

Bylaws

of

THE BEARS OF SOUTH FLORIDA, INC. A FLORIDA NOT-FOR PROFIT CORPORATION

1. GENERAL PROVISIONS

- 1.1. Identity. These are the Bylaws of The Bears of South Florida, Inc., a Florida corporation not for profit, hereinafter referred to as “The Bears of South Florida” and/or “BOSFL”.
- 1.2. Principal Office. The principal office of BOSFL shall be at such place as the Board of Directors may determine from time to time, but shall always be located in Broward County, Florida.
- 1.3. Fiscal Year. The fiscal year of The Bears of South Florida, Inc. shall be from January 1st through December 31st of each calendar year.
- 1.4. Purpose and Mission Statement. The Bears of South Florida, Inc. provides a safe and welcoming space for the Bear community of South Florida to socialize and engage in fundraising activities to benefit local LGBTQ community.
 - 1.4.1. Lawful Activities.
 - 1.4.1.1. BOSFL may undertake any lawful activity consistent with the purpose as stated above. BOSFL shall be operated exclusively for charitable and social purposes.
 - 1.4.1.2. No part of the activities of BOSFL shall be carried on for profit.
 - 1.4.1.3. It is intended that BOSFL shall be of the character described in Section 501(c)(3) of the Internal Revenue Code of the United States of America.

2. MEMBERSHIP

- 2.1. Members. A member of The Bears of South Florida is any person who has completed a membership application as approved by the Board of Directors and who has paid the annual dues as described below. A member in good standing is a member who is current on dues. Members in good standing are eligible to vote on BOSFL matters presented for vote to the general membership.
 - 2.1.1. Dues. Members must pay dues, subject to the following:
 - 2.1.1.1. Dues shall be payable annually at a time to be determined by the Board of Directors.

2.1.1.2. The amount of dues to be paid by Members shall be determined by the Board of Directors and is subject to change annually.

2.2. Eligibility. Membership is open to all Bears and their male-identifying admirers aged 21 years or older.

2.3. Termination of Membership. Membership may be terminated by a majority vote of the Board of Directors for just cause or upon failure to pay any dues, fees and/or assessments within thirty (30) days of their due dates. "Just cause" means statements or conduct on the part of a Member that clearly indicates their unwillingness to support the purpose and values of The Bears of South Florida, Inc.

3. MEMBERSHIP MEETINGS AND VOTING

3.1. Regular Meetings.

3.1.1. A regular meeting may, at times, be called by the board. Notice of time, date, and location shall be provided to the Members at least seven (7) days prior to any scheduled meeting via e-mail or other electronic announcement. All matters as presented in the agenda or by the Board, not required to be determined at a Special Meeting or the Annual Meeting, shall be open for discussion and vote by the Members.

3.2. Annual Meeting. The Annual Meeting of the Membership shall take place on or about December 1st of each year and shall be more specifically scheduled by the Board of Directors. The following decisions, though not exclusively and in addition to any matter before the Members, are to be made, unless otherwise stated by these BYLAWS, at the Annual Meeting:

3.2.1. Election of Board of Directors.

3.3. Special Meetings. Special Meetings, for which an agenda must be announced in advance, may be called by the President, the Board of Directors, or by a minimum of ten (10) Members or 10 percent (10%) of the Members, whichever is greater. Any decision that can be made at a Regular Meeting may be made at a Special Meeting, provided that the matter has been included on the agenda.

3.3.1. The Board of Directors shall approve the time and the place of a special meeting by a majority vote.

3.3.2. Seven (7) days advanced notice in writing (including e-mail) or three (3) days advanced notice by telephone or in person shall be provided.

3.4. Voting. Voting shall be by show of hands unless otherwise determined by the Board in advance or as required by these BYLAWS.

