

YANA FOUNDATION, INC.

BYLAWS -6-20-2016

ARTICLE I. PURPOSE

**SECTION 1. Purpose:** The purpose of the YANA Foundation, Inc. (henceforth refer to as “the Corporation”) is (1) to encourage abstinence from alcohol; (2) to maintain a library and disseminate literature concerning the adverse effects from the abuse of alcohol; (3) to disseminate literature concerning steps to recovery and continued abstinence; (4) to ~~provide~~ permit regular group meetings of AA, ALANON, ACA, or other allied programs, ~~dates for groups previously approved by the Board of Directors, to be held on the campus;~~ (5) to represent and serve the Members of the Corporation; and (6) to do all other things that may be useful or helpful ~~in from~~ the promotion of abstinence ~~in from~~ the use of alcohol, including the practice of principles advocated by Alcoholics Anonymous.

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ARTICLE II. MEETING OF THE MEMBERS

**SECTION 1. Annual Meetings:** A Meeting of the Members shall be held annually. The date and place of the Annual Meeting of the Members shall be designated by the Board of Directors.

**SECTION 2. Special Meetings:** Special Meetings of the Members shall be held when directed by the President of the Board of Directors or when requested in writing by at least ten (10) Members having the right to vote. Special Meetings of the Members requested by members shall be called for a date not less than ten (10) days nor more than thirty (30) days after the request is made. The call for a Special Meeting shall be issued by the ~~Corresponding~~ Secretary, unless the President, Board of Directors or Members requesting the call for such Special Meeting of the Members shall designate another person to do so.

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**SECTION 3. Place of Meeting:** Meetings of the Members may be held only within Lee County, Florida.

**SECTION 4. Notice:** Notice of each Meeting of the Members, signed by the ~~Corresponding~~ Secretary, shall be sent to the members in the form they request, such as by postal mail, mailed or through some electronic means (e.g., emailed-, text, etc.) at the appropriate address ~~to each member at his or her address~~ as it appears on the Book of Record of the Members of the Corporation not less than ten (10) days nor more than thirty (30) days before the date set for the Meeting. Any Member may waive notice of any Meeting of the Members upon the request of any Member.

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**SECTION 5. Voting:** Every Member as recorded in the Book of Record of the Members shall be entitled to one vote each (except for Family Membership which has two votes) upon each proposal presented at Meetings of the Members. The Book of Record of Members shall be produced at any meeting of the Members upon request of any Member.

**SECTION 6. Quorum:** Ten (10) Members present, in person, shall constitute a quorum at any Meeting of the Members.

**SECTION 7. Proxies:** At any Meetings of the Members, any Member not in attendance may be represented and vote by a proxy appointed by a signed notarized form obtained from and returned to, the ~~Recording~~ Secretary, prior to the date of the meeting.

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ARTICLE III. DIRECTORS

**SECTION 1. Function:** The Purpose, as declared by Article I, Section 1, and the business of the Corporation shall be managed, and its corporate power exercised, by a Board of Directors.

**SECTION 2. Election:** The President shall appoint a Nominating Committee annually as set forth in Article VII, Section 1, Subparagraph e, whose purpose is to nominate the number of persons each year as set forth in Article III, Section 8 of these Bylaws, to be voted upon at the Annual Meeting of the Members to serve as Directors. Nominations for board directors will be selected by the committee, and also be accepted by the Nominating Committee from members of the corporation in good standing in advance of the Annual Meeting. Nominations may also be accepted "from the floor" at the Annual Meeting where the elections are held. In either case, o Only members of the Corporation in good standing may be nominated or elected to serve on the Board of Directors. Any person holding a Board of Directors, or Officers position for the YANA Corporation, Inc., must have a minimum of at least one (1) year complete and of continuous sobriety, or in the case of an allied program such as for ALANON or ACA, only members, one year of continuous Recovery.

**SECTION 3. Vacancies:** Vacancies in the Board of Directors occurring between Annual Meetings of the Members shall be filled by the appointment by of the President, for the remainder of the vacated Director's term. Such appointments shall be approved by a majority of the remaining Directors for the remainder of the vacated director's term. In the event there is a vacancy in the presidency due to resignation or other long term reason, the Vice President will assume the duties of the President until the next regularly scheduled meeting of the Board of Directors, when a new President can be elected.

**SECTION 4. Quorum, In Person Voting:** A quorum shall be defined as the presence of a majority of the currently filled Directors' positions plus any appointed Directors at large. A quorum shall be necessary to transact business of the Board of Directors.

