

# **ANONA WEST, INC.**

## **CORPORATE BYLAWS (Articles of Incorporation)**

### **ARTICLE I: IDENTIFICATION**

- A. **NAME:** The name of the Corporation shall be ANONA WEST, INC., but it may be referred to in these bylaws as "Anona West," "the Corporation," or, sometimes, the "Club."
- B. **SERVICE AREA:** The corporate headquarters and a full-service center (Club) shall be maintained in West Chicago, Illinois, 60185, or an adjacent community.
- C. **FISCAL YEAR:** The fiscal year of Anona West shall be the calendar year.

### **ARTICLE II: STATEMENT OF INTENT**

Pursuant to the AA principles upon which it was founded, it is the intent of the members that Anona West shall serve, in a spirit of the fellowship of recovery, to implement the fifth tradition of AA "to carry the message to the alcoholic who still suffers" and that the provisions of these by laws shall be interpreted and executed accordingly.

### **ARTICLE III: PURPOSES**

The purposes of the Club shall be: (1) to encourage adherence to the twelve steps and twelve traditions of Alcoholics Anonymous; (2) to offer suitable surroundings and atmosphere in which to carry the message to the alcoholic who still suffers, (3) to serve as a meeting hall for AA groups as well as for other 12-step groups; (4) to provide a source of AA literature and serve as a communications center for the AA community, and (5) to promote fellowship and social activities among AA members by serving as an AA social center.

### **ARTICLE IV: BOARD OF TRUSTEES**

#### **A. DEFINITION, PURPOSE, AND COMPOSTION**

1. **DEFINITION:** The Board of Trustees is the legal Board of Directors of the Corporation, with the powers and duties as established by statute and by these corporate by laws.
2. **PURPOSE:** The purpose of the Board of Trustees is to insure continuity of the corporate management, provide background of experience, and maintain the tradition and history of ANONA West.
3. **COMPOSITION:** The Board of Trustees shall consist of seven members in total, who shall, at the annual meeting held each September, elect a Chair, a Vice-Chair, and a Secretary/Treasurer from their own number, the remaining four to serve as members at large.

- a. CHAIR: presides at meetings, assigns task & duties to Trustees as required, and votes only to break a tie (except on a corporate resolution or on a motion to remove one of the trustees under [IV.D.9](#)). The Chair is counted as a member for quorum purposes.
- b. VICE-CHAIR: functions as member; serves as chair when the elected chair is absent.
- c. SECRETARY/TREASURER: keeps all records of the Board of Trustees and also functions as a member; maintains contact with the Treasurer of the Operating Board, through whom all Club deposits and expenditures must be made.
- d. MEMBER AT LARGE: serves on the Board; performs duties assigned by the Chair; casts one vote on issues to be decided by the Board.

## B. MEETINGS

1. The Board of Trustees shall convene the ANNUAL BUSINESS MEETING of the membership of Anona West on the third Sunday in September of each year at 12 o'clock noon. The Chair of the Board of Trustees shall preside over this meeting as well any special meeting that may be held.
2. SPECIAL MEETINGS of the Board of Trustees, open to all Club members, may be called at any time by the Chair, Vice-Chair, or Secretary/Treasurer of the Board, or by any two Trustees, by vote of the Operating Board, or upon a written petition to the Secretary of the Operating Board signed by any five Club members, including non-officers and officers, stating the purpose(s) of the proposed meeting.
3. NOTICE OF MEETINGS: Notice of the time and place of each meeting shall be posted at Anona West not less than seven days before the meeting. Notice of any special meeting shall specify its purpose(s).
4. QUORUM: A quorum, necessary for making any decision, shall consist of a simple majority of the Board of Trustees, that is to say, four. A vote by a simple majority of those Trustees present shall constitute an action of the Board, with the chair voting only to break a tie, except under [IV.D.9](#).

C. POWERS AND DUTIES. The Board of Trustees shall function as the guiding body of Anona West, and shall have final authority for all matters pertaining to the function of the Corporation. It shall have all powers and responsibilities established by law and by these articles of incorporation, and specifically:

1. The power to interpret these bylaws of the Corporation.
2. The power to elect its own members, as described in [IV.D.2](#).
3. The power to buy, sell, operate and/or lease real property on behalf of the Corporation.

