

Form **990-EZ**

Short Form Return of Organization Exempt From Income Tax

OMB No 1545-1150

2009

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)
 ▶ Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form.
 ▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2009 calendar year, or tax year beginning **JANUARY 1**, 2009, and ending **DECEMBER 31**, 20 09

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization AMERICAN RIVER ALANO, INC		D Employer identification number 94-3224987
		Number and street (or P O box, if mail is not delivered to street address) Room/suite		E Telephone number 916-989-8563
		P. O. BOX 2354		F Group Exemption Number ▶ N/A
		City or town, state or country, and ZIP + 4 ORANGEVALE, CA 95662-2354		

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

G Accounting Method Cash Accrual
Other (specify) ▶

H Check if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

I Website: ▶ www.AmericanRiverAlano.org

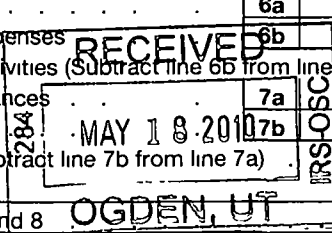
J Tax-exempt status (check only one) — 501(c) (3) ◀ (insert no) 4947(a)(1) or 527

K Check if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts, if \$500,000 or more, file Form 990 instead of Form 990-EZ ▶ \$ **29287**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)

		1	2	3	4	5a	5b	5c	6a	6b	6c	7a	7b	7c	8	9	10	11	12	13	14	15	16	17	18	19	20	21					
Revenue	1	Contributions, gifts, grants, and similar amounts received														6077																	
	2	Program service revenue including government fees and contracts														16800																	
	3	Membership dues and assessments														6341																	
	4	Investment income														68																	
	5a	Gross amount from sale of assets other than inventory																															
	b	Less: cost or other basis and sales expenses																															
	c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)															0																
	6	Special events and activities (complete applicable parts of Schedule G) If any amount is from gaming, check here <input type="checkbox"/>																															
	a	Gross revenue (not including \$ _____ of contributions reported on line 1)																															
b	Less: direct expenses other than fundraising expenses																																
c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)															0																	
7a	Gross sales of inventory, less returns and allowances																																
b	Less: cost of goods sold																																
c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)															0																	
8	Other revenue (describe ▶ _____)															0																	
9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8															29287																	
Expenses	10	Grants and similar amounts paid (attach schedule)														0																	
	11	Benefits paid to or for members														0																	
	12	Salaries, other compensation, and employee benefits														0																	
	13	Professional fees and other payments to independent contractors														0																	
	14	Occupancy, rent, utilities, and maintenance														28539																	
	15	Printing, publications, postage, and shipping														335																	
	16	Other expenses (describe ▶ <u>BANKING FEES AND ANNUAL MEETING</u>)														41																	
17	Total expenses. Add lines 10 through 16														28915																		
Net Assets	18	Excess or (deficit) for the year (Subtract line 17 from line 9)														372																	
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)														13019																	
	20	Other changes in net assets or fund balances (attach explanation)														0																	
	21	Net assets or fund balances at end of year. Combine lines 18 through 20														13391																	



Part II Balance Sheets. If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ.

(See the instructions for Part II.)

		(A) Beginning of year	(B) End of year
22	Cash, savings, and investments	11602	11673
23	Land and buildings	0	0
24	Other assets (describe ▶ <u>PREPAID RENTS AND DEFERRED EXPENSES</u>)	1684	1660
25	Total assets	13286	13333
26	Total liabilities (describe ▶ <u>ACCRUED EXPENSES</u>)	267	57
27	Net assets or fund balances (line 27 of column (B) must agree with line 21)	13019	13390

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Part V Other Information (Note the statement requirements in the instructions for Part V.)

