

Adopted by the membership by Election on June 23rd, 2019

**BY-LAWS OF
DAT AT A TIME, INC.**

**ARTICLE I
PURPOSE**

1. The purpose of Day At A Time, Inc. (hereafter referred to as the Club or DAAT), incorporated as a Colorado Nonprofit Corporation 501(c)3, is to assist 12-Step recovery groups to achieve their primary purpose.
2. The Club shall provide and maintain meeting space and other facilities for these 12-Step groups, and shall from time to time initiate activities of a social or recreational nature. The revenue necessary to carry out this purpose shall be obtained from rent charged to groups using the facilities, the sale of coffee and other refreshments, club members' pledges, other individual donations, and other sources approved by the Board of Directors (hereafter referred to as the Board). There shall be no gambling in the Club's facilities.
3. Except for times and locations of meetings and special events, the Club shall remain free of responsibility for and authority over meetings of A.A. and other 12-Step groups and their groups' programming, direction, or guidance. The Board considers those roles to be the responsibility and authority of the groups served by the Club.

**ARTICLE II
OFFICES**

1. **Business Offices:** The principal offices of the Club shall be in Jefferson County. The Club may have such other offices within the state of Colorado as the Board may determine.
2. **Registered Agent's Offices:** The Club shall have and continuously maintain in the State of Colorado, a registered agent's office and a registered agent whose office is identical with such registered offices, as required by the Colorado Nonprofit Corporation Act. The registered agent's office need not be identical with the principal office of the Club. The registered agent's office may be changed from time to time by the Board. The designated Registered Agent shall be the Secretary of the Board of Directors.

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ARTICLE III
MEMBERS

- 1. Members:** No one shall be denied membership in the Club because of race, color, creed, religion, gender, national origin, ancestry, sexual orientation or physical disability. The Club shall have for members all those whom actively and regularly attend 12-Step recovery meetings at the Club, and who declare themselves to be Club members.
- 2. Nominating and Voting Rights:** All those who declare themselves members of the Club shall have nominating and voting rights.
- 3. Membership Dues and Financial Support of the Club:** There shall be no dues for Club membership. Those who are able are encouraged, but not obligated, to make regular financial contributions, commonly referred to as pledges, to support the Club. All members are asked to contribute their time and effort to assure the success and sustainability of the Club.

ARTICLE IV
MEETINGS OF MEMBERS

- 1. Annual Membership Meeting:** An annual meeting of the Club members shall be held the first week of November of each year. The purpose of this meeting is to nominate members for election to the Board and to report to the members the Club's current financial condition and its significant activities in the past 12 months. The Board shall determine the date, time and place of the annual meeting. Nominations for the Board shall be announced by the posting of a notice for twenty-one (21) days immediately after the annual meeting and the nominee's name shall be posted only after the nominee has accepted the nomination. This notice shall include the eligibility criteria to serve on the Board, the numbers of director positions available and the listing of the nominees. See Article V, number 5, for more information on elections.
- 2. Special Membership Meetings:** A special meeting of Club members can be called by 1) the Board Chairperson, 2) a majority of the Board, or 3) at least fifteen (15) members of the Club. Such meetings shall be held not less than fifteen (15) days or more than thirty (30) days from the receipt of the call.
- 3. Notice of Special Membership Meetings:** Written notice stating the date, time and place of any meeting of the members shall be posted in a place and in a

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format accessible to all Club members. Such notice shall be posted not less than fifteen (15) days or more than thirty (30) days from the date of the Special Membership Meeting. The purpose of the meeting shall be stated in the notice.

4. **Quorum:** At least fifteen (15) members eligible to vote shall constitute a quorum. There shall be no proxy votes.

