

## **BYLAWS OF FLORIDA ROUNDUP, INC.**

### **I. NAME AND PURPOSE**

The name of this organization shall be Florida Roundup, Inc. (the "Organization"). The Organization is a not-for-profit 501(c)(3) corporation organized and existing under the laws of the State of Florida that provides several events annually for the GLBT 12-step recovery community and its supporters. Each year, the Organization's activities and efforts culminate in a multi-day convention that takes place in the South Florida metropolitan area (the "Roundup"). The Roundup offers workshops, large speaker meetings, events, entertainment, activities, fellowship and an enjoyable experience for all attendees.

The Organization shall have a corporate logo, selected by the Board of Directors, bearing the name of the Organization and such symbols or words as the Board may decide to inscribe thereon.

### **II. MEMBERSHIP**

- A.** Membership in this Organization shall be open to any person who:
1. is at least eighteen (18) years of age, and
  2. is an active member in a 12-step recovery program or fellowship, and
  3. supports and actively promotes the charitable purposes of the Organization (a "Member").
- B.** Members agree to abide by the rules and regulations affecting operation of the Organization.
- C.** Membership shall in no way be conditioned upon or affected by race, color, national origin, gender identity, creed, physical disability, religion or sexual orientation.
- D.** Voting rights shall be limited to those Members who have attended at least one Florida Roundup or have been elected to a Committee for the current year fiscal year of the organization and are present at the meeting in which any vote is taken.
- E.** Members may be removed from the Organization pursuant to Article X.

### **III. BOARD OF DIRECTORS**

- A.** The Board of Directors shall manage the affairs and business of this Organization. Such Board of Directors shall only act in the name of the Organization when it shall be regularly convened by its Co-Chairpersons, after due notice to all Directors of such meeting or between General Meetings.

- B.** The Organization shall have a Board of Directors consisting of seven (7) members. All Directors:
1. shall be members in good standing of the Organization; and,
  2. shall have a minimum of three (3) years uninterrupted recovery in a 12-step recovery program or fellowship; and
  3. shall have served on at least two (2) different Committees as a Co-Chair or in a Board-appointed position as defined in these Bylaws in the past 3 years, so as to have an overall understanding of the internal operations of the Organization; and
  4. shall be at least eighteen (18) years of age.
- C.** Each person named in the Organization Papers as a member of the Board of Directors to be chosen for the ensuing year shall be chosen at the Annual Meeting of the Organization.
- D.** Four (4) voting of the members of the Board of Directors shall constitute a quorum, and the meetings of the Board of Directors shall be held at least monthly. Minutes shall be kept at all Board Meetings and made available at the next General Meeting.
- E.** Each Director, excluding the 2 Co-Chair persons, shall have one vote; no vote of the Board of Directors may be cast by proxy.
- F.** Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the General Membership for a candidate present at the time of the voting, for the balance of the term. A Director elected to fill a vacancy shall hold office only until the next election of Directors.
- G.** The Officers of the Organization by virtue of their respective offices shall be comprised of the Board of Directors.
- H.** Each Director of the Board of Directors may serve no more than two (2) consecutive years in the same position on the Board of Directors.
- I.** The Board of Directors shall be empowered to conduct all such transactions that are necessary to the successful operation of the Organization between General Meetings, except when such transactions would conflict with these By-Laws.

#### **IV. APPOINTED POSITIONS**

The Board of Directors shall select as necessary, an Accountant, Attorney, Data Processor(s), Hotel Facilitator(s), Newsletter Editor, Sergeant at Arms, Warehouse Manager(s), Web-Master and any other positions as may be necessary (the "Appointed Positions").

**A. Accountant.**

The Accountant shall:

1. be a licensed Certified Public Accountant in the State of Florida (preferably one specializing in non-profit organizations).
2. obtain all necessary information from the outgoing Treasurer so that the taxes of the Organization can be filed at the end of each fiscal year.
3. advise the Board of Directors as needed on matters of monies in accounts and the overall financial health of the Organization.

