

BY-LAWS
OF
Daryll's House, Inc.

ARTICLE I

Organization

Section 1 – Name – The name of this corporation shall be Daryll's House, Inc.

Section 2 – Office and Meeting Place – The meeting place for the purposes set forth in the Articles of Incorporation will be on location (when the location has been acquired – until such time meetings will take place at designated locations determined by the Board of Directors.) However, offices may be held and business may be transacted at such other places, as the Board of Directors may from time to time deem necessary.

ARTICLE II

Purposes

Section 1 – The specific purpose of this corporation is to form a community based organization with a goal to assist addicts seeking recovery from addiction.

ARTICLE III

Membership

Section 1 – Qualification of Members – Any person, regardless of age, sex, creed, race or religion who is interested in the rehabilitation and education of persons in need thereof due to alcoholism and drug related dependence problems is eligible for membership.

Section 2 – Disqualification of Members – Any member who repeatedly violates the membership guidelines established by these Bylaws or the House Rules may be removed from membership after notice from and hearing before the Board of Directors, by action of the Board at any regular or special meeting

Section 3 – Members Rights and Privileges – All members shall have the right to vote at all membership meetings, and to attend any meeting of the Board of Directors and express his opinions and views. A member may serve on any of the committees authorized under these Bylaws or authorized by the Board of Directors, provided he or she has been selected to do so by the Chairman of the committee.

ARTICLE IV

Meeting and Voting

Section 1 – Membership Meetings –

- A. Annual Meeting** – The annual meeting of the Club membership shall be held at the Club premises on the 3rd Monday of April or on such other date as designated by the Board of Directors. The purposes of the annual membership meeting shall be to review Board activity for the prior year and hear reports of officers and committees; to elect members of the Board of Directors; and to transact any other business that may be properly brought before the meeting.
- B. Special Meetings** – A special meeting of the membership may be called by the Board of Directors or upon the petition of 20% or more of the members.
- C. Notice of Meeting** – Notice of the annual membership meeting shall be given by posting notice thereof on the Clubhouse bulletin board at least 30 days prior to such meeting, or in such other manner as prescribed by the Board of Directors. Notice of special meetings shall be given as prescribed by the President or, in his absence, any Vice President.
- D. Voting Rights** – Each member shall have one vote at all membership meetings, in person or by written proxy. A quorum shall consist of at least 50% of the members.

ARTICLE V
Corporate Powers – Board of Directors

Section 1 – Board of Directors – The corporate powers of DARYLL'S HOUSE, INC. shall be vested in seven (7) Directors. Any five (5) of these seven Directors shall constitute a quorum for the transaction of business.

Section 2 – Governing Powers – The rules governing the use of the House and the conduct of its affairs, all within the purview and limits of the corporate purposes, shall be vested exclusively with and carried out by the Board of Directors. The Board shall have the responsibility of management of the House property, the hiring and firing of all employees, and the power to sell and encumber any and all personal or real assets to the best interests of this corporation consistent with its purposes. Any sale of real estate, however, must be approved by a 2/3 vote of the general membership.

Section 3 – Qualification and Election of Board Members – Each board member shall be a member in good standing with at least two years of continuous sobriety, unless this qualification is waived in the case of a single candidate by the vote of two-thirds of the Board. The Directors shall be elected by the members at the annual membership meeting. Vacancies on the Board occurring between annual membership meetings shall be filled by the Board at any regular or special meeting of the Board, by election of a Director to fill the vacancy.

Section 4 – Term of Directors – Directors shall serve for a term of two (2) years, provided no more than four (4) shall be elected at any annual membership meeting other than its first meeting, and the seats of those Directors having the longest term of service shall be declared vacant at the annual membership meetings.

Section 5 – Disqualification and Resignation – Any Director may be disqualified on the basis of ineffectiveness or failure to attend meetings of the Board, by a vote of two-thirds of the Directors present and voting at a regular business meeting. Any Director may at any time resign as a Director.

Section 6 – Meetings of the Board – The Board of Directors shall meet regularly on a day as is adopted by the Board, provided the President or any Vice President and four (4) Elected Members may call a special meeting and all members of the Board of Directors shall be notified of the time and place thereof. All meetings shall be held at the House premises, unless a different location is specified by the Board.

Section 7 – Compensation – All Directors shall serve without compensation.

Section 8 – Election of Officers – The Board of Directors shall elect all officers of the corporation, for terms of two years or until their successors are elected and qualified.

ARTICLE VI
Officers and Their Election

Section 1 – Election and Removal of Board Members – The Board of Directors shall elect members of the Board to serve as President, Vice President, Secretary, Co-Secretary, Treasurer, Co-Treasurer and Committee Chair. The officers shall be elected for terms of one year at the first meeting of the Board following the annual membership meeting, or at such other time as such election is deemed by the Board to be necessary. Any officer may be removed by a majority of the Directors present at any regular or special meeting of the Board.

Section 2 – Qualification of Board Members – A Board Member shall have at least two years of continuous sobriety, unless this qualification is waived by a vote of two-thirds of the Board in the case of a single candidate.

Section 3 – Duties of Elected Officers –

A. Duties of President – The President shall be Chief Executive Officer of the House and the corporation and, subject to the control of the Board of Directors; the President shall have general supervision, direction and control of the business and affairs of the House. He shall be presiding officer of the Board of Directors and of all meetings of the House members and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. The President shall be an ex-official member of all committees.

