

# Fellowship Foundation Incorporated

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September 18, 1993 as amended through January 09, 2010

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## BY-LAWS

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### Mission Statement

*Fellowship Foundation Incorporated exists for the purpose of providing a facility for mutually supportive association among its members in which the principles of better living, good citizenship, charity, justice, and brotherly love may be cultivated in a safe, alcohol and drug-free environment.*

# **By-Laws**

## **Fellowship Foundation Incorporated**

**September 18, 1993  
As amended through January of 2010**

### **ARTICLE I Corporate Powers**

The corporate powers of the Fellowship Foundation Incorporated shall be vested in a Board of seven (7) directors.

### **ARTICLE II Office**

The Fellowship Foundation shall maintain its principal office in the city of Salt Lake City, Salt Lake County, Utah, but may establish subsidiary offices and transact business at such other places as the Board of Directors may from time to time provide.

### **ARTICLE III Board of Directors**

Section 1. The Board of Directors, hereinafter called the Board, shall consist of seven (7) members of the Foundation. Members of the Board will serve without compensation and whose dues shall remain current for the duration of their term. Any member who is employed by the Foundation or who otherwise performs service for the Foundation for compensation on a regular basis may not serve on the Board at the same time. Four (4) directors shall constitute a quorum.

Section 2. Two qualified members shall be elected to the Board at the Annual Membership meeting each year, except that every third year beginning in 1996 and each third year thereafter, three qualified members will be elected to the Board to fill the Board's seven positions. Members elected to the Board will serve for three (3) years. A period of at least one year must expire before any member who has been duly elected to the Board for a full three year term may be reelected to the Board. Vacancies on the Board shall be filled by the directors remaining in office. Such eligible member so appointed shall hold office for the remaining term of the vacancy being filled. Board members who miss three (3) regular Board meetings without cause can be asked to resign from the Board by the Chair. Vacancies on the Board created by a Board member's resignation shall be filled by the remaining Directors who shall appoint a qualified member to the Board. Members so appointed to the Board will serve for the remaining term of the vacancy being filled.

- Section 3. The Board shall meet at least once every calendar month. They may meet more often if conditions require. The Board may call special meetings of the Foundation membership, and shall call a special meeting upon written request of twenty-five (25) members in good standing.
- Section 4. The Board shall appoint and remove the manager of Fellowship Hall, and shall prescribe the terms and tenure of the manager's employment. Employees shall be current members of the Foundation, who can be hired by the manager and report to him/her. Membership dues will be waived while employed by Fellowship Foundation, but primary responsibility is to the rules of your employment regardless of membership standing. Waived membership constitutes a non-voting membership.
- Section 5. The Board shall conduct, manage, and control the affairs and business of the Foundation, and make rules with prudence and due diligence consistent with the laws of the State of Utah for the guidance of the officers and management of the affairs of the corporation.
- Section 6. The Board may borrow on behalf of the Foundation but shall not mortgage or encumber Foundation properties or assets, or obligate the Foundation in excess of six months, and/or \$2,500.00 (two thousand five hundred dollars), without the concurrence of two-thirds of the eligible members voting at a membership meeting. If two-thirds of the eligible members are not present at the meeting the Board may, within ten days of the meeting held, call a second meeting to hold a vote for approval of the original noticed proposed mortgage or encumbrance. Such second meeting shall be held no sooner than twenty days after the posting of the second meeting notice or not later than thirty days after the second meeting notice being posted. At such second meeting a vote of approval for the mortgage or encumbrance by two thirds of those eligible members present and voting at the second meeting is required to approve the borrowing. The terms and amounts of such indebtedness shall be entered in the minutes of the Board. Any notes, mortgages or chattels signed officially by the Chair and the Secretary are binding upon the corporation, and must be reported to the membership.
- Section 7. The Board shall appoint at least three (3) and no more than four (4) of its members as signatories on the Foundation's checking and savings accounts. Two signatures will be required on all Fellowship Foundation checks or savings account withdrawals.
- Section 8. The Board shall hold in safekeeping all deeds, chattels, mortgages, non-operating or reserve funds, and all other tangible and intangible property for the membership. Such assets will be insured against fire, theft, liability, and other catastrophe or danger deemed necessary.
- Section 9. At each membership meeting the Board will report to the membership on the financial condition of the Foundation, the fiscal policies of the Board, and any other information they deem to be of interest to the membership. The Board need not report to the membership on the financial condition of the Foundation and the fiscal policies of the Board at special membership meetings called for another purpose.

