

BYLAWS OF
JACKSONVILLE ALCOHOLICS BENEVOLENT ASSOCIATION, INC.

ARTICLE I - NAME

The name of the organization shall be Jacksonville Alcoholics Benevolent Association, Inc. It shall be a nonprofit organization incorporated under the laws of the State of Florida.

ARTICLE II - PURPOSE

The purpose of this organization is:

- To assist persons in recovering from alcoholism and or addiction, establish healthier patterns in life, and become productive members of society.
- To provide a facility for recovery meetings and related functions and services.
- To provide transitional housing for persons in recovery.

ARTICLE III - MEMBERSHIP

Section 1 - Active Members:

Any persons, of legal age, interested in the objectives for which this Corporation is organized, whether the victim of alcoholism and or addiction, family member of an alcoholic or addict, or concerned others, shall be declared an active member of this Corporation upon payment of dues as established by the Board of Directors, and agreeing to comply with the Bylaws and other lawful regulations of this Corporation.

Section 2 - Property Rights:

No member shall have any vested right, interest, or privilege of, in, or to the assets or affairs of the Corporation, or any right, interest, or privilege, which may be transferable, or inheritable, or which shall continue after their membership ceases.

Section 3 - Withdrawal of Members:

Any member may withdraw from the Corporation by presenting their resignation in writing to the Secretary, Board of Directors, or any officer. Membership may be suspended and reinstated by the Board of Directors.

Section 4 – Voting Rights:

Voting privileges will be extended to active members current in dues.

Section 5 – Membership Policy:

Membership policy shall be implemented by the Board of Directors to clearly define the following:

- Membership dues and when dues shall be paid.
- Code of conduct for members, if any.
- Membership suspension.
- Membership reinstatement.
- Exact voting privileges of members.

The membership policy shall be in written form and approved by the Board of Directors by simple majority vote. The policy may be reviewed and amended as needed by the Board of Directors by simple majority vote.

ARTICLE IV – MEETINGS OF MEMBERS

Section 1 – Annual Meetings:

The annual meeting of the members of this Corporation shall be held on the second Thursday in the month of March every year, or at such other time as agreed upon by the Board of Directors.

Section 2 – Regular Meetings:

Regular meetings of the members shall be held quarterly on the second Thursday of the month, or at such time as designated by the Board of Directors.

Section 3 – Special Meetings:

Special meetings of the members may be called at any time by the President or by a simple majority vote of the Board of Directors. A petition of not less than one-third of the members in good standing may also call a special meeting.

Section 4 – Place of Meetings:

Meetings of members shall be held at a location selected by the membership at the immediate prior meeting, or at the facilities held by this Corporation.

Section 5 – Notice of Meetings:

Notice of meetings, other than regular meetings, shall be in writing and signed by an officer of the Corporation, and shall state the time and place of the meeting, and, if it is a special meeting, the purpose for which it is called. A copy of such notice shall be mailed to each member not less than ten (10) days before such meeting. Such written

notice may be waived in writing by any member. A waiver in writing of a majority of the members shall constitute a waiver of written notice to all.

Section 6 – Quorum:

The members present at any properly announced meeting shall constitute a quorum.

Section 7 – Voting:

All issues to be voted on shall be decided by a simple majority of the members present at the meeting in which the vote takes place.

ARTICLE V – BOARD OF DIRECTORS

Section 1 – Powers of the Board of Directors:

The affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors shall have control of and be responsible for the management of the business and property of the Corporation. The Board of Directors shall be responsible for overall policy and direction of the Corporation, and delegates responsibility of day-to-day operations to the staff and committees.

Section 2 – Board Size and Tenure:

The number of directors shall be set by the Board of Directors but shall consist of no less than five (5) directors including the following officers: President, Vice-President, Secretary and Treasurer. All board members shall serve two (2) year terms and are eligible for re-election for up to three (3) consecutive terms. Any director, after serving three (3) consecutive terms, shall exit the Board for a period of at least one (1) year, after which, may be re-elected to office.