- a. The acts of the majority of the Directors present at a meeting where a quorum is present shall be the acts of the Board of Directors, unless the state or federal laws, the Articles of Incorporation, or these Bylaws, requires the act of a greater number.
- b. Any and all directors may participate in a regular or special meeting by, or conduct the meeting through, the use of, any means of communication service by which all directors participating may simultaneously identify and hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting. A roll call will be necessary at the beginning of the meeting, and after each act of the board is taken.

**SECTION 5. Quorum: Voting by Email.** Voting by email is permitted under these bylaws. The use of email voting will be determined by the President in the event a quorum is not present at a regular or special meeting of the Board of directors; or in the event that Board action is considered desirable and necessary at a time between regularly scheduled meetings. In such cases, all Board directors have the right to submit a vote within a specified time period, not less than 48 hours, and no more than 7 days. Vote by e-mail will b conducted in the following manner:

- a. The President or any three (3) directors may request a vote on a motion via e-mail. The recommended motion must be clearly written, with clear and explanation complete explanation and justification. Directors will have three options regarding their vote:

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- i. [Vote to pass the motion](#)
  - ii. [Vote to reject the motion](#)
  - iii. [Express the opinion that the motion is not amenable to an electronic vote.](#)
- b. [If any member objects to the electronic vote, the motion would remain subject to the "in person" quorum voting rules. If no objections are received, a simple majority of all Board Directors is required to pass the vote.](#)
- c. [In order to conduct the votes by email at any time, all directors must have access to electronic mail, and it is the responsibility of each director to inform the Secretary of the correct email address for purposes of correspondence and email voting.](#)

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**SECTION 65. Place of Meeting:** The Board of Directors' meeting may be held at any place within the State of Florida as the Directors may designate.

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**SECTION 76. Time of Meetings:** Meetings of the Board of Directors shall be held at such times as the Board of Directors may fix, and Special Meetings at other times upon the call of the President or by any five (5) of the Directors. ~~Notice of each Special Meeting of the Board of Directors shall be given by the Corresponding Secretary. The Corresponding Secretary shall give notice of each Special Meeting of the Board of Directors~~ to each Director not less than seven (7) days before the meeting. Each Director shall have the right to waive notice of any Special Meeting of the Board of Directors before, at, or after the meeting.

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**SECTION 87. Removal from Office:**

- a. Any Director may be removed from the Board of Directors by vote of not less than a majority ~~three quarters (3/4)~~ of the Directors present at any regular Meeting of the Board of Directors where a quorum is present, or at any Special Meeting of the Board of Directors where written notice of the meeting and its purpose is given to the Directors, including the Director sought to be removed for the following causes:
1. If he or she ceases to be a Member of the Corporation;
  2. If he or she is absent without notice given to ~~the Secretary or the President~~ another Director from two (2) consecutive meetings of the Board of Directors where notice of meetings were given;
  3. For other just cause at the discretion of the Board of Directors. In such case, removal shall be at the discretion of the Board of Directors as to the justification for removal shall be final and conclusive.
- b. Or, a quorum being present, upon the vote of three-fourths (3/4) of the voting Members at a Special Meeting of the Members where notice is given to the Director affected and the Members, any Director may be removed with just cause.

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**SECTION 98. Number:** The Corporation shall have a Board of Directors consisting of twelve (12) members. The election of each member shall be held at the Annual Meeting of the Members by a majority vote of a quorum of Members attending the meeting.

- a) Each Director shall be elected to serve a three (3) year term. Four directors shall be replaced each year. ~~The Board of Directors may appoint Directors to fill absentee Board positions.~~
- b) Term Limits: a director may be elected to a second consecutive term by the majority of a quorum of Members at the respective Annual Meeting. However, under no circumstances can a director serve more than two consecutive terms (6 years). This term is not reduced or limited if the director has previously filled a vacated board position for the duration of that unexpired term.

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#### ARTICLE IV. ADVISORY COUNCIL

**SECTION 1. Appointment:** The Board of Directors may appoint up to six (6) individuals to serve as an Advisory Council who shall be selected from community leaders expressing interest in the work and purpose of the Corporation and shall not be required to be Members of the Corporation.

**SECTION 2. Participation:** The Advisory Council may participate at Board of Directors' meetings, as required, and shall assist the Board of Directors in meeting, maintaining and furthering the purpose of the Corporation as defined by Article I, Section I, and in any other matters the Board of Directors considers pertinent in the conduct of its business.