## **ARTICLE IV Officers**

The Board shall meet immediately after each annual election, to elect one of its members to act as Chair, one as Vice-Chair, one as Secretary, and one as Treasurer.

## **ARTICLE V Chair**

The Chair shall preside over all meetings of the general membership and of the Board. The Chair shall sign all documents requiring an authorized signature which shall have first been approved by the Board, and shall draw checks upon the treasury when directed by the Board. The Chair will be selected from those members of the Board serving the last one or two years of their term and shall serve for only one (1) year.

## **ARTICLE VI Vice- Chair**

In case of absence of the Chair, or his/her inability to act, the Vice-Chair will act as Chair. The Vice-Chair will be selected from those members of the Board serving the last one or two years of their term and shall serve for only one (1) year.

## **ARTICLE VII Secretary**

The Secretary shall be responsible for keeping a full and complete record of the proceedings of the Board and of the membership meetings; shall post such notices as may be necessary; shall supervise and control the keeping of the books of the Foundation; shall discharge such other duties as pertain to the office of the Secretary as may be prescribed from time to time by the Board.

## **ARTICLE VIII Treasurer**

The Treasurer shall supervise all funds of the Foundation. Such funds shall be paid out only on the check of the Foundation and shall be signed by any two of the individuals appointed and/or approved by the Board. The Treasurer will present at the annual membership meeting in January a written Operating Income Statement for the previous calendar year.

## **ARTICLE IX Meetings**

Section 1. The Foundation shall at its annual membership meeting hold the yearly election of Directors. Starting in 1994 elections of Directors shall be held in accordance with Article III Section 2. Voting shall be by secret ballot. To be elected, nominees for Board

members must receive more than fifty percent (50%) of all votes cast. Each member shall be entitled to one vote, and no one shall be permitted to vote by proxy or absentee ballot. Cumulative voting shall be and is prohibited.

- Section 2. The Foundation shall hold its annual membership meeting on any Saturday in January designated by the Board, and hold quarterly membership meetings on a Saturday in April, July and October for the purpose of transacting Foundation business, amendments to the By-Laws, changes to House Rules, and such other items of interest as the membership deems pertinent.
- Section 3. Notices of all membership meetings, and all special meetings must be posted at Fellowship Hall at least ten (10) days before such meetings. If the meeting is to approve obligations of the Foundation lasting longer than six months, and/or more than \$2,500.00 (two thousand five hundred dollars) in obligations, or amendments to the By-Laws, then the nature of the proposal must also be included in the notice.
- Section 4. At all meetings of the Foundation a simple majority of the members present voting "aye" by show of hands shall be sufficient for the adoption of all proposals, except as noted below:
- A. Election of Board members.
  - B. Amendments to the By-Laws.
  - C. Approval of indebtedness, described in Article III Section 6.
- Section 5. Approval of obligations, and amendments to these By-Laws will require a two-thirds majority vote of the members present. Amendments will become effective upon passage. Each member shall be entitled to one vote, and no one shall be permitted to vote by proxy or absentee ballot. Prior notification pursuant to Article IX Section 3 is necessary.

## **ARTICLE X Certificate of Membership**

Certificate of membership shall be of such form and device as the Board may elect.

