

**BY-LAWS-"TWELVE STEP HOUSE, INC."**

OPENED STOREFRONT	1949, Ft. Lauderdale, FL
FLORIDA CHARTERED	December 14, 1951
FIRST ELECTION OF OFFICERS	January 1952
FLORIDA INCORPORATION	April 14, 1965
BY-LAWS ADOPTED	July 8, 1965
AMENDMENTS OF INCORPORATION	March 21, 1978
AMENDMENTS TO BY-LAWS	MARCH 13, 2000

*ADOPTED IN FV-L*

**TWELVE STEP HOUSE, INC.**

**ARTICLE I - ORGANIZATION**

Section 1. "Twelve Step House, Inc.", hereforth referred to as The "Club" or "Club" the basic mission and purpose of the "Club" is to promote and provide a clean, safe and sober environment for persons in the Twelve Step recovery community. Although the "Club" is not affiliated with Alcoholics Anonymous, the twelve steps and traditions of Alcoholics Anonymous shall be given special emphasis in all "Club" matters in keeping with the principles of the original founders and Articles of Incorporation.

Section 2. The purpose and object of this organization shall be to assist its members and others who seek its aid to maintain sobriety and to provide facilities to perform a function of charity, to aid them spiritually; and to practice and promulgate the Twelve Steps to sobriety in accordance with the principles laid down by Alcoholics Anonymous.

Section 3. It is the intent of the "Club" to provide safe and protected space for gatherings, meetings, camaraderie, fellowship, recovery and recreation for its member and guests in a sober, moral and spiritual environment.

Section 4. The "Club", presently located at 205 SW 23 St., Ft. Lauderdale, Broward County, Florida, shall remain at its present location. Any proposal to sell, lease, privatize, or re-locate the "Club" in whole or in part shall be for the considered benefit of the collective membership both present and future.

Section 5. Pursuant to the Twelve Step House, Inc.'s Charter and Articles of Incorporation, the Twelve Step house shall remain in Ft. Lauderdale, Florida.

Section 6. Any proposal in whole or in part to sell, lease, privatize, obtain a mortgage, obtain loans, or relocate the "Club" shall first be presented to the duly elected Board of Directors at its regularly scheduled meeting

Section 7. The Board of Directors shall have no authority to act on its own in these matters.

Section 8. However, any action on a proposal to sell, lease, privatize, obtain a mortgage, obtain loans, or relocate in whole or in part shall require a majority of the Board of Directors approval.

Section 9. If the proposal is passed by the Board of Directors the Board shall promptly notify the Chairperson of the Board of Advisors in writing, with all the particulars.

Section 10. The Board of Directors shall also post the proposal and its decisions in a conspicuous place in the "Club" proper. The membership will be notified as per Article V, Section 3. The Board of Advisors, upon being notified in writing from the Board of Directors will place the proposal under study and have the power to approve or disapprove the Board of Directors' proposal. However, neither the Board of Directors or the Board of Advisors may act on the proposal without first bringing the proposal to the membership.

Section 11. After being properly notified, the membership by a two-thirds (2/3) vote of those in attendance may either approve or disapprove of the proposal(s).

Section 12. If the proposal(s) pass, then a second election shall be called, with at least thirty (30) days notice to the membership.

Section 13. If at the second general membership meeting: the proposal is passed by a two-thirds (2/3) vote of the members present, the Board of Directors in conjunction with the Board of Advisors shall prepare to follow the wishes of the membership.

Section 14. If the same proposal is rejected by the voting membership on the second vote, a one year moratorium shall be placed on the proposal(s) before the proposal(s) can be addressed again.

Section 15. Upon dissolution of the "Club", the Articles of dissolution adopted in the Articles of Incorporation on April 1, 1965 shall prevail.

## **ARTICLE II - MEMBERSHIP**

Section 1. Membership is open to all persons of legal age believing he or she has an alcoholic or substance abuse problem and

is seeking recovery of same, are eligible for full membership and benefits of the Twelve Step House, Inc. ("Club"). Persons not in recovery, but who have empathy for and support for the principles of the Twelve Step house are eligible for full membership and benefits of the "Club". Members of other programs are eligible with approval of the Board of Directors.