**B. Attorney.**

The Attorney shall:

1. be a licensed attorney in the State of Florida.
2. advise the Board of Directors on all legal matters, including reviewing contracts.
3. assist the Board of Directors in selection of outside legal counsel if circumstances so warrant.

**C. Data Processor(s).**

The Data Processor(s) shall:

1. receive registration forms from the Assistant Treasurer,
2. enter all registrations into the Organization's database,
3. provide Corresponding Secretary email addresses as needed,
4. provide volunteer lists to each Committee at General Meetings,
5. provide current registration count and any other pertinent information at General Meetings,
6. work with Registration Committee to provide mailing labels for mailings as needed,
7. process all onsite registrations at Roundup, and
8. provide final breakdown of registrations and other pertinent information at the Annual Meeting.

**D. Hotel Facilitator(s).**

The Board of Directors may appoint one or two persons to the position of Hotel Facilitator. The Hotel Facilitator(s) shall:

1. coordinate duties with the Co-Chairpersons and the Assistant Co-Chairperson,
2. present to the Co-Chairpersons and the Site Selection Committee any information necessary to obtaining a hotel contract which meets the needs of the Organization,

3. coordinate with the hotel and the Co-Chairpersons after successful signing of the contract, any and all necessary details related to the actual convention,
4. serve as intermediary between the hotel staff and the Committees throughout the convention week,
5. coordinate and monitor all Organization events during the convention, addressing all convention needs as they arise,
6. communicate to the Co-Chairpersons any emergency situations during the week of the convention and to work for the successful resolution there over,
7. assume general responsibility for the Roundup during the week of the Roundup,
8. provide a final report of any problems and solutions that arose during Roundup week at the Hotel to be given at the Annual Meeting,
9. coordinate with Hotel staff any occupancy matters.

**E. Sergeant at Arms.**

The Sergeant at Arms shall:

1. attend all Board of Directors and General Membership Meetings, and
2. ensure all meetings are conducted in accordance with Robert's Rules of Order and these By-Laws.

**F. Warehouse Manager(s)**

The Warehouse Manager shall:

1. retain a key as well as the code for entering the warehouse unit; the Co-Chairpersons will also have a key and the code,
2. maintain order in storage unit; from time to time this may require a clean out day with the help of all Committees,
3. accompany a Committee when it needs access to the warehouse,
4. obtain and coordinate with a moving company to move everything needed from the warehouse to the hotel on the Sunday before Roundup starts and back to the warehouse on the Sunday after the completion of Roundup. The same mover may be needed to move oranges on Tuesday of Roundup week, and
5. reorganize the warehouse sometime between the completion of the Roundup and the Annual Meeting.

**G. Web-Master**

The Web Master shall:

1. obtain information to be posted on the official Organization website from the Co-Chairpersons and various Committees,
2. update all changes in a timely manner,

3. assist Corresponding Secretary with creation and maintenance of all Organization email addresses,
4. as needed, assist Corresponding Secretary with email templates.

## **V. OFFICERS**

### **A.** The Officers of this Organization shall be as follows:

1. two (2) Co-Chairpersons,
2. Assistant Co-Chairperson,
3. Treasurer,
4. Assistant Treasurer,
5. Recording Secretary, and
6. Corresponding Secretary.

### **B.** For the purpose of these By-Laws, these Officers shall be considered the Board of Directors.

### **C.** Duties of the CO-CHAIRPERSONS shall be as follows:

1. To preside over all Board and General Meetings of Florida Roundup, Inc.
2. To obtain and secure a contract, which is approved by a majority of the Board of
3. Directors, with a hotel at which to hold the Roundup.
4. To oversee, direct, and guide all Officers, Committees and Appointed Positions of the Organization, including mentoring the Assistant Co-Chair.
5. Each Co-Chairperson shall be assigned no less than three (3) Committees or Appointed Positions to be determined at the first Board of Directors Meeting to coordinate Committee efforts throughout the year, including but no limited to prescribed Committee or Appointed Position responsibilities and budgets obtained from their assigned Committee or Appointed Position and bring to the July Board of Director's Meeting.
6. To act as the "Voice of the Roundup," giving all announcements before the start of all General Meetings at the Roundup.
7. In coordination with the Finance Committee and legal counsel, to obtain and secure necessary contracts as needed.
8. To have final responsibility governing the success of the Organization and the effectiveness of these By-Laws.
9. To review and approve all scholarships.