## **ARTICLE XI Membership**

- Section 1. Membership shall be limited to those individuals who freely admit to being alcoholic, chemically dependent or are active members in a twelve (12) step program, whose dues are paid or current (not more than 30 days delinquent). Membership dues will be waived while employed by Fellowship Foundation, but primary responsibility is to the rules of your employment regardless of membership standing. Waived membership constitutes a non-voting membership.
- Section 2. The privileges of voting shall belong to all members in good standing for a period of thirty (30) days. The privileges of holding office shall belong to all members in good standing for a period of one (1) year.
- Section 3. Application for membership may be made to any officer or employee of the Foundation.

To be a voting member, the applicant must furnish correct full name and mailing address. The Board of Directors is responsible to review applications and approve or reject membership based on their knowledge or evidence presented. Appeals of rejection may be made by the applicant or his representative to the general membership at the next regularly scheduled membership meeting.

- Section 4. The Board shall have power to fix dues for membership as may appear in the best interest of the Foundation, and may change same from time to time as circumstances, in their opinion, dictate.
- Section 5. No living person shall be elected to honorary membership.
- Section 6. A courtesy card may be issued to introduce the Foundation to prospective members. Such card does not carry voting privileges or right to membership.
- Section 7. Any member who uses alcohol or other mind altering chemicals on the premises **and/or** presents him/herself at the Foundation in a disruptive state ~~shall~~ may have his/her membership suspended. A suspended member has the right to appeal such suspension to the Board. Membership may be reinstated after thirty (30) days of sobriety or non-use.
- Section 8. A member whose dues become delinquent for a period of thirty (30) days shall forfeit membership. In order to maintain continuous membership, the member may be reinstated by paying back dues, provided he has not disqualified himself under Section 7 above, or his/her membership has not been canceled by the Board for other causes. (See Section 9 below.)
- Section 9. The Board shall have summary power to suspend or to expel and terminate the membership of any member for conduct which the Board interprets to be detrimental to the Foundation. A vote by the majority of Board is required to suspend or expel a member for more than 30 days, or to terminate the membership of any member for conduct the Board interprets to be detrimental to the Foundation. Appeal shall be limited as in Section 7 above.

## **ARTICLE XII Amendments**

- Section 1. Amendments to these By-Laws may be made only in accordance with the terms and provisions of these By-Laws.
- Section 2. Approved additions or amendments to any of the foregoing Articles of these By-Laws will be set forth as Amendments, and they shall become a part of these By-Laws.
- Section 3. These ByLaws of the Fellowship Foundation Incorporated may be reprinted with the amendments to the ByLaws included within and as they make changes to the Bylaws of September 18, 1993.

## ARTICLE XIII

The actions of Fellowship Foundation Incorporated shall be in accordance with these Bylaws and in the absence of a provision in these ByLaws then by the terms of Roberts Rules of Order or in the absence of terms in Roberts Rules of Order then by the Laws of the State of Utah.

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**Note: The following amendments to the By-Laws have been incorporated into these By-Laws as above.**

## AMENDMENTS TO THE BY-LAWS

The following amendments I through VII were adopted October 15, 1994:

### AMENDMENT I

(added)

Members of the Board will serve without compensation.

### AMENDMENT II

(added)

Any member who is employed by the Foundation or who otherwise performs service for the Foundation for compensation on a regular basis may not serve on the Board at the same time.

### AMENDMENT III

(added)

The Board shall meet at least once every calendar month. They may meet more often if conditions require.

### AMENDMENT IV

(Amends Article III Section 2)

Two qualified members shall be elected to the Board at the Annual Membership meeting each year, except that every third year beginning in 1996 and each third year thereafter, three qualified members will be elected to the Board to fill the Board's seven positions. Members elected to the Board will serve for three (3) years. A period of at least one year must expire before any member who has been duly elected to the Board for a full three year term may be reelected to the Board.