		Yes	No
33 Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	33		✓
34 Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes	34	✓	
35 If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T.			
a Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?	35a		✓
b If "Yes," has it filed a tax return on Form 990-T for this year?	35b		✓
36 Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N	36		✓
37a Enter amount of political expenditures, direct or indirect, as described in the instructions ▶ 37a _____ 0			
b Did the organization file Form 1120-POL for this year?	37b		✓
38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?	38a		✓
b If "Yes," complete Schedule L, Part II and enter the total amount involved	38b		0
39 Section 501(c)(7) organizations. Enter:			
a Initiation fees and capital contributions included on line 9	39a		0
b Gross receipts, included on line 9, for public use of club facilities	39b		0
40a Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ _____ 0 ; section 4912 ▶ _____ 0 ; section 4955 ▶ _____ 0			
b Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	40b		✓
c Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ _____ 0			
d Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization ▶ _____ 0			
e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T.	40e		✓
41 List the states with which a copy of this return is filed. ▶ <u>CALIFORNIA</u>			
42a The organization's books are in care of ▶ <u>WALLACE RAPP</u> Telephone no. ▶ <u>916-989-8563</u> Located at ▶ <u>P.O. BOX 2354, ORANGEVALE, CALIFORNIA</u> ZIP + 4 ▶ <u>95662-2354</u>			
b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	42b		✓
If "Yes," enter the name of the foreign country: ▶ _____ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts .			
c At any time during the calendar year, did the organization maintain an office outside of the U S ?	42c		✓
If "Yes," enter the name of the foreign country: ▶ _____			
43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 — Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43 _____ 0			
44 Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ	44		✓
45 Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ	45		✓

Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46-49b and complete the tables for lines 50 and 51.

	Yes	No
46 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	46	✓
47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	47	✓
48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	48	✓
49a Did the organization make any transfers to an exempt non-charitable related organization?	49a	✓
b If "Yes," was the related organization a section 527 organization?	49b	✓

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
NONE				

f Total number of other employees paid over \$100,000 ▶ _____

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
NONE		

d Total number of other independent contractors each receiving over \$100,000 ▶ _____

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
Signature of officer: *Wallace W Rapp* Date: *May 17, 2010*
Type or print name and title: **WALLACE W. RAPP, TREASURER**

Paid Preparer's Use Only
Preparer's signature: _____ Date: _____ Check if self-employed:
Firm's name (or yours if self-employed), address, and ZIP + 4: _____ EIN: _____ Phone no: _____

May the IRS discuss this return with the preparer shown above? See instructions ▶ Yes No

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test—2009. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
b 33 1/3% support test—2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	16416	15802	13131	14357	12418	72124
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	12519	14421	14805	16340	16800	74885
3 Gross receipts from activities that are not an unrelated trade or business under section 513	0	0	0	0	0	0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf	0	0	0	0	0	0
5 The value of services or facilities furnished by a governmental unit to the organization without charge	0	0	0	0	0	0
6 Total. Add lines 1 through 5	28935	30223	27936	30697	29218	147009
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	0	0	0	0	0	0
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year	0	0	0	0	0	0
c Add lines 7a and 7b	0	0	0	0	0	0
8 Public support (Subtract line 7c from line 6)						147009

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6	28935	30223	27936	30697	29218	147009
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	13	14	48	87	68	230
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975	0	0	0	0	0	0
c Add lines 10a and 10b	13	14	48	87	68	230
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on	0	0	0	0	0	0
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)	0	0	0	0	0	0
13 Total support. (Add lines 9, 10c, 11, and 12.)	28948	30237	27984	30784	29286	147239

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	99.84 %
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	99.86 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	0.16 %
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	0.16 %

- 19a **33 1/3 % support tests—2009.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and stop here. The organization qualifies as a publicly supported organization
- b **33 1/3 % support tests—2008.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and stop here. The organization qualifies as a publicly supported organization
- 20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

American River Alano
PO Box 2354
Orangevale, CA 95662



Tel: (916) 989-8563
Fax: (916) 989-8516
TIN: 94-3224987

"A 501(c)(3) Organization"

CERTIFICATE OF CONFORMANCE

The undersigned hereby certifies that the enclosed copy of the

American River Alano, Incorporated

BY-LAWS

As revised in 2004 and amended on November 15, 2009

Are a true and accurate copy of the By-laws as

Approved by the General Membership at the

2009 Annual General Membership meeting at

9346 Greenback Lane, Suites 8 and 9

On November 15, 2009

Signed:

May 14, 2010

Steve Sarro, President

A handwritten signature in black ink, appearing to read 'Steve Sarro', with a large, stylized initial 'S'.