3.4.1. Quorum. A majority of the members present shall constitute a Quorum at all member meetings.

3.4.1.1. The Board of Directors may, at its discretion, open all matters to be considered by the members to electronic voting, including but not limited to e-mail and/or balloting software. For any matter that is to be voted upon electronically, a majority of the Members who have submitted an electronic vote in addition to any other votes made in person or by any other Board approved means shall constitute a Quorum.

3.4.2. Proxies. Proxies shall not be permitted.

3.5. Parliamentary Authority. In the event that it becomes necessary to follow parliamentary procedure, the rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the meetings in all cases to which they are applicable and in which they are not inconsistent with these BYLAWS and any special rules of order.

3.6. Attendance. No meeting in which BOSFL business is being conducted can be closed to any Member in good standing, subject to Robert's Rules of Order.

4. BOARD OF DIRECTORS

4.1. Membership. The Board of Directors shall consist of four Directors, to be elected by the membership as herein described, the Immediate Past President, and such other Directors as may be selected by the affirmative vote of those elected Directors present at a duly held meeting.

4.2. Officers. The officers of The BOSFL shall be a President, Vice President, Secretary, and Treasurer.

4.3. Selection of Officers. Officer positions shall be assigned by the Directors from the pool of active Directors available, whether elected by the Membership or selected by the Directors at the first meeting of the Board of Directors following each annual election. No person may hold more than one officer position simultaneously.

4.4. Powers. The Board of Directors, otherwise referred to herein as the "Board", shall have full authority over the affairs of The Bears of South Florida, Inc.

4.4.1. The Board shall not have any powers which are granted to any other body by Federal laws, the laws of the State of Florida, the Articles of Incorporation, or these BYLAWS.

4.5. Meetings of the Board of Directors. Regular meetings of the Board of Directors shall take place at least once per quarter, with additional meetings to be scheduled as needed at the Board's discretion (with the exception noted below). The time and place shall be decided upon by the Board members at least one week in advance of any meeting.

- 4.5.1. The President shall preside over meetings, except the first meeting subsequent to each election, which the Immediate Past President shall moderate. In the absence of the President, the Vice President shall preside. If neither the President nor the Vice President are in attendance, absent emergency, the meeting shall be postponed to a date as determined by the Board members present.
 - 4.5.2. All Members in good standing are permitted to attend Board meetings, though only Board members may vote.
 - 4.5.2.1. The Board may prohibit Members other than Directors from participating in discussion at Board meetings by a majority vote of the Board.
 - 4.5.3. Voting. Voting shall be by simple majority ruling.
 - 4.5.3.1. A majority of the Directors present shall constitute a quorum
 - 4.5.3.2. In the case of an electronic vote, a majority of the Directors that submit a vote will constitute a quorum.
 - 4.5.3.3. All members of the Board of Directors shall have an equal vote in all matters.
 - 4.5.4. Board Action without a Meeting. Action by the Board may be taken without a formal meeting as follows:
 - 4.5.4.1. Emergency decisions shall be made by the Directors that are present at any particular event during which an emergency arises or via e-mail as documented by the Secretary.
 - 4.5.4.2. In the event that board action must be taken immediately to resolve any issue pertaining to BOSFL, the Board may act by majority written consent, e-mail vote, or majority approval by telephone. All written actions taken pursuant to this section shall be documented by the Secretary.
 - 4.5.5. Parliamentary Authority. In the event that it becomes necessary to follow formal parliamentary procedure, the rules contained in the current edition of Robert's Rules of Order, newly Revised, shall govern the meeting in all cases in which they are applicable and in which they are not inconsistent with these BYLAWS and any special rules of order.
- 4.6. Duties of the Board of Directors. Members of the Board of Directors shall assist each other and enlist assistance from the general membership in the performance of their duties. Specific duties are assigned as follows:
 - 4.6.1. President

4.6.1.1. The President will moderate all meetings of the Board and the Membership; serves as, or designates another officer to serve as, the representative of BOSFL in legal matters and committee events; facilitates support and cooperation from business and service organizations; maintains regular contact with the press; appoints any necessary standing and ad hoc committees and the chairpersons of such committees.

