# BYLAWS OF
# THE SADDLEBACK VALLEY FELLOWSHIP CENTER

LAKE FOREST, CALIFORNIA

(REVISED OCTOBER 18, 2026)

## ARTICLE I. NAME OF CORPORATION

This nonprofit California Corporation shall be known as the Saddleback Valley Fellowship Center ("Center") and shall be located at 23401 El Toro Rd Ste 101, 200, 202, Lake Forest, California 92630, or at such other premises as may be determined by its Board of Directors ("Board").

## ARTICLE II. PURPOSE AND CLASSIFICATION

### SECTION A. PURPOSE

The specific and primary purpose of this Nonprofit Corporation is to identify and lease a meeting facility, establish policies and procedures necessary to maintain such lease, and conduct fundraising activities to support the facility. The facility will serve as a meeting place for members of Alcoholics Anonymous ("A.A.") and Al-Anon Family Groups ("Al-Anon").

### SECTION B. CLASSIFICATION

The Center is classified by the State of California (Corporations Code, as defined and amended in the 1979-1980 Session) as a Public Benefit Nonprofit Corporation. The Corporation is exempt from California state income tax under Section 23701d, and contributions by donors are deductible as provided by Sections 17214 through 17216 and 24357 through 24359 of the California Revenue and Taxation Code. The Internal Revenue Service exempts the Corporation from federal income tax under Section 501(c)(4) of the Internal Revenue Code. Donors may deduct contributions as provided in Section 170 of the Internal Revenue Code, and the Corporation's use of such contributions is deductible for federal estate and gift tax purposes under Sections 2055, 2106, and 2522 of the Internal Revenue Code.

### SECTION C. SCHEDULED MEETINGS

Scheduled meetings of A.A. and Al-Anon may be held at the Center only with the approval of the Steering Committee.

### SECTION D. DONATIONS

Donations for the use of the Center for meetings other than A.A. or Al-Anon, or for social gatherings, shall be accepted at the discretion of the Board.

### SECTION E. ACTIVITIES

The Center is a private club for the exclusive use of alcoholics and their guests. All social, recreational, educational, and other activities must be approved by the Board prior to use of the premises for such occasions. Any such activities shall be conducted under the supervision of the Directors or Committees duly appointed by the Board.

## ARTICLE III. INDEMNIFICATION

### SECTION A. DEFINITIONS

"Agent" refers to any individual who currently holds or previously held a position as a Director, Officer, employee, or other significant role within the Corporation. This includes individuals serving at the Corporation's request in any of these capacities.

"Proceeding" refers to any threatened, pending, or completed legal action, whether civil, criminal, administrative, or investigative.

"Expenses" include, without limitation, attorneys' fees and other costs associated with establishing a right to indemnification.

### SECTION B. POWER TO INDEMNIFY

The Corporation shall have the authority to indemnify any Agent or person who is, was, or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor) due to their role as an Agent of the Corporation. This comprehensive Indemnification includes, but is not limited to, expenses, judgments, fines, settlements, and other actual and reasonable costs incurred in connection with the proceeding, provided that the Agent acted in good faith and in a manner reasonably believed to be in the best interests of the Corporation and had no reasonable cause to believe their conduct was unlawful.

The termination of a proceeding by settlement, a plea of nolo contendere, or its equivalent does not create a presumption that the person did not act in good faith or in a manner they reasonably believed to be in the best interests of the Corporation.

### SECTION C. DETERMINATION OF INDEMNIFICATION

The Board shall determine whether indemnification is due and authorized for each specific case. This determination shall be based on the circumstances alleged in the case pleadings and/or an independent investigation conducted by an authorized Agent of the Board.

Indemnification shall be granted if approved by a majority vote of a quorum of Board members not involved in the proceeding.

If a quorum is not obtainable by a majority of the available Directors, as defined in the California Corporations Code, then approval must be granted by a Superior Court Judge in the jurisdiction where the proceeding is pending, upon application by the Board, the Agent, or the Agent’s attorney.

## SECTION D. ADVANCEMENT OF EXPENSES

The Corporation may advance expenses incurred in defending a proceeding before its final disposition. A request for consideration for the advance of expenses must be documented and approved by the Board as reasonable for the nature of the lawsuit or claim presented. The Board may decline to advance expenses at any time during the pendency of the claim or litigation.