### **D.** Duties of the ASSISTANT CO-CHAIRPERSON shall be as follows:

1. To attend all Board and General Meetings of Florida Roundup, Inc.
2. To assist Co-Chairpersons in any way necessary and to learn the inner workings of Roundup.

3. To stand in for Co-Chairpersons, if necessary.
4. The Assistant Co-Chairperson shall be assigned no less than three (3) Committees or Appointed Positions to be determined at the first Board of Directors Meeting to coordinate committee efforts throughout the year including but not limited to prescribed Committee or Appointed Position responsibilities and budgets obtained from their assigned Committee or Appointed Position and bring to the July Board of Directors Meeting.
5. To prepare, distribute, collect and analyze, feedback from attendees of the Roundup.

**E. Duties of the TREASURER shall be as follows:**

1. To attend all Board and General Meetings of the Organization.
2. To obtain from each Committee by the July Board of Directors Meeting a projected budget and to present an overall projected budget at the August General Membership Meeting for approval at the September General Membership Meeting.
3. To maintain a set of accounting records for funds collected and disbursed.
4. To be responsible for the payment of all payables for the Organization.
5. To distribute funds to Committees or Appointed Positions after they have submitted receipts for such expenditures.
6. To assist Fundraising and Raffle Committees to collect monies during all events, as needed.
7. To make the Roundup accounting and budget records available to the auditor upon request or to any member given reasonable advance notice.
8. To account for all monies and financial records at the conclusion of the Roundup each year.
9. To ensure a smooth transition to the incoming Treasurer within thirty (30) days of the close of the fiscal year.
10. To co-chair the Finance Committee.

**F. Duties of the ASSISTANT TREASURER shall be as follows:**

1. To attend all Board and General Meetings of Florida Roundup, Inc.
2. To assist the Treasurer in all necessary functions.
3. To stand in for the Treasurer if necessary.
4. To be responsible for all receivables and financial donations.
5. To make timely deposits to the Organization's bank accounts.
6. To submit to the Treasurer on a prompt and timely basis all deposit slips and accounting reports related to all monies involved.
7. To assist Fundraising and Raffle Committees to collect monies during all Organization events, as needed.
8. To co-chair the Finance Committee.

**G. Duties of the RECORDING SECRETARY shall be as follows:**

1. To attend all Board and General Membership Meetings of the Organization.
2. To record and maintain minutes of all Roundup Board and General Membership Meetings.
3. To prepare typed minutes for all Committee Co-Chairs and Board Members for distribution at the following General Membership Meeting.
4. To assist Committees where needed during the Roundup.
5. To gather and turn over to Co-Chairpersons within 30 days of vacating the position, all agendas and minutes from Board of Directors meetings and General Membership Meetings held during the year.
6. To assist the Corresponding Secretary with the creation and distribution of the Daily Chronicle during the Roundup event to all registered attendees staying at the Host Hotel.
7. To maintain attendance records for all meetings.

**H. Duties of the CORRESPONDING SECRETARY shall be as follows:**

1. To attend all Board and General Membership Meetings of the Organization.
2. To stand in for the Recording Secretary, if necessary.
3. To prepare any necessary correspondence for or on behalf of the Organization.
4. To receive and distribute all communications on a timely basis.
5. To process all email correspondence from the primary email address set up and maintained by Florida Roundup, Inc., including correspondence from the Organization's website and to distribute email messages to appropriate Directors, Committees, and Members in a timely manner.
6. To assist various Committees where needed during the Roundup.
7. To assist the Recording Secretary with the creation and distribution of the Daily Chronicle during the Roundup event to all registered attendees staying at the Host Hotel.
8. To update Data Processor(s) of any incorrect information including but not limited to email addresses.
9. To maintain all Member email addresses and distribution lists.