AMERICAN RIVER ALANO, INCORPORATED

BY-LAWS

ARTICLE I - GENERAL

1. **Applicability:** The provisions of the California Corporations Code, Sections 5000 through 6910 are hereby incorporated by reference. These By-Laws are intended to only augment and/or identify permitted Corporation preferences and may not contradict any provisions of the Code, a portion of California law.
2. **Definitions and abbreviations:** These apply within and throughout these By-Laws and internal Corporation communications:
 - a. **ARA**, refers to, and is synonymous with, the American River Alano, Inc.
 - b. **Board**, refers to, and is synonymous with the Board of Directors.
 - c. **Corporation**. Refers to, and is synonymous with, ARA
 - d. **CCC Sect. XXXX**, specifies an applicable section of the California Corporations Code.
 - e. **Eligible voting member**, denotes a member in good standing
 - f. **IAW**, means **In Accordance With**, or, subject to the provisions of. . .
 - g. **. . .in good standing**, means that membership dues are current and that there are no expulsion or removal actions pending.
 - h. **. . .Meetings**, wherever the words **annual meeting** or **regular meeting** occur, it is construed to include the phrase "**or special meeting held in lieu of.**"
 - i. **Members**, individuals accepted and entered in the Corporation records as one of the three classes of membership. Attendees of 12 Step Groups using ARA facilities are not automatically members of ARA due to that attendance.

ARTICLE II. PRINCIPAL OFFICE

The principal office of the Corporation for the transaction of its business is located in Sacramento County, California. The county of the Corporation's principal office can be changed only by amendment of these ByLaws and not otherwise. The Board may, however, change the principal office from one location to another within the named county. Any such change of address shall be noted by the Secretary in these ByLaws, but shall not be deemed an amendment of these ByLaws. The Corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board may, from time to time, designate.

ARTICLE III. PURPOSE

The sole purpose of ARA is to purchase and/or lease real property to provide adequate meeting facilities for nonprofit 12-Step self-help groups.

ARTICLE IV. TYPE OF CORPORATION (Amended 11/15/2009)

1. The Corporation is incorporated as a Nonprofit Public Benefit Corporation under the laws of the State of California, Corp Number C1918151.
2. **The Corporation shall not cause any dividends or similar distributions to be paid from the proceeds of the Corporation or its activities. There are no shareholders.**
3. The Corporation shall restrict its membership to persons as provided for in these ByLaws.
4. The Corporation shall be autonomous, and shall not take any actions that may be construed as, or lead to, becoming an affiliate of any other organization, group or corporation.

ARTICLE V. BYLAW SPECIFICATIONS

1. **Amendments.** These By-Laws, or any one of them, may be altered, amended or repealed IAW CCC Sect. 5150 and 5151 and as follows:
 - a. By a simple majority vote of a quorum of the voting members present at a meeting called for that purpose with written notice to all voting members at least ten days prior to the meeting.
 - b. Any ten or more voting members in good standing may request, in writing, proposed amendments to these bylaws. Such requests shall state the proposed amendments in detail and shall indicate whether consideration for such amendments shall be made by the Board, or call for a special meeting of the voting membership. The request shall be signed by each of the ten or more members and shall be binding on the Board to act.
 - c. By the Board at any time by a two-thirds vote of a quorum of the Board except that an amendment to change the number of Directors may not be adopted without a vote of the voting members as specified above.
 - d. Any amendments adopted by the Board shall be binding on the members unless and until rejected by the voting members at the next annual meeting. It shall be the duty of the Board to present to the voting members amendments to the ByLaws that have been made by the Board during the year immediately preceding the meeting..
2. **By-Laws Review.** It is recommended that these By-Laws be reviewed, by a special committee formed for that purpose, at least every five years to determine if they are still adequate and appropriate.

