

FRCNA, INC.

ADOPTED: 7/1/2024

PURPOSE

The purpose of FRCNA, Inc. (501c3) shall be to plan, host, and execute the annual Florida Regional Convention of Narcotics Anonymous (“FRCNA”). FRCNA, Inc. shall negotiate and enter into any and all contracts for the purpose of conducting the convention. FRCNA, Inc. in the spirit of cooperation shall be accountable to the Florida Regional Service Committee (“FRSC”). FRCNA is responsible to the FRCNA, Inc. Board of Directors, hereafter “FRCNA BOD”. FRCNA, Inc. will comply with the Articles of Incorporation of the State of Florida and the By-Laws of FRCNA, Inc. The FRCNA BOD shall exercise the powers of the corporation; control its property, accounts, contracts and conduct its affairs, except as otherwise provided by law and subject to the limitations contained in the Articles of Incorporation.

PRINCIPAL OFFICE

The principal office of FRCNA, Inc., shall be 4700 Millenia Boulevard, Suite 175, Orlando, FL 32839.

DIRECTORS

The Board of Directors for FRCNA, Inc. (“BOD”) shall have a total of ten (10) Directors. The ten (10) Directors will include five (5) BOD-elect positions and five (5) FRSC-elect positions.

FRSC-elect BOD positions are a minimum of three (3) years abstinence from all drugs and active participation on a FRCNA Support Committee for a minimum of one (1) full convention year in the planning and execution of the previous convention cycle or current FRCNA convention. The FRCNA convention cycle is defined as the third weekend of July to the end of the convention the following year. All FRSC-elect BOD candidates must meet the qualifications and requirements at the time of nomination or consideration.

The qualifications to hold a BOD-elect position are a minimum of six (6) years abstinence from all drugs and three (3) years current and consecutive FRCNA convention experience as a FRSC-elect BOD member.

FRCNA, Inc., Directors may not hold an elected position within the FRSC or the Florida Regional Service Office (FRSO) Board of Directors, to prevent any conflicts of interest.

ELECTIONS

Elections will take place during the July FRSC weekend as follows:

1. FRSC will elect five (5) of the ten (10) Directors:
 - (a) These Directors shall serve two (2) year terms.
 - (b) The five (5) FRSC-elect Director’s elections/terms shall rotate in odd and even years to provide continuity.
2. The BOD shall elect five (5) of the ten (10) Directors:
 - (a) Must currently be a FRSC-elect Board member(s).
 - (b) BOD-elect Directors shall serve a minimum of a four (4) year term.

No Director (BOD position) vacancies will be considered for election or filled after the FRSC meets in November, without a unanimous vote by the entire BOD

The BOD may elect one (1) funded Internship position, if necessary and approved by a quorum of voting members. This position will not have voting privileges and shall serve a one (1) year term. The Intern may be assigned to a Support Committee to be mentored if needed, by an experienced BOD member.

There can be no more than two (2) Directors from any specific Area within the Florida Region, serving on the FRCNA, Inc. BOD concurrently unless needed or required by the BOD. Any member of the fellowship to be considered for any BOD position shall be:

1. First, interviewed and recommended by the FRCNA, Inc. BOD, and
2. Interviewed by the Human Resource Panel of the FRSC. excluding recent former BOD members who fulfilled their commitment to the FRCNA, Inc. Board of Directors.
3. The FRSC-elect candidates must be present on-site at FRSC or via the current virtual/digital technology platform, at the time of elections.

Current BOD members for re-election must be present at the time of elections, see above-noted criteria, paragraph 3.

Nominations from the floor at the time of Elections will not be considered, see items 1 and 2 above noted.

BOD RESIGNATION - OFFICERS

Any Director may resign by giving written notice to the President of FRCNA, Inc. Relapse constitutes automatic resignation and immediate removal.

An Officer or Director may be