4. The power to have, hold and possess fixed assets and liabilities on behalf of the Corporation.
5. The power and responsibility, should the need ever arise, to dissolve the Corporation, in accordance with law, and disburse whatever remaining assets there are to some other non-profit organization(s) whose primary purpose is to promote recovery from alcoholism through the 12-step program of Alcoholics Anonymous.
6. The responsibility to appoint and instruct an annual audit committee.
7. The power and responsibility to override the Operating Board in the event of tragedy, malfeasance, acute financial crisis, or violation of the bylaws, or whenever disagreement between the Board of Trustees and the Operating Board cannot be reconciled, because the final authority for all matters pertaining to the function of the Corporation rests with the Board of Trustees.
8. The power, through execution of a written Corporate Resolution signed by at least five of the Trustees, to:
  - a. Withdraw money from the Sequestered Fund ([Article VI, Sec. A](#)); and
  - b. Amend or revise these bylaws ([Article XII](#)).
9. The power to make changes in the structure and reallocation of assets within the Sequestered Fund by a majority vote of those present at a meeting, although withdrawals may not be made except by corporate resolution signed by five of the Trustees ([VIA.3](#)).

#### D. QUALIFICATIONS, ELECTION/APPOINTMENT, TERM OF OFFICE

1. Alcoholic or addict candidates for Trustee shall have five years of continuous sobriety; demonstrate an interest in the welfare and goals of the Corporation; and EITHER have served as an officer or Trustee of Anona West or of a similar fellowship organization for recovering alcoholic/addicts OR have some other background of experience deemed particularly valuable to the Board of Trustees by the Trustees.
2. Whenever a vacancy occurs for whatever reason, that is, when the number of current Trustees falls below seven, the vacancy shall be filled as soon as possible either by majority vote at a meeting of the Board of Trustees or simply by written Petition of Appointment from any current Trustee, signed and dated by any three others. In addition to the petitioner's name, the Petition shall give the name of the Trustee whose departure has created the vacancy and assurance that the nominee meets the qualifications (paragraph 2, above) and has expressed a willingness to serve.
3. Former presidents of the Operating Board shall be given primary consideration to fill a vacancy on the Board of Trustees.
4. One, but only one, of the seats on the Board of Trustees may be filled by a candidate from outside the recovering community when the voting Trustees

determine that the candidate has some special background of experience deemed particularly valuable to the Board.

5. In the event a suitable candidate is not available at the time a vacancy occurs, one Trusteeship may remain unfilled until a qualified candidate becomes available, but in no event shall this vacancy remain unfilled for longer than three months.

6. One seat on the Board of Trustees, but only one, may be filled by a current officer of the Operating Board. In the event a vacancy on the Board of Trustees remains unfilled for more than three months, the Operating Board shall elect one of its own members to serve as Trustee, temporarily, until the vacant seat is filled, notwithstanding the fact that the Board may already contain a trustee who is also an officer of the Operating Board.

7. The term of office shall not exceed five consecutive years. A former trustee is again eligible after two years.

8. Trustee Emeritus. In the interest of continuity, an outgoing or former trustee may be invited by the board to serve as Trustee Emeritus, who shall attend and participate in all meetings but who shall have no vote.

9. A trustee may be removed from office by a vote of four members of the current Board, once a motion has been made at any meeting convened in accordance with these bylaws. The trustee named in the motion for removal shall have no vote, but the vote of the Chair shall be counted among the others.

## **ARTICLE V: THE OPERATING BOARD AND OFFICERS**

### **A. OFFICERS, GENERALLY**

1. NUMBER AND NAMES OF OFFICERS: The seven officers of Anona West, who, except as otherwise specified in the bylaws, shall be elected by the Club membership, shall be President, Vice-President, Secretary, Treasurer, Building Director, Membership Director, and Activities Director.

2. QUALIFICATIONS: All candidates for office must be Club members in good standing with at least ten months of continuous sobriety at the time of the September elections. In addition, a Candidate for the office of President must have served as a Club officer for one full year (past or present) at the time of the election, and a candidate for Vice President must have previously served as a Club officer for six months

### **3. TERMS AND TERM LIMITS**

a. Except when someone has been appointed to fill a mid-term vacancy, each officer's term shall run from November 1st to October 31st.

b. Term Limits: No person elected to office shall be eligible for re-election to any office or series of offices for more than five consecutive years. An

officer who becomes ineligible because of this term limit, however, shall again be eligible after two years of not holding office.

