

ALANO FOUNDATION

BY-LAWS

ARTICLE I

MEMBERS

SECTION 1. - REGULAR MEMBERSHIP Any person 18 years of age or over, who is and represents that he or she is a member of Alcoholics Anonymous (and is found to be a member of Alcoholics Anonymous in good standing in accordance with criteria established and consistently applied by the BOARD OF DIRECTORS) upon proper application, as determined by the BOARD OF DIRECTORS, shall, after review of such application and approval by the BOARD OF DIRECTORS or a COMMITTEE of the BOARD OF DIRECTORS designated by the BOARD, be admitted to regular membership in the corporation upon payment of the requisite membership fee, if any, as determined by the BOARD.

In addition to such other provisions which the Board may determine as appropriate, the application for regular membership shall include a representation by the applicant that he or she is a member of Alcoholics Anonymous.

No membership (regular membership or otherwise) shall be transferable, and only regular members shall have voting rights. Unless the context indicates otherwise, the words "member" or "members," as used in these By-Laws, mean regular member or regular members

SECTION 2. - MEMBERSHIP OTHER THAN REGULAR - The Board, in its discretion, may establish memberships other than Regular memberships and shall prescribe qualifications, rights and rules pertaining to such other memberships, PROVIDED that only regular members shall have voting rights as hereinafter set forth, and, PROVIDED FURTHER that any action by the Board establishing memberships other than regular memberships shall be subject to review, modification or cancellation by a majority vote of members at any Annual Meeting or Semi-Annual Meeting or Special Meeting of members, duly called and at which a quorum is present and acting.

SECTION 3. - PLACE OF MEETING - Meetings of members shall be held only at the corporation's principal place of business in Milwaukee, Wisconsin or at some other location in Milwaukee, Wisconsin as determined by the Board.

SECTION 4. - ANNUAL MEETING - The Annual Meeting of the members shall be held on the first Saturday in March of each year (commencing in 1977) at such time and place as specified in the notice of the meeting.

SECTION 5. - SEMI-ANNUAL MEETING - The Semi-Annual Meeting of members shall be held on the third Saturday in September in each year (commencing in 1976) at such time and place as specified in the notice of the meeting.

SECTION 6. - SPECIAL MEETINGS - Special Meetings of the members may be called by the President, the BOARD OF DIRECTORS, or any Vice President in the absence of the President or by members having 1/20th of the votes entitled to be cast at such meeting.

SECTION 7. - ORDER OF BUSINESS AT MEMBERS' MEETINGS - At all meetings of members, whether Annual, Semi-Annual, or Special, the following shall be the order of business:

- A. CALLING OF THE ROLL.
- B. READING, DISCUSSION AND APPROVAL OF MINUTES OF PREVIOUS MEETING (S).
- C. REPORT OF OFFICERS AND DIRECTORS.
- D. REPORT OF COMMITTEES.
- E. UNFINISHED BUSINESS.
- F. NEW BUSINESS.
- G. ELECTIONS, IF APPLICABLE.

SECTION 8. - NOTICE OF MEMBERS' MEETINGS - Written notice stating the place, day and hour of the meeting and, in case of a special meeting the purpose or purposes for which the meeting is called, shall be delivered not less than 10 nor more than 50 days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary or the officer or person calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

SECTION 9. - VOTING - Only regular members shall be entitled to vote, and each regular member shall have one vote on each matter submitted to a vote of members. No proxy voting or voting by mail on any matter shall be permitted. Voting on matters may be by voice vote, except that secret ballot shall be used if requested by any voting member present or by the Chairman of the meeting.

SECTION 10. - QUORUM - Members holding 1/10th of the votes entitled to be cast who are present in person shall constitute a quorum at a meeting of members. A majority of the votes cast by the members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, except as otherwise provided in these By-Laws.

SECTION 11. - FAMILY MEMBERS OF MEMBERS - "Family Members" of members are defined as a parent, spouse, child, brother or sister of a regular member, but, unless such Family Member is also a regular member of the corporation, such Family Member shall have no voting rights with respect to the business and affairs of the corporation. Family Members shall be entitled to such rights and privileges of facilities operated by the corporation as specified by the Board.

The corporation's Articles of Incorporation, as amended, its By-Laws and any rules or regulations adopted by the Board or members shall be posted in a conspicuous place at the principal office of the corporation, or, if it is impractical to post such Articles of Incorporation or By-laws, a notice shall be posted at such location stating that such documents shall be available for inspection by any member or prospective member at reasonable times and upon reasonable notice.