ARTICLE V

BOARD OF DIRECTORS

1. **Board Members** are the fiduciaries who steer the Club towards a sustainable future by adopting sound, ethical, and legal governance and financial management policies; as well as making sure the nonprofit has adequate resources to advance our mission. Board members are in effect Corporate Directors of a nonprofit business.
2. **General Powers:** The Board of Directors shall manage the affairs of the Club and shall, at all times, act in the Club's highest interest; especially in matters relating to the finances of the Club. The Board shall operate within the guidelines as set forth in the DAAT By-Laws.
3. **Specific Duties:** The Board of Directors shall review, commit to writing, approve and change as need arises:
 - A. The responsibilities and authority of the Executive Director and/or Club Manager
 - B. Club hours
 - C. Rent for group use of the Club's facilities
 - D. Schedule of the groups using these facilities
 - E. Rules for eligibility to use the Club's facilities
 - F. Employment procedures and policies to include hiring and discharge
4. **Eligibility for Board Membership:** In order to serve on the Board of Directors, the Club member must have one (1) year of continuous recovery as well as regular and active participation in a 12-Step group. Officers of a 12-Step group using the Club are not eligible to serve on the Board of Directors. All Board Members must be active members of the Club. The Executive Director and/or Club Manager and any other paid staff are also not eligible to serve on the Board. There shall be no more than three non-A.A. Board members at any one time.

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- 5. Number and Tenure:** The number of Directors shall be nine (9) people, unless altered by the Board at a special meeting called specially for that purpose. Every year, at the annual December election, Club members shall elect three (3) Directors to fill expired three (3) year terms. Members elected to the Board at special elections for the purpose of filling vacancies for an unexpired term will serve only that unexpired term. Board members may serve no more than two (2) consecutive full three (3) year terms or partial terms. A Club member may run for the Board after being off the Board for at least one (1) year.
- 6. Elections:** The Board shall determine, consistent with these by-laws, the date, time and place of annual and special elections. The polls for all elections shall be for three (3) days (Friday, Saturday and Sunday). The polling hours shall be: Friday from 7:30 a.m. to 8:30 p.m., 7:30 a.m. to 8:00 p.m. on Saturday and 7:30 a.m. to 12:30 p.m. on Sunday. After the polls close, two Board members who are not candidates for the Board, the Executive Director and/or or Club Manager, or any Club member who is not a candidate for the Board will count and tally the ballots and report the results to the Board. There will be a special Board meeting at 1:00 p.m. on the Sunday that the polls close for the purpose of accepting the ballots and the tally, validating the election, and announcing the new Board members to the Club membership. The Board Secretary is responsible for recording the results of the election in the Board minutes. Annual elections shall be held during the first full week in December. Special elections to fill Board vacancies shall be announced by the Board 21 days after the nominations have been posted. Polls for special elections will be open in the same manner described above. New terms for elected positions commence on the next regularly scheduled board meeting and all terms scheduled to expire in any given year, shall do so following the conclusion of the December Board meeting.
- 7. Resignation and Removal:**

 - A. Any director may resign by giving written notice of such resignation to the Board Chairperson or Secretary.
 - B. The Board, by affirmative vote of two-thirds (2/3) of all Board members, (excluding the director sought to be removed) may remove a director after an appropriate hearing at which such director is given an opportunity to be heard, or to resign. Any Board member that misses three (3) consecutive Board meetings for any reason other than medical will be reviewed and evaluated for action by the Board in a closed meeting. Any Board member who is in recovery and does not

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abstain; will be removed from the Board.

