

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 501(c)(3) corporation organized and existing under the laws of the State of Florida that provides several events annually for the LGBTQ 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 Florida (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. The Roundup shall have an annual logo, selected by the general membership, bearing the theme of current annual event.

The Organization shall maintain an Operations Manual to effectively oversee Roundup Operations.

II. MEMBERSHIP

- A. Membership in this Organization shall be open to any person (a "Member") 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
- 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.

BYLAWS OF FLORIDA ROUNDUP, INC.

III. BOARD OF DIRECTORS

- A. The Board of Directors shall manage the affairs and business of the 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 Membership Meetings.
- B. The Organization shall have a Board of Directors consisting of seven (7) members who:
 - 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 one (1) Committees as a member or in a Board-appointed position as defined in these Bylaws during one of the past 3 events; and,
 - 4. shall be at least eighteen (18) years of age.
 - 5. For the position of Co-Chairperson, in addition to the above requirements, the member shall have served as co-chairperson on at least one additional committee or in a Board or in a Board appointed position as defined in these bylaws during the last 3 events.
- C. Each person named in the organization papers (sunbiz.org) 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 generally held monthly. Minutes shall be kept at all Board Meetings and made available at the next General Membership 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 Membership Meetings, except when such transactions would conflict with these By-Laws and approve and modify the Florida Roundup Operations Manual of Florida Roundup, Inc. (the "Manual").
- J. The Board of Directors shall also be empowered to provide an exemption of the minimum sobriety requirement as described in Article III.B.2 to one year on a case-by-case basis via supermajority vote.

IV. APPOINTED POSITIONS

The Board of Directors shall select and appoint professionals as necessary to assist with the overall corporation management and Roundup operations. These "Appointed Positions" shall be listed in the Manual.

BYLAWS OF FLORIDA ROUNDUP, INC.

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 Membership Meetings of Florida Roundup, Inc.
2. To obtain and secure a contract, which is approved by a majority of the Board of Directors, with a hotel at which to hold the Roundup.
3. To oversee, direct, and guide all Officers, Committees and Appointed Positions of the Organization, including mentoring the Assistant Co-Chair.
4. 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 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 Director's Meeting.
5. To act as the "Voice of the Roundup," giving all announcements before the start of all General Membership Meetings at the Roundup.
6. In coordination with the Finance Committee and legal counsel, to obtain and secure necessary contracts as needed.
7. To have final responsibility governing the success of the Organization and the effectiveness of these By-Laws.
8. To review and approve all scholarships.

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

1. To attend all Board and General Membership Meetings of Florida Roundup, Inc.
2. To assist Co-Chairpersons in any way necessary and to learn the inner workings of the 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 October Board of Directors Meeting.
5. To prepare, distribute, collect and analyze, feedback from attendees of the Roundup.

BYLAWS OF FLORIDA ROUNDUP, INC.

E. Duties of the TREASURER shall be as follows:

1. To attend all Board and General Membership Meetings of the Organization.
2. To obtain from each Committee by the October Board of Directors Meeting a projected budget and to present an overall projected budget at the November General Membership Meeting for approval.
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 within 10 business days of submission.
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 Membership 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 Itinerary during the Roundup event to all registered attendees.
7. To maintain attendance records for all meetings.

BYLAWS OF FLORIDA ROUNDUP, INC.

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 Itinerary during the Roundup event to all registered attendees.
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

The Roundup functions utilizing a committee structure which guides the overall operation and its ultimate success. The committee descriptions and functionality as outlined in the Operations Manual.

Each Committee shall have a fixed number of members who may be elected by the General Membership or Board of Directors during one of their respective meetings. Each member 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.

VII. MEETINGS

- A. **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 Committees 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. **General Membership Meetings** of this Organization shall be generally held on a monthly basis. 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 Membership Meetings.
- C. **Board of Directors Meetings** may be held as needed but not less than once per month, except as otherwise agreed to by a simple 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.

BYLAWS OF FLORIDA ROUNDUP, INC.

- D. **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, except in matters that affect the organization as a whole.

VIII. FINANCIAL POLICIES

The Organization will cover all required expenses for its general operation and continued existence. Specific financial policies and procedures are to be outlined in the Manual and reviewed annually to ensure accuracy and relevance to changing times.

IX. VOTING

At all meetings, all votes shall be by voice vote except during elections and special votes, which may be done 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 Membership 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, or a relapse.
- D. For the purpose of a removal of an officer or board member, a quorum at a General Membership 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 member present from five (5) different Committees.

XI. CONFLICT OF INTEREST POLICY

The organization shall maintain a "conflict of interest policy" outlined in the Manual that shall be reviewed and updated annually by the Board.

XII. AMENDMENTS

These By-Laws may be amended by a two-thirds vote of those present at a General Membership Meeting pursuant to notification via general mailing list and official corporate web site, for at least three weeks (21 days) prior to said General Membership Meeting.