

## BY-LAWS OF LAMBDA SOUTH, INC.

### I. NAME.

The name of the corporation is Lambda South, Inc., herein referred to as "Clubhouse."

### II. LOCATION

The general offices of Lambda South, Inc., shall be at 1231-A East Las Olas Blvd., Ft. Lauderdale, Florida, and at such other location in the County of Broward, as the Board of Directors ("Board") and General Membership may from time to time select.

### III. PURPOSE

- A. To provide a meeting place primarily for lesbian, gay, bisexual, and transgender people, those questioning their sexuality, and allies where contributing Alcoholics Anonymous and other special interest 12-step programs may hold meetings, in accordance with the Twelve Steps and Traditions of Alcoholics Anonymous.
- B. To attract LGBTQA newcomers into Alcoholics Anonymous and other 12-step programs, and to foster their interest in the Alcoholics Anonymous and other 12-step programs.
- C. To provide facilities for meetings, conferences and communications between groups and service organizations of Alcoholics Anonymous and other 12-step programs. D. The services provided shall be exclusively of a charitable and educational nature and will be within the bounds of Section 501(c)(3) of the internal Revenue Code of 1986.

### IV. MEMBERSHIP

#### A. REQUIREMENTS OF MEMBERSHIP are:

- 1. Membership in Alcoholics Anonymous or other 12-step programs.
- 2. Minimum 30 consecutive days clean and sober, or active membership in another 12-step program.
- 3. Payment of dues.
- 4. Eighteen (18) years of age or older.
- 5. Agreement to abide by the rules and regulations affecting the operating of the Clubhouse.
- 6. Membership is not transferable.

NOTE: Membership shall in no way be conditioned upon or affected by race, color, gender, national origin, age, creed or sexual orientation.

- B. Members who are in good standing shall be eligible to vote at the annual meetings and any specially called general membership meeting. Good standing shall be measured by periods of continuous sobriety or recovery and current payment of dues; that is with no more than one (1) month's dues in arrears. For the purpose of voting, dues for the current month must be paid no later than fourteen (14) days prior to the meeting.
- C. Collection procedures for payment of dues and amount will be established by the Board. Any increase in dues must be presented to the general membership and approved by two-thirds (2/3) of the members present. Until the next general membership meeting, dues will remain constant.

- D. Members shall be able to participate in all Clubhouse functions at a discount price if approved by the Board.
- E. Members are encouraged to participate in all of the Clubhouse's affairs, assist new members, and provide service for the Clubhouse in accordance with the Steps and Traditions of Alcoholics Anonymous. Members are expected to help ensure friendly hospitality to visitors and groups at the Clubhouse's facilities and help maintain these facilities in an orderly condition.
- F. Members may resign at any time and dues will not be refunded. Nonpayment of dues is not considered a resignation. Membership is non-transferrable.
- G. A member who resigns may rejoin the Clubhouse after meeting the original requirements and shall acquire voting and other privileges on the same basis as the original membership. Members who have more than once previously resigned, been requested to resign or terminated, may be readmitted to membership only upon direction of the Board of Directors. Unless specifically requested by the member, all dues will be applied following the last paid month on record.
- H. Steps for forced termination are:
  - 1. The Board will notify the member with detrimental conduct.
  - 2. If the member fails to respond, they will automatically be terminated.
  - 3. It is up to the Board to define detrimental conduct after they have heard the member and the charges. In order for the member to be terminated against their wishes, the Board must reach a majority decision.
  - 4. Consequences of detrimental conduct may be a warning, suspension, or termination of membership.
  - 5. If the member disagrees, they may appeal to the Board within seven (7) days. The appeal and subsequent consequences will be determined by a majority of the board.

## V. GOVERNMENT

### A. General Policies

- 1. In order to establish and maintain a consistent policy in governing the Clubhouse, the TWELVE TRADITIONS OF ALCOHOLICS ANONYMOUS will provide the basis for common law.
  - 2. Members of the Clubhouse are welcome to attend Board meetings as participating observers during a good and welfare section limiting discussion to five (5) minutes.
- B. The Board of Directors shall be the governing body of the Clubhouse, hereinafter referred to as the Board. The Board shall consist of nine (9) members. The executive committee will consist of the President, Vice President, Senior Treasurer, Assistant Treasurer, and Secretary. A majority vote of the Executive Committee may implement Emergency Policies of the Clubhouse.
- C. The procedure for the election of the Board shall be as follows:
  - 1. Board Members are to be elected at the Annual General Membership Meeting. The Board Members elected at each meeting are: Vice President, Secretary

(every other year), Assistant Treasurer, Fundraising Director, Membership Director, Building Manager, and Operations Director.