4. **DISQUALIFICATION:** In the event that the basis on which an officer was originally determined to be eligible for Club membership [see V.A.2, above] changes during the relevant term of office, or before installation, such change can be considered cause for disqualification as an officer by vote of a majority of the other officers of the Operating Board, with the President voting only to break a tie.
5. **VACANCIES:** When a vacancy occurs mid-term, for whatever reason, it shall be filled for the unexpired term, as soon as possible, by vote of the Operating Board.

## B. DUTIES OF OFFICERS

1. **GENERAL:** Each officer and the Operating Board as a whole shall act for the benefit of Anona West and its members, in a manner exercising the highest level of integrity and placing AA principles before personalities. The action of each officer, in the execution of his or her responsibilities, is subject to the approval of the Operating Board. Any officer may be empowered or requested by the Board to perform any duties beyond those specified below.
  - a. Any officer who is authorized by the Operating Board to do so may enter into an oral or written contract, on behalf of the Club, for necessary services, such as cleaning, repair, supply of materials, entertainment, etc.
  - b. Each Director (that is, Building, Membership, or Activities) may at any time appoint a committee of club members, or even of meeting attendees who are not yet Club members, to assist in performing the Director's duties.
2. **PRESIDENT:** The President, who is the Chief Executive Officer of Anona West, shall serve as the presiding officer at meetings of club members and of the Operating Board; have general charge and supervision of the affairs of Anona West; and perform such other duties as the Operating Board may determine.
3. **VICE-PRESIDENT:** The Vice President may at the request of the President (and in the absence of the President shall) perform any of the duties of the President, and shall maintain a supply of 12 Step literature.
4. **SECRETARY:** The Secretary shall be responsible for the preparation of the minutes of each meeting of the Operating Board, and shall forward them each month, once approved by the Operating Board, to the Trustees. The Secretary shall also maintain a file of all correspondence received by the Club and sent out by any officer of the Club.
5. **TREASURER:** The Treasurer shall be responsible for the Club checking account, for keeping records of meeting collections, member dues, the coffee fund, activities revenues, and all other funds received; for keeping records as well of any and all disbursements, including the paying of taxes and of annual corporate fees; and shall supply all pertinent information to the accountant as needed. At the end of each fiscal year, the Treasurer shall submit a written report

to the members, prepared by and/or in conjunction with the accountant, summarizing the financial status of Anona West, but shall also make available for inspection by any Club member, at least quarterly and more often if feasible, and always at the time of the Annual Business Meeting ([IV.B.1](#)), a printout of the complete monthly balance sheets.

6. **BUILDING DIRECTOR:** The Building Director shall be responsible for the general physical maintenance of Anona West, including the utilities, furnishing, grounds, and housekeeping, and shall coordinate the interior arrangements and decor, as well as supervise the planning and execution of any new construction or remodeling.

7. **MEMBERSHIP DIRECTOR:** The Membership Director shall be responsible for all matters pertaining to membership, such as a maintaining a record of membership status, dues collection, and key distribution. The Membership Director shall also organize and preside over all Operating Board elections and balloting procedures, and tally and announce the results.

8. **ACTIVITIES DIRECTOR:** The Activities Director shall be responsible for scheduling the use of Anona West facilities for 12 Step meetings and special events, for organizing and publicizing special events, such as dinners and dances, for the purchase of supplies for such events, and for maintaining a schedule of 12 Step meetings and a calendar of special events.

## C. BALLOTING AND ELECTIONS

1. Though their term of service does not begin until November 1st, newly elected officers are expected to attend the October meeting of the Operating Board to meet with their predecessors and facilitate an orderly transition. Therefore, the election calendar each year will look like this:

- a. End of August: specific election calendar will be announced.
- b. Early September: nomination of new officers.
- c. Late September: the election itself.
- d. On or before September 30: new officers announced.
- e. November, 1: term-year begins for new officers.

2. **ANNOUNCEMENT:** On or before the first Monday in August of each year, the Membership Director, through the Club bulletin board and announcement at AA meetings, shall notify the members that an election is approaching for next year's officers, and give pertinent details.

### 3. NOMINATIONS

- a. The nominating period shall begin on the Friday which is ten days prior to Labor Day, and close eight days later, on Saturday, and the list of candidates shall be announced the day after Labor Day.

b. Any member of Anona West who is qualified under Section [V.A.2](#) may run for office, whether self-nominated or nominated by another member, but all nominations shall be in writing.