**VI. COMMITTEES**

- A.** Each Committee shall have the number of Co-Chairs as enumerated below, who shall be elected by the General Membership. Each Co-Chair shall have a minimum of 1 year clean, sober or serene in their primary program and must have attended at least 1 Roundup in the last 3 years.

**B. Committee Co-Chairs Generally.**

1. Additional Committees may be formed by the Board of Directors from time to time to perform such functions as shall be identified at that time; all such new Committees shall have at least two (2) Co-Chairs but no more than three (3).
2. Each elected Committee Member must maintain no less than monthly communication with their appointed liaison.
3. Each elected Committee Co-Chair is required to:
  - a) assemble Committee Members comprised of volunteers who meet the qualifications as stated in these By-Laws,
  - b) assemble and coordinate volunteers for their respective Committees. Volunteers are not subject to any of the above requirements other than the requirement to be a member of a 12-step recovery program,
  - c) attend the Roundup and perform a minimum of 4 hours per day in whatever capacity is needed,
  - d) be present at each of the General Membership Meetings. No Committee Member or Co-Chair should miss more than three General Membership meetings,
  - e) provide appointed liaison projected budget prior to July Board of Directors Meeting,
  - f) provide a final written report at the Annual Membership Meeting, including a detailed account of all Committee expenses,
  - g) maintain no less than monthly communication with appointed Board liaison(s),
  - h) for any Committee that accepts payments in cash, checks, or with payment devices, only elected Committee Co-Chairs, Board members or other Appointed Positions may accept such payments,
  - i) promote participation in the Roundup, announce fundraising events, and attend the Roundup,
  - j) assist with the setup at the Roundup and assist other Committees as needed during the Roundup.

**C. Number of Committee Co-Chairs:**

a) Activities	2	h) Host	2-3
b) Boosters	2-4	i) Program	3-5
c) Decorating	2-4	j) Raffle	2-3
d) Entertainment	2 -3	k) Recovery Marathon	1-2
e) Finance	2-3	l) Registration	3-5
f) Fundraising	3-4	m) Traditions	2
g) Hospitality	2-4		



#### **D. ACTIVITIES COMMITTEE (2)**

1. To plan, organize and execute all activities at the Roundup.
2. To obtain quotes for services of a Disc Jockey for all Roundup-related events as necessary and present the contract for review.

#### **E. BOOSTERS (2-4)**

1. To research and recommend a theme to be presented for approval at the June General Membership Meeting, or sooner if possible.
2. To solicit logo designs and to recommend a design for approval at the August General Membership Meeting or sooner, if possible, as well as suggest two colors to be used for the logo no later than the September General Membership Meeting.
3. To select and purchase booster items to be sold at the Roundup.
4. To compile complete projected budget including profit analysis of booster items.
5. To set up and staff Booster Booth.
6. To operate the register and credit card machine at the Booster Booth during the Roundup.
7. To properly inventory and account for the sale of all Booster items.
8. To transfer all monies and records to the Finance Committee at regular intervals during the Roundup.
9. To recommend to the General Membership arrangements for the sale and/or disposal of leftover Booster items after completion of each Annual Conference and to proceed in this regard according to the vote of the General Membership.

#### **F. DECORATING (2-4)**

1. To develop decorating theme and present at the January General Membership Meeting or sooner.
2. To decorate the stage for all main meetings and lobbies for Orange Juice area, and Registration/Boosters/Program area.
3. To hire a florist for floral service for banquet tables, guest speaker rooms, etc.

#### **G. ENTERTAINMENT (2-3)**

1. To select and produce an entertainment event to be performed during the Roundup.
2. To coordinate facilities for rehearsals making sure that lighting, sound and scenery needs are met.
3. To assist with recruitment of performers and conduct tryouts.
4. To ensure that costumes and props are acquired and/or purchased.
5. To assist with the setup of the final performance space and ensuring that lighting, sound and scenery needs are met.
6. To ensure that props, sets and costumes are properly inventoried and that they are discarded and/or stored after the Roundup.