Section 2. No incorporator or member shall have any vested right, interest or privilege of, in or to the assets, functions, affairs or franchises of the corporation, or any right, interest or privilege which may be transferable or inheritable, or which will continue, after his membership ceases or while he is not in good standing; provided, that before his membership shall cease against his consent, he shall be given an opportunity to be heard, unless he is absent from the county where the Corporation is located. In the event this corporation is dissolved, the assets will be distributed to an organization exempt under Sec. 501(c)(3) I.R.C. from Federal Income Tax.

Section 3. The membership and/or its Directors may elect to bestow Honorary Membership upon persons or organizations who are outside the membership, but who have manifested themselves to be a benefactor or benefactress to the "Club" through labor, service or financial assistance.

Section 4. For good cause a member or applicant may be denied membership or use of the facilities by the Board of Directors.

Section 5. Any person so affected may appeal to the Board of Directors in writing, requesting a hearing, which shall be granted within a two week calendar period providing pertinent information is included for response. The grievant may bring any and all information to the hearing, including witnesses or representatives.

Section 6. The hearing will be closed. The decision from the hearing shall be given to the grievant by mail or messenger within two calendar weeks from the date of the hearing. The Board of Director's decision shall be final and binding on all parties, except that on appeal the matter may be brought to a general membership meeting by any party for further resolution at its regularly scheduled meeting in January or July.

Section 7. A member of the Board of Advisors shall act as the Hearing Officer and chair the meeting in a neutral position giving information and guidance as to the protocol and conduct of the meeting.

Section 8. Prior to any hearing a full sixty (60) seconds of silent meditation will be followed by an invocation given by the Chairman.

Section 9. In the interim of an appeal decision, the decision of the Board of Directors shall prevail and appellants may be requested to vacate the premises.

### **ARTICLE III - ASSESSMENT AND FEES**

Section 1. Members shall pay such assessments as may be from time to time made by the Board of Directors.

Section 2. Assessments in arrears shall be collectable only at the discretion of the members. No member shall receive duns in the mail for assessments owed, but the Board of Directors may invoke rules and regulations governing the privileges of those in arrears. The Board of Directors may further instruct its agents to request current payment by members. Failure to pay assessments automatically rescinds the voting power of a member which will be restored upon payment of assessments for the current month and unpaid assessments for the previous two months.

### **ARTICLE IV - RESIGNATION AND DISCIPLINE**

Section 1. Any member may resign at any time by notifying the Secretary in writing.

Section 2. All persons using the facilities of the house rooms shall be required to abide by the rules and regulations set down by the Board of Directors. Persons may be denied the use of the rooms if, in the opinion of the Board of Directors, their conduct has been of a nature not befitting that of ladies or gentlemen. The Board of Directors may invoke denial of the use of the rooms for any given period. Any person so denied may make formal written application for reinstatement to the Board of Directors.

Section 3. All persons upon entry to the "Club" and/or its property shall be required to abide by the rules, regulations, policies, and procedures set in place by the Board of Directors.

Section 4. Any person entering the club's premises in an intoxicated manner shall be liable to expulsion.

Section 5. Alcohol or any mind or mood changing drugs are prohibited from being on any part of "Club" property.

Section 6. Failure to leave the "Club" premises after being directed to do so by a member of the Board of Directors or his designee may result in arrest and/or removal by the proper authorities. The sale, exchange or giving of alcohol or drugs, legal or illegal, is prohibited on the "Club" property.

Section 7. Fighting, gambling, prostitution, solicitation or any other illegal activity on "Club" property is expressly prohibited. Persons doing so may be subject to arrest and prosecution.

Section 8. Persons violating the conditions of facility use may be subject to denial of "Club" use, as determined by the Board of Directors.

Section 9. If bodily injury, property damage or a situation appears to be becoming volatile the police should be notified immediately.

Section 10. If the above situations take place in a meeting that has already started the "Club" policy would be to ask the Chairperson to notify a Board member, a general member, or employee to dial 911. The "Club" in its exercise of respect of meetings in progress wishes to be non-invasive and therefore expects the chairperson of the meeting to take proper action.