SECTION 12. - TERMINATION OF MEMBERSHIP - Membership (whether regular membership or otherwise shall be terminated by death, expulsion or non-conformance or noncompliance with any condition of membership, including payment of dues.

Subject to the appeal rights in the following paragraph, any member may be expelled from membership by vote of a majority of the directors then in office, provided that the member proposed to be expelled shall, not less than fifteen (15) days prior to the date on which such vote by the directors shall be held, be presented with specific written charges setting forth the grounds for such expulsion, such charges to be prepared by or under the authority of the BOARD OF DIRECTORS and approved by majority vote of the Directors then in office prior to submission to such charged member, and, provided further, that such charged member, at the meeting of the Directors at which the vote on his or her expulsion shall be taken, shall be provided reasonable time and opportunity to defend or refute such charges prior to the vote thereon by the Directors.

In the event a member is expelled pursuant to the procedure set forth in the immediately preceding paragraph, he or she shall have the right to have such Director expulsion vote set aside by the members at any Annual, Semi-Annual or Special Meeting of members, duly called and at which a quorum is present and acting (such member having the right to request the BOARD OF DIRECTORS to call a Special Meeting of the members to consider the vacation of the director expulsion vote in the event an Annual Meeting or Semi-Annual Meeting of members shall not be scheduled to be held within 30 days following such director expulsion vote.) At such meeting of members, at which such members expulsion is to be voted upon, such member shall be provided reasonable time and opportunity to defend or refute the written charges presented by the BOARD OF DIRECTORS, which written charges shall be read at such meeting of members. The expulsion vote of the BOARD OF DIRECTORS shall be confirmed by a vote for expulsion of two-thirds (2/3) of the regular members entitled to vote and who are present in person at such meeting, provided a quorum is present and acting and thereupon such member's expulsion shall be final. In the event less than two-thirds vote for expulsion is effected, such member shall not be expelled and the expulsion vote of the Directors shall be vacated.

Such procedure for expulsion shall apply only to members whose dues are current and who are otherwise in good standing, except for the charges against them with respect to proposed expulsion.

ARTICLE II

SECTION 1. - ORGANIZATION - THE BOARD OF DIRECTORS shall be composed of nine (9) persons, all of whom shall be members of the corporation, who shall hold office for three years, and so arranged that the terms of three directors expire each year, except that the terms of the first directors (pursuant to this Section 1. of this Article II) shall be so arranged that three such directors shall serve a one year term, three directors shall serve a two year term, and three directors shall serve a three year term, the determination of the respective terms of such first directors to be determined by lot as specified by the Chairman of the meeting at which such first directors are elected.

At each membership meeting at which directors are to be elected, the BOARD OF DIRECTORS may present a full or partial slate of nominees, and nominees for directors shall be received from the floor.

The number of directors of the corporation may be changed from time to time; provided that at no time shall the Board consist of less than three (3) members.

SECTION 2. - GENERAL POWERS - The affairs of the corporation shall be managed by the BOARD OF DIRECTORS, the appropriate members of which shall be elected at the Annual Meeting of members in accordance with the procedure set forth in Section 1. of this Article II.

SECTION 3. - RESIGNATION - An officer or director may resign at any time by filing his or her written resignation with the Secretary or with the President, provided that a person who is an officer and director may resign from only one of such two offices, or may resign from both.

SECTION 4. - REMOVAL - Any director may be removed from the office for cause at any Annual, Semi-Annual or Special Meeting of members called for such purpose, by the affirmative vote of a majority of the members present in person. The procedures for presenting charges and defending same with respect to such director shall be the same as those with respect to a member proposed to be expelled, by a vote of members, as set forth in the third paragraph of Section 12. of Article I., the BOARD OF DIRECTORS or any regular member or members to be authorized to prepare, submit and present at the membership meeting the written charges against such director who is proposed to be removed from office. Unless specified in the charges, the director shall only be removed from the office of director, and not be expelled as a member, provided that if such director is also to be expelled as a member, a two-thirds vote, as provided in SECTION 12. of ARTICLE I. shall be required.

In addition, any director who misses attendance at three (3) consecutive meetings of the Board without giving notice to the President or Secretary shall, upon motion by any director, be automatically removed from office, and a successor shall be appointed by the Board as specified in SECTION 5., below.

SECTION 5. - VACANCIES - Any vacancy occurring in the BOARD OF DIRECTORS, including a vacancy due to resignation or removal or a vacancy that is due to an increase in the number of authorized directors, may be filled for the unexpired term of the resigning or removed director or until the next annual election, as the case may be, by the affirmative vote of a majority of the directors then in office, although less than a quorum.