## **H. FINANCE (2-3)**

1. This Committee shall be co-chaired by the Treasurer and the Assistant Treasurer.
2. Present an operating budget at the August General Meeting for approval at the September General Membership Meeting.
3. In conjunction with legal counsel, if legal counsel has been appointed, review all business contracts to ensure that all terms and conditions of all contracts are in accordance with generally acceptable accounting procedures and with the Organization's budget.
4. Prepare quarterly Year-to-Date financial reports and present at all General Membership Meetings.
5. Prepare an annual fiscal budget in collaboration with the reports given from one Chairperson of each Committee.
6. ensure that all tax reporting forms are completed and submitted to the appropriate governing authority(ies) in a timely manner.
7. assist with all revenue collections and reconciliation at all Florida Roundup events.
8. ensure all cash registers, cash counting machines and all necessary accessories and power cards are collected at the end of each event.

## **I. FUNDRAISING (3-4)**

1. To plan, organize and execute three (3) to four (4) fundraising events during the course of the year.
2. To arrange and manage ticket distribution to fellow Committee Co-Chairs and Committee Members for sale and submit an accounting of all tickets to the Finance Committee one to two weeks prior to the event.
3. To promote all fundraising events throughout the recovery community.

## **J. HOSPITALITY (2-4)**

1. To arrange for complimentary welcoming information from local businesses and appropriate literature, maps, and entertainment guide.
2. To provide safe sex literature and materials.
3. To purchase all oranges and general supplies needed for the Roundup, including new equipment as needed.
4. To recruit sufficient volunteers to staff the Hospitality area during the Roundup.
5. To prepare a complete work schedule and notify all volunteers prior to the Roundup.
6. To clean up and provide overall housekeeping services for the Hospitality area.
7. To breakdown, clean and pack orange juice machine at the end of the Roundup.
8. To ensure orange juice machine and all spare parts are returned to the warehouse.

**K. HOST (2-3)**

1. To provide volunteers to serve as Greeters at the hotel and at all formal Roundup events.
2. To ensure that guests attending are properly registered when required at the Event.
3. To assist the Fundraising Committee in ticket collection at all fundraising events.

**L. PROGRAM (3-5)**

1. To solicit speaker recordings, review recordings and select one (1) speaker for each main meeting at the Roundup.
2. To arrange travel and accommodations, including transportation to and from the Roundup, and serve as a host/hostess for speakers while at the Roundup.
3. To prepare the format and arrange chairpersons for all main meetings at the Roundup.
4. To ensure that all necessary items (Format, How it Works, Chips, etc.) are available at all main meetings at the Roundup.
5. To review and select a variety of workshop topics based on feedback from the Members.
6. To assign workshop and meeting rooms for inclusion in the final copy of the Program.
7. To select and schedule leaders for all workshops.
8. To prepare, distribute and collect workshop leader forms.
9. To help staff a Program Committee table during the event.
10. To ensure that all workshops commence according to workshop Schedule.
11. To prepare the Roundup schedule of events and complete a final program to be presented to the General Membership for approval at the February General Membership Meeting.

**M. RAFFLE (2-3)**

1. To secure gifts that are donated or purchased in the spirit of the Traditions and guidelines for Conferences and Conventions to be raffled off as prizes to help augment the Organization's fundraising efforts.
2. To keep an accurate accounting of all tickets distributed to volunteers and to secure the return of unsold tickets.
3. To turn in all collected funds to the Finance Committee.
4. To work with the Board to ensure proper acknowledgement by sending letters, when needed, to prize donors.
5. To arrange for and be accountable for all raffle volunteers.

**N. RECOVERY MARATHON (1-2)**

1. To establish and organize the Recovery Marathon meetings to be held during the Roundup.

2. To provide a schedule for all Recovery Marathon meetings prior to the Roundup.
3. To recruit sufficient volunteers to lead the meetings and to ensure that all meetings are held according to the published schedule.
4. To provide materials and literature for the meetings.
5. To ensure that the Recovery Marathon room is adequately stocked with appropriate refreshments and literature, clean, and presentable throughout the Roundup.

