

# **BY-LAWS OF FLORIDA ROUNDUP. INC.**

## **I. ARTICLE I - ORGANIZATION**

- A. The name of this Organization shall be Florida Roundup, Inc.
- B. The Organization shall have a corporate logo bearing the name of the corporation and such symbols or words as the Board may decide to inscribe thereon.

## **II. ARTICLE II - VOTING MEMBERSHIP**

- A. Membership in this Organization shall be open to persons who:
  - 1. Are at least eighteen (18) years of age.
  - 2. Are recovering from alcoholism, drug addiction or other life threatening addictions, and people affected by such.
- B. Members agree to abide by the rules and regulations affecting operation.
- C. Membership shall in no way be conditioned upon or affected by race color, national origin, sex, creed, physical disability, religion or sexual orientation.
- D. The members of this Organization shall not have any vested right interest or privilege in the assets of this Organization.
- E. A person may be eligible for membership in this Organization only if such person supports the charitable purposes of this Organization and is willing and capable of actively promoting the charitable purposes this Organization was created to achieve.
- F. Membership in the Organization may be terminated by a two-thirds vote of the Elected Members in attendance, with a quorum present and subject to the Conflict Resolution described in Article IX.

## **III. ARTICLE III - MEETINGS**

- A. General 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 Closing Meeting of the Roundup. Business transacted at the Annual Meeting shall include election of officers and committee chairpersons of this Organization. The annual membership meeting shall be held at such place as determined by the Board of Directors from time to time after due notice to all members. Subsequent General Meetings will be scheduled by the Board of Directors.
- B. Board Meetings may be held as needed but not less than once per month. All policy decisions will be finalized only after Traditions Committee consultation and comment; as well as General Membership approval, except as may be noted elsewhere herein. Minutes shall be recorded at all Board Meetings and made available to members at the next scheduled General Membership Meeting.

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- C. Committee Meetings may be held as needed, but not less than quarterly. All policy decisions will be reported at the next scheduled General Meeting. Each Committee may act independently within the scope of these By-Laws as defined in Article VIII.

### IV. ARTICLE IV - FINANCIAL POLICIES

- A. General Policies: Florida Roundup, Inc. will cover all required expenses for general operation of the Organization.
- B. Corporate Financial Policies are as follows:
  - 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. A financial report must be given at each monthly Board meeting and General Meeting by the Treasurer.
  - 3. The books of Florida Roundup, Inc. shall be opened and available for inspection by the current Board of Directors or by any accountant appointed by the Board of Directors for that purpose at any time.
- C. The Board of Directors shall be authorized to spend up to \$250.00 for general operational expenses without General Membership approval. Any amount greater than \$250.00 budgeted and no budgeted must be approved by a majority of the General Membership.
  - 1. Any committee expenditure \$500 or greater must be submitted for bid to no less than 3 vendors whenever possible.
  - 2. All bids shall be reviewed by the current Board of Directors prior to general membership approval.
  - 3. All contracts binding Florida Roundup shall be reviewed by the current Board of Directors and legal counsel where ever possible and signed by a minimum of 1 Co-Chairperson.
- D. Any emergency expenditures shall require approval by a majority of the Board of Directors and shall be presented at the next scheduled General Meeting.

### V. ARTICLE V - VOTING

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

### VI. ARTICLE VI - 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.

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- B. The Organization shall have a Board of Directors consisting of seven (7) members. All Directors shall be: members in good standing of the Florida Roundup and, shall have a minimum of three (3) years sober and/or serene in either AA or Al-Anon and have served on at least two (2) different committees as a co-chair in the past 3 years, so as to have an overall understanding of the inner workings of FRU. All Directors shall be at least eighteen (18) years of age.
- C. Each person named in the Corporation 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 in the same manner and style as the Officers of the Organization and they shall serve for a term of one year except that the Co-Chairpersons shall be elected for a term of two (2) years if such initial election begins at the Annual Meeting immediately following Florida Roundup.
- D. Four (4) of the members of the Board of Directors shall constitute a quorum, and the meetings of the Board or 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 and such voting may not be done by proxy.
- F. The Board of Directors shall appoint as necessary, an Accountant, Attorney, Data Processor(s), Hotel Facilitator(s), Newsletter Editor, Sergeant at Arms, Warehouse Manager(s), Web-Master/Mistress and any other positions as may be necessary.
  - 1. Accountant**
    - a) Must be a licensed CPA in the State of Florida (preferably one specializing in non-profit organizations).
    - b) The outgoing Treasurer will get the necessary information to the accountant so the taxes can be filed at the end of the fiscal year (May 31<sup>st</sup>).
    - c) Advise the Board of Directors as needed on matters of monies in accounts.
  - 2. Attorney**
    - a) Must be licensed attorney in the State of Florida.
    - b) Advise the Board of Directors as needed on legal matters.
  - 3. Data Processor(s)**
    - a) Receive registration forms from Assistant Treasurer.
    - b) Enter all registrations into Roundup database.
    - c) Provide Corresponding Secretary email addresses as needed.
    - d) Provide volunteer lists to each committee at General Meetings.
    - e) Provide current registration count and any other pertinent information at General Meetings.
    - f) Work with Registration Committee to provide mailing labels for mailings as needed.
    - g) Process all onsite registrations at Roundup.
    - h) Provide final breakdown of registrations and other pertinent information at the Annual Meeting.

