

**BYLAWS OF  
NORTH FLORIDA AREA  
ASSEMBLY, AFG, INC.  
A Florida Not-For-Profit Corporation**

**ARTICLE I            NAME**

The name of the Corporation shall be:

NORTH FLORIDA AREA

ASSEMBLY, AFG, INC.

**ARTICLE II            PRINCIPLE OFFICE AND  
REGISTERED AGENT**

a. Principal Office.

The principal office of the Corporation shall be at the address of the then currently serving Treasurer of the Corporation, which is the place where corporate records shall be maintained. Upon leaving office the outgoing Treasurer shall transmit all corporate records to the incoming Treasurer.

a. Other Offices.

The Corporation may have such other office(s) at such suitable place(s) *as* may be designated from time to time by the Board of Directors.

**ARTICLE III            PURPOSE**

The purpose for which the Corporation is organized is to operate exclusively for charitable, educational and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, *as* amended (or corresponding provisions of any subsequent federal tax laws) and to coordinate the communications and presence of Al-Anon Family Groups in the

North Florida Area so that people who are suffering from someone else's drinking can receive help, to promote and facilitate charitable activities in the United States, primarily by soliciting and receiving contributions, grants, devises and bequests, and other funds, and holding, investing and otherwise applying the whole, or any part thereof, for the support of the livelihood and general welfare of the beneficiaries of such services, including through other educational and charitable organizations which may contribute to that goal; and, consistent with the above, to exercise all powers available to not-for-profit Corporations under section 617.0302 of the Florida Not-For-Profit Corporation Act.

The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of sections 170(c)(2)(B), 501(c)(3), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code, as amended. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its Directors, officers, other private individuals or organizations organized and operated for profit except that the Corporation is and shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as herein stated.

No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or of otherwise attempting to influence legislation, unless Section 501(h) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws), shall apply to the Corporation, in which case the Corporation shall not normally make lobbying or grass roots expenditures in excess of the amounts therein specified. The Corporation shall not in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office; nor shall it engage in any "prohibited transaction" as defined in Section 503(b) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

Notwithstanding any other provisions herein, the Corporation shall not carry on any activities not permitted to be carried on (a) by any organization exempt from federal income taxation under section 501(a) of the Internal Revenue Code, as amended, as an organization described in section 501(c)(3) or (b) by an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code, as amended.

#### **ARTICLE IV                      BOARD OF DIRECTORS**

- a. Creation:

There shall be a Board of Directors of the Corporation which shall consist of the Officers of the Corporation including the Chairperson, Delegate, Alternate Delegate, Secretary and Treasurer, as duly elected by the Group Representatives (GRs) in accordance with these Bylaws and in accordance with the most recent edition of the most recent edition of **North Florida Area Assembly Election Procedures and Guidelines**, as it may be amended from time to time, and which is specifically incorporated into all applicable sections of these Bylaws by reference. The Board of Directors shall supervise and control the property and affairs of the Corporation. The Chairperson shall serve as Chair of the Board.

a. Manner of Appointment, Terms, Removal, Recall:

The Officers, who shall also serve as the Directors of the Corporation, shall be elected for terms of three years by the entire assembly of GRs selected by the Al-Anon Family Groups within the North Florida Area (as that geographic area is established by the delegates to the Al-Anon Family Groups World Service Organization, Inc.), one representative from each Group. Each GR in attendance at a meeting at which an election is held shall have one vote. There shall be no voting by proxy. Candidates for office shall satisfy the requirements for office; and, elections shall be held at such times, in such manner, and be conducted in accordance with the requirements established in the most recent edition of North Florida Area Assembly Election Procedures and Guidelines.

The Board shall have the power to fill vacancies until the next election at which time removal, replacement and recall of Officers shall be in accordance with the most recent edition of North Florida Area Assembly Election Procedures and Guidelines.

a. Qualifications and Compensation:

A candidate for Office must be a member of Al-Anon, must have served as a District Representative and must not be a member of Alcoholics Anonymous. Officers and Directors shall receive no compensation, except that upon authorization of the Board, the Corporation may pay, but is not obligated to pay, reasonable reimbursement of Board Members authorized travel or other expenses incurred with Board authorization. This section shall not preclude any Board member including the Chair from receiving compensation for services rendered to the Corporation unrelated to their Board membership.

a. Powers:

The Corporation shall have all powers authorized under sections 617.0302 and 617.0303, Florida Statutes, and shall exercise those powers through the Board of Directors, or persons designated in the Articles of Incorporation, these Bylaws, or by Board resolution.

a. Vacancies:

Vacancies as they occur on the Board of Directors by removal, resignation, death, incapacity, or the like of one or more of the members thereof, may be left vacant or filled by vote of the remaining Board members until the next election.

a. Resignation:

Any Director may resign at any time by giving written notice to the Chairperson of the Board. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof, as determined by the Chairperson of the Board of Directors.

## **ARTICLE V      BOARD MEETINGS**

a. Annual Meeting:

The Board of Directors of the Corporation shall meet at least annually to receive the report of the Chair on the status of the Corporation, and for such other purposes as may be placed on the agenda by a Member of the Board.

a. Special Meetings:

Special meetings of the Board of Directors may be called at the direction of the Chairperson or at the request of a majority of the Board, to be held at such time, day and place as shall be designated at a reasonable time before the meeting.

c. Quorum:

A simple majority of all Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Directors may attend meetings of the Board by telephone, and a member's telephonic attendance may be counted towards a quorum. However, the Chair may require personal attendance and bar telephonic attendance at his or her discretion for particular meetings.

d. Manner of Acting:

The vote of the majority of Directors at a meeting of the Board of Directors shall be the act of the Board of Directors. In the absence of a quorum, any action taken shall be a recommendation only, but may be valid if subsequently confirmed by a majority vote, in conformance with quorum requirements, of the Board of Directors.

e. Presumption of Assent:

A Director of the Corporation who is present at a meeting of the Board at which action on any Corporation matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered into the minutes of the meeting.

**ARTICLE VI DUTIES OF OFFICERS AND DIRECTORS**

The duties of the Officers and Directors shall be as provided in the most recent edition of **North Florida Area Assembly Election Procedures and Guidelines**, as it may be amended from time to time, and which is specifically incorporated herein by reference.

**ARTICLE VII THE FISCAL YEAR**

The fiscal year of the Corporation shall commence January 1 of each calendar year and terminate on December 31.

**ARTICLE VIII SEAL, EMBLEM OR LOGO**

The Board of Directors of the Corporation may authorize the creation of its own seal, emblem or logo and may secure the intellectual property rights thereto.

**ARTICLE IX BOOKS AND RECORDS**