**O. REGISTRATION (3-5)**

1. To execute all mailings as needed.
2. To be responsible for adherence to all necessary postal regulations if needed.
3. To order new badges and meal tickets in coordination with the Data Processor for the annual Roundup.
4. To purchase necessary office supplies and sundries for use at the Roundup.
5. To prepare Registration Packets prior to arrival at the Hotel.
6. To enlist volunteers for Registration Committee Booth and to insure proper training.
7. To prepare Registration Booth prior to pre-opening Roundup meeting and insure adequate staffing throughout the Roundup.
8. To be responsible for inventory, sale and collection of all meal, dance and play tickets at the Roundup.
9. To process and account for all on-site registrations at the Roundup.
10. To operate the register and credit card machine at the Registration Booth during the Roundup.
11. To transfer all monies and records to the Finance Committee or at regular intervals during the Roundup.

**P. TRADITIONS (2)**

1. To identify issues which may be inconsistent with these By-laws or with the 12 Steps and 12 Traditions of Alcoholics Anonymous.
2. To propose the resolution of those issues that arise from such inconsistencies.
3. To report issues and Committee recommendations to the Co-Chairs and resolutions or outstanding issues at the next General Meeting.
4. To research Organization practices and provide interpretations of the 12 Steps and 12 Traditions of Alcoholics Anonymous.
5. To maintain written records of all issues, Committee recommendations and resolutions.
6. To provide a final report at the Annual Membership Meeting.
7. To maintain no less than monthly communication with appointed liaison.
8. To make Roundup By-Laws available to all Members.
9. To distribute and read Committee responsibilities at annual election meeting.

10. To review and approve or recommend changes to any Roundup correspondence including but not limited flyers, email blasts, marketing and promotional material prior to distribution or submittal.

## **VII. MEETINGS**

- A. Annual Membership Meetings.** The annual membership meeting of this Organization shall be held on a date approximately four weeks (4) following the annual Roundup, to be announced at the final Membership Meeting of the year. Business transacted at the Annual Membership Meeting shall include election of a Board of Directors and Committee Chairpersons of this Organization. The Annual Membership Meeting shall be held at such place as determined by the Board of Directors after due notice to all Members.
- B. Monthly General Membership Meetings.** There shall be a monthly meeting of the General Membership. Organization business may be discussed and voted on at any of general membership meeting. An affirmative vote by a simple majority of the Members present shall ratify the proposed action(s). Any member may present a new item for consideration at any Monthly Membership Meeting. The Board of Directors will schedule General Meetings.
- C. Board of Directors Meetings.** Board of Directors Meetings may be held as needed but not less than once per month, except as otherwise agreed to by a majority of the Board of Directors. All Board action not specifically granted to the Board by these By-Laws shall be ratified only after Traditions Committee consultation and comment; as well as General Membership approval. Minutes shall be recorded at all Board Meetings and made available to members at the next scheduled General Membership Meeting.
- D. Committee Meetings.** Committee Meetings may be held as needed, but not less than quarterly. All policy decisions will be reported at the next scheduled General Membership Meeting. Each Committee may act independently within the scope of these By-Laws.

## **VIII. FINANCIAL POLICIES**

- A. General Policy.** The Organization will cover all required expenses for its general operation and continued existence.
- B. Organization Financial Policies.**
  1. A general checking account shall be maintained with two of the three authorized signatures being required on each check. Signatories of the account shall be the Co-Chairpersons and the Treasurer.
  2. The Treasurer must give a financial report at each Monthly Board Meeting and General Membership Meeting.