Section 11. No member of the Board of Directors, its employees, or designees may remove persons from a meeting in progress unless requested to do so by that meeting or its Chairperson.

Section 12. The request and/or removal of a person(s) from a meeting or the "Club" property shall be for just and proper cause as to not liable the "Club".

Section 13. It is the responsibility of the Board of Directors to initiate and promulgate rules and regulations for the overall good of the "Club".

Section 14. The rights of the members, subscribers, employees, shareholders, advisors, incorporator, officer, board members in or outside the "Club" shall be no vested right, interest or privilege in any assets, functions, affairs, franchises, funds, of the corporation or any right, interest, privilege or authority which may be transferable, inheritable, profitable to them or others or which will be present during membership or which will continue after his/her membership ceases, or while he/she is not in good standing provided that if his/her membership ceases against his/her consent, he/she will be given full opportunity to be heard on appeal.

#### **ARTICLE V - BOARD OF DIRECTORS' POWERS AND ELECTIONS**

Section 1. The Board of Directors shall be the governing body of the Corporation.

Section 2. The Board of Directors shall consist/of nine (9) members, four (4) of whom are to be elected at the regular meeting in January and five (5) of whom are to be elected at the regular meeting in July of each year. Notice of such meetings shall be mailed to all members qualified to vote. Election shall be by secret mailed ballot, which ballots are numbered unless a majority of those present and voting shall authorize open nomination and

selection because an insufficient number of candidates have volunteered by written notice.

Section 3. At least sixty (60) days prior to date of a regular membership meeting, the President will authorize the Secretary to prepare a list of members who meet requirements adopted by the members at the January and July regular meetings of eligibility for election to the Board of Directors. The President shall further authorize the Secretary to send letters to all eligible members asking them to signify in writing their willingness or unwillingness to serve in the capacity of directors. Requirements as to eligibility may be changed from year to year by a two-thirds (2/3) vote of the membership voting at the January and July regular meetings.

Section 4. The president shall appoint as tellers two regular members who ~~meet~~ officers or candidates, whose duty it shall be to count the ballots and report the result of the election to the presiding officer at the regular meeting.

Section 5. Each member of the Board of Directors is to serve one year or until their successors are elected and qualified, and shall be eligible for reelection.

Section 6. Vacancies occurring in the Board of Directors shall be filled by a vote of the Board of Directors, from the eligible members, for the unexpired term, at the discretion of the said Board.

Section 7. Only members who have paid the previous three (3) months dues are eligible to vote at a regular election. Only members who have a minimum of one (1) year of continuous sobriety, and have been dues paying members of this corporation for the previous six (6) months are eligible to be elected to the Board of Directors.

#### **ARTICLE VI - OFFICERS AND THEIR DUTIES**

Section 1. The Board of Directors, shall elect from its members, a President, Vice President, Secretary and Treasurer; and other officers deemed necessary by said Board. Any office except that of President and Vice President may be held by one and the same person, except the President may not also be Secretary or Treasurer.

Section 2. The duly elected or appointed officers of the Board of Directors shall constitute a President, Vice President, Secretary, Treasurer and other At-large Officers as deemed necessary by said Board, consisting of from six to nine persons.

Section 3. Any office except that of President and Vice President may be held by one and the same board member, except that

the President may not also be the Treasurer or the Treasurer be President. This, in part, shall be in keeping with the requirement of written checks being duly signed by two separate board members.

Section 4. **President.** It shall be the duty of the President to preside at all meetings of the corporation and of the Board of Directors. He shall be executive head of the corporation and shall perform the duties that are usual to one in that position and shall appoint all committees herein provided and such other committees he may deem necessary, and shall perform such other duties as may be delegated to him by the Board of Directors.

Section 5. In the absence of directives from the general membership and the Board of Directors, the President shall be the chief executive officer and head of the corporation. The President shall perform all duties that are usual to one in that position, and shall appoint all Committees and Committee Chairpersons herein provided and such other Committees as he/she may deem necessary, and shall perform such other duties consistent with the position or as may be delegated by the Board of Directors. The president shall have a knowledge of the day to day operations and function of the "Club". The President may serve for a first and second term. Only after that he/she may serve on the Board of Directors in another position except that of President, Vice President or Treasurer, pursuant to the rules of election and appointment.

