

**BYLAWS  
OF  
AI-Anon Family Groups Florida South (Area 10), Inc.**

Approved by the Florida South ASSEMBLY & Effective on October 18, 2020

**ARTICLE I ~ NAMES**

The name of this Corporation, as set forth in its Articles of Incorporation, is AI-Anon Family Groups Florida South (Area 10), Inc. In these BYLAWS, the Corporation is sometimes referred to as the Corporation or AFGFLS Inc. For the purpose of these BYLAWS, the term Corporation and the name AFGFLS Inc. shall be deemed synonymous and interchangeable with each other and with the name AI-Anon Family Groups Florida South (Area 10), Inc.

1. As used in these BYLAWS:
  - a) AI-Anon group means a group of relatives and friends of alcoholics organized and functioning in keeping with the principles and Traditions of the AI-Anon fellowship.
  - b) Alateen group means a group of teenage relatives and friends of alcoholics organized and functioning in keeping with the principles and Traditions of the AI-Anon fellowship.
  - c) Florida South (Area 10) ASSEMBLY means the organization described in Article XI of these BYLAWS.
  - d) Trustee means a person who is, or becomes, a Trustee pursuant to these BYLAWS.

**ARTICLE II ~ PURPOSES**

1. The purposes for which the Corporation was formed, as set forth in its Articles of Incorporation, are: "To encourage, assist and serve the families and friends of alcoholics of Florida South which includes: Broward, Collier, Glades, Hendry, Indian River, Lee, Martin, Miami-Dade, Monroe, Okeechobee, Palm Beach and St. Lucie Counties in dealing with the problems concerning and attendant on alcoholism; to reinforce their efforts to understand the alcoholic and to foster his or her restoration to normal life; to disseminate information in relation thereto and to conduct, and participate in, any other classes of service to assist families and friends of alcoholics in dealing with their problems."
2. In furtherance of the purposes set forth in the Articles of Incorporation, AFGFLS, Inc. will:
  - a) Coordinate policy among the AI-Anon and Alateen groups throughout Florida South;
  - b) Assist AI-Anon and Alateen groups in the conduct of their activities;
  - c) Provide relatives and friends of alcoholics with information about the principles and Traditions of AI-Anon and locations of AI-Anon and Alateen groups;

- d) Assist in the formation of new Al-Anon and Alateen groups;
- e) Bring Al-Anon or Alateen groups to the attention of the concerned public;
- f) Provide information and other assistance to persons for whom regular attendance at meetings of Al-Anon or Alateen groups is difficult or impractical; and
- g) Support and maintain public outreach activities within Florida South.

### **ARTICLE III ~ MEMBERS**

1. The members of the Corporation shall be the persons who are the Trustees of the Corporation. Each Trustee shall become a member upon becoming a Trustee and shall cease to be a member upon ceasing to be a Trustee.
2. Members shall not be required to pay dues or any other compensation to the Corporation, or to anyone else, as a condition of membership.
3. Members will be required to sign appropriate documents to avoid potential conflicts of interest and clarify desired conduct as set by the Board of Trustees.

### **ARTICLE IV ~ TRUSTEES**

1. The Directors of the Corporation shall be the persons who are the Trustees of the Corporation. Each Trustee shall become a Director upon becoming a Trustee and shall cease to be a Director upon ceasing to be a Trustee. For the purpose of these BYLAWS, the term Director and Trustee shall be deemed synonymous and interchangeable so far as necessary to conform to the Articles of Incorporation of the Corporation, which contemplates, and refers to, Directors.
2. The Board of Trustees shall consist of not less than three (3) or more than nine (9) members as those terms are described in these BYLAWS. The actual number of Trustees and the composition of the Board as among the classifications referred to shall be as established by the Board, from time to time, and in this regard the Board will generally consult with the Florida South (Area 10) ASSEMBLY.
3. Trustees at Large are Trustees whose nomination originates with, or with the consent of, the Board of Trustees. The total number of such Trustees shall be set in accordance with the Florida South (Area 10) ASSEMBLY Director-at-Large Election Process.
4. The Nominating Committee (the Florida South Area (10) ASSEMBLY) prior to the next annual meeting of the Board, is charged to submit nominations for Trustee positions to replace those whose term will expire. In the event a nominee for Trustee is not elected by the Board of Trustees, the nominee shall be withdrawn and the position declared vacant. The position may be filled in accordance with Article IV, paragraph 3.
5. Any Trustee may resign by sending written notice to the Secretary of the Corporation.