#### 4. THE ELECTION ITSELF

a. Any member of Anona West may vote in the annual election by casting a secret ballot.

b. To prevent the casting of multiple ballots, each voting member shall identify him/herself on the ballot, but no one but the Membership Director and the one other Board member who do the counting will see the ballots.

c. Regular ballots shall be cast during a ten-day period ending at 6pm on the last Sunday in September. An absentee ballot may be cast prior to this period by any member who requests one from the Membership Director and returns it to the Director in a sealed envelope.

d. Ballots shall be counted by the Membership Director and one other Board member. A simple majority or, in cases where there are more than two candidates for any office, a simple plurality shall determine the winner. A tie shall be broken by the drawing of one name out of a hat, and the two candidates involved shall be invited to witness the drawing.

e. The Membership Director shall announce the names of the winning candidates on the Tuesday following the close of balloting. The ballots shall be kept and kept secret by the Membership Director for a period of 30 days and then destroyed.

#### D. FUNCTIONING OF THE OPERATING BOARD

1. REGULAR BOARD MEETINGS shall be held monthly at a time and place that shall be posted at the Anona West facilities. If the date, time, or place is changed, notice of the change shall be posted at least seven days prior to both the old date and the new one.

2. SPECIAL BOARD MEETINGS may be called by the President whenever necessary to consider such business as may be properly brought before the Board, or by any two other officers. In either case, at least seven days notice is required, served individually upon each member of the Operating Board and posted at the Club for all other Club members.

3. ALL MEETINGS OPEN: All members of Anona West are welcome to attend any meeting of the Operating Board. Any member may be recognized and invited to participate in the discussion of any matter before the Board, at the discretion of the presiding officer.

4. QUORUM: No decision of the Board shall be valid unless at least five Board members are present, or, in the event of vacancies on the board, all but one of the still active officers. One, but no more than one, of the officers necessary for a quorum may be present by proxy rather than in person: the proxy shall be in

writing and shall empower another named Board member to vote in place of the absent member as well as in his or her own proper person.

5. DECISIONS/ACTS OF THE BOARD: The vote of a majority of the Board members voting at any duly scheduled or special meeting at which there is a quorum shall be an act of the Board. At all meetings of the Board, the President or Vice-President, or, in the absence of both, the Treasurer, shall preside. The presiding officer shall cast a vote only to break a tie.

6. POWERS AND DUTIES: The Operating Board is essentially operational in character, serving to manage the property and the day-to-day and month-to-month business and affairs of Anona West, with all the attendant duties and powers not specifically reserved to the Board of Trustees, and subject always to the provisions of these bylaws and to oversight by the Board of Trustees, which retains the power to override any act or decision of the Operating Board, both boards being governed by the spirit and traditions of AA as set forth in the Intent and Purpose of Anona West, [Articles II and III](#) of these bylaws.

## **ARTICLE VI: FINANCIAL RESPONSIBILITIES**

All of the funds of Anona West shall be held in the Club's name in one of two accounts, a Sequestered Fund (most likely but not necessarily in the form of a trust fund) and a Checking Account, both in the same bank or other financial institution insured by the Federal Government, which institution shall be approved by the Operating Board.

A. SEQUESTERED FUND. Money may be withdrawn from the Sequestered Fund (prudent reserve) only upon the affirmative vote of at least five Trustees and the execution, and presentation to the bank, of a Corporate Resolution signed by five (5) of the trustees. In the event that, for whatever reason, the number of trustees has fallen below five, then there shall be no withdrawal from the fund until the vacancies have been filled.

1. Such a Corporate Resolution shall be counter-signed by the Treasurer or President of the Operating Board, certifying to the bank the authenticity of the trustees' signatures.

2. Any money withdrawn from the Sequestered Fund must be transferred immediately to, that is, deposited, into the Anona West checking account. No money withdrawn from the Sequestered Account shall be disbursed in any other way.

3. The Board of Trustees may authorize the Chair to make changes, without making a withdrawal, in the structure and reallocation of assets within the Sequestered Fund by a Corporate Resolution signed by five Trustees or by majority vote at a meeting, so long as at least three votes favor the change.

B. CHECKING ACCOUNT. All revenues coming to Anona West from whatever source, including but not limited to donations offered at meetings, money contributed at social events, or gifts from benefactors, shall be deposited into the Anona West checking account.