3. The books of the Organization shall be opened and available for inspection by the current Board of Directors, by any Member in good standing, or by any accountant appointed by the Board of Directors for that purpose at any time.
4. A check card shall be issued in the name of the outgoing Co-Chair. In the event both Co-Chairs are outgoing in a single year, the card shall only be issued to one Co-Chair as determined by the Finance Committee. Use of the check card shall be subject to the financial policies stated herein
5. The Organization shall maintain a prudent reserve at all times in a separate account from the operating account. The amount of the prudent reserve shall be determined by the Board of Directors and communicated to the General Membership
6. An annual budget shall be presented and approved by the General Membership.
7. Once the annual budget has been presented and approved by the General Membership, all monies allocated pursuant to the approved budget, including budgets for all Committees, shall fixed, and no portion of the approved budget, including monies allocated to the Committees, shall be amended, rescinded, transferred, withheld, or otherwise altered without presentment and approval by the General Membership.
8. The Board of Directors shall be authorized to spend up to \$250.00 for non-budgeted items without General Membership approval.
9. Any Committee expenditure \$500 or greater must be submitted for bid to no less than 3 vendors whenever possible.
10. All bids shall be reviewed by the current Board of Directors prior to General Membership approval.
11. All contracts binding the Organization shall be reviewed by the current Board of Directors and legal counsel, if legal counsel has been appointed, and signed by a minimum of 1 Co-Chairperson.
12. Any emergency expenditure shall require approval by a majority of the Board of Directors and shall be presented at the next scheduled General Meeting.

#### **IX. VOTING**

At all meetings, all votes shall be by voice vote except during elections and special votes, which may be by written ballot.

#### **X. CONFLICT RESOLUTION**

- A. Any Officer or Board Member may be removed from Office for cause upon a two-thirds (2/3) vote of the Members in attendance at any General Meeting.

- B.** Any Committee Member may be removed from Committee Membership for cause upon a two-thirds (2/3) vote of the elected members or the unanimous consensus of the Committee. If a Committee Member is removed by a unanimous vote of the Committee, the Member may appeal for a hearing to determine whether there was cause for such removal. If two-thirds (2/3) of the elected members determine there is no just cause for the Member's removal, such removal is considered to be rescinded.
- C.** The term "cause" as used in this Article shall include, but not be limited to the following: malfeasance, neglect of duty, incompetence, permanent inability to perform official duties, conviction of a felony, and an alcohol, drug or Al-Anon relapse.
- D.** For the purpose of a removal of an Officer or Board Member, a quorum at a General Meeting shall be defined as follows:
  - 1. No less than four (4) members of the Board of Directors; and
  - 2. No less than seven (7) Committee Co-Chairpersons, with at least one (1) Co-Chairperson present from five (5) different Committees.

## **XI. CONFLICT OF INTEREST POLICY**

- A.** No Board member or Committee member, or any member of his/her family should accept any gift, entertainment, service, loan, or promise of future benefits from any person who either personally or whose employees might benefit or appear to benefit from such Board or Committee member's connection with the Organization, unless the facts of such benefit, gift, service, or loan are disclosed in good faith and are authorized by the Board. Board and Committee Members are expected to work out for themselves the most gracious method of declining gifts, entertainment, and benefits that do not meet this standard.
- B.** No Board or Committee members should perform, for any personal gain, services to any Organization supplier of goods or services, as employee, consultant, or in any other capacity which promises compensation of any kind, unless the fact of such transaction or contracts are disclosed in good faith, and the Board or Committee authorizes such a transaction. Similar association by a family member of the Board or Committee member or by any other close relative may be inappropriate.
- C.** No Board or Committee member or any member of his/her family should have any beneficial interest in, or substantial obligation to any Organization supplier of goods or services or any other organization that is engaged in doing business with or serving the Organization unless it has been determined by the Board, on the basis of full disclosure of facts, that such interest does not give rise to a conflict of interest.

- D.** This policy statement is not intended to apply to gifts and/or similar entertainment of nominal value that clearly are in keeping with good business ethics and do not obligate the recipient.
- E.** Any matter of question or interpretation that arises relating to this policy should be referred to the Co-Chairpersons for decision and/or for referral to the Board of Directors for a decision, where appropriate.

## **XII. AMENDMENTS**

- A.** These By-Laws may be amended by a two-thirds vote at a General Membership Meeting pursuant to notification posted on the bulletin boards at Lambda South, SoBe, Lambda Dade and Lambda North as well as on the official web site, [www.floridaroundup.org](http://www.floridaroundup.org), for at least three weeks (21 days) prior to the General Membership Meeting.
- B.** The above By-Laws shall become effective April 1st, 2015 and shall be in effect until such time as the General Membership decides by two-thirds vote to change or modify them.