8. **Vacancies:** The Board will **appoint** any eligible Club member to fill vacated Board positions with a term of less than one year, but first must offer the nominee with the greatest number of votes, in descending order, in the last annual election but who did not get elected to the Board. This person shall serve the remainder of the term being vacated. Vacated Board positions with terms of more than one year shall be filled by a special election called by the Board, by posting for twenty-one (21) days a notice that nominees are being sought for the vacant position. Person nominated at this meeting shall have their names posted, as in the annual elections, except for a period of twenty-one (21) days. The person elected to this position shall serve the remainder of the term being vacated. See Elections, Number 6 of this Article.
9. **Employees:** The Board hires the Executive Director and/or Club Manager, (at the discretion of the Board); who manages the club on a day-to-day basis. The Executive Director and/or Club Manager, with the approval of the Board Chairperson; is the hiring authority for all other Club employees. The Board has the sole responsibility to discharge any Club employee.
10. **Board Meetings:** The Board shall meet a minimum of once each month in a regularly scheduled meeting. The Board may however elect to cancel a specific monthly meeting by a majority vote of the directors. Such action shall be limited to no more than once per calendar year. The Board may also elect to change the day and time of the regularly scheduled meeting by a majority vote of the directors. Such changes will be posted for sixty (60) days in a place and in a format accessible to club members. In all matters, a quorum of five (5) members of the Board must be present to conduct business. Board meetings shall be open to any Club member, except for those meetings where the following issues are to be considered:
 - A. Disciplinary action or censure of a Board member, employee or club member.
 - B. Dismissal of a Board member or employee
 - C. Review of any matter relating to potential fiscal malfeasance by a Board member, employee, volunteer or club member

The Board meetings shall be conducted under Roberts Rules of Order.

- A. **Committees:** The Board may vote to appoint non-Board and Board members to serve on committees as may be necessary to advise the

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Board or conduct efficient operation of the Club

- B. **Posting of Board Minutes and of Club Financial Reports:** The minutes of the most recent Board meeting and the most recent monthly Balance Sheet and Profit and Loss Statements must be posted in a place and in a format accessible to Club members no later than seven (7) days after the Board meeting.

ARTICLE VI BANK ACCOUNTS

1. **Moneys in General Funds:** No moneys out of the general funds of the Club shall be spent with less than two (2) signatures. The Executive Director and/or Club Manager and one Board member, or any two (2) Board members (Chairman and Treasurer) so authorized may sign checks or make authorized withdrawals. All money spent, except for contracts or agreements or daily operating expenses approved previously by the Board, in excess of two hundred fifty dollars (\$250) in any one-month period must be approved by the Board.

ARTICLE VII OFFICERS

1. **Officers:** Officers of the Board shall be the Chairperson, Vice Chairperson, Secretary and Treasurer. All officers shall be mindful of the responsibility to train and/or to have as an alternate a member at large, which aids in succession and sustainability.
2. **Eligibility and Term for Chairperson:** The Chairperson must be a Club member as defined in Article III, Paragraph 1, and must have served on the Board for at least one (1) year just prior to holding the office of Chairperson. The Chairperson shall serve for no more than two consecutive terms of one year each.
3. **Eligibility and Term for Vice-Chairperson:** The Vice-Chairperson must be a Club member as defined in Article III, Paragraph 1, and must have served on the Board for at least one (1) year just prior to holding the office of Vice-Chairperson. The Vice-Chairperson shall serve no more than two consecutive terms of one year each.
4. **Eligibility and Terms for Secretary and Treasurer:** The Secretary and

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the Treasurer must each be a Club member as defined in Article III, Paragraph 1. Terms for Secretary and Treasurer are not limited.

5. **Election of Officers:** The election of Officers shall be by majority vote of the Board.
6. **Vacancies:** Vacancies of Officers shall be filled by majority vote of the Board.
7. **Duties of the Chairperson:**
 - a) Call all Board meetings and see that the meeting notice is posted in a place and in a format accessible to Club members.
 - b) Shall conduct Board meetings.
 - c) Shall serve as the liaison between the Board and the Executive Director and/or Club Manager.
 - d) Shall conduct annual and special meetings of the Club Membership and see that meeting notices are posted in a place and in a format accessible to Club members.
 - e) Shall serve as the spokesperson for the Board in public matters
 - f) May receive and give receipts for moneys due and payable to the Club from any source and deposit such to an authorized account and report such receipt to the Treasurer.
8. **Duties of the Vice-Chairperson:**
 - a) Shall perform all the duties of the Chairperson in the absence of the Chairperson excepting any fiduciary responsibilities.
9. **Duties of the Secretary:**
 - a) Provide the minutes of the most recent meeting of the Board and of any membership meetings and see that the minutes are posted in a place and in a format accessible to Club members.
 - b) Shall be the custodian of the Corporate Seal and the designated Registered Agent.
 - c) Shall maintain the contact information of the Board members and the Executive Director and/or Club Manager.
 - d) May receive and give receipts for moneys due and payable to the Club from any source and deposit such to an authorized account and report such receipt to the Treasurer.
 - e) Shall be responsible for the handling of the legal affairs of the Club, per the direction of the Board.
 - f) Shall be responsible for ensuring compliance with State and Federal