1. Withdrawals from the checking account shall be only by checks signed by any two of the following three officers of the Operating Board: the Treasurer, the President, the Vice-President.
  2. The Operating Board should strive to maintain a balance sufficient to cover 4 months of disbursements, as if no revenues are anticipated. Whenever the balance grows larger than this (that is, when it exceeds 33% of the total disbursements made in the preceding 12 months), the Operating Board shall write a check or other transfer order in the amount of the excess, or more, and deposit it into the Sequestered Fund.
- C. **EXCESS FUNDS.** If the Board of Trustees determines that the amount in the Sequestered Fund exceeds what is appropriate for a prudent reserve and that no substantial capital outlay is foreseen, it may authorize the Treasurer of the Operating Board to redistribute a specified amount to the 12 Steps groups, pro rata according to the amount of "rent" each group has contributed in the preceding 12 months, so that each group may, at its own discretion, make contributions to AA support services, such as the Central Office, the District, and the Answering Service, whose traditions might require them to decline outside contributions.

## **ARTICLE VII: CLUB MEMBERSHIP**

- A. **CLASSES OF MEMBERSHIP:** Any person who has the appropriate qualifications may be admitted by the Operating Board to membership in Anona West in one of three classes:
1. **REGULAR MEMBER:** A person who has at least six months current, continuous sobriety may become a regular member of Anona West upon payment of dues. The rights and privileges of a regular member include the right to vote and hold office and to petition the Operating Board. A regular member shall have full use of the facilities of Anona West as provided by current Anona West policy.
  2. **ASSOCIATE MEMBER:** A person with 30 days current continuous sobriety is welcome to become an associate member upon payment of dues. An associate member may vote and may use the Anona West facilities with or without limitations as determined by the Board. An associate membership will be converted to regular membership after six months of continuous sobriety.
  3. **SPECIAL MEMBER:** In consideration of outstanding service or disability, or for other significant reasons, an individual may be awarded the classification of Special Member, which entails the same rights and privileges as Regular Member but is exempt from the payment of dues.
- B. **APPLICATION FOR MEMBERSHIP,** of whatever class, shall be made, with the support of any regular or special member, to the Membership Director, who shall submit the name of the applicant for approval by the Operating Board at the next regularly scheduled meeting.
- C. **PAYMENT OF MEMBERSHIP DUES:** Annual dues, set by the Operating Board, shall be payable each year on October 1st. Unpaid memberships shall automatically lapse on December 31st, but the Membership Director shall give the unpaid member written

notice 30 days prior to that time. New members who join in the middle of the membership year shall pay a correspondingly lesser amount in dues.

D. SUSPENSION OF MEMBERSHIP for failure to comply with the sobriety requirement or for Suspension of Access ([Article X, Section D.1](#)) may be imposed at any time by majority vote of the Operating Board, which means the relinquishment of all rights and privileges of membership, including the right to hold a key, to vote, to hold office, and to petition the Operating Board (it may also mean a refund of part of the annual membership dues), but a relapse alone should keep no one from attending meetings at Anona West.

E. REINSTATEMENT OF MEMBERSHIP: Application for reinstatement shall be made in the same manner as application for membership. The Membership Director shall review the circumstances and make recommendation to the Operating Board for approval.

### **ARTICLE VIII: RIGHT OF DECISION**

A. DERIVATION. Tradition Two of AA recognizes the practical need for "Trusted Servants," which means two things:

1. Responsible Trustees and Officers shall be entrusted to decide, within the framework of these by-laws, how they will interpret and apply their own authority and responsibility as to each particular question, problem or situation as it arises; and
2. Those so entrusted are servants, seeking always to perform their duties humbly and in keeping with the traditions of AA, with the principles embodied in the 12 Steps, and with the Intent and Purposes of Anona West as set forth in [Articles II and III](#) of these bylaws.

B. APPLICATION. Pursuant to Tradition Two, leadership discretion shall herewith be invested in the Trustees and Officers by endowing them with a traditional "right of decision."

### **ARTICLE IX: RIGHT OF PETITION**

A. OPERATING BOARD. Any five or more club members, including both non-officers and officers, may petition the Operating Board to hold a special meeting.

1. The petition shall state the reason for the proposed meeting.
2. Such a meeting shall be held at the convenience of the Officers but within fourteen days of the date of filing the petition with the Secretary, President, or Vice-President of the Operating Board.

B. BOARD OF TRUSTEES. In the event that any issue set forth in such a petition cannot be adequately resolved at the meeting of the Operating Board, or when the Operating Board fails to convene a quorum within the requisite time period, the members have the right to petition the Board of Trustees directly.