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### **4. Hotel Facilitator(s)**

- a) It is the Board of Directors decision to fill this position with one or two persons.
- b) To co-ordinate duties with the Co-Chairpersons and the Assistant Co-Chairperson.
- c) To present to the Co-Chairpersons and the Site Selection Committee any information necessary to obtaining a hotel contract which meets the needs of Florida Roundup, Inc.
- d) To co-ordinate with the hotel and the Co-Chairpersons after successful signing of the contract, any and all necessary details related to the actual convention.
- e) To serve as intermediary between the hotel staff and the Committees throughout the convention week.
- f) To co-ordinate and monitor all Florida Roundup, Inc. events during the convention, addressing all convention needs as they arise.
- g) To communicate to the Co-Chairpersons any emergency situations during the week of the convention and to work for the successful resolution there over.
- h) The Hotel Facilitator (s) shall assume general responsibility for the convention during the week of Florida Roundup and proper execution of the hotel contract.
- i) Provide a final report of any problems and solutions that arose during Roundup at the Hotel to be given at the Annual Meeting.
- j) To coordinate with Hotel staff any occupancy matters.

### **5. Newsletter Editor (as needed)**

- a) To obtain information from the Co-Chairpersons and various committees for the newsletter.
- b) To produce newsletters
- c) To send proposed newsletter to tradition (s) co-chair for review and approval prior to printing.
- d) To send completed newsletters to Web-Master/Mistress to be posted on the Florida Roundup, Inc. website in a timely manner.

### **6. Sergeant at Arms**

- a) To attend all Board of Directors and General Meetings.
- b) To ensure all meetings are conducted in accordance with Robert's Rules of Order and these By-Laws.

### **7. Warehouse Manager(s)**

- a) To retain a key as well as the code for entering the warehouse unit. The Co-Chairpersons will also have a key and the code.
- b) To maintain order in storage unit. From time to time this may require a clean out day with the help of all committees.
- c) To accompany a committee when it needs access to their committee things.

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- d) To 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.
- e) To reorganize the warehouse sometime between the completion of the Roundup and the Annual Meeting.

### 8. **Web-Master/Mistress**

- a) To obtain information to be posted on the official Florida Roundup, Inc. website from the Co-Chairpersons and various committees.
  - b) To update all changes in a timely manner.
- G. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number 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 year. A Director elected to fill a vacancy shall hold office only until the next election of Directors.
- H. The Officers of the Organization by virtue of their respective offices shall comprise the Board of Directors.
- I. Each Director of the Board of Directors may serve no more than three (3) consecutive years in the same position on the Board of Directors.
- J. The Board of Directors shall be empowered to conduct all such transactions that are necessary to the successful operation of the business between General Meetings, except when such transactions would conflict with these By-Laws.

## VII. ARTICLE VII - OFFICERS

- A. The Officers of this Organization shall be as follows: two (2) Co-Chairpersons, Assistant Co-Chairperson, Treasurer, Assistant Treasurer, Recording Secretary, and Corresponding Secretary. For the purpose of these By-Laws, these Officers shall be considered the Board of Directors.
- B. 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 Directors, with a hotel at which to hold the Roundup.
  - 3. To oversee, direct, and guide all other officers and committees/appointed positions of the Roundup including mentoring Assistant Co-Chair.