SECTION 6 - QUORUM - A Majority of the number of directors, fixed pursuant to the By-laws, shall constitute a quorum for the transaction of affairs. The action of the majority of the directors present at a duly called meeting at which a quorum is present shall be the act of the BOARD OF DIRECTORS.

SECTION 7. - COMMITTEES OF THE BOARD OF DIRECTORS -

- a. Executive Committee - The Board of Directors may designate an Executive Committee to consist of 3 or more directors elected to such committee by the Board of Directors, which committee shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the affairs of the corporation, except action in respect to election of officers or the filling of vacancies in the Board of Directors or committees created pursuant to the authority granted in the following paragraph. The President of the corporation shall serve as a member of the Executive Committee, if such a committee is designated by the Board as hereinabove provided.
- b. Other Committees - The Board may designate other committees composed of not less than 3 of its members for such purposes and matters as shall be determined by the Board in the resolution creating such committee, provided that no such committee shall have powers in excess of the Executive Committee of the Board of Directors hereinabove referred to.
- c. The delegation of any committee or committees of the Board and the designation thereto of authority shall not operate to relieve the BOARD OF DIRECTORS, or any member thereof, of any responsibility imposed upon it or him or her by law.

SECTION 8. - PLACE OF MEETING - Any meeting of the BOARD OF DIRECTORS, regular or special, shall only be held at the corporation's principal place of business in Milwaukee, Wisconsin or elsewhere in Milwaukee, Wisconsin as shall be designated by the Board.

SECTION 9. - ANNUAL MEETING AND REGULAR MEETINGS - The Annual Meeting of the BOARD OF DIRECTORS shall be held at the same location and immediately following the Annual Meeting of Members, and regular meetings of the Board of Directors shall be held monthly or as shall otherwise be determined by the Board.

SECTION 10. - SPECIAL MEETINGS - Special Meetings of the BOARD OF DIRECTORS shall be held whenever called by the Secretary upon the direction of the President, or upon the written request of any two directors to the Secretary, provided that notice of such special meeting shall be given no less than two nor more than twenty days prior to such special meeting in person, by mail, telephone or telegraph.

SECTION 11. - MINUTES OF MEETINGS - Minutes of meetings of members and of the BOARD OF DIRECTORS shall be available at the corporation's principal place of business for inspection by any member or prospective member at reasonable times and upon reasonable notice.

ARTICLE III

OFFICERS

SECTION 1. - OFFICERS OF THE CORPOPATION - The general officers of the corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, each of whom shall be elected by the directors of the corporation at the Annual Meeting of Directors, for a term of one year and until their successors shall be elected and qualified. Other officers and assistant officers, other than general officers, may be appointed by the BOARD OF DIRECTORS for a term of one year and until their successors shall be elected and qualified. A person must be a member in order to qualify as an officer (general officer or otherwise,) and any two or more offices may be held by the same person, except the offices of President and Secretary, and the offices of President and Vice President.

SECTION 2. - PRESIDENT - The duties of the President shall be to preside at all meetings of both the members and the BOARD OF DIRECTORS, to designate the time and place of the regular meeting of the Board of Directors, subject to the Board of Directors' approval, and to have, subject to the approval and control of the Board of Directors general supervision of the activities and affairs of the corporation.

SECTION 3. - VICE PRESIDENT (S) - The duties of the Vice President shall be to discharge the duties of the President in the event of his absence or disability, for any cause whatsoever. In the event there is more than one Vice President, the Vice President with greater seniority as an officer shall act in the absence or disability of the President.

SECTION 4. - SECRETARY - The duties of the Secretary shall be:

- a. To countersign all deeds, leases and conveyances executed by the corporation.
- b. To keep a record of the meetings of the BOARD OF DIRECTORS AND COMMITTEES thereof, and of the proceedings of the meetings of the members.
- c. To safely and systematically keep all books, papers, records, and documents except those pertaining to the financial aspects of the corporation, or in any way pertaining to the business thereof.
- d. To notify the members and the BOARD OF DIRECTORS of the time and place of their respective meetings.

SECTION 5. - TREASURER - The duties of the treasurer shall be:

- a. To keep an account of all monies, credits and property of any and every nature, of the corporation which shall come into his or her hands.
- b. To collect any monies due and owing to the corporation.
- c. To keep books and records of all monies received and disbursed, and proper vouchers for monies disbursed, and to render as shall be required by the BOARD OF DIRECTORS such accounts, statements and inventories of all monies received and disbursed and of money and property on hand.
- d. To handle all other matters pertaining to his or her office, including the preparation of the Annual Budget of the Corporation.