6. Any vacancy in the office of a Trustee, which occurs in any year between the annual meeting and the next meeting or Election Assembly of the Florida South (Area 10) ASSEMBLY, may be filled by the Board of Trustees until the next annual meeting.
7. The length of time a Trustee may serve on the Board shall be:
  - a. three (3) years, commencing January, 1988, and every three (3) years thereafter.
  - b. Trustees at Large will serve a three (3) year staggered term per Florida South (Area 10) ASSEMBLY Director-at-Large Election Process.
8. Any member of the Board of Trustees may be removed for just cause by a vote of two-thirds (2/3) of the written ballots cast by the Board of Trustees. Just cause is defined as absence from two (2) meetings during any twelve (12) month period; a conflict of interest or a conflict of commitment violation; or failure to adhere to any written policies and procedures of the Board of Trustees. Such removal shall occur at a regular or specifically-called meeting of the Board of Trustees. Upon a finding of just cause by the Chairperson of the Board of Trustees and the Treasurer, the Secretary of the Board of Trustees shall send a notice of the proposed removal by mail, certified or registered, if possible, to the last recorded address of such member at least fifteen (15) days before final action is taken on such removal. The member of the Board of Trustees shall have the opportunity to present any relevant information, in writing, in person, or through a representative, to the Board of Trustees before final action is taken.
 

If the removal of a Trustee will result in a vacancy within the Officers of the Florida South (Area 10) ASSEMBLY, the Board will hold the removal in suspension until the next regularly scheduled Assembly meeting, in order to allow the Assembly to decide whether to remove its Officer or not. Should the Assembly remove the Officer, the Board will immediately remove its Trustee. Should the Assembly decide not to remove the Officer, the Board will agree to suspend its recommendation of removal.
9. Trustees shall serve without remuneration but they shall be entitled to payment of reasonable expenses.

#### **ARTICLE V ~ POWERS AND DUTIES OF THE TRUSTEES**

1. The Board of Trustees shall control and manage the affairs of the Corporation.
2. Without limiting the generality of the preceding paragraph, the Board of Trustees shall have the following powers:
  - a) To authorize expenditures;
  - b) To elect the Officers of the Corporation;
  - c) To appoint members of Committees in accordance with these BYLAWS.
3. Pursuant to the Conflict of Interest Policy completed annually, any Trustee having a substantial financial interest in any contract or transaction requiring authorization by the Board of Trustees shall not vote on the matter.

## ARTICLE VI ~ OFFICERS

1. The Officers of the Corporation shall consist of a President, a Vice President, a Secretary and a Treasurer, and such other officers as may be deemed necessary, from time to time, by the Board.
2. The President, the Vice President, Secretary and the Treasurer shall be elected at the annual meeting of Trustees from among the Trustees for a term of one (1) year each.
3. The President shall also be known as the Chairperson (and is sometimes herein referred to as the Chairperson), and the Vice President shall also be known as the Vice Chairperson (and is sometimes herein referred to as the Vice Chairperson).
4. Any vacancy may be filled for the unexpired term by a majority vote of the Trustees.
5. Any Officer may be removed from office by an affirmative vote of two-thirds (2/3) of the Trustees.