B. Duties of the Vice President – The Vice President designated by the President shall perform the duties of the President in the President's absence, and, the Vice President shall perform any other duties as prescribed by the Board of Directors.

C. Duties of the Secretary – The Secretary shall keep a full and complete record of the business transactions of the Board of Directors and all meetings of the Board of Directors and all meetings of the House membership, and shall give notice of all such meetings as directed by the Board or these Bylaws. The Secretary shall also keep records of official correspondence and transactions as may be necessary, and shall perform such other duties as may be prescribed by the Board.

D. Duties of the Co Secretary – The Co-Secretary shall step in and complete the duties of the Secretary in the absence of the Secretary. The Co-Secretary will also maintain the membership list and notify members of meetings.

E. Duties of the Treasurer – The Treasurer shall keep complete and accurate records of all financial transactions of the Board of Directors, the House and the corporation, including all receipts and disbursements thereof; deposit funds of the corporation in depositories designated by the Board; disburse funds of the corporation as directed by the Board; and be responsible for the collection of dues from the members and maintenance of a list of members in good standing. The Treasurer shall prepare a monthly financial statement to be audited by a Public Accountant showing the exact financial condition of the corporation.

F. Duties of the Co Treasurer – The Co Treasurer will complete the duties of the Treasurer in their absence, be a signer on the bank account and assist in the collection of rent for use of facility.

G. Committee Chair – The Committee Chair will be responsible, to the Board, to report the minutes and activities of sub-committees.

Section 4 – Compensation of Officers – All officers of the corporation shall serve at all times without compensation.

ARTICLE VII

Committees

Section 1 – Standing Committees – Maximum participation by the members in the work of operation the House and its services for the purposes for which this corporation is formed is considered important to the rehabilitation and maintenance of the persons it serves. The Chairman shall appoint chairman of the following standing committees: House, Membership, Building and Social.

A. Duties of House Chairman – The House Chairman shall appoint a committee from the members of the House, and preside at meetings called from the members of the House, and preside at meetings called by the Chairman from time to time. The Chairman and the committee shall be responsible for enforcing and supervising such House Rules as are adopted by the Board of Directors, governing the House hours, facilities, activities, services, meetings, and the department of members and visitors. House Rules governing the use and operation of the House premises shall be adopted by the vote of two-thirds of the Directors present and voting at any regular or special meeting of the Board.

B. Duties of Membership Chairman – The Membership Chairman shall appoint a committee from the membership of the House, and preside at meetings called from time to time. The Chairman and the committee shall be responsible for enforcement of membership qualification, and the encouragement of persons using the House facilities to become House members and the Treasurer in the collection of membership dues.

C. Duties of Building Chairman – The Building Chairman shall appoint a committee from the members of the House, and preside at meetings called by the Chairman from time to time. The Chairman and the committee shall be responsible for the acquisition and sale of the House premises and additions and alterations thereto, as directed by the Board of Directors, and for the repair and maintenance of the House premises and grounds. The Building Committee shall also conduct special drives for donations for building purposes, to the end that the purposes of the corporation may be served to the fullest extent.

D. Duties of Social Chairman – The Social Chairman shall appoint a committee from the members of the House, and preside at meetings called by the Chairman from time to time. The Chairman and the committee shall supervise and control all social activities on the House premises, at all times in observance of House Rules, provided no social activities shall be scheduled at times conflicting with regularly scheduled meetings of Alcoholics Anonymous or other groups regularly meeting at the Club in furtherance of the purposes of the corporation. The Social Committee also shall have charge of and conduct all dinners, rummage and bake sales, and other fund raising events of the corporation.

Section 2 – Special Committees – The Chairman may appoint special committees from time to time as deemed necessary for other purposes.

Section 3 – Compensation – No committee chairman or committee member shall receive any compensation for his or her services.

ARTICLE VIII

DUES

Section 1 – Dues – Membership donations shall be set by the Board of Directors from time to time, and be noticed in the House Rules. The House Rules shall be posted in the Clubhouse in a conspicuous place at all times.

ARTICLE IX

Amendments

Section 1 - Notice of Amendment – Any member in good standing may propose an amendment to the Bylaws by submitting such proposed amendment to the Chairman in writing, and a vote there upon shall be had at the next regular meeting or any special meeting of the Board of Directors.

Section 2 - Amendment Vote – The Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors. Any amendment to the Bylaws proposed at a membership meeting may be approved by a majority of the members.

ARTICLE X **Miscellaneous**

Section 1 - Contracts – The Board of Directors may authorize any officer of officers, agent or agents, to enter into specific contracts or execute any specific instrument in the name of and/or behalf of the corporation; and unless so authorized by the Board of Directors, no one shall have power to bind the corporation by any contract or agreement, or to pledge the credit of the corporation or render it liable for any purpose or any amount.

Section 2 - Rules of Procedure – The rules contained in “Roberts Rules of Order, Revised,” shall govern the Chairman at all meetings of the Board of Directors and the membership.

Section 3 - Collection of Monies – The collection of monies, derived from meetings, donations, contributions, dues, special functions, etc. shall become the property of the corporation. All monies shall be deposited in a bank account or accounts, the same to be used solely for the benefit of the corporation, and at the discretion of the Board of Directors.

Section 4 - Disbursement of Monies – Two signatures shall be required for the disbursement of all funds. The signatures required shall be determined by the Board of Directors.

Section 5 - Advisors – The Board shall from time to time, as it deems advisable, invite members with professional or business expertise to attend meetings of the Board, where use of their knowledge could be beneficial in determining matters before the Board.