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4. Each Co-Chairperson shall be assigned no less than three (3) committees/appointed positions to be determined at the first BOD meeting to coordinate committee efforts throughout the year including but no limited to prescribed committee/appointed positions responsibilities and budgets obtained from their assigned committees/appointed positions and bring to the July BOD Meeting.
  5. To act as the "Voice of the Roundup," giving all announcements before the start of all General Meetings at the Roundup itself.
  6. To obtain and secure necessary contracts as needed.
  7. To have final responsibility governing the success of Florida Roundup and the effectiveness of the By-Laws.
  8. To review and approve all scholarships.
- C. 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 FRU.
  3. To stand in for Co-Chairpersons, if necessary.
  4. The Assistant Co-chairperson shall be assigned no less than three (3) committees/appointed positions to be determined at the first BOD meeting to coordinate committee efforts throughout the year including but no limited to prescribed committee/appointed positions responsibilities and budgets obtained from their assigned committees/appointed positions and bring to the July BOD Meeting.
  5. To prepare, distribute, collect and analyze, in written form, Questionnaires included in the Registration Packet and available at the Roundup event.
- D. Duties of the **TREASURER** shall be as follows:
1. To attend all Board and General Meetings of Florida Roundup, Inc.
  2. To obtain from each Committee by the July BOD meeting a projected budget and to present an overall projected budget at the August General Meeting for approval at the September General Meeting.
  3. To maintain a set of accounting records for funds collected and disbursed.
  4. To distribute funds to liaisons for their assigned committees/appointed positions after they have submitted receipts for such funds.
  5. To assist the Raffle Committee in the distribution and collection of ticket books for any raffles held during the year or at the Roundup event.
  6. To assist Fundraising Committee to collect monies during Fundraising 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 and/or at the election of a new Treasurer, and to ensure a smooth transition within thirty (30) days of vacating position.
  9. To co-chair the Finance Committee.

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E. 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 collect funds from all sources and make timely deposits to the Roundup bank accounts.
5. To coordinate and oversee collections of donations at all Roundup Main Meetings and Fundraisers.
6. To assist the Raffle Committee in the distribution and collection of ticket books for any raffles held during the year or at the Roundup event.
7. To submit to the Treasurer on a prompt and timely basis all deposit slips and accounting reports related to all monies involved.
8. To assist Fundraising Committee to collect monies during Fundraising events, as needed.
9. To Co-chair the Finance Committee.

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

1. To attend all Board and General Meetings of Florida Roundup, Inc.
2. To record and maintain minutes of all Roundup Board and General Meetings.
3. To prepare typed minutes for all Committee Co-Chairs and Board Members for distribution at the following General Meeting.
4. To attend to other duties, as needed.
5. To assist various committees where needed during the FRU event.
6. To gather and turn over to Co-Chairpersons within 30 days of vacating the position, all agendas and minutes from BOD meetings and General membership meetings held during the year.
7. To assist the Corresponding secretary with the creation and distribution of the Daily Chronicle during the FRU event to all registered attendees staying at the Host Hotel.

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

1. To attend all Board and General Meetings of Florida Roundup, Inc.
2. To stand in for the Recording Secretary, if necessary.
3. To prepare any necessary correspondence.
4. To supervise and assist in the bulk mail preparation and mailing of the Chronicle Newsletter and to be familiar with the rules and regulations regarding these matters, including the annual renewal of the bulk mail permit as needed.
5. To receive and distribute all communications on a timely basis.
6. To process all email correspondence from the primary email address set up and maintained by Florida Roundup, Inc., including correspondence from our web page and to distribute email messages to appropriate officers, committees, and members in a timely manner.
7. To assist various committees where needed during the FRU event.

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8. To assist the Recording secretary with the creation and distribution of the Daily Chronicle during the FRU event to all registered attendees staying at the Host Hotel.
9. To update Data Processor(s) of any incorrect information including but not limited to email addresses.
10. To receive any updated email addresses and add to the email blast address book maintaining accuracy.

### VIII. ARTICLE VIII - COMMITTEES

- A. Each Committee shall have the number of Co-Chairs as enumerated below which shall be elected by the General Membership. Each Co-Chair shall have a minimum of 1 year clean or sober or serene in their primary program and must have attended at least 1 Florida Roundup in the last 3 years. 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). Each elected committee needs to maintain no less than monthly communication with appointed liaison. Each elected committee Co-Chair is required:
1. To assemble a committee of volunteers who meet the qualifications as stated in Article II.
  2. To attend Florida Roundup Convention and perform a minimum of 4 hours per day in whatever capacity needed.
  3. All of the Committee Co-Chairs must be present at each of the Roundup General Membership Meetings. No committee member should miss more than three General Membership meetings.
  4. To provide appointed liaison projected budget prior to July BOD meeting.
  5. To provide a final written report at the Annual Membership meeting including a detailed account of all committee expenses.
  6. To maintain no less than monthly communication with appointed liaison.

Committee	Number of Co-Chairs
Activities	2
Boosters	2 - 4
Decorating	2 - 4
Entertainment	2 - 3
Finance	2 - 3
Fundraising	3 - 4
Hospitality	2 - 4
Host	2 - 3
Program	3 - 5
Raffle	2 - 3
Recovery Marathon	2
Registration	3 - 4
Traditions	2

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

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

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

1. To research and recommend a theme to be presented for approval at the June General Meeting.
2. To solicit logo designs and to recommend a design for approval at the August General Meeting, 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 profit analysis of Booster items.
5. To set up and staff Booster Display 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.