The Corporation may require the Agent to agree to reimburse the Corporation for advanced expenses if it is subsequently determined that the Agent was not entitled to indemnification.

Advancement of expenses under this Paragraph does not violate the California Corporations Code Section 315(a) prohibition against corporate loans to officers of corporations, nor does it result in any liability to any Director approving the sum to be advanced.

## SECTION E. NONEXCLUSIVE PROVISIONS

The indemnification authorized by this Motion shall not be deemed exclusive of any additional rights to indemnification for breach of duty to the Board by an Agent to the extent of any additional rights to indemnification as authorized by the California Corporations Code.

Corporate indemnification shall continue for a person who has ceased to be a Director, Officer, employee, or Agent and shall inure to the benefit of the person's heirs, executors, and administrators. Nothing contained in this Paragraph shall affect any right to indemnification to which persons other than the Directors and Officers may be entitled by contract or otherwise.

## SECTION F. LIMITATION ON INDEMNIFICATION

No indemnification or advance shall be made in any circumstance in which it appears:

a) That it would be inconsistent with a provision of the Articles, the Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred, or other amounts were paid, that prohibits or otherwise limits indemnification; or
b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

## SECTION G. INSURANCE

The Corporation shall have the power to purchase and maintain insurance on behalf of any Agent against any liability asserted against or incurred by the Agent in that capacity or arising out of the Agent's status as an Agent, whether or not the Corporation would have the power to indemnify the Agent against liability under this Motion.

The fact that an Agent receives any recompense from the insurance transaction does not affect the Corporation's power to purchase and maintain that insurance in the following circumstances:

a) If authorized in the Corporation's articles, any policy issued is limited to the extent provided in the California Corporations Code
b) The company issuing the policy is organized, licensed, and operated in a manner that complies with the insurance laws and regulations applicable to its jurisdiction of the organization.

c) The company provides procedures for processing claims that cannot be subject to the direct control of the Director or Officer of the Corporation that purchased the policy.

## ARTICLE IV. BOARD OF DIRECTORS

### SECTION A. GOVERNANCE

The activities and affairs of the Center shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board of Directors, henceforth referred to as "the Board." The Board may delegate the management of the activities of this Non-Profit Corporation to any person(s), management company, or committee, however composed, provided that the activities and affairs of the Center are managed, and all corporate powers are exercised under the ultimate direction of, the Board.

### SECTION B. COMPOSITION AND QUALIFICATIONS

The Board of Directors shall consist of three (3) Executive Members, two (2) Members at Large, and two (2) Alternate Board Members.

Executive Board Members must have at least five (5) years of continuous sobriety before nomination and must maintain sobriety during their tenure.

Non-Executive Board Members must have at least three (3) years of continuous sobriety before nomination and must maintain sobriety during their tenure.

Alternates must have at least three (3) years of continuous sobriety before nomination and must maintain sobriety during their tenure.

One Al-Anon Member may serve on the Board and be exempt from the sobriety stipulations, providing said person has been continuously affiliated with Al-Anon for one year prior to that person's nomination to the Board and maintains such affiliation during their tenure of office.

Exceptions to sobriety or affiliation requirements may be allowed with the approval of a majority of the Board Members.

Failure to maintain sobriety or affiliation requirements during their tenure shall result in removal proceedings initiated by the Board.

### SECTION C. TERM OF OFFICE

The term of office for Board Members and Alternates shall be two (2) years, beginning with the announced election results at the Annual Board Election Meeting in December.

Two (2) Board Members and one (1) Alternate shall be elected in even-numbered years and three (3) Board Members and one (1) Alternate in odd-numbered years.

In the event of a vacancy, an Alternate shall be appointed based on seniority to fill the position for the remaining term, provided said appointment conforms to Article IV, Section B Qualification requirements. If no Alternate is available, the Board shall appoint an individual outside of the current Board, provided said appointment conforms to Article IV, Section B Qualification requirements.

Missing two (2) consecutive meetings without approval from the Executive Committee or habitual absences not due to extenuating circumstances may result in removal proceedings. The Executive Members are authorized to grant a temporary leave of absence to any Member of the Board if the leave of absence is due to extenuating circumstances.