2. Vice President is to replace the president for the following term.
  3. The Vice President shall have a minimum of 3 years of sobriety at the time of election.
  4. The Assistant Treasurer shall replace the Senior Treasurer the following term.
  5. The Assistant Treasurer shall have a minimum of 2 years of sobriety at the time of election.
  6. The Secretary shall be elected to a two-year term.
  7. The Fundraising Director, Membership Director, Building Manager, and Operations Director will be elected to 1-year terms.
    - i. An individual may be re-elected to an at-large position for no more than one (1) additional year.
  8. No individual may be elected to more than four (4) consecutive years in office.
- D. Requirements for Board membership shall be:
1. All members shall have a minimum of one (1) year recovery.
  2. All members shall have been Clubhouse members for six (6) months. For purposes of being elected to the Board of Directors at the annual membership meeting all members shall be current in their membership dues and are prohibited from paying back dues in order to be elected to the board.
  3. Three (3) members shall have at least three (3) years each of recovery.
  4. The majority of the Board shall have had Clubhouse membership for one (1) year.
  5. Board members must be willing to break their anonymity insofar as the operation of the Clubhouse is concerned.
- E. The procedure for nomination to be elected to the Board of Directors shall be as follows:
1. Any persons interested in seeking election to the Board shall submit their names and qualifications to a nominating committee no less than thirty (30) days before the next annual meeting and be present at said meeting.
  2. Nominations may be taken from the floor during the election meeting, provided that the nominee is present and is accepted by at least two-thirds (2/3) of the members present and voting.
- F. Board Meetings
1. The Board shall meet at least once each month with the designated monthly meeting being held within the first twenty-one (21) days of the month; except that the first meeting of each new Board shall be held within ten (10) days of the Annual General Membership Meeting.
  2. At least ten (10) day notice will be given to each member of the Board as to the meeting place, time and date for each regular Board Meeting.
  3. Notice of Board meetings must be posted on Clubhouse website and the Clubhouse bulletin board.
  4. All members of the Board should be present at all meetings. Failure to be present at two (2) consecutive meetings without due cause can result in forfeiture of Board position.

5. The Board shall conduct business on not less than a quorum of six (6) present directors.
  6. Special Meetings of the Board may be called by the President at any time; all members must be given at least three (3) days' notice of such meetings and it must be posted on the Clubhouse bulletin board and website.
  7. Should the President be absent or unable to call a meeting, a special meeting may be called by the vice president or minimum of three (3) Board members.
  8. "Robert's Rules of Orders" will be used as a guide for conducting the Board meeting, and a copy shall be available at each Board meeting.
- G. In the event an elected member of the Board resigns, retires, or a vacancy is created for any reason whatsoever the President of the Board shall make appointments and/or adjustments to the current Board, with the approval of the majority of the Board.
- H. Removal of Directors
1. Any Director who acknowledges a personal relapse during their term of office shall immediately resign.
  2. Any Director who is guilty of conduct considered detrimental to the Clubhouse or its members shall immediately resign.
  3. In the event any such Director fails to resign, the President or Vice-President can ask the Board of Directors to remove said director from the board, and by a vote of 5 of the 9 directors, his/her term is immediately terminated, or he/she may be removed at a membership meeting called by a majority of the Board held for that purpose after not less than ten (10) days written notice.
  4. Upon the affirmative vote of two-thirds (2/3) of the Clubhouse's members present and voting by secret ballot, the Director's term shall be immediately terminated.
  5. If a member presents a petition to the Secretary signed by no fewer than ten (10) members or ten percent (10%), whichever is the greater number, of all the members in good standing and eligible to vote requesting a roll of the membership for the purpose of recalling any Director, the Secretary shall provide the member with a current list of members in good standing together with their last known addresses except for those members who request that their names not be given out. Such a list shall be provided not more than fourteen (14) days after the request.
  6. Members may recall a Director by petition for that purpose signed by a majority of the members in good standing, then presenting to the Board of Directors.
  7. The President shall give not less than ten (10) days written notice to all members in good standing at their last known addresses, stating the time and place of the meeting and the name of the Director for whose removal such a meeting is being called.
  8. Such a special meeting shall be called by the President not more than twenty-one (21) days after the petition is presented to the President. Upon the affirmation vote of the two-thirds (2/3) of the eligible members present and voting at the meeting, the Director's term shall be immediately terminated.
  9. The President's Advisory Council shall be composed of the Past Presidents of the Board of Directors of Lambda South, Inc. The Council shall be invited to meet

with the present Board of Directors at least once yearly and shall provide an excellent and important resource for advice and counsel.