## ARTICLE VII ~ DUTIES OF OFFICERS

1. **THE PRESIDENT.** The President shall preside at all meetings of the Board of Trustees, and shall perform all the necessary duties, and exercise all the customary powers incident to the office of President, including appointment of Committee Chairpersons. The President shall be an ex officio member of all committees in Article XII of these BYLAWS.
2. **THE VICE PRESIDENT.** The Vice President shall be an aide to the President and shall perform the duties of the President in the absence or disability of the President. The Board of Trustees shall, in its sole discretion, determine the matter of the President's disability. In the event the Board determines that disability has occurred, the office shall be deemed vacant. The Board of Trustees may elect a successor to serve until the next annual meeting of the Board of Trustees.
3. **THE SECRETARY.** The Secretary shall record the minutes of all meetings of the Corporation, shall be the custodian of books and records of the Corporation and shall perform such other duties as may be delegated.
4. **THE TREASURER.** The Treasurer shall be the financial officer of the Corporation and shall provide advice to the Corporation with respect to general financial policy and ancillary matters such as the collection, custody and maintenance of books of accounts and financial records subject to such directions as may be given by the Board of Trustees. The Treasurer is responsible for having the books of account of the Corporation audited by a Certified Public Accountant at regular intervals. The Treasurer may be an authorized signatory for disposition of funds of the Corporation on deposit in banks and other holding accounts. The Treasurer shall not be individually responsible for accounting procedures, security of funds, books of accounts or financial records, but does have general oversight authority respecting these matters. The Treasurer shall be responsible for filing all paperwork with the State of Florida and the United States government necessary to maintain the charitable incorporation status of the organization.

5. The Officers of the Corporation shall each perform such other duties as may be delegated to them by the Board of Trustees as well as such other duties as shall pertain to their respective offices.

### **ARTICLE VIII ~ FINANCES**

1. The fiscal year of the AFGFLS Area 10, Inc. shall begin on the first day of January in each year and end on the 31<sup>st</sup> day of December thereof.
2. Checks shall be made in the name of the Corporation. The Board shall designate two (2) Officers as authorized signers of checks of the Corporation. Checks may be signed by two officers or employees as may, from time to time, be designated by the Board of Trustees.

### **ARTICLE IX ~ MEETINGS**

1. The Annual Meeting of the Board of Trustees shall be in conjunction with the Fall Meeting of the Florida South (Area 10) ASSEMBLY each year at a place and time designated by the Chairperson, except when special circumstances warrant a change of date of the meeting.
2. Regular meetings of the Board of Trustees shall be held two (2) times a year in conjunction with the Florida South (Area 10) ASSEMBLY's Area World Service Committee Meetings at a time and place designated by the Chairperson. In addition, there shall be a regular meeting in conjunction with the Spring Meeting of the Florida South (Area 10) ASSEMBLY of each year at a time and place designated by the Chairperson.
3. If all the Trustees consent thereto generally or in respect of a particular meeting, a Trustee may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Trustee participating in such a meeting by such means is deemed to be present at the meeting.
4. Special meetings of the Board of Trustees may be called by the Chairperson at any time. The Chairperson shall call a special meeting upon the written application of two (2) Trustees or upon the written application of the Chairperson of the Executive Committee for the transaction of such business as may be described in such application.
4. At least fourteen (14) days' notice of each meeting shall be given to the Trustees by mail. Forty-eight (48) hours written notice of any meeting may be sent by electronic means. Trustees may waive notice of meetings by executing appropriate waivers.
6. A majority of members shall constitute a quorum for the transaction of business in any meeting. Each member shall have one (1) vote. The vote of the majority of the Trustees present at the time of the vote, if a quorum is then present, shall be the act of the Board of Trustees, except as otherwise provided by law. In the absence of a quorum, a majority of the Trustees present may adjourn the meeting, from time to time, until a quorum is obtained.
7. Any member unable to attend any meeting of the Board shall give advance notice of the absence to the Chairperson or Secretary of the Board and indicate the reason for the absence. Any member who fails to attend two (2) meetings per year for reasons deemed inadequate by the Board shall be subject to dismissal by the Board for such cause.

8. Unless otherwise determined by the Chairperson, the order of business at all meetings shall be as follows:
  - a) Roll Call;
  - b) Establish Quorum;
  - c) Approval of Minutes;
  - d) Report of Treasurer;
  - e) Committee Reports and communications;
  - f) Elections (if such action is scheduled for such meetings);
  - g) Old Business;
  - h) New Business.