### SECTION D. ELECTIONS, BOARD OF DIRECTORS

Anyone who regularly attends meetings at the Center shall be allowed to attend the December Board Meeting to vote for individuals requesting to fill the vacant Board Member and Alternate positions.

The Board shall provide for reasonable nomination and election procedures.

Voting shall be done by a show of hands.

Prospective voters must be present or participate via video conference at the Board Meeting to vote—voting by proxy is prohibited.

### SECTION E. ELECTIONS, EXECUTIVE MEMBERS

The Executive Members of the Board are the Chairman, Treasurer, and Secretary.

Vacant Executive Member positions shall be filled by an existing Member of the Board and determined by the majority vote of the Members of the Board. The Board shall elect its Executive Officers during the January Board Election Meeting. The election results shall be prominently posted.

### SECTION F. DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors shall:

1. Outline reasonable nomination and election procedures for the annual election meeting.
2. Compile the agenda for the annual election meeting.
3. Give due notice to the meeting members of the annual election meetings in compliance with ARTICLE V of these Bylaws.

The Executive Committee shall perform all necessary duties of the Board pending ratification of such actions at the next regularly scheduled Board meeting.

See Addendum I for the Board of Directors Job Descriptions.

### SECTION G. REMOVAL PROCEEDINGS

1. A majority vote is required to remove a Board member.

## ARTICLE V. MEETINGS

### SECTION A. REGULAR MEETINGS

*SUBSECTION A.1 BOARD MEETINGS*

Board Meetings must occur no less than four (4) times a year. The date, time, and location of Board Meetings must be posted at least seven (7) days in advance of the meeting.

No Board Meeting shall be convened without a minimum of two (2) Elective Officers, and unless a quorum is present.

A quorum shall consist of no less than three (3) Board Members.

Anyone who regularly attends meetings at the Center is welcome to attend the Board Meeting as an observer. Any regular Center attendees wishing to address the Board must provide a written request to be added to the Meeting Agenda at least seven (7) days prior to the scheduled meeting. Written requests should be emailed to the Board Secretary at boardsecretary@saddlebackfellowship.com.

*SUBSECTION A.2 ELECTION MEETINGS*

The Board shall hold an Annual Election Meeting in January. Anyone who regularly attends meetings at the Center is welcome to attend the Annual Election Meeting to vote using the procedures outlined in Article IV, Section D.

A notice giving the location, date, and time of the Annual Election Meeting shall be posted at least forty-five (45) days in advance of the meeting. The notice should also list the nominees, if known.

### SECTION B. SPECIAL MEETINGS

*SUBSECTION B.1 SPECIAL BOARD MEETINGS*

Special Board Meetings may be called by the Executive Committee or any three (3) Members of the Board. Special Board Meetings are closed meetings limited to the Board of Directors, except by the invitation of the Board for the purpose of making reports or presenting petitions.

*SUBSECTION B.2 SPECIAL OPEN BOARD MEETINGS*

Special Membership Meetings ("Special Meetings") may be convened by the Chairman. If the Chairman is unavailable, the Secretary may act in their place. If neither is present, a majority of the Board Members may call the meeting.

A notice giving the location, date, and time of the Special Open Board Meetings must be posted at least seven (7) days in advance and shall state the reason why the Special Open Meeting is being called. Only matters directly related to the stated purpose of the Special Open Board Meeting may be discussed. Anyone who regularly attends meetings at the Center is welcome to attend the Special Open Board Meeting as an observer.

### SECTION C. MEETING PARLIMENTARY PROCEDURE

All Board Meetings shall be conducted in accordance with Roberts' Rules of Order, except where they conflict with the Bylaws of the Saddleback Valley Fellowship Center.

## ARTICLE VI. AMENDMENTS

These Bylaws may be amended by a majority vote of the Board Members. The Bylaws and Amendments shall be posted and made available to anyone who attends our facility.

## ADDENDUM I. BOARD OF DIRECTORS JOB DESCRIPTIONS

This is a valuable opportunity to serve in a leadership capacity and support the mission of Saddleback Valley Fellowship Center. Board members are integral to the Center's success, and your contributions will help shape its future.