## VI. OFFICERS

### A. PRESIDENT

1. The President shall be the principal executive officer of the Clubhouse and shall oversee the Board of Directors.
2. Shall in general manage, supervise, and control all of the business affairs of the Clubhouse.
3. The President must sign, with the Secretary or any other proper officer of the Clubhouse thereunto authorized by the Board of Directors of these By-Laws, certificates, deeds, policies of insurance, contracts, investments, certificates, or other instruments which the Board has authorized to be executed, except in cases where signing the execution thereof shall be expressly delegated by the Board or the By-Laws to some other officer or agent of the Clubhouse, or shall be requested by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.
4. Nothing herein shall authorize the officers or the Board to take any action inconsistent with these By-Laws.

### B. VICE-PRESIDENT

1. In the absence of the President or in the event of president's death or inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting shall have all the powers of and be subject to all the restrictions upon the President.
2. The Vice-President may sign, with the Secretary, certificates or other forms and shall perform such duties as shall from time-to-time be assigned to them by the President.
3. The Vice-President shall work in conjunction with the President overseeing the day-to-day operations of the Clubhouse
4. The Vice-President shall automatically become President in the next consecutive year.
5. The Vice-President shall serve as the Sergeant-At-Arms at all meetings of the Board and/or the general membership.

### C. SECRETARY

1. The Secretary shall act as the principal recording officer of the corporation.
2. The Secretary shall be responsible for the following:
  - i. Attend and keep the minutes of the Board Meetings, Executive Committee and Clubhouse Membership meetings.
  - ii. The Secretary shall record all votes not taken at the regular Board of Directors meeting at the next regular Board meeting.
  - iii. Post a summary of the Board minutes within ten (10) days following the regular monthly Board meeting to Clubhouse website.

- iv. See that all notices are posted in accordance with the provisions of the By-Laws.
- v. Be responsible for all Clubhouse correspondence.
- vi. Sign with the President and Vice-President any forms, the issuance of which shall have been authorized by resolution of the Board.
- vii. In general, perform all duties incidental to the office of Secretary and such duties as from time-to-time may be assigned to them by the President of the Board.
- viii. The Secretary shall maintain email communication and report any subsequent issues to the Board of Directors as needed in a timely manner.

D. TREASURER

- 1. The Treasurer shall be the principal financial officer of the corporation, and as such, shall be responsible for the overall financial assets of the Clubhouse.
- 2. The Treasurer shall make all disbursements for expenses, record all deposits as reported by the Assistant Treasurer, and in general keep and maintain all financial records of the Clubhouse.
- 3. The Treasurer shall report monthly to the Board of Directors and at all General membership meetings the financial condition and cumulative yearly status.
- 4. Prepares the end of the month reports of categorized deposits in conjunction with the Assistant Treasurer.
- 5. Ensures proper distribution of all reports to the Board.

E. ASSISTANT TREASURER

- 1. The Assistant Treasurer shall work in conjunction with the Senior Treasurer maintaining the financial records.
- 2. The Assistant Treasurer shall be responsible for the collections and depositing of all moneys and shall report this information to the Senior Treasurer in a timely manner.
- 3. The Assistant Treasurer shall be responsible for the following:
  - i. Collection of rent from all groups and meetings.
  - ii. Collection of any accounts receivable.
  - iii. Reporting to the Board any situation regarding overdue accounts.
  - iv. Empties the soda machine weekly and deposits said monies into the operating account.
  - v. Prepares bank deposits and deposits the moneys weekly into the proper accounts.
- 4. The Assistant Treasurer shall work in conjunction with the Senior Treasurer and shall automatically become the Senior Treasurer in the next consecutive year.

F. DIRECTORS AT LARGE

- 1. The Directors at Large shall consist of the following positions:
  - i. Building Manager: The Building Manager is responsible for overseeing building maintenance and repairs.

- ii. Membership Director: The Membership Director is responsible for maintaining membership rolls, recruiting new members, and the collection of membership dues.
  - iii. Operations Director: The Operations Director is responsible for day to day Clubhouse operations, including ordering and maintaining supplies.
  - iv. Fundraising Director: The Fundraising Director is responsible for soliciting general donations and organizing fundraising/fellowship events.
- 2. The Directors at Large attend the regular monthly Board meetings, the President's Council Advisory Committee meetings, and all general membership meetings.
- 3. The Directors at Large shall be responsible for the following:
  - i. Make recommendations for action regarding the Clubhouse.
  - ii. Assist any and/or all of the officers when requested to do so.
  - iii. Oversee and serve on special committees as designated by the Board
  - iv. Vote on all action taken by the Board.
- 4. The Directors at Large shall, in general, serve as liaison with the general membership, as well as encouraging new recovery participation in the growth of the Clubhouse, including recruitment of new members.