Section 6. The President shall be familiar with "Robert's Rules of Order Revised" and shall be Chairperson at all Board of Directors, membership and any special meetings.

Section 7. Vacancies on the Board of Directors shall be filled as needed by appointment of the President and later confirmed by majority vote of the Board of Directors or until elections are held.

Section 8. **Vice President.** It shall be the duty of the Vice President to assist the President and in his absence to officiate in his stead.

Section 9. It shall be the duty of the Vice President to preside at all meetings, be knowledgeable and informed of all Committee duties and function, to apprise the President and other board members of its actions, plans and progress. The Vice President will act as liaison between the Committees and the Board as may be deemed proper and appropriate by the President. The Vice President shall be an assistant to the President and in his/her absence the Vice President shall act and officiate in the President's stead pursuant to the Articles of Incorporation and By-Laws of the "Club".

Section 10. **Secretary.** It shall be the duty of the Secretary to keep the minutes of all meetings of the "Club" and the Board of Directors, and to perform such duties as may be prescribed by the Board of Directors. The Secretary will post all minutes of the meetings of the Board of Directors in a conspicuous place at the "Club". He/she shall have custody of the official seal of the Corporation and issue all notices of meetings of the membership and the Board of Directors.

Section 11. The Secretary shall notify members of any changes in "Club" policy, notify members of changes in scheduled times of the "Club", convey other correspondence to the membership as needed, notify members in a timely fashion of any election or other "Club" business requiring notice by mail, preside at all meetings, record meetings and bring any correspondence to the Board of Directors or membership. The Secretary shall allow ample time for the President to acquire a replacement Secretary for an excused absence.

Section 12. The Secretary shall care for and have custody of the corporate seal and convey any and all correspondence of the Club to the Board of Directors, membership and Board of Advisors as may be deemed necessary. The Secretary shall have parliamentary knowledge and assist the President or other Chairperson in parliamentary procedure at all meetings when requested to do so by the Chairperson.

Section 13. **Treasurer.** The Treasurer shall be custodian of all funds belonging to the corporation and shall deposit them in a bank or banks to be designated by the Board of Directors. He shall keep proper accounts of all money received and expended and shall report the financial status of the corporation at each meeting of the Board of Directors and at the regular meetings of the corporate membership. All disbursements of the corporation shall be made by check and signed by the Treasurer and countersigned by such officers as may be designated by the Board of Directors. The Board of Directors may delegate others, rather than the Treasurer, as custodians of excess funds of the corporation.

Section 14. The Treasurer shall be custodian of all funds and financial assets belonging to the "Club" and shall deposit same in banks or other financial establishment with prior approval from the Board of Directors and Board of Advisors.

Section 15. He/she shall be responsible for and keep proper and accurate accounting of all monies received and expended and shall report the financial status of the "Club's" finances at each regularly scheduled Board of Directors meeting and that of the general membership meetings. All disbursements of payment shall be made by check. All checks are to be countersigned (dual) by the Treasurer and the President, unless otherwise designated by a majority vote of the Board of Directors. If any change in check



endorsement by way of signature or deposit or withdrawal is made by the Board of Directors, the Board of Advisors shall be notified as soon as possible and the reason given. The Treasurer may authorize payment or purchases of one hundred dollars (\$100.00) or less to be paid from petty cash, a record of which shall become part of the permanent records of the "Club".

Section 16. The Board of Directors with majority approval are allowed to spend up to five hundred dollars (\$500.00) for purchases without approval of the Board of Advisors or the membership. Approval for expenditures over five hundred dollars (\$500.00) or the accumulation of expenditures at one time over five hundred dollars (\$500.00) will require majority vote approval of the Board of Advisors with written notice posted in a conspicuous place in the "Club" as notification to the membership.

Section 17. Excluding emergency costs, a fourteen (14) day time frame will be given prior to any expenditure in this matter. The Board of Advisors will be notified as to "emergencies" and determine the need.

Section 18. There is to be no co-mingling or co-ownership of "Club" funds with any other entity or person.