ARTICLE VI DIRECTORS, OFFICERS AND TRUSTEES

1. General.

a “. . .the activities and affairs of a corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board. . .” CCC Sect. 5210

b “. . .A director shall perform the duties of a director, including duties as a member of any committee of the board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. . .” CCC Sect. 5231

2. Numbers and qualifications of Directors.

- a. The authorized number of Directors of the Corporation shall be not less than seven (7) and not more than eleven (11). When there is an even number of Directors present, for whatever reason, the President, or Chairperson, may not vote except to break a tie.
- b. The Board should strive to begin each year with a full complement of eleven (11) directors and to fill such vacancies that may occur to insure that the minimum number of seven (7) is not broached. Vacancies shall be filled for the duration of the term of the director being replaced.
- c. Each Director shall be an eligible voting member of ARA.
- d. Any eligible voting member may be appointed or elected to serve as a Director.
- e. All Directors are eligible to succeed themselves in office.
- f. All Directors elected at an annual membership meeting shall serve a two (2) year term commencing January 1st following election and ending December 31st of the year following that. To maintain continuity, only five or six new Directors will be elected each year to replace those who have served their term. Directors elected or appointed by the Board to replace a vacancy will only serve the remaining term of the Director replaced.
- g. The Directors, collectively, comprise the Board of Directors, which shall have five officers; a President who shall be the Chairperson, a Vice President, a Secretary, a Chief Financial Officer who shall be the Treasurer, and a Sergeant at Arms. The remainder are Directors At Large who may also be Trustees.

- 3. Trustees.** The Board may appoint volunteer members or Directors in good standing to perform necessary functions within ARA as “Trustees” who can report to, and present recommendations to the Board at regular meetings. Such trustees might serve in positions including, but not limited to; Cleaning, Facility Maintenance, Finance, Fund Raising, Internet Website activities, 12-Step Meeting Coordination, Membership, etc. These trustees may form volunteer work groups of other members to accomplish the tasks necessary. Such trustees will not have a vote at Board meetings unless they are also Directors.

4. Election, Removal, Vacancy

a. Elections. Replacements for Directors whose term expires at the end of the year shall be elected at the annual membership meeting.

b. Nominations. The Board shall call for nominations for the office of Director IAW CCC Sect. 5511 and 5513 not less than 40 days, nor not more than 90 days prior to each annual meeting of the members. The required positions (President, Secretary, Chief Financial Officer, etc.) will be chosen by the Directors at their organizational meeting following the annual meeting.

- 1)** Nominations received from eligible voting members by the twentieth day prior to the annual meeting shall be listed and that list shall be provided to all members not less than ten days prior to the meeting. Notices by US Mail only shall be mailed twenty (20) days prior.
- 2)** When nominations are presented to the members at the annual meeting, any eligible voting member present may nominate any other eligible member present to be added to the list.

c. Quorum

- 1)** The presence in person of one-third (1/3) of the eligible voting members of ARA shall constitute a quorum for the transaction of business at any meeting of members. There shall be no voting by proxy.
- 2)** The presence in person of a majority of the Directors shall constitute a quorum for the transaction of business at any Board meeting. There shall be no voting by proxy.

d. Ballots and number of votes.

- 1)** The election of Directors at annual meetings shall be by secret ballot. The Sergeant at Arms shall oversee the collection and counting of votes.
- 2)** Those members receiving the highest number of votes shall be elected. In the event of a tie vote, the members tied shall be subject to a run-off ballot.

e. Removal. A Director may be removed for cause IAW CCC Sect. 5220 –5224 by the Board on a two-thirds (2/3) majority vote.