### Job Description: Chairman of the Board - Saddleback Fellowship Center

**Position Title**: Chairman of the Board
**Position Classification**: Executive Board Member
**Term**: Two-Year
**Position Type**: Volunteer
**Sobriety Requirement**: Five (5) years of sobriety and must maintain sobriety during their tenure.

**Overview**
The Chairman of the Board is responsible for presiding over all meetings of the Board of Directors of the Saddleback Fellowship Center, ensuring effective leadership and governance of the Center. The Chairman will work closely with the Board members and Steering Committee to provide strategic direction, oversight, and leadership to fulfill the Center's mission and vision. The Chairman will also ensure compliance with all legal, financial, and regulatory requirements for the Center's operations.

**Key Responsibilities**

- *Preside Over the Board Meetings*: The Chairman will lead all regular and special meetings of the Board, ensuring that meetings are conducted in an orderly manner using Robert's Rules of Order.
- *Leadership & Governance*: Provide overall leadership to the Board and support the development and execution of policies, goals, and strategic initiatives that advance the Center's mission.
- *Signatory Authority*: The Chairman's signature is required on all legal documents, financial agreements, and Board banking accounts. The Chairman shall work with a minimum of two Executive Board members to ensure that all legal documents and financial agreements are properly authorized and executed.
- *Collaboration with Steering Committee*: Work closely with the Steering Committee and other key leadership personnel to support operational objectives, solve problems, and foster positive relationships between the Board and Steering Committee.
- *Board Development*: Lead and support the recruitment, orientation, and development of new Board members. Ensure the Board remains informed and educated about the Center's activities, financials, and key challenges. Create and provide guidance for sub-committees. Accountability: Ensure the Board adheres to its governance responsibilities, including financial oversight, compliance with nonprofit laws, and performance evaluation of the Center.
- *Accountability*: Ensure the Board adheres to its governance responsibilities, including financial oversight, compliance with nonprofit laws, and performance evaluation of the Center.
- *Bylaws*: Must have a working knowledge of the SVFC Bylaws.

**Qualifications**

- Five (5) years of sobriety and must maintain sobriety during their tenure.
- Strong communication and interpersonal skills, with the ability to engage and motivate board and members.
- Ability to maintain confidentiality and act with integrity, particularly with sensitive or proprietary information.
- A commitment to the mission and values of the Saddleback Fellowship Center.

**Term of Service**

The Chairman of the Board shall serve a term not to exceed two consecutive years. Upon the completion of the two-year term, the Chairman may serve one additional consecutive term, subject to approval by the Board of Directors. After two consecutive terms, the Chairman cannot be re-elected into the same position for the subsequent term.

## Job Description: Secretary - Saddleback Valley Fellowship Center

**Position Title**: Secretary
**Position Classification**: Executive Board Member
**Term**: Two-Year
**Position Type**: Volunteer
**Sobriety Requirement**: Five (5) years of sobriety and must maintain sobriety during their tenure.

**Overview**
The Secretary of the Saddleback Valley Fellowship Center (SFVC) is responsible for maintaining accurate records of all Board meetings, ensuring proper communication and transparency within the organization. This role requires a high level of organization and attention to detail. The Secretary will work closely with the Chairman and other Board members to provide effective governance and ensure compliance with nonprofit requirements. The Secretary is also responsible for presiding in the absence of the Chairman and fulfilling signatory duties.

**Key Responsibilities**

- *Meeting Minutes*: Keep accurate and comprehensive minutes of all Board meetings, including regular and special meetings, ensuring that all decisions, actions, and discussions are properly documented.
- *Meeting Agendas & Notice*: Prepare and post the agendas for all upcoming Board meetings and make them available to the fellowship in advance. Ensure that all Board meeting minutes are posted on the organization's website and in the board minutes book for transparency.
- *Preside in Absence of Chairman*: In the absence of the Chairman, the Secretary shall preside over meetings and ensure that the meeting is conducted in accordance with Robert's Rules of Order.
- *Maintain Legal & Financial Records*: Ensure that all legal documents, financial agreements, and meeting minutes are properly recorded, stored, and accessible, in accordance with nonprofit filing requirements. File the statement of information form with the secretary of state when there are board member changes.
- *Compliance with Robert's Rules of Order*: Ensure that all Board meetings are conducted according to Robert's Rules of Order, providing a structured and fair process for decision-making and discussion.
- *Public Access to Board Meeting Notes*: Ensure that all Board meeting minutes and relevant documents are made available to the fellowship, supporting transparency and accountability via website posting and in house board minute binder.
- *Fellowship Communication*: Act as a liaison for communication between the Board and the fellowship, ensuring that all relevant information is shared in a timely and effective manner.
- *Bylaws*: Must have a working knowledge of the SVFC Bylaws.