1. The Board of Trustees shall hold a special meeting at the convenience of the Trustees but within fourteen days of the date of filing the petition with the Chair, Vice-Chair, or Secretary/Treasurer of the Board.

2. The decision of the Board of Trustees on the issue(s) raised in the petition shall be deemed final by the members of the Club.

## **ARTICLE X: STANDARD OF CONDUCT**

A. There shall be no alcoholic beverages on the premises of Anona West, but no one should be kept out of meetings simply because of being under the influence of alcohol or some other drug.

B. Generally, there shall be no gambling or card playing on the premises. The Operating Board may relax this rule for specific times, such as an all night New Year's Eve vigil, but only so long as every Club member present at such a time is satisfied that the primary purpose of the Club is being served: a single person who has come for a meeting or to talk about sobriety shall constitute a majority of one.

C. Obviously, the quality of language will be adjusted to the sensibilities of all persons present, and behavior in general must be socially acceptable at all times. Beyond that, the Operating Board may or may not promulgate additional specific rules and guidelines, to be posted on the bulleting board, as the Board sees fit.

D. "Our common welfare should come first; personal recovery depends upon A.A. unity." The Board of Trustees and the Operating Board shall honor the autonomy of the 12-Step meetings, and each group is perfectly free to determine its own content, format, and style of participation. Each group is self-governing. As far as the Boards are concerned, any individual who comes to attend 12-Step meetings in pursuit of sobriety may participate as the spirit moves, but only insofar as his or her behavior does not impinge markedly and unacceptably on the rights of others to the benefits of the meetings.

1. **SUSPENSION OF ACCESS TO ANONA WEST.** The Operating Board has the power, at any regularly scheduled or special meeting, to suspend any person's access to the premises of Anona West if it determines that, given the person's recent behavior at Anona West, it is likely that the person will continue to disrupt meetings or otherwise behave in such a way as to interfere markedly and unacceptably with the rights of others to the benefits of meetings or the enjoyment of the premises.

a. **SUSPENSION BY VOTE OF THE BOARD.** The person in question shall be given written notice at least 7 days prior to the meeting at which such action may be taken, and be allowed to respond in writing, prior to the meeting, to the reasons given in the notice. Before any vote is taken, each Board member shall read both the written notice and any written response, and the Board may, in its discretion, also allow the person in question to be heard before the vote.

b. **IMMEDIATE SUSPENSION PRIOR TO THE BOARD MEETING.** Upon agreement by the Membership Director and the President (or the Vice-

President), or any three members of the Board, a person may be advised in a letter signed by the two or three Club officers whose decision it is that, effective immediately, he/she will be forbidden entrance to the Club building pending a decision of the full Board at the next regularly scheduled Board meeting, as in subsection a, above.

## 2. DURATION OF SUSPENSION AND REINSTATEMENT

a. DURATION. Any decision by the Board to suspend an individual's access to the premises of Anona West may specify particular conditions to be satisfied before permission to return is granted (which may include reimbursement for damages) and must indicate the duration of the suspension and specify a date other than a Sunday on which the person will become eligible for reinstatement.

b. REINSTATEMENT: A person so suspended may request reinstatement by filing (with the President, Vice-President, or Secretary of the Board) a written petition, countersigned by one or more supporting Club members. The petition, if received at least one week in advance, shall be decided at the first Board meeting following the person's eligibility date.

The person seeking reinstatement may, if he or so chooses, offer a statement in support of the petition, either in writing as part of the petition or in person before the Board.

Except when the person has failed to honor the terms of the original suspension, his or her petition for reinstatement, properly and timely filed, shall be granted.

## **ARTICLE XI: PARLIAMENTARY PROCEDURE.**

All meetings of the Board of Trustees and of the Operating Board shall be conducted according to the procedures set forth in Robert's Rules of Order.

A. This means, among other things that, although all such meetings are open to the entire membership of Anona West, the person chairing each meeting shall set the agenda of matters to be addressed.

B. Club members, Officers, or Trustees desiring to have a particular matter discussed should notify the meeting chairperson at least seven days in advance of the meeting, in which case the matter shall be included on the agenda.

## **ARTICLE XII: AMENDMENT OR REVISION OF BYLAWS.**

These bylaws may be amended or revised only by the execution of a Corporate Resolution signed by five (5) of the Trustees. In the event that, for whatever reason, the number of trustees has fallen below five, then there shall be no amendment or revision of the bylaws until the vacancies have been filled and the five requisite signatures have been obtained.