### AMENDMENT V

(Amends Article III Section 2)

Board members who miss three (3) regular Board meetings without cause can be asked to resign from the Board by the Chair. Vacancies on the Board created by a Board member's resignation shall be filled by the remaining Directors who shall appoint a qualified member to the Board. Members so appointed to the Board will serve for the remaining term of the vacancy being filled.

### AMENDMENT VI

(Amends Article III Section 9)

The Board need not report to the membership on the financial condition of the Foundation and the fiscal policies of the Board at special membership meetings called for another purpose.

## **AMENDMENT VII**

(Amends Article XI Section 9)

A vote by the majority of Board is required to suspend or expel a member for more than 30 days, or to terminate the membership of any member for conduct the Board interprets to be detrimental to the Foundation.

The following Amendment was adopted April 20, 1996:

## **AMENDMENT VIII**

(Amends Article III Section 4 and Article XI Section 1)

Membership dues will be waived while employed by Fellowship Foundation.

The following Amendment was adopted March 14, 2009:

## **AMENDMENT IX (added to AMENDMENT VIII)**

Membership dues will be waived while employed by Fellowship Foundation, but primary responsibility is to the rules of your employment regardless of membership standing. Waved membership constitutes a non-voting membership.

The following Amendments 'X' through 'XX' were adopted January 09, 2010:

## **AMENDMENT X**

(Amends Article III Section 1 adding)

**whose dues shall remain current for the duration of their term.**

## **AMENDMENT XI**

(Amends Article III Section 5 to include after the word 'rules')

**with prudence and due diligence**

## **AMENDMENT XII**

(Amends Article III Section 6 to strike the words 'membership present and' and add)

**eligible members**

**and shall add after the sentence ending "voting at a membership meeting "If two-thirds of the eligible members are not present at the meeting the Board may, within ten days of the meeting held, call a second meeting to hold a vote for approval of the original noticed proposed mortgage or encumbrance. Such second meeting shall be held no sooner than twenty days after the posting of the second meeting notice or not later than thirty days after the second meeting notice being posted. At such second meeting a vote of approval for the mortgage or encumbrance by two thirds of those eligible members present and voting at the second meeting is required to approve the borrowing.**

## **AMENDMENT XIII**

(Amends Article III Section 6, Article IV, Article V, Article VI, and Amendment V)

**In all instances in these ByLaws where the word 'chairman' appears it shall be changed to read 'chair' and all instances where the words 'vice-chairman' appear they shall be changed to read 'vice-chair'.**



#### **AMENDMENT XIV**

(Amends Article VI, Article XI Section 3, and Article XI section 8)

In all instances in these ByLaws where the word 'his' solely appears it shall be changed to read 'his/her'

#### **AMENDMENT XV**

(Amends Article IX Section 1 to delete the sentence)

Delete - 'Directors serving on the Board whose terms are due to expire in October will have their term of office extended to January.'

#### **AMENDMENT XVI**

(Amends Article XI section 3 to include the word before the last word of the section 3)

'membership'

#### **AMENDMENT XVII**

(Amends Article XI section 7 to add change words as follows)

Where the word 'or' appears to add before it the following 'and/' and also to change the word 'shall' to the word 'may'.

#### **AMENDMENT XVIII**

(Amends Article XI section 9 to strike the following words)

Delete – 'by vote of a majority of its members'

#### **AMENDMENT XIX**

(Amends the bylaws to include a new Article XIII as follows)

#### **ARTICLE XIII**

The actions of Fellowship Foundation Incorporated shall be in accordance with these ByLaws and in the absence of a provision in these ByLaws then by the terms of Roberts Rules of Order or in the absence of terms in Roberts Rules of Order then by the Laws of the State of Utah.

#### **AMENDMENT XX**

(Amends and adds Article XII section 3 as to the presentation of these ByLaws)

Section 3. These ByLaws of the Fellowship Foundation Incorporated may be reprinted with the amendments to the ByLaws included within and as they make changes to the Bylaws of September 18, 1993.