ARTICLE IV

MANAGER OF THE CORPORATION'S PRINCIPAL OFFICE ("CLUB MANAGER")

SECTION 1. - The BOARD OF DIRECTORS shall be empowered to employ either part time or full time as shall be required by the corporation, a person to serve as manager of the corporation's principal office or as Club Manager, such employment to be on such terms and conditions as shall be determined by the BOARD OF DIRECTORS.

SECTION 2. - DUTIES AND STATUS - The duties of the corporation's manager (Club Manager) shall be to administer and execute the directives of the BOARD OF DIRECTORS and the President in order to carry out the purposes and objectives of the corporation, and to operate and manage the facilities of the corporation directly or through assistants authorized by the Board.

SECTION 3. - OTHER EMPLOYEES - The BOARD OF DIRECTORS shall also be empowered to employ such other persons as may be necessary in the opinion of the Board to properly carry out the purposes of the corporation, provided the corporation has adequate-funds or anticipated funds for the remuneration of such persons, and provided further, that such power in this Section 3. vested in the BOARD OF DIRECTORS may be delegated to an officer or officers or committee of the BOARD OF DIRECTORS or to the Club Manager.

ARTICLE V

MISCELLANEOUS

SECTION 1. - FISCAL YEAR - The fiscal year of the corporation shall commence on January 1st of each year and end on December 31 of each year.

SECTION 2. - WAIVER OF NOTICE - whenever any notice whatever is required to be given under the provisions of these By-laws, a wavier thereof, in writing signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. Such waiver by a member, in respect to any matter of which notice is required, shall contain the same information as would have been required to be included in such notice, except that time and place of the meeting need not be stated.

SECTION 3. - INFORMAL ACTION BY MEMBERS OR DIRECTORS - Any action required by the Articles of Incorporation or By-laws of the corporation or any provision of law to be taken at a meeting or any action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the members, directors, or members of a committee thereof, entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

SECTION 4. -REMOVAL OF OFFICERS - Subject to the provisions of Section 4., Article II, any director, officer or agent elected or appointed may be removed by the persons authorized to elect or appoint such director, officer or agent, whenever in their judgment the best interests of the corporation will be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment shall not of itself create contract rights.

SECTION 5. - BOOKS AND RECORDS - The corporation shall keep correct and complete books and records of account and shall keep also the minutes of the proceedings of its members, Board of Directors and Committees having any of the authority of the BOARD OF DIRECTORS; and shall keep at its principal office a record giving the names and addresses of members entitled to vote, or records showing where such information can be obtained. All books, records and minutes of meetings of the members and the BOARD OF DIRECTORS of the corporation may be inspected by any member, or member's agent or attorney, for any proper purpose at any reasonable time upon reasonable notice.

SECTION 6. - AMENDMENT OF BY-LAWS - These By-laws may be amended only by the members at a duly called and held Annual, Semi-Annual or Special Meeting of members, upon the affirmative vote of two-thirds (2/3) of the members present, provided that a quorum is present.

SECTION 7. RESTRICTION ON IMPAIRMENT OF VALUE - No decision or action shall be taken to impair the value of real property held by the corporation unless, upon proper notice to members pursuant to Article I, Section 8 - NOTICE OF MEMBERS' MEETING, and upon affirmative vote of three-fourths (3/4) of the regular members entitled to vote who are present at said meeting. The transaction of business concerning impairment of the value of any real property held by the corporation shall be permitted only at an Annual, Semi-Annual, or Special Meeting called for such a special purpose. The words "property" or "real property" shall mean any real property titled in the corporation's name. The words "impairment of value" shall mean encumbering said property with a lien, mortgage, land contract, or in any other manner pledging said property as security or collateral for a loan, leasing, assigning an interest in said property, or making any assignment to the benefit of creditors of an interest in the property.