4.6.2. Vice President

4.6.2.1. Assists the President as necessary; exercises the functions of the office of the President in the absence of or at the request of the President; chairperson of all special committees unless a chairperson is appointed by the President.

4.6.3. Secretary

4.6.3.1. Records the minutes of all meetings or designates another officer or member to do so in his absence; responsible for the keeping of all written records of the corporation and for all correspondence of the corporation.

4.6.4. Treasurer

4.6.4.1. Takes all actions necessary regarding cash receipts, disbursements, and banking; reports the financial status of BOSFL to the Board of Directors at the Board's request and at all Board meetings; prepares, subject to approval by the Board, an annual budget, works with special committees on budgets for special events; prepares and files any financial reports which are required by the Internal Revenue Service, the State of Florida, or any other governmental entity; works with the Grant Writer to provide all necessary information in relation to grant applications.

4.6.5. Director.

4.6.5.1. Assists officers with their duties as requested and/or assigned by the Board.

4.7. Committees. From time to time, the President, with or without the advice of the Board of Directors, may deem it necessary to appoint a special committee for a specific purpose. The President will provide any such committee a detailed outline of the committee's objectives and the time frame for completing such objectives. Participation in these committees shall be open to all members in good standing. These committees shall report their results back to the Board of Directors. All decisions and actions of any committee are subject to approval by the Board.

4.8. Compensation. Neither Officers, Directors, nor committee members shall receive compensation for services performed in their respective positions, except for

reimbursement of reasonable expenses incurred in the performance of their duties with appropriate documentation such as receipts and/or invoices.

4.9. Resignation. A Board or committee member may resign by submitting a written resignation to the Board of Directors.

4.10. Removal from Office. A Board member or committee member may be removed from office, but such person's membership in The BOSFL shall not be forfeited as a result of the removal. The following procedure shall be utilized for a removal from office:

4.10.1. By the Membership.

4.10.1.1. A request for removal proceedings shall be brought before the Board of Directors by a minimum of twenty-five percent (25%) of the current BOSFL Membership or ten (10) Members, whichever is greater.

4.10.1.2. Upon a request for removal proceedings as outlined above, the Board of Directors shall schedule a special meeting for The BOSFL to vote on the issue of removal.

4.10.1.3. A majority vote of the membership in favor of removal shall remove a Board member or committee member from the position.

4.10.2. By the Board.

4.10.2.1. The Board of Directors, by unanimous vote, not to include the vote of the subject board member, shall have the authority to remove any board member for just cause.

4.11. Election of the Board of Directors. The Board of Directors shall designate the dates and times of all elections, subject to the requirement that elections be held at the Annual Meeting.

4.11.1. Term of Office.

4.11.1.1. All Board members are elected for a period of one year or until their successors take office.

4.11.1.2. All members elected to the Board shall begin their terms upon the first scheduled Board meeting following the election.

4.11.2. Eligibility.

4.11.2.1. Any Member of BOSFL in good standing may be nominated for or volunteer for the position of Director.

4.11.3. Nominations. An Ad Hoc Nomination Committee, appointed by the President, shall present a slate of candidates at least two weeks prior to the date of the election from which the Directors will be elected.

4.11.4. Voting Procedure.

4.11.4.1. Voting for contested positions shall be by secret ballot.

4.11.4.2. Uncontested positions shall be filled by Acclamation by Unanimous consent. A motion shall not be required and the sole member nominated for the position of Director shall automatically take office at the next regularly scheduled board meeting.

4.11.5. The election for contested positions shall be by majority vote of the Members who are present at the meeting.

4.12. Vacancies. If any office shall become vacant for any reason, including resignation or removal, the President may appoint a member to assume the office for the balance of the term of office. The appointee will be confirmed at the next regular meeting of the board of directors. If the office of President becomes vacant, the Vice- President shall immediately assume the office of President for the balance of the term of office and may appoint a member to assume the office of Vice President for the balance of the term of office.