Section 19. All financial record keeping entries except for the food counter will be to the penny. Deposits and cash drops from the food counter may be rounded off to the nearest dollar.

Section 20. The Board of Directors will vote on all unemployment compensation issues regardless of how the person left employment with the "Club".

Section 21. All funds will be deposited in the drop safe or handed to the Treasurer/bookkeeper, directly for processing.

Section 22. All financial mail will be placed in the drop-safe or handed to the Treasurer directly.

Section 23. The Treasurer shall keep in his/her possession:  
Combinations to safes.  
Keys to office closet.  
Keys to "Club".

Section 24. No "Club" property, real or otherwise, shall be in any person's name, except the "Club's", nor will any moveable property be permitted to leave "Club" property.

Section 25. No "Club" member, other person or other entity shall have any "Club" assets in their names.

Section 26. An annual audit of the "Club's" financial status will be conducted by a Certified Public Accountant approved by the Board of Advisors.

Section 27. Persons approved to be signatories to write, sign and dispense bank checks and those who have access to "Club" funds and assets shall be bonded and insured.

Section 28. Officers at Large shall preside at all meetings. Officers at Large shall be given primary consideration in the appointment of Committee Chairpersons by the President. Officers at Large shall be publicly vested as members of the Boards of Directors and as such shall carry on these duties in the best interests of the "Club".

Section 29. All officers shall have but one vote. There shall be no transfer or proxy of votes. Officers must be in attendance to vote.

Section 30. A majority of the officers present shall constitute a quorum. However, in no instance shall a quorum be less than five (5) officers.

Section 31. Two or more unexcused absences from meetings of the Board of Director are grounds for expulsion from the Board of Directors.

#### **ARTICLE VII - COMMITTEES AND THEIR DUTIES**

Section 1. The President shall appoint the following standing committees: Finance Committee, House Committee, Membership Committee, Twelve Step Committee, Entertainment Committee. The President may appoint and promulgate other committees as needed. All committees, their chairpersons and members names shall be posted on the corporation premises. Committee chairpersons shall be responsible for this listing of names and posting of same. All committees function under the authority of the Board of Directors for the betterment of the Club. Committees shall not be autonomous but shall act as responsible designees to the Board of Directors and the membership.

Section 2. **Finance Committee.** A Finance Committee, of which the Chairman shall be a member of the Board of Directors, or the Treasurer. A member of the Board of Advisors shall also serve and be a member of the Finance Committee having been appointed by the Board of Advisors. The Finance Committee shall oversee the general finances of the "Club" and be attentive to the budgetary items, transfers of funds and projected costs. The Finance Committee shall have general management of the finances and funds of the corporation and shall audit the reports of the Treasurer, and shall approve of all accounts payable by the corporation, and shall act as a budget committee.

Section 3. **House Committee.** A House Committee, of which the Chairperson shall be a member of the Board of Directors, together with, such other members as shall be appointed by the President. This Committee shall oversee the "Club's" tangible property for maintenance and repairs as needed. The Chairperson shall bring to the attention of the President and the Board of Directors any concern in this areas that needs to be addressed.

Section 4. **Membership Committee.** A Membership Committee, which shall be responsible to promote and encourage membership in the first person, via mail or phone calls or through third parties or other organizations, as may be appropriate. The Membership Committee shall promote memberships and encourage members to retain their membership.

Section 5. **Twelve Step Committee.** A Twelve Step Committee, which may work with Intergroup and set up a system to answer calls for those still sick and suffering and in distress. Information and knowledge of referrals is important. The "Club" does not provide any format for emergency response. We are not an emergency first responder. People in emergency situations should be advised to call 911.

Section 6. **Entertainment Committee.** An Entertainment Committee, which shall be responsible for the entertainment of the "Club's" special events. Some of this would include, but not limited to: dances, dinners, picnics, bingo, skits and plays, or any other entertainment events proper and appropriate for the "Club" and approved by the Board of Directors.

Section 7. The Board of Directors may set up and supervise special ad hoc committees from time to time as it deems necessary.