### **ARTICLE X ~ INDEMNIFICATION**

1. The members of the Board of Trustees of AFGFLS (Area 10), Inc. shall not be personally liable for the debts, liabilities, or other obligations of AFGFLS (Area 10), Inc.
2. Each individual serving or having served as Trustee or Officer, or both, of the Corporation shall be indemnified in the circumstances and to the full extent permitted by law, against any and all costs, expenses and financial consequences of whatever nature, including legal fees actually incurred in connection with any action, suit or legal proceeding of any kind in which such an individual is a defendant by reason of serving, or having served, as an Officer or Trustee, or both, of the Corporation. This indemnification shall also extend to any individual made party defendant to any actions, suits or legal proceedings referenced in the preceding sentence by reason of the fact that his testator or intestate served as Trustee or Officer of the Corporation.
3. The foregoing indemnification shall apply also to each individual serving, or having served, (in his individual capacity, and not as a Trustee or Officer) as a member of any special committee as may be authorized, from time to time, by the Board of Trustees.

### **ARTICLE XI ~ FLORIDA SOUTH (AREA 10) ASSEMBLY**

1. The Florida South (Area 10) ASSEMBLY consists of the following persons:
  - a) Group Representatives, who have a voice and a vote.
  - b) District Representatives, who have a voice but do not vote.
  - c) Al-Anon Information Service Liaisons, who have a voice but do not vote.
  - d) Coordinators, who have a voice but do not vote.
  - e) Officers, who have a voice but do not vote.
  - f) Delegate, who has a voice but does not vote.
  - g) Such other persons as deemed necessary for Florida South (Area 10) ASSEMBLY business. These persons may, or may not, have a voice but do not vote.
2. The Florida South (Area 10) ASSEMBLY shall be the permanent body empowered to express the conscience of the Al-Anon fellowship within Florida South Area 10.
3. The Board of Trustees shall consult with the Florida South (Area 10) ASSEMBLY and, when required, accept the Florida South (Area 10) ASSEMBLY's decision.

4. Three-fourths (3/4) of all authorized participants registered at the Florida South (Area 10) ASSEMBLY may bring about a reorganization of the CORPORATION as, or when, it is deemed essential. They may request the resignation of the entire Board of Trustees and nominate a new slate of Trustees. In this regard, the annual election of Trustees shall be conditional upon the understanding of each, that his/her resignation is required on call for the same by the Florida South (Area 10) ASSEMBLY, subject to the further understanding that prior to any such resignation becoming effective each Trustee shall be deemed to vote for the successor slate of Trustees presented by the Florida South (Area 10) ASSEMBLY.

## **ARTICLE XII ~ COMMITTEES**

1. Nominating Committee:
  - a) The Board designated the Florida South (Area 10) ASSEMBLY as the Nominating Committee of the Board of Trustees.
  - b) After an election of the Officers of the Florida South (Area 10), an Assembly member will nominate the newly elected Officers of the Florida South (Area 10) ASSEMBLY as Trustees.
  - c) The Outgoing Chairperson of the Board of Trustees then presents the nominated trustees to the Florida South (Area 10) ASSEMBLY for an expression of Traditional approval.
2. The Board of Trustees may appoint such other committees as they may, from time to time, determine appropriate.
3. Committee members shall hold office for a term of one (1) year; and if determined by the Board, the term may be extended for another one (1) year term.
4. Committee members shall serve without remuneration but shall be entitled to payment of reasonable expenses.
5. Any Committee member may be removed from office for cause by affirmative vote of two-thirds (2/3) of the Trustees.

## **ARTICLE XIII ~ AMENDMENTS**

The Board of Trustees shall recommend changes to amend or alter these BYLAWS in whole or in part by the affirmative vote of two-thirds (2/3) of the Trustees at a meeting called for the purpose of amending the BYLAWS.

- a) The recommended changes shall be presented to the Florida South (Area 10) ASSEMBLY at the next regular or special Assembly;
- b) The BYLAWS and any amendment to the BYLAWS are subject to recall by a 60% majority of the Florida South (Area 10) ASSEMBLY voting members present at that regular or special Assembly.