Section 3 – Election and Vacancy:

New directors and current directors shall be elected and re-elected by the Board of Directors by a simple majority vote. When a vacancy on the Board exists, the duties of the vacant seat shall be fulfilled by the remaining directors or in extreme cases, delegated to any member of an Advisory Committee. The Board of Directors shall fill any vacancy at the next regular meeting or any special meeting called for that purpose.

Section 4 – Meetings and Notice:

The Board shall meet monthly at an agreed upon time and place. The annual meeting shall take place immediately following the annual meeting of the members, at which time elections for the year shall be held. An official board meeting requires that each board member receive written notice at least ten (10) days in advance.

Section 5 – Quorum:

The presence of no less than half of the members of the Board of Directors shall be necessary to constitute a quorum to transact business and for motions to pass. A lesser number shall have the power to adjourn to a specified later date without notice.

Section 6 – Special Meetings:

Special meetings of the Board of Directors may be called at any time by the President, or by any three (3) members of the Board, or may be held without notice by the unanimous consent of all Board members, or by the presence of all Board members at such meeting.

ARTICLE VI – COMPENSATION AND REMOVAL

Section 1 – Compensation:

No member of the Board of Directors, Officer, Committee Member shall receive compensation for his or her services, as such, but expenses actually incurred in the performance of duties may be refunded. Members, Officers, or Committee Members, at the discretion of the Board, may be paid compensation for special services requiring substantial time, or a substantial expenditure of funds.

Section 2 – Resignation and Termination:

Resignation from the Board of Directors must be in writing and received by the secretary. Any Board member may be removed from the Board by two-thirds majority vote of the remaining Directors.

ARTICLE VII – OFFICERS

Section 1 – Officers:

The officers of the corporation shall be President, Vice-President, Secretary, and Treasurer.

Section 2 – President:

The President shall preside at all meetings of the members and shall have general supervision of the affairs of the Corporation, and shall execute all contracts and other instruments of the Corporation as may from time to time be authorized by the Board of Directors, except such as are executed by the Vice-President. The President shall make reports to the Directors and members, and shall perform all such other duties as are incident to that office, or may be properly be required of the President by the Board of Directors.

Section 3 – Vice-President:

The Vice-President, in the absence or disability of the President, shall exercise all functions of the President, and shall perform all such other duties as may be required of the Vice-President by the Board of Directors.

Section 4 – Secretary:

The Secretary shall issue notices of all annual, regular, and special meetings, shall keep the minutes of the corporation, shall have charge of seal, and shall execute with the President or Vice-President such instruments as require such signatures, and shall make reports and perform such other duties as are incident to that office, or may be required of the Secretary by the Board of Directors.

Section 5 – Treasurer:

The Treasurer shall collect dues and other monies payable to the Corporation and have the expenditure of all monies of the Corporation, shall keep regular books of account under the direction of the Board of Directors, shall make recommendations of investments to the Board and shall follow any investment policy approved by the Board.

Section 6 – Additional Officers:

The Board of Directors may, from time to time, elect or appoint such additional officers as they deem necessary, prescribe their duties, approve their purposed expenditures, if any, and remove them at their pleasure.

ARTICLE VIII – COMMITTEES

Section 1 – Standing Committees:

The Board of Directors may appoint from their number or from the membership as the Board may see fit, standing committees to oversee certain functions of the organization and at any time, may appoint additional members thereto. The members of any such committee shall serve at the pleasure of the Board of Directors. Each committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings of that committee and other matters relating to its proceedings. Standing committees shall serve for a period deemed necessary by the Board of Directors. The Board of Directors shall regularly review each committee and how each committee is helping the organization meet its objectives.

Section 2 – Advisory Committees:

The Board of Directors may appoint from their number, or from the membership, as the Board may see fit, one or more advisory committees. Such advisory committee shall advise with and aid the officers of the organization in all matters designated by the

Board of Directors, prescribe rules and regulations for the call and conduct of meetings of such committee, and other matters relating to proceedings. Advisory committees may be dissolved at the conclusion of the need for their creation, by the Board of Directors.