#### **ARTICLE VIII - BOARD OF ADVISORS**

##### **Section 1. Conditions and Qualifications**

A. The Board of Advisors shall act and work in good faith as good Samaritans for the overall benefit of the "Club" and its members.

B. They shall be a "Club" member in good standing for a minimum of six (6) months, be of good moral character and shall have been sober a minimum of ten (10) years.

C. Members may or may not be members of any Twelve Step recovery group, but shall have the best interests of the "Club" at heart.

D. They shall serve without compensation and/or monetary reward of any kind.

E. Advisors should be of high moral and ethical character and be free of any moral turpitude.

F. They shall be overseers of the "Club" for its well-being and shall give advice, information and suggestions, as the case may be.

G. They do not govern or effect the day to day operation of the "Club" and as such, are not to be held liable.

H. The philosophy and Lex Loci of the "Club" shall be not to hurt persons who volunteer to help in good faith.

## Section 2. Election and Selection of Advisors

A. The general membership, at its semi-annual meetings in January of each year, shall approve or disapprove of all persons desiring to serve as Advisors.

B. The membership at that meeting shall determine the method of selection.

C. There shall be a maximum of seven (7) and a minimum of three (3) Advisors.

D. Vacancies.

1. Resignations will be noted and a notice for replacement will be placed in the "Club" proper.

2. The Board of Advisors by majority voice vote may fill any vacancies until the January selection/election.

3. The Board of Directors shall have no official say in this matter.

4. The Board of Directors may only make suggestions or give advice. The Board of Directors is to remain separate and distinct from the Board of Advisors at all times, unless expressly noted in these by-laws. However, lines of communication between the two bodies shall remain open with the intent of bettering the "Club".

E. Members of the Board of Advisors shall be present at all membership meetings and at least one member shall be present at all Board of Director meetings.

### Section 3. Mission, Purpose and Function

A. The Board of Advisors is formed to oversee and safeguard the property, assets, legal and moral interests of the "Club".

B. The term "Club" being all-inclusive ~~As~~ to mean the representation of the full membership in its vested interests. The "Club" proper is its real estate holdings, its tangible and intangible property, its finances, and any and all other interests and assets belonging to the "Club".

C. The Advisors will select from among themselves a Chairperson and an Assistant Chairperson.

D. They shall hold quarterly board meetings and represent their findings and input to the Board of Directors at that time.

E. They shall field complaints pertaining to "Club" matters and attempt to resolve them.

F. They will assist the Board of Directors in determining proper policy and procedure, as the case may be.

G. They shall only act on a majority opinion.

H. The Board of Advisors will not be bound in its assistance to the "Club", but shall work in cooperation with the Board of Directors and any and all members seeking its assistance. This may include different organizations helpful to the "Club" and persons inside and outside of its membership.

I. The Board of Advisors may investigate valid complaints as they pertain to "Club" interests as per Article 8, Section 3(E).

### Section 4. Authority of Board of Advisors.

A. The Board of Directors does not exercise authority over the Board of Advisors.

B. Either group may take action on its own, but both Boards are subordinate to the dictates of the general members as it votes at its semi-annual meeting(s).

C. The purpose of the three entities is to provide checks and balances for the good of Twelve Step House, Inc. ("Club").

D. Advisors are trusted servants. However, they may resign, retire, be censured or be required to resign by a two-thirds (2/3) vote of the full membership of the Board of Advisors for just and proper cause.

E. An appeal may be made by either party to the general membership and a two-thirds (2/3) vote of that body may sustain or reject the decision of the Board of Advisors.

#### Section 5. Access to "Club" and Club Business.

A. The Board of Advisors shall have full access to the "Club", its activities, its financial records and any other knowledge or information of its past, present and of any future planning or intents.

B. Requests for such items and access shall be informal. Upon demand via Certified Mail, for specific items and/or information to the Board of Directors, requests shall be honored and made available and produced to the Advisors in a timely fashion, if the items requested exist and are available. In either case both parties shall act in good faith, with the best interests of the "Club" being primary.

#### Section 6. Funds and Finances.

A. Any financial expenditure over five hundred dollars (\$500.00) or the accumulation of expenditures at one time over five hundred dollars (\$500.00) shall be approved by a majority vote of the Board of Advisors.