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

1. To hire a florist for floral service, e.g. centerpieces for Banquet Tables, Guest Speaker Rooms, etc.
2. .To decorate the stage for all main meetings and lobbies for Orange Juice area, and Registration/Boosters/Program area.

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

1. To democratically select and produce "The Play" or "The Show".
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 insure that costumes and props are acquired and/or purchased.
5. To assist with the set up of the "Theater," making sure that lighting, sound and scenery needs are set.
6. To insure that props, sets and costumes are properly inventoried and that they are discarded and/or stored after the Roundup.

### **F. FINANCE COMMITTEE (2-3)**

1. This Committee shall be Co-Chaired by the Treasurer and the Assistant Treasurer.
2. Present Budget at the August General Meeting for approval at the September General Meeting.

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3. To review all business contracts to ensure that all points of the Contract are in accordance with accounting procedures and with the Florida Roundup, Inc. Budget.
4. To 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 Chair of each Florida Roundup, Inc. Committee.
6. To ensure that all tax reporting forms are completed and submitted to the appropriate governing authority in a timely manner.
7. To assist with all revenue collections at all Florida Roundup events.

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

1. To plan, organize and execute three (3) to four (4) Fundraising events during the course of the year, including the annual picnic.

### **H. 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.

### **I. HOST (2-3)**

1. To provide volunteers to serve as Greeters and Security at the hotel and at all formal Florida Roundup, Inc. events.

### **J. PROGRAM (3-5)**

1. To solicit speaker recordings, review recordings and select one (1) speaker for each main meeting.
2. To arrange transportation to and from the airport in Florida, hotel accommodations and serve as a host/hostess for speakers while at Florida Roundup.
3. To prepare 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.
5. To select a variety of workshop topics.
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.

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9. To help staff a Program Committee table during the event. To ensure that all workshops commence according to workshop Schedule.
10. 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 Meeting.

### **K. RAFFLE COMMITTEE (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 Florida Roundup fundraising efforts.
2. To keep an accurate accounting of all tickets distributed to volunteers and to secure return of unsold tickets.
3. To turn in all collected funds to the Finance Committee.
4. To work with the Board ensuring proper acknowledgement by sending letters, when needed, to prize donors.

### **L. RECOVERY MARATHON (2)**

1. To establish and organize the Recovery Marathon meetings to be held during the Roundup.
2. To recruit sufficient Volunteers to lead the Meetings and to ensure that all Marathon Meetings are held according to the published schedule.
3. To provide materials and literature for the meetings.
4. To ensure that the Recovery Marathon room is adequately stocked with appropriate refreshments and literature, clean, and presentable throughout the Roundup.

### **M. REGISTRATION (3-4)**

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 conference.
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 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.

### **N. TRADITIONS (2)**

1. To identify issues which may be inconsistent with prior Florida Roundup Inc. Practices or with the 12 Traditions/Steps of AA.
2. To propose the resolution of issues identified in #1 above.
3. To report issues and Committee recommendations to the Co-Chairs of Florida Roundup Inc. and resolutions or outstanding issues at the next General Meeting.

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4. To research Florida Roundup Inc. practices and provide interpretations of the AA Traditions/Steps as required.
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 FRU bylaws available to all members of FRU general membership.
9. To distribute and read committee responsibilities at annual membership meeting for election.
10. To review and approve or recommend changes to any FRU correspondence including but not limited to Chronicle, daily chronicle (at FRU event), scripts for "The Play" or "The Show", any committee flyer, email blast ect. Prior to distribution or submittal.

### **IX. ARTICLE IX - CONFLICT RESOLUTION**

- A. Any Officer or Board Member may be removed from Office for cause upon a two-thirds (2/3) of the elected members in attendance at any General Meeting.
  1. 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.
- B. 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 involving moral turpitude, and/or an alcohol/drug or AI-Anon relapse(s).
- C. 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.

### **X. ARTICLE X - CONFLICT OF INTEREST POLICY**

- A. No board member or board 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 Florida Roundup, inc., 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.

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- B. No board or committee members should perform, for any personal gain, services to any Florida Roundup, inc. 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 Florida Roundup, inc. supplier of goods or services or any other organization that is engaged in doing business with or serving Florida Roundup, inc. 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 president for decision and/or for referral to the board of directors for decision, where appropriate.

### **XI. ARTICLE XI - AMENDMENTS**

- A. These By-Laws may be amended by a two-thirds vote at a General Meeting pursuant to written notification posted on the Bulletin Boards at Lambda South, SoBe , Lambda Dade and Lambda North as well as on the official web site , FloridaRoundup.org for at least three weeks (21 days) prior to the General Meeting.
- B. The above By-Laws shall become effective June 13, 2010 and shall be in effect until such time at the General Membership decides by two-thirds vote to change or modify them as described in the Articles of Incorporation.