**Qualifications**

- Five (5) years of sobriety and must maintain sobriety during their tenure.
- Strong organizational and time-management skills, with the ability to keep detailed records and manage multiple tasks.
- Knowledge of and ability to apply Robert's Rules of Order to ensure meetings are structured and conducted fairly.
- Strong written and verbal communication skills, with the ability to clearly present information and engage with Board members and the fellowship.
- Proficiency in using digital tools for record-keeping and document sharing.
- A commitment to the mission and values of the Saddleback Fellowship Center.

**Term of Service**

The Secretary shall serve a term not to exceed two consecutive years. After completing a two-year term, the Secretary may serve one additional consecutive term, subject to approval by the Board of Directors. After two consecutive terms, the Secretary cannot be re-elected into the same position for the subsequent term.

**Job Description: Treasurer - Saddleback Valley Fellowship Center**

**Position Title**: Treasurer
**Position Classification**: Executive Board Member
**Term**: Two-Year
**Position Type**: Volunteer
**Sobriety Requirement**: Minimum of (5) years of continuous sobriety and must maintain sobriety during their tenure.

## Overview

The Treasurer of the Saddleback Valley Fellowship Center (SFVC) is responsible for overseeing the financial activities of the organization, ensuring transparency, accuracy, and accountability in all financial matters. The Treasurer works closely with the Chairman and the Board to maintain the financial health of SFVC and ensure compliance with all relevant tax and legal requirements. This position also plays a key role in financial reporting, bookkeeping, and providing oversight for the Center's financial policies and procedures. Also works closely with the Steering Committee Treasurer for all issues that affect the AA and Al Anon groups.

## Key Responsibilities

- *Financial Oversight & Reporting*: Maintain the SFVC financial records or manage any adopted bookkeeping system approved by the Board. Provide monthly financial reports at the Monthly Steering Committee meetings to ensure the Board has accurate and up-to-date financial information.
- *Annual Financial Report*: Present the annual financial report at the annual election meeting in January of each year, outlining the organization's financial position, income, expenses, and other key financial details.
- *Signatory Authority*: The Treasurer is a required signatory on all legal documents, financial agreements, and Board banking accounts. All financial agreements and legal documents must be signed by a minimum of two Executive Board members, ensuring transparency and proper authorization.
- *Tax Filings & Compliance*: Ensure the timely filing of all required state and federal taxes, including nonprofit tax returns. Maintain the organization's nonprofit tax-exempt status and file any necessary documentation to update the nonprofit filing status as required by state and federal laws.
- *Budgeting & Financial Planning*: Work with the Chairman and the Board of Directors to develop and review the annual budget, monitor cash flow, and ensure that the organization's financial activities align with its goals and objectives.

- *Audit and Internal Controls*: Assist in facilitating any audits or financial reviews as required by law or the Board. Ensure that SFVC has sound internal controls and financial policies to safeguard the assets and integrity of the organization.
- *Collaboration with Executive Team*: Work closely with the Chairman and other Board members to provide financial guidance and ensure proper financial management and oversight within SFVC.
- *Advisory Role*: Serve as a key advisor to the Board regarding financial matters, providing insight and recommendations on financial decisions, investments, and financial planning strategies.

**Qualifications**

- Experience in accounting, finance, or financial management, preferably in a nonprofit setting.
- Strong understanding of financial reporting, bookkeeping systems, and tax filing requirements for nonprofit organizations.
- Familiarity with nonprofit governance, including legal and regulatory compliance.
- Strong attention to detail, organizational skills, and the ability to maintain confidentiality.
- Proficiency in financial software or tools used for nonprofit accounting (QuickBooks or similar).
- Excellent communication and interpersonal skills, with the ability to present financial information clearly to Board members.
- A commitment to the mission and values of the Saddleback Valley Fellowship Center.