- 1)** Ten (10) or more members may petition the Board in writing for the removal of any Director, stating their reasons therefore. The Board is required to investigate and act at the next meeting following investigation.
- 2)** Any Director having two consecutive unexcused absences, or three unexcused absences in one twelve month period shall be deemed to have completed an automatic resignation.
- 3)** Any Director may resign at any time effective upon giving written notice IAW CCC Sect. 5224 (c)

f. Vacancies. Vacancies on the Board will be filled IAW CCC Sect. 5224 following announcement of the vacancy and acceptance of nominations for at least twenty days.

5. Powers of the Board. These powers are described in CCC Sect. 5140 thru 5142 and 5210 thru 5215 except compensation for Directors is prohibited by these by-laws..

6. Meetings of the Board,

- a. A joint meeting of the old and new Directors shall be held after the annual meeting and prior to commencement of the terms of the new Directors to elect officers and transfer records as necessary.
- b. Regular meetings of the Board shall be conducted at the ARA premises each month on the same day and at the same time, as selected by the Board.
- c. Special meetings may be called with notice IAW CCC Sect. 5211.
- d. All meetings of the Board, except those portions discussing removal of a Director for cause, or punitive actions against an employee, are open to any eligible voting member.

ARTICLE VII DUTIES OF OFFICERS

1. President The President shall be the executive officer of the Corporation and the Chairman of the Board of Directors. He/she shall preside at all meetings of members and of the Board of Directors. At the annual meeting of members, he shall make a report on the general business of the Corporation during the previous year. The President shall nominate all standing committees, subject to the approval of the Board of Directors, and shall be an ex-officio member of each committee.

2. Vice President The Vice President shall, in the absence or disability of the president, perform all duties of the president, and when so acting shall have all the powers of, and be subject to the restrictions on, the president. The Vice President may be assigned other duties and functions.

3. Secretary

a) The Secretary shall keep minutes of all meetings and other associated documents of all meetings of the Directors and of the members.

b) He/she shall insure that required records of the Corporation (CCC Sect. 5160, 6310, 6320, and 6338) are maintained at the corporation office in conjunction with the Treasurer and/or the keeper of software records.

c) He/she shall file biennial reports to the California Secretary of State IAW CCC Sect 6210 during each even year (2004, 2006 etc.)

d) He/she shall conduct and maintain the official correspondence of the Corporation and shall perform such duties as may be designated by the Board of Directors or President.

4. Treasurer

a) The Treasurer shall have general charge of the financial records and accounts of the Corporation, using approved computer software. He/she shall keep and maintain adequate and correct books of account showing the receipts and disbursements of the Corporation and an account of its cash and other assets.

b) The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors. He/she shall render a financial report to the Board of Directors each month and shall submit records for audit at least quarterly.

c) The Treasurer shall receive and safely keep all funds of the corporation and deposit them in the bank or banks that may be designated by the Treasurer and approved by the Board of Directors. Such accounts of the corporation shall be accessible under at least two of the signatures of the president.. vice president, treasurer, manager, or such other Directors as may be designated.

d) The Treasurer, as Chief Financial Officer, is the primary contact with the US Internal Revenue Service and shall file necessary tax related forms and returns.

5. Sergeant at Arms

a) The Sergeant at Arms shall assist in preserving order as the President or Acting Presiding Officer may direct. He or she shall use the guidelines of "Robert Rules of Order current edition, in carrying out the duties as directed.

b) The Sergeant at Arms shall serve as the Inspector of Election IAW CCC Sect 5615 at the annual membership meeting.

ARTICLE VIII MEMBERS (Amended 11/15/2009)

1. Classes There will be three (3) classes of members of the Corporation: Charter, Regular, and Temporary, which may be active, (paid up and eligible to vote,) or inactive, (no longer paid up and ineligible to vote.)