## VII. COMMITTEES

### A. NOMINATING COMMITTEE

The nominating committee shall be appointed by the President and approved by the majority of the Board.

### B. SPECIAL COMMITTEES

Additional committees may be appointed for special purposes at the discretion of the President and with the approval of the majority of the Board.

### C. COMMITTEE OPERATION

- 1. The Chair of any committee must have a minimum of one (1) Years recovery.
- 2. The Chair of any committee must be a member in good standing of the Clubhouse during his/her term of service.
- 3. All committee functions and/or operations are subject to review by the Board.
- 4. No committee shall act in a manner inconsistent with the Board or these By-Laws.
- 5. Any committee chair or committee member who is guilty of conduct considered detrimental to the Clubhouse or its members or acts outside the authority of the Board shall immediately be dismissed.

## VIII. FINANCIAL POLICIES

### A. GENERAL POLICIES

The Clubhouse shall cover all required expenses for the general operation of the facilities.

### B. GROUP FINANCIAL POLICIES

- 1. Each group shall be responsible for regular payment of rent for the utilization of the Clubhouse.

2. Rent shall be collected as follows:
  - i. Small Room #3— flat rate of \$17.00 per meeting
  - ii. Small (Middle) Room #2— flat rate of \$23.00 per meeting
  - iii. Main Room #1—flat rate of \$40.00 per meeting
3. All monies collected in excess of rent will automatically be considered a donation to the Clubhouse. Lambda South does not maintain prudent reserves for any of the individual groups meeting therein.
4. Any change in rates must be posted 30 days in advance.
5. A group using more than one room shall incur rent on all rooms used.
6. Upon a vote of the majority of the Board, rent may be adjusted to meet special considerations, such as groups with multiple meetings, advance payment of rent, etc.
7. Any group wishing to change meeting rooms must request the change in writing to the Board for their approval before moving.
8. The Clubhouse will maintain a reasonable inventory of coffee and related supplies, which will be provided free of charge one half (1/2) hour before and until one half (1/2) hour after meetings to persons attending Alcoholics Anonymous and other 12-step meetings. Additional coffee and related supplies shall be the responsibility of the groups.
9. Each group shall be responsible for its own literature and all other related materials.
10. Each autonomous Alcoholics Anonymous and 12-step groups utilizing the Clubhouse shall be responsible for maintaining records regarding the payment of rent.
11. Failure to pay Rent:
  - i. Any Group falling more than fifteen (15) days in arrears shall be given written notice regarding the failure to pay rent
  - ii. Any Group falling more than thirty (30) days in arrears shall be given a second written notice and will be subject to review by the Board.
  - iii. Any Group falling more than forty-five (45) days in arrears shall be given a final written notice and dismissed from the facilities.
  - iv. The President shall give written notification to the last known trusted servant of the group, informing him/her of the action.
  - v. A group may appeal such dismissal within ten (10) days by giving written notice to the President. Upon receiving such notice, the dismissal shall be temporarily suspended for review at the next regular board meeting.
  - vi. Upon the affirmative vote of 5 of the 9 directors, the dismissal will stand, and the meeting shall be removed from the schedule.

#### C. CORPORATE FINANCIAL POLICIES

1. A financial report must be given at each monthly board meeting by the Senior Treasurer, and as necessary, at the request of the President at the Board at any time.



2. The books of the Board shall be open and available for inspection by the current Board members or by any accountant so appointed by the Board for that purpose at any time.
3. The accountant must file our taxes yearly with the IRS. Also, the accountant must file necessary forms with Florida State Department of Agriculture yearly.
4. The President, Vice President, and Treasurer are listed as account holders on all financial Clubhouse accounts.

D. CORPORATE EXPENDITURES

1. Any and all expenditures of the Clubhouse in excess of two hundred dollars (\$200.00) must be approved by a majority of the Board and approval must be recorded in the minutes of the Board meeting.
2. Should it become desirable or possible, a separate money market account shall be maintained not to exceed twenty-five thousand dollars (\$25,000) or roughly 4 months of operating expenses. This will cover any emergencies not provided for in the Operating Account as determined by the Board of Directors.