5. FINANCES.

5.1. Accounts. All funds belonging to The Bears of South Florida shall be deposited to the credit of BOSFL in such financial institutions or other depositories in the South Florida region as the Board of Directors may select.

5.2. Budget. Prior to the beginning of the fiscal year, an annual budget, proposed and created by the Treasurer, shall be approved by the Board. The Board shall have the power to revise the budget during the fiscal year as conditions warrant. All expenditures shall be in compliance with the budget, as amended, except in cases of emergency.

5.3. Checks. All checks issued shall be reflected in a ledger which shall include the following information: account, check number, payee, signing officer. This ledger shall be provided to the Board monthly as part of the Treasurer's report.

5.4. Disbursements. Any disbursements equal to or less than Five Hundred (500) dollars may be made by the President or his designee, Vice President, or Treasurer so long as receipts are submitted to support the disbursement. Disbursements in excess of Five Hundred (500) dollars require a vote of the Board of Directors. Receipts and/or bills must be provided to substantiate all disbursements. Any purchase made on behalf of BOSFL will not be reimbursed if the requirements above are not met.

6. MEMBERSHIP HANDBOOK.

6.1. The Board of Directors will have the authority to create a Membership Handbook. The Membership Handbook should contain a brief history of The BOSFL, the Articles of Incorporation, BYLAWS, and policies that may be set forth from time to time by the Board of Directors. These policies carry the full authority of The Bears of South Florida, Inc. All rules and policies in the Membership Handbook are subject to a majority vote by the Board of Directors.

7. DISSOLVING THE CORPORATION

7.1. The corporation may be dissolved by a vote of the Board of Directors with the concurrence of two-thirds of the Members. Upon dissolution, any assets remaining, after payment of all liabilities, shall be distributed exclusively for the purpose of The BOSFL in such a manner as the Board of Directors may determine, to any non-profit corporation or association which shall, at that time, be exempt or qualified for exemption under Section 501(c)(3) of the Internal Revenue Code.

8. INDEMNIFICATION

8.1. BOSFL shall indemnify all Officers to the extent permitted or required by law, with respect to liabilities and expenses arising out of any action, suit, or proceeding in which they may become involved by reason of their affiliation with BOSFL, provided that such Officers shall have discharged the duties of their positions in good faith, with the degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances in like positions.

9. AMENDMENTS. Except as otherwise provided, these BYLAWS may be amended in the following manner:

9.1. Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

9.2. Initiation. A proposal to amend these BYLAWS may be proposed by any member of the Board of Directors. Once proposed, the Board of Directors shall be responsible for writing and refining the proposed amendment and shall seek any legal or other professional advice which the Board deems to be necessary. Proposals to amend existing BYLAWS shall contain the full text of the BYLAWS to be amended; new words shall be inserted in the text underlined, and words to be deleted shall be lined through with hyphens. However, if the proposed change is so extensive that this procedure would hinder, rather than assist, the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of words added or deleted, but instead a notation must be inserted immediately preceding the proposed amendment in substantially the following language: "Substantial rewording of Bylaw. See Bylaw for present text." Non-material errors or omissions in the BYLAW process shall not invalidate an otherwise properly promulgated amendment.

9.3. Adoption of Amendments.

9.3.1. A resolution for the adoption of the proposed amendment shall be adopted by majority vote of all of the Members in good standing in attendance at a meeting as described herein. Should the Board fail to advance any proposed amendment to the Members, the written endorsement of a minimum of five Members in good standing or ten percent (10 %) of the membership in good standing, whichever is greater, shall cause the proposed amendment to be brought before the members directly.

The foregoing was adopted as the BYLAWS of The Bears of South Florida, Inc. at a meeting of the Corporation as reflected in the official minutes on the 5th day of December, 2019.

The Bears of South Florida, Inc.

By: Kevin A. Daft
Kevin Daft, as President