B. The Board of Advisors having knowledge or substantiated evidence of alleged mismanagement or misappropriation of "Club" funds or assets shall investigate same with impunity and bring the findings directly to the Board of Directors and/or the membership as soon as possible. The "Club" shall first receive legal opinion, prior to any action of implied violations.

C. If the Advisors discover mismanagement, misfeasance or misappropriation of "Club" funds or assets besides notifying the Board of Directors and the Membership, proper outside authorities may also be notified.

D. As per Article VIII, Section 1(D), Advisors are to serve the "Club" and its membership gratis, without pay, monetary reward or any tangible gain or compensation to themselves or others.

E. In the event the Board of Advisors are in need of any expenditure to cover any costs it may require in its proper function to the "Club", the decision for approval or disapproval will be at the discretion of the Board of Directors. If the request from the Advisors is denied by the Board of Directors, the Advisors may go directly to the membership with that exact request or others at its semi-annual meeting or at a special meeting of the membership called with seven (7) days prior notice by posting notices in the "Club" proper and by requesting the Board of Directors' Secretary to notify the members via phone or mail.

F. In no case or in any event may Advisors or unauthorized persons have autonomy or self-discretion to obtain loans, buy, sell, credit, debit, fund, finance, spend, trade or in any way or fashion have access to "Club" assets or their exchange, exclusionary of Administrationship to the "Club".

G. There shall be no co-mingling or co-ownership of any "Club" property, profits, funds or assets by Advisors, Directors or other persons.

#### **Section 7. Administrationship.**

A. If directed by a two-thirds (2/3) vote of the voting membership at either a regularly scheduled or at an emergency meeting called by the Board of Advisors or thirty percent (30%) of the membership, the membership (body) may direct the Board of Advisors to take over the day to day functions and operations of the "Club", and to post a notice of same inside the "Club".

B. If the Administrationship of the "Club" is given to the Board of Advisors via Article VIII, Section 7(A) above, the Advisors will have full authority to remove and replace any and/or all members of the Board of Directors and may freeze any and all business functions.

C. Members of the Board of Directors may appeal in writing to the Board of Advisors for a hearing before the membership. A minimum of seven (7) calendar days notice must be given to the membership prior to the hearing.

D. The Board of Advisors will call for a hearing before the membership expeditiously, pursuant to Article VIII, Section 7(C) above.

E. The decision of two-thirds (2/3) of the voting membership will be final and binding on all parties.

F. During the Administrationship, no person(s) shall remove, transfer or reformulate any papers, reports, property or other belongings of the "Club". To do so may constitute a civil or criminal act.

G. The Advisors, upon resolution of the Administrationship, will return the Administrationship over to the Board of Directors in whole or in part, as they may deem proper and appropriate.

H. A certified letter of the transfer of Administrationship back to the Board of Directors will be sent to the Board of Directors and copies posted inside the "Club" proper in a conspicuous place (i.e. bulletin board).

I. However, if the cause of the Administrationship was of a financial or monetary concern, a full audit by an independent accountant (Certified Public Accountant) will be undertaken before returning the Administrationship to the Board of Directors.

J. The Board of Advisors shall oversee all Committees approved of by the Board of Directors.

K. Any Finance Committee set in place and approved by the Board of Directors, besides being responsible to the Club President and Board of Directors, shall also make available to the Advisors any records, bookkeeping, transaction or other financial information upon request.

L. The Board of Advisors shall conduct an annual audit of the "Club" business affairs and report same to the Board of Directors and the membership. Costs of same are to be borne by the "Club", and considered in its annual projected costs. An outside independent accountant (Certified Public Accountant) chosen by the Board of Advisors shall be employed with the audit going directly to the Chairperson and members of the Board of Advisors.

M. Advisor's terms of service shall be for life or they may be removed by a two-thirds (2/3) vote of the voting members.

N. Upon an emergency situation the Advisors may be required to intercede and act on a complaint affecting the "Club". Only by a two-thirds (2/3) vote of the Board of Advisors may they intercede and supersede authority over the Board of Directors.