IX. OPERATION OF THE CLUBHOUSE

- A. New Alcoholics Anonymous and other 12-step groups are encouraged. All new groups must be comprised of a steering committee consisting of not less than three (3) trusted servants who commit to the responsibility of that meeting for a minimum of six (6) months.
- B. All groups must have at least three (3) trusted servants on file with Lambda South, Inc., as being the member(s) responsible for the group. It is the group's responsibility to revise said list when the trusted servants for the group change.
- C. All group activities at the Clubhouse fall under the general direction of the Board. Each group must agree to comply with the By-laws of the Clubhouse, and with the posted Operating Regulations.
- D. Should any group fail to comply with the By-laws of the Clubhouse and/or with the Operating Regulations, the Board of Directors shall take appropriate action.
- E. Other Social Functions and Meetings:
  1. Social functions and meetings, other than Alcoholics Anonymous or other 12-step groups as otherwise provided herein, for dues paying members of the Clubhouse, shall not interfere with any individual Alcoholics Anonymous or other 12-step group meeting. unless so approved by the group's conscience consent.
  2. Rent shall be charged at the discretion of the board, but at a rate not less than the regular group room rate.
  3. 12-Step Group Meetings, whether already existing or newly formed and approved by the Board, take precedence over any other function.
- F. Real Estate, owned by Lambda South, Inc., cannot be sold without approval from the majority of the General Membership.

X. OPERATING REGULATIONS

- A. The meeting room will be used for specified Alcoholics Anonymous or other 12-step programs no longer than one half (1/2) hour before the designated meeting time and

until one half (1/2) hour after the close of the meeting or unless otherwise directed by the Board.

- B. All regular meetings will be scheduled through and approved by the Board. They will be posted by the Board to eliminate conflicts.
- C. Groups desiring to hold special meetings, steering committee meetings, special events, etc., may do so with the knowledge and permission of the Board. All social functions and meetings must submit requests for use of the facilities in writing to the Board no less than thirty (30) days in advance, for review and approval at the regular monthly Board meeting.
- D. Emergency requests may be submitted in writing to the President for consideration and approval. All such requests shall be reviewed and recorded in the minutes at the next monthly Board meeting.
- E. It is the responsibility of each group utilizing the facilities to follow the procedure outlined in the house rules as posted. FAILURE TO ABIDE BY THE POSTED HOUSE RULES WILL RESULT IN DISCIPLINARY ACTION AT THE DISCRETION OF THE BOARD.
- F. A twenty-five-dollar (\$25.00) fine will be charged, in addition to any regular rental fees, to any group that fails to comply with the house closing procedures.
- G. No one is to remain in the Clubhouse after meetings or other functions, unless he/she has a valid reason to be there.
- H. No one is to live in, sleep at, or participate in any unauthorized activity in the Clubhouse or on its property at any time.
- I. Only certified service animals are allowed on the premises.

#### XI. MEMBERSHIP MEETING

- A. In addition to the regular annual meeting (which will be within thirty (30) days of the end of the fiscal year), membership meetings may be called at any time as directed by the Board with no less than ten (10) days posted notice which shall state the purpose of the meeting. In case of emergency, a membership meeting may be held on such notice as is reasonable under the circumstances. Upon presentation to the President or Vice-President of a petition of the kind provided with respect to recall of Directors, they may petition for a meeting except as noted in Section V, G of the By-laws. If a majority of voting members petition for a meeting, a meeting shall be called within ten (10) days. No business shall be conducted when the presiding officer finds, and states for the record that unusual circumstances have prevented or delayed a substantial number of normally expected members from being in attendance at a business meeting. No business meeting shall be conducted if attendance at a meeting is less than twenty-five percent (25%) of the qualified voting membership.

- B. VOTING

All votes for the membership shall be by a majority of those present. In addition to election and recalls, votes shall be by secret ballot whenever the presiding officer at his/her discretion so decides or such a motion by voting members is adopted. There shall be no vote by proxy.

XII. AMENDMENTS

- A. The By-laws may be amended by a vote of two-thirds (2/3) majority of those attending the membership meeting who are members in good standing.
- B. The Membership must have received thirty (30) days posted notice of amendments.
- C. New amendments proposed at a membership meeting will be emailed to the Clubhouse members, and the vote will be taken at the next membership meeting. A proviso may be made to cover the period of time during which the amendment is pending.

XIII. DISSOLUTION

- A. In the event of the complete or partial liquidation or dissolution of the Clubhouse, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the Clubhouse's property or its proceeds, and the balance of all money and other property received by the Clubhouse from any source shall, after the payment of all debts and obligations of the corporation, be distributed and paid over by the Board of Directors to other related charitable 501(c)(3) organizations with such designations to be determined by a vote of the Board of Directors and President's Advisory Council to be held at the time of said liquidation or dissolution.

XIV. CERTIFICATION

- A. The Clubhouse's Secretary shall certify the contents of these By-laws and any amendments by affirming his/her signature appending thereto showing the date of their adoption by the General Membership.