2. Eligibility for Membership. Any individual person expressing and exhibiting an honest desire to provide continuing facility support to 12-Step self help groups in the ARA area of operations may apply for ARA membership.

3. Application procedures.

a) The applicant shall complete an application stating full name, mailing address, telephone numbers, and e-mail address if applicable, and submit the application, with initial dues, to any Director or Trustee to be forwarded to the Treasurer and keeper of software records.

b) The Membership Trustee shall provide written acknowledgement to each applicant by US Mail to the address provided.

4. Temporary Members. Upon receipt of an application accompanied by the dues, such applicant shall be considered a Temporary Member for the first year, with voting rights. Upon payment of the second year's dues, temporary membership will cease and the member will be reclassified as "Regular" or "Charter" as described below. **If a Temporary Member dies during the first year while in good standing, he or she shall be reclassified effective the date of death.**

5. Regular Members Regular members are members who have maintained good standing as of January 1, 2005, or for a period greater than one year consecutively after that date..

6. Charter Members

a) A special designation and category of membership is entitled Charter Member, indicating that the member is one of the first two hundred (200) regular members of the Corporation.

b) The aggregate number of two hundred (200) Charter Members was attained on _____ Vacancies in Charter Memberships shall never be filled.

c) The name of Charter Members shall always remain on the rolls of the Corporation Membership as one of the Original Charter Members of the Corporation regardless of the current status of the member, and if reinstated, shall retain his/her original membership number.

7. Annual Dues

a) Every person becoming a Temporary, Regular, or Charter member of the Corporation shall pay annual dues as established by the Board of Directors, payable on the 1st day of the members' anniversary month.

b) Unpaid dues are delinquent on the 10th day of the month due.

8. Transfer of Membership Membership in this Corporation is not transferable; nor is any right or privilege of membership transferable.

9. Termination of Membership CCC Sect 5340 and 5341

a) All memberships shall terminate on the death or resignation of a member, or on his expulsion by the Board of Directors. On any such termination, any right, title, or interest of the member in or to the property and assets of the Corporation shall cease..

b) Any member in good standing may resign, in writing, and his resignation shall be effective as of the date of resignation. Any paid up dues as of date of resignation shall be converted to a donation, and remain tax deductible. The resigning member may petition in writing for a refund of additional paid up dues.

10. Expulsion of Members. Any member of the Corporation may be expelled by the affirmative vote of two-thirds (2/3) of the Board of Directors for conduct which the Board of Directors shall deem inimical to the best interests of the Corporation.

11. Guests The Board of Directors may set rules governing presence of guests at the Corporation.

12. Membership Book The Corporation shall keep in written form, as described in CCC Sect 6310, a membership ledger containing the name, address and class of each member.

13. Certificates of Membership The Board of Directors of the Corporation may provide for the issuance of certificates evidencing membership in the Corporation. The certificates issued by the Corporation shall state on the certificate that the Corporation is a nonprofit public benefit corporation which may not make distributions to its members.

14. Nonliability of Members A member of the Corporation shall not solely because of such membership be personally liable for the debts, obligations, or liabilities of the Corporation.

ARTICLE IX FINANCIAL TRANSACTIONS WITH MEMBERS

1. Indebtedness such as loans, "IOU's" or any other such transaction shall not be allowed for any member or guests.

2 All monies received by ARA shall be acknowledged with a receipt.

a) Receipts for cash transactions must be written and provided by an authorized recipient at the time of receipt using an ARA receipt book.

b) Receipts for checks and money orders will be provided from computer software when entered in the accounting records.