O. Waiver. Advisors, similar to other volunteers, employees, and office holders shall hold the "Club", its employees, its volunteers, elected or appointed officers, committees, committee members, or any other person or persons known to represent the "Club" in a capacity that is recognized and approved of the "Club" exempt from personal or class/group action liability. Advisors, similar to other volunteers, employees and office holders, shall sign waivers exempting the "Club" in its entirety.



## **ARTICLE IX - MEETINGS**

Section 1. The regular meetings of the corporation shall be held on the second Thursday in January and on the second Thursday in July of each year.

Section 2. Special meetings, of the members requiring special elections or in case of emergency, may be called at any time by the President, with approve of a majority of the Board of Directors. A special meeting may be called by the Secretary upon written request of twenty-five percent (25%) of the paid-up members, provided such request is accompanied by Fifty Dollars (\$ 50.00) to cover costs of such special meetings.

Section 3. Notices of all meetings of the membership shall be posted in the house rooms and shall be mailed to each regular paid-up member at least seven days before such meetings.

Section 4. Special meetings of the Board of Directors may be called at any time by the President or by a majority vote of the Directors. In case there be no quorum present on the day fixed for the regular meeting, the Directors may adjourn the meeting sine die. Each Director shall be notified by telephone or by letter mailed three days prior to the date of such meetings.

Section 5. Meetings of the Board of Directors may be held at the office of the corporation or at any other place appointed by a vote or consent of the majority of the Directors, providing same is within Broward County. The date and time of the meetings shall be posted at least three days prior to holding of said meetings. All committee chairmen may be present at all Board of Directors Meetings.

Section 6. A majority of the Board of Directors shall be necessary to constitute a quorum.

## **ARTICLE X - ORDER OF BUSINESS**

Section 1. The order of business at meetings of the corporation shall be as follows:

1. Reading of the minutes.
2. Reports of officers.
3. Reports of Committees
4. Considering of communications
5. Unfinished business.
6. New business.

## **ARTICLE XI - AMENDMENTS**

Section 1. These By-Laws may be amended by two-thirds (2/3) of the members voting at a regular meeting of the members of the corporation or at a special meeting called for that purpose upon written petition of the membership, containing the signatures of not less than twenty-five percent (25%) of the regular paid-up members, accompanied by fifty dollars (\$50.00) to cover costs of such special meeting. Upon receipt of such a petition, the President will order the Secretary to verify the authenticity of such signatures and eligibility of the signatories. When a petition is declared in order by the Secretary, the President will direct the Secretary to take necessary steps to notify the membership of the special meeting and of its purpose. All pending resolutions will be voted upon at this time. Members may vote absentee ballots which will be counted at such meeting for or against a proposed action as tile as the absentee member shall indicate.

Section 2. The Charter of this corporation may be amended from time to time by a resolution adopted by a vote of two-thirds (2/3) of the members of the Board of Directors at any regular or special meeting called for such purposes. Such amendment shall only become effective upon publication of notice as provided by Law and upon approval of such amendment by the Judge of the Circuit Court of Broward County and the recordation of such amendment in the Office of the Clerk of said Circuit Court.

## **ARTICLE XII - OPERATING HOURS**

Section 1. Members shall be notified by notice posted on the bulletin board any permanent change in the hours of opening and closing of the house rooms. All opening and closing hours will be established by the Board of Directors. Occasional changes in hours may be made at the discretion of the President.

## **ARTICLE XIII - NEPOTISM**

Section 1. A member shall not be allowed to serve on either the Board of Directors or the Board of Advisors if they are related to any person on either board by way of marriage, immediate family, boyfriend, girlfriend, fiance, significant other, related by law, extended family or in any way having a relationship that the members could perceive as prejudicing a person's decisions as it related to the "Club's" business and affairs. However, no person should be allowed to use Article XIII in any way that may misconstrue its purpose, which is to safeguard the Club in the separation of personalities from its principles.

Section 2. Article XIII shall not be used to discriminate or disparage any person. Disputes under this Article shall be taken to the Board of Advisors for resolution. The Board of Advisors may obtain legal counsel at their discretion. The decision of the Board of Advisors shall be binding on all parties.