ARTICLE IX - CONTRACTS

The Board of Directors, except as in these Bylaws otherwise provided, may authorize an officer or agent, to enter into any contract, or execute and deliver any instrument, in the name of and on behalf of the corporation, and such authority may be general or confirmed to a specific instance; however, unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or to render it liable for any pecuniary purpose and to any amount.

ARTICLE X - FINANCE

Section 1 - Funds:

The funds of the corporation shall be under the direct control of the Board of Directors. Funds shall be subject to withdrawal only by the Treasurer or such other Officer of the Corporation as may be designated by the Board of Directors.

Section 2 - Investment Policy:

The Board shall implement sound and prudent investment policy to clearly define the following:

- Types of funds and their purpose.
- Types of accounts and their purpose.
- Allowable investments, if any.
- Prohibited investments, if any.
- Financial objectives of the organization, if any.

The investment policy shall be in written form and approved by the Board of Directors by simple majority vote. The investment policy may be reviewed and amended as needed by the Board of Directors by simple majority vote.

ARTICLE XI - HOUSING

Section 1 - Property:

The Corporation may purchase, build, own, lease, rent, or acquire by gift, any building or portion thereof for the purpose furthering the objectives of the Corporation.

Section 2 - Clubhouse:

The Corporation may keep and maintain a clubhouse for members of the organization to hold or allow to be held meetings devoted to the promotion and furtherance of the Alcoholics Anonymous program and may permit other organizations of like purpose to use the same for or with compensation. The clubhouse may be used by members for relaxation and convenience as well as to facilitate events and functions of the members. The clubhouse shall be open to any person faced with an alcoholic or addiction problem, as long as such person conducts himself or herself in an orderly manner.

Section 3 - Transitional Housing:

The Corporation may keep and maintain living quarters for persons in recovery from alcoholism and addiction as part of their transition into becoming productive members of society. The Board of Directors shall determine appropriate requirements, rules, regulations, as well as appropriate fees for such individuals.

Section 4 - Custodian:

The Board of Directors may appoint a custodian of the premises occupied by the Corporation for such compensation and under such conditions as the Board may deem fit and proper.

ARTICLE XII - CORPORATE SEAL

The Corporate Seal of the Corporation shall consist of two concentric circles, between which are the words "Jacksonville Alcoholics Benevolent Association, Inc." and in the center shall be inscribed, "Corporation 1982 Not for Profit Florida."

ARTICLE XIII - AMENDMENTS

Section 1 - Amendments to Bylaws:

These Bylaws (Article XIV, Section 2 excepted) may be amended, rescinded, or altered in whole or in part by the unanimous vote of all members of the Board of Directors at any meeting, regular or special, without previous notice being given, or by two-thirds majority vote at any meetings, regular or special, provided notice including the substance of the proposed amendment be given in writing to each Director at least ten

(10) days before such meeting; provided, however, that no change in the Bylaws shall become effective until the same shall have been approved at a succeeding meeting of the membership, by a majority of the members in good standing who are present.

Section 2 - Amendments to Articles of Incorporation:

Amendments to the Articles of Incorporation to comply with Department of the Treasury, Internal Revenue Service requirements for exemption from Federal Tax under section 501(C)(3) of the Internal Revenue Code of 1954, as amended, may be accomplished by a majority vote of the members of the Board of Directors at a meeting especially called for that purpose.

ARTICLE XIV - DISSOLUTION

Section 1 - How Determined:

Subject to the provision of then existing law, the dissolution of this Corporation may be accomplished at any time upon two-thirds majority vote of the members of a meeting of members called for that purpose; provided, however that all members of the Corporation, in good standing, have been officially notified of the intent of the meeting.

Section 2 - Disposition of Assets:

In the event of dissolution, the assets of this Corporation and avails thereof, (except land) after payment of the Corporation indebtedness, shall be disposed of by donation to such charitable object or objects as a two-thirds majority of members preset at a meeting called for that purpose may determine. Anything hereinabove to the contrary, this, section 2 of Article XIV, may not be amended or rescinded except by unanimous written consent of all members entitled to vote.

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