3. A petty cash fund may be set up at the discretion of the Board of Directors.

ARTICLE X - GENERAL MEMBERSHIP MEETINGS

1. The annual meeting of the voting members of the Corporation shall be held, with notice, during November of each year unless grave necessity should require a change. Special meetings of the voting membership of the Corporation may be called and held as may be directed by the President or by the Board of Directors, or as may be requested by any ten voting members in writing.
2. Notice of each meeting of the voting membership shall be made IAW CCC Sect 5511. and shall state the place, date and time of the meeting. The notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is given to the members.
3. If for any reason the annual meeting of the voting membership is not held during November, the Board of Directors shall call a special meeting of the voting membership in lieu of the annual meeting, which shall be held not later than December 31 of the same year.

ARTICLE XI - RULES OF ORDER

The rules contained in Robert's Rules of Order, revised, shall govern all members' meetings and Directors' meetings of the Corporation as the President may direct, except in instances of conflict between Robert's Rules of Order and the Articles of Incorporation or ByLaws of the Corporation or provisions of law.

ARTICLE XII- VOTING

All voting members in good standing shall be entitled to cast one (1) vote. Except as otherwise stated in these bylaws, all business and elections of members to the Board of Directors shall be by simple majority vote.

ARTICLE XIII- RENTAL OF CORPORATION FACILITEES

- I. Rental Costs and requirements for rental of Corporation facilities shall be set by the Board of Directors.
2. Autonomy The Corporation shall in no way interfere with the autonomy of any group or organization meeting at the Corporation.
3. Rentals Canceled When rentals and the Corporation activities do conflict, the decision to cancel the rental will be the direct responsibility of the Board of Directors.

ARTICLE XIV - AMENDMENT OF ARTICLES OF INCORPORATION

The Corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first Directors of the Corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the Corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE XV- CORPORATE RECORDS and REPORTS

1. The Corporation shall keep at its principal office in the State of California all records and reports required by CCC Sect 5160 and 6320 thru 6325. which may include, but are not limited to:

a) Minutes of all meetings of the Board of Directors, committees of the Board of Directors, and of all meetings of Members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.

b) A record of its Members, if any, indicating their names and addresses, and the class of membership held by each Member and the termination date of any membership.

c) A copy of the Corporation's Articles of Incorporation and ByLaws as amended to date, which shall be open to inspection by the Members of the Corporation at all reasonable times during office hours.

2. Directors' Inspection Rights Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation.

3. Members' Inspection Rights Each and every Member of this Corporation shall have the following inspection rights, for a purpose reasonably related to the person's interest as a Member: See CCC Sect 6330.

a) To inspect and copy the record of all Members' names, addresses, and voting rights, at reasonable times, upon five (5) business days' prior written demand on the Corporation, which demand shall state the purpose for which the inspection rights are requested.

b) To obtain from the Secretary of the Corporation, upon written demand and payment of a reasonable charge, an alphabetized list of the names, addresses and voting rights of those Members entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled or as of the date specified by the Member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.

c) To inspect at any reasonable time the books, records, or minutes of proceedings of the Members or of the Board of Directors or committees of the Board of Directors, upon written demand on the Corporation by the Member, for a purpose reasonably related to such person interests as a Member.

4. Annual Report CCC Sect 6321

ARTICLE XVI- FISCAL YEAR

Fiscal Year of the Corporation The fiscal year of the Corporation shall be the calendar year, beginning on the first of January, and ending on the 31st of December, in each year.

ARTICLE XVII- PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

Prohibition Against Sharing Corporate Profits and Assets No Member, Director, Officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes; provided, that such compensation is otherwise permitted by these bylaws and is fixed by resolution of the Board of Directors; and no such person or person shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation. All Members of the Corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Corporation, whether voluntarily or involuntarily, the assets of the Corporation, after all liabilities have been satisfied, shall be distributed as required by the Articles of Incorporation of this Corporation and not otherwise.

These By-Laws, having been approved and accepted by the general membership at their annual meeting on December 5, 2004, are effective as of January 1, 2005. They have been subsequently amended by the Board and the General membership at the annual meeting, November 15, 2009.

Signatures

Dated _____

President

Secretary