**Term of Service**

The Treasurer shall serve a term not to exceed two consecutive years. Upon the completion of the two-year term, the Treasurer may serve one additional consecutive term, subject to approval by the Board of Directors. After two consecutive terms, the Treasurer must step down and cannot be re-elected for the immediate term.

The Treasurer plays an integral role in maintaining the financial integrity of Saddleback Valley Fellowship Center. The individual in this position will ensure that all financial activities are managed efficiently and in compliance with legal requirements, supporting the organization's mission and ensuring its long-term sustainability.

## Job Description: Member at Large - Saddleback Valley Fellowship Center

**Position Title**: Member at Large
**Position Classification**: Non-Executive Board Member
**Term**: Two-Year
**Position Type**: Volunteer
**Sobriety Requirement**: Three (3) years of sobriety and must maintain sobriety during their tenure.

**Overview:**
The Member at Large will serve a two-year term and act as a voting member of the board. This position requires a commitment to supporting the mission and activities of the Saddleback Valley Fellowship Center. The Member at Large must exercise discretion and be prepared to contribute meaningfully to the organization's work.

**Key Responsibilities:**

1. *Attendance at Board Meetings*:
    - Attend up to two board meetings per month.
    - Participate in discussions, propose motions, vote on motions, and contribute to decision-making.
2. *Fundraising Support:*
    - Be available to assist with fundraising events, as required.
    - Support efforts to promote and raise funds for the center's initiatives.
3. *Discretion and Confidentiality:*
    - Maintain confidentiality on sensitive matters discussed during meetings and related activities.
    - Use discretion in dealing with board issues and the center's affairs.

**Qualifications:**

- Three (3) years of sobriety and must maintain sobriety during their tenure.
- One Al-Anon Member may fill this position and be exempt from the sobriety stipulations, providing said person has been continuously affiliated with Al-Anon for one year and maintains such affiliation during their tenure.
- Ability to contribute constructively during meetings and participate in decision-making processes.
- Willingness to assist with fundraising events and activities when needed.
- A commitment to the mission and values of the Saddleback Fellowship Center.

**Term of Service**
The Member at Large shall serve a term not to exceed two consecutive years. After completing a two-year term, the Member at Large may serve one additional consecutive term, subject to approval by the Board of Directors. After two consecutive terms, the Member at Large cannot be re-elected into the same position for the subsequent term.

## Job Description: Alternate Board Member - Saddleback Valley Fellowship Center

**Position Title**: Alternate Board Member
**Position Classification**: Non-Executive Alternate Member
**Term**: Two-Year
**Position Type**: Volunteer
**Sobriety Requirement**: Three (3) years of sobriety and must maintain sobriety during their tenure.

**Overview:**
The Alternate Board Member will serve a two-year term and act as a voting member of the board when a quorum is not available due to absent voting members. This position requires a commitment to supporting the mission and activities of the Saddleback Valley Fellowship Center. The alternate board member must exercise discretion and be prepared to contribute meaningfully to the organization's work.

**Key Responsibilities:**

4. *Attendance at Board Meetings:*
    - Attend up to two board meetings per month.
    - Participate in discussions, vote when quorum is not met, and contribute to decision-making.
5. *Fundraising Support:*
    - Be available to assist with fundraising events, as required.
    - Support efforts to promote and raise funds for the center's initiatives.
6. *Discretion and Confidentiality:*
    - Maintain confidentiality on sensitive matters discussed during meetings and related activities.
    - Use discretion in dealing with board issues and the center's affairs.

**Qualifications:**

- Three (3) years of sobriety and must maintain sobriety during their tenure.
- Ability to contribute constructively during meetings and participate in decision-making processes, if required.
- Willingness to assist with fundraising events and activities when needed.
- A commitment to the mission and values of the Saddleback Fellowship Center.

**Term of Service**
The Alternate Board Member shall serve a term not to exceed two consecutive years. After completing a two-year term, the Alternate Board Member may serve one additional consecutive term, subject to approval by the Board of Directors. After two consecutive terms, the Alternate Board Member cannot be re-elected into the same position for the subsequent term.