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regulations regarding nonprofit organizations.

- g) Shall post notices of all nominations meetings and elections of the Club members to the Board and shall publish the results of all elections in the minutes of the Board meeting.

10. Duties of the Treasurer:

- a) Shall have the custody and responsibility for all funds and security of the Club.
- b) Shall serve as the liaison between the Board, the Manager and financial personnel.
- c) Shall receive and give receipts for moneys due and payable to the Club from any source whatsoever and deposit such into an authorized account.
- d) Provide the most recent monthly Balance Sheet and Profit and Loss Statements and see they are posted in a place and in a format accessible to Club members.

ARTICLE VIII CONTRACTS AND GIFTS

- 1. **Contracts:** The Board of Directors shall approve all contracts in the name of the Club that obligate the Club to two hundred fifty dollars (\$250) or more monthly, three thousand dollars (\$3,000) per year, and all contracts that have a term of more than one (1) year. All contract approvals by the Board shall be reflected in the minutes of the Board meeting. The Chairperson, the Secretary, or the Treasurer must sign all contracts or agreements before such contracts or agreements shall be valid and binding obligations of the Club.
- 2. **Gifts:** The Board may accept from Club members, on behalf of the Club, any contributions, gifts, bequests or device(s) for the general purpose or for any special purpose of the Club. The Board must vote to accept, on behalf of the Club, any contribution, gift, bequest or device(s) that exceed a total of ten thousand dollars (\$10,000) in any calendar year from any individual entity. No additional rights, recognition, authority, power or privileges shall be granted or acknowledged as a result of accepting any such gifts.

ARTICLE IX INDEMNIFICATION OF OFFICERS AND DIRECTORS

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- 1. Indemnification:** Each Director and Officer of the Board, whether or not currently in an office, and his/her personal representative, shall be indemnified by the Club against all costs and expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she may be a party by reason of his/her having been such Director or Officer, except in relation to be liable for negligence or misconduct in performance of duty. Such costs and expenses shall include amounts reasonable paid settlement for the purpose of curtailing the costs of litigation, but only if the Club is advised in writing by its legal counsel that in his or her opinion the person indemnified did not commit such negligence or misconduct. The Club shall maintain an insurance policy for Directors and Officers which may apply in these situations.

ARTICLE X **AMENDMENTS TO THE BY-LAWS**

- 1. Amendments to the By-Laws:** These by-laws may be altered, amended or repealed and new by-laws may be adopted through the process that follows.
- 2. Review Meeting:** A meeting at which the by-laws will be reviewed by the Club membership and the Board shall be held after the intent to review is posted for at least twenty-one days.
- 3. Discussion Meeting:** A meeting where the proposed new by-laws will be discussed by the Club membership and the Board, and changes entertained, shall be held after a posted examination period of at least twenty-one (21) days from the review meeting in paragraph 2.
- 4. Election:** The proposed new by-laws will be voted on by the club membership through a three-day election process in accordance with Article V, paragraph 6. A two-thirds (2/3) majority of the Club membership vote is required to approve new by-laws. The election is to be held after a posted interval of at least twenty-one (21) days from the discussion meeting in paragraph 3.