be distributed by the group Treasurer as per Alcoholics Anonymous guidelines. Special rates of facility rent will be determined on a case-by-case basis by the Board of Directors.

Sec. 5. Dissolution of the Arid Club of El Paso, Texas, Inc. requires 51% consent of the general membership by vote.

ARTICLE VIII

Amendments

These By-Laws may be amended at any regular or called meeting of the general membership, providing the text of such amendments is included with the notice of meeting and the amendment receives a three-fourths (3/4) majority vote for its adoption.

ARTICLE IX

Seal

The Corporation will use a Corporate Seal in compliance with the requirements of the statute.

As amended and adopted at the meeting of the Board of Directors of the Arid Club of El Paso, Texas, Inc., held at El Paso, Texas on July 24, 2013.