ALANO FOUNDATION

RESTATED ARTICLES OF INCORPORATION

The undersigned President and Secretary of ALANO FOUNDATION, a corporation operating pursuant to the provisions of Chapter 181, Wisconsin Statutes, hereby certify that the following Restated Articles of Incorporation of said corporation were duly adopted by the members of the corporation at the Annual Meeting of members of the corporation, duly called and held on February 10, 1976, such Restated Articles of Incorporation superseding and taking the place of the theretofore existing Articles of Incorporation and all amendments thereto, the following being the requisite information with respect to voting rights and votes at such Annual Meeting of members:

Total Number of Members with Voting Rights - 185

Number of Members Present in Person (use of Proxies being Prohibited by the Bylaws of the Corporation) - 43

Number of Members Voting FOR Adoption of the Restated Articles of Incorporation - 36

Number of Members Voting AGAINST Adoption of the Restated Articles of Incorporation - 6

ARTICLE 1. NAME: The name of the corporation shall be: ALANO FOUNDATION.

ARTICLE 2. PERIOD OF EXISTENCE: The period of existence of the corporation shall be perpetual.

ARTICLE 3. PURPOSES: The purposes shall be to provide, manage and control, at one or more locations in the City of Milwaukee, Milwaukee County, Wisconsin, a place or places whereat:

- a. Members of the corporation, members of Alcoholics Anonymous, and members of Al-Anon and members of Alateen may meet and congregate, formally and informally, to hold educational, group help and self-help discussion group sessions regarding problems of, assistance to and recovery of persons suffering from the disease of alcoholism; and, supplemental to, and to encourage and foster the foregoing activities,
- b. Members of the corporation, their families and other persons (as specified by the Board of Directors of the corporation) may meet and congregate to hold other activities and meetings, including social gatherings, for such members, their families and such other persons in accordance with rules adopted by the corporation's Board of Directors.

The corporation shall have and may exercise all powers of corporation organized pursuant to the provisions of Chapter 181, Wisconsin Statutes, and the powers necessary or convenient to effect any or all of the foregoing purpose provided that such exercise shall not be inconsistent with or contrary to the provisions as stated in the corporation's Articles of Incorporation, as such Articles of Incorporation may be amended or restated from time to time.

ARTICLE 4. MEMBERS: Only members of Alcoholics Anonymous in good standing (in accordance with criteria established and consistently applied by the Board of Directors) shall be regular or voting members of the corporation, and additional qualifications, rights and methods of acceptance of such regular or voting members shall be as set forth in the Bylaws of the corporation. The corporation may have additional classes of members (other than regular or voting members) and the qualifications, rights and method of acceptance of such members shall be as set forth in the Bylaws of the corporation.

ARTICLE 5. BOARD OF DIRECTORS: The affairs of the corporation shall be managed by a Board of Directors whose election shall be as set forth in the Bylaws. The number of directors constituting the initial Board of Directors shall be six (6). Thereafter the number may be fixed by Bylaw but shall not be less than three (3).

ARTICLE 6. PRINCIPAL OFFICE: The principal office of the corporation is 1521 North Prospect Avenue, Milwaukee, Wisconsin 53202.

ARTICLE 7. REGISTERED AGENT AND ADDRESS: The name and address of the registered agent of the corporation is Lawrence A. Banse, 1521 North Prospect Avenue, Milwaukee, Wisconsin 53202.

ARTICLE 8. MISCELLANEOUS: The corporation shall not have or issue shares of stock, but the corporation may issue certificates evidencing membership therein. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3., above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954.

ARTICLE 9. DISSOLUTION: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 10. AMENDMENT: These Articles of Incorporation may be amended in the manner authorized by law at the time of the amendment.

Executed in duplicate on this 11th day of February, 1976.

/s/ Lee Kochan
Lee Kochan, President

(NO CORPORATE SEAL)

/s/ Carla A. McNeil
Carla A. McNeil, Secretary

This instrument was drafted by:

HENRY J. GEFKE
Attorney and Counselor at Law
600 East Mason Street, Suite 401
Milwaukee, WI 53202

Please return to the above address.

ARTICLE V

SECTION 7. RESTRICTION ON IMPAIRMENT OF VALUE - No decision or action shall be taken to impair the value of real property held by the corporation unless, upon proper notice to members pursuant to Article I, Section 8 - NOTICE OF MEMBERS' MEETING, and upon affirmative vote of three-fourths (3/4) of the regular members entitled to vote who are present at said meeting. The transaction of business concerning impairment of the value of any real property held by the corporation shall be permitted only at an Annual, Semi-Annual, or Special Meeting called for such a special purpose. The words "property" or "real property" shall mean any real property titled in the corporation's name. The words "impairment of value" shall mean encumbering said property with a lien, mortgage, land contract, or in any other manner pledging said property as security or collateral for a loan, leasing, assigning an interest in said property, or making any assignment to the benefit of creditors of an interest in the property.