**SECTION 3. Terms of Office:** Members of the Advisory Council may serve for up to one (1) year and may be reappointed at the discretion of the Board of Directors.

**SECTION 4. Advisory Council Subject To:** Members of the Advisory Council are subject to Article III, Section 7.

#### ARTICLE V. OFFICERS

**SECTION 1. Officers:** This Corporation shall have a President, Vice President, ~~Recording Secretary, Corresponding Secretary~~, a Treasurer and an Assistant Treasurer who shall be Directors. Each Officer shall be chosen by a majority vote of the newly elected Board of Directors at the first Board of Directors meeting following the annual meeting of the Members. The President and Treasurer shall serve for a period of two (2) years. The Vice President, ~~Recording Secretary, Corresponding Secretary~~ and Assistant Treasurer shall serve for a term of one (1) year. The outgoing President shall remain as an ex-officio voting Director for one (1) year. Any person may hold two (2) or more offices, except that the President may not be the Secretary. No person holding two (2) offices shall sign an instrument in the capacity of more than (1) office. At least one (1) year complete and of continuous sobriety in AA, or one year of continuous recovery in an allied program such as ALANON or ACA, is required for candidates for any officer position. ~~One (1) year of continuous sobriety for in the case of ALANON-only members, continuous recovery) is required for all officers.~~ The President shall be a non-voting member except in tie situations, but his input in all discussion is encouraged.

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**SECTION 2. President:** The President shall be the Chief Executive Officer of the Corporation, shall have general and active management of the business and affairs of the Corporation subject to the directions of the Board of Directors. The President shall be an ex-officio voting member of all committees.

**SECTION 3. Vice President:** The Vice-President shall act as a liaison between the Board of Directors and the Groups holding meetings on the Corporation's property and shall act in place of the

President when the President is not available to act or if a vacancy occurs in that office, and do whatever other duties the Directors may assign.

**SECTION 4. Recording Secretary:** The Recording Secretary shall have custody of, and maintain all of the corporate records, except the financial records, ~~and the Book of Record of the Members;~~ shall record the minutes of all Meetings of the Members and the Board of Directors; ~~and perform such other duties as may be prescribed by the Board of Directors or the President.~~ working with the Membership Committee, shall maintain and have custody of the Book of Records of Members; shall send out notices of all regular and special meetings of the Board of Directors and the Members of the Corporation; and perform such other duties as may be prescribed by the Board of Directors or the President.

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**SECTION 5. Corresponding Secretary:** ~~In addition,~~ The Corresponding Secretary shall have custody of, and maintain Book of Record of Members, shall also send out all notices of all meetings; keep a listing of responsible persons from each group holding meetings on the Corporation's properties; ~~and perform such other duties as may be prescribed by the Board of Directors or the President.~~

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**SECTION 65. Treasurer:** The Treasurer shall have custody of and maintain all of the corporate financial records. ~~In addition, the Treasurer shall directly, or through agents of the Corporation approved by the Board, keep correct and complete records of account, showing accurately at all times, the financial condition of the Corporation. The Treasurer will distribute funds as necessary to fulfill financial obligations (e.g., mortgage payments, invoices for services rendered, etc.); to manage payroll expenses of any and all employees of the Corporation; and to perform such other duties as may be prescribed by the Board of Directors or the President.~~ The Treasurer shall also chair the Budget and Finance Committee.

**SECTION 76. Assistant Treasurer:** The Assistant Treasurer shall assist the Treasurer in the performance of his or her duties, be responsible for rent collections; and perform such other duties as may be prescribed by the Board of Directors or the President.

#### ARTICLE VI. RESIGNATION OF OFFICERS AND DIRECTORS

**SECTION 1.** Officers, Directors and Members of the Advisory Council may resign their office upon written notice to the Board of Directors which shall be considered at the next regular Meeting of the Board of Directors.

#### ARTICLE VII. COMMITTEES

**SECTION 1. Standing Committees:** The Standing Committees of the Corporation shall be: Membership, Budget and Finance, ~~Audit,~~ Ways and Means, ~~Bylaws,~~ Nominating, and House Committees. Each standing committee shall be chaired by a Director as outlined below and have at least three members. The President shall be an ex-officio voting member of each standing committee.

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- a. **Membership Committee:** The purpose of the committee shall be to maintain a Book of Record of the members of the Corporation, and to seek ways of maintaining present Members and attracting new Members. The Chair of this Committee shall be the Corresponding Secretary and shall include at least two other Members of the Corporation in good standing who may or may not be members of the Board of Directors.

**b. Budget & Finance Committee:** The purpose of the Budget and Finance Committee shall be to maintain the financial records of the Corporation and to develop an operating budget for the Corporation. The Chair of this committee shall be the ~~Vice-President/President elect~~ Treasurer of the Corporation, and shall include the ~~Treasurer~~ Vice President and shall include at least one of the Members of the Corporation in good standing. The committee shall prepare an operating budget each year to be presented to, and approved by, the Board of Directors 60 days before the start of the fiscal year, ~~in which the Vice President/President elect becomes President.~~

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**c. Audit Committee:** The purpose of the Audit Committee is to ensure the accuracy of the annual financial statements, and to ensure that tax returns are filed annually. The committee shall be chaired by a Director, other than the Treasurer, and shall include at least two other Members of the Corporation in good standing who may or may not be members of the Board of Directors.

**d. Ways & Means Committee:** The purpose of the Ways and Means Committee is to seek avenues to raise funds to support the Corporation in pursuing its stated purpose as set forth in Article I, Section 1, through special events. The committee shall be chaired by a Director and shall include at least two other Members of the Corporation in good standing who may or may not be members of the Board of Directors.

**e. Nominating Committee:** A Nominating Committee of three persons, one of which shall be a Director, shall be appointed each November to prepare a slate of ~~persons~~ candidates for Board Director positions as set forth in Article III, Section 2, to be voted upon at the Annual Meeting of the Members, ~~to serve as Directors.~~ The Committee shall be chaired by a Director and shall include at least two other members of the Corporation in good standing who may or may not be members of the Board of Directors.

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**f. House Committee:** The purpose of the House Committee is to oversee the general maintenance of the Corporation's property including the building and grounds. The Committee shall be chaired by a Director and shall include at least two other members of the Corporation in good standing who may or may not be members of the Board of Directors.

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~~f.g.~~ **Communications Committee:** The purpose of the Communications Committee is to prepare, distribute and manage all communications to Members of the Corporation, Group Leaders, and to the general public. The work of the committee includes preparation of social media pages, batch emails, postal mail, paper and digital Foundation newsletter, and the Foundation Website. The Committee shall be chaired by a Director and shall include at least two other members of the Corporation in good standing who may or may not be a member of the Board of Directors.

**SECTION 2. Appointment:** Subject to approval by a majority vote of the Board of Directors, the President shall appoint such committee chairpersons as soon as possible after his or her succession to the Presidency. All Committee members and chairpersons shall be members in good standing of the Corporation.

**SECTION 3. Other Committees and Task Forces:** The President, with the approval of the Board of Directors, may form such other short duration Committees or Task Forces and appoint their chairpersons as deemed necessary to further the work and purpose of the Corporation. All other Committees and Task Forces shall be chaired by a Director and shall include at least two other Members of the Corporation. (An example of a Task Force would be a Long Range Planning Task Force whose purpose would be to develop a Long Range Plan for the Corporation. The Long Range Plan would include financial and capital improvement goals. The Committee would be chaired by a Director and would include at least two other Members of the Corporation in good standing who may or may not be members of the Board of Directors.)

#### ARTICLE VIII. SEAL

**SECTION 1. Form:** The corporate seal shall have the same name of the Corporation and the word "seal" thereon and may be facsimile, engrave, printed or an impression seal.

#### ARTICLE IX. AMENDMENT

**SECTION 1. Amendment:** The Articles of Incorporation and/or these Bylaws may be altered, amended, or rescinded by a majority vote of those members present at any Meeting of the Members or Special Meeting of the Members called for that purpose, after due written notice has been mailed to each member's last known address not less than ten (10) days prior to the date of said meeting.

#### ARTICLE X. BANK ACCOUNTS, CHECKS, NOTES AND ACCEPTANCES

**SECTION 1.** The corporate fiscal year of the Corporation shall be from October 1 through September 30 of each year.

**SECTION 2.** The money and funds of the Corporation will be deposited in such accounts as directed by a Financial Policy approved by the Board of Directors. ~~not otherwise invested by the Board of Directors.~~ Unless otherwise stated in the Financial Policy, all funds shall be deposited by the Treasurer in the name of and to the credit of the Corporation in such bank or banks as the Board of Directors may select. Unless the Board of Directors shall otherwise direct, all checks for routine operational expenses up to and including and amount of \$500 can be signed by the Treasurer or President. On an annual basis, the board will review and adjust up or down, the dollar threshold for single signing checks. However, any notes and acceptances shall be signed by any two (2) of four (4) designated directors. ~~all checks, notes and acceptances shall be signed by any two (2) of four (4) designated directors.~~

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#### ARTICLE XI. MEMBERSHIP AND DUES

**SECTION 1. Members:** The Members of the Corporation shall be persons who will ascribe to and support the Purpose of the Corporation as set forth in Article I, Section 1, of these Bylaws and who shall pay annual membership dues as prescribed by the Board of Directors. Members whose dues are current shall be considered members in good standing.

**SECTION 2. Classification of Members:** The classification of memberships of the Corporation shall be as follows:

- a. Single membership shall consist of one (1) adult.
- b. Family Membership shall consist of two (2) adults, and any minor children.
- c. Life Membership shall be extended to those Members of the Corporation meeting the qualifications as prescribed by the Board of Directors.
- d. Honorary Family Life Membership:
  - (1) Shall be extended to all past Presidents and spouses or surviving spouses after completion of his or her term of office.
  - (2) Any other person may be nominated for Honorary Family Life Membership in recognition of outstanding services to the Corporation. Such nomination shall be submitted to the Board of Directors in writing, and approved by a majority of the Directors present at a regular or special meeting of the board, for approval.

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#### ARTICLE XII. GROUPS

**SECTION 1. Privileges:** No person shall be permitted on the premises of the Corporation under the influence of alcohol or drugs unless they are escorted by an active member of the Corporation, who will be held responsible for the actions of the escorted person.

**SECTION 2. Activities:** It will be the responsibility of the activity chairperson to bring to the attention of the Board of Directors the intent of the activity. If said activity is approved by the Board of Directors, it will be the responsibility of the activity chairperson to assume the responsibility set forth by the Board of Directors respecting conformity with the published rules and regulations and conduct of all activities approved by the Corporation. If said group activity is found negligent in its compliance with published rules and regulations, and is cited by the Board of Directors in writing, it shall then be voted upon respecting whether said group should be suspended from performing future activities on the premises of the Corporation.

**SECTION 3. Responsibilities:** It will be the responsibility of any active group meeting at YANA Foundation, Inc., building to have one responsible person who will sign an agreement with the Corporation to abide by the rules and regulations written therein and to comply with any house rules that shall be set forth.

#### ARTICLE XIII. SUSPENSION

**SECTION 1. Suspension:** The Board of Directors shall have the authority, at its sole discretion, to deny membership and suspend any person, Member in good standing, or non-member from the Yana Foundation, Inc., building and its properties, whose conduct or actions are illegal or are deemed to be detrimental to the overall operation and the purpose of the Corporation as set forth in Article I, Section 1 of these Bylaws. Suspensions may be of varying length depending upon the severity of the infraction. The suspended party may apply in writing for a review of the suspension by the Board of Directors. After review by the Board of Directors, the Board may, at its discretion, change the Board's earlier decision. The suspended party may testify at the review hearing and present any evidence that supports the appeal.

#### ARTICLE X-IV. ORDER OF BUSINESS

**SECTION 1. Board of Directors Meetings:** The order of business of any regular or called meeting of the Board of Directors shall be as follows:

1. Call to Order.
2. Roll Call.
3. Approval of the Minutes of the last meeting (reading of the minutes is not required).
4. Financial Report.
5. Committee Reports.
6. Old Business.
7. New Business.
8. Member Input and Comments.
9. Adjournment.

**SECTION 2. Meetings of the Members:**

1. Call to Order.
2. Reading and approval of the Minutes of the last Annual Meeting of the Members.
3. Financial report.
4. Standing Committee Reports.
5. Other Committee or Task Force Reports.
6. Old Business.
7. New Business.
8. Member Input and Comments.
9. Adjournment.

WE HEREBY CERTIFY that the above and foregoing Bylaws were adopted by vote of the membership at the Annual Meeting held at the YANA Foundation, Inc., building on the \_\_\_ day of \_\_\_\_\_, 2016.

Attest: Chairperson Of the Annual Meeting\_\_\_\_\_.

Attest: Secretary of the Annual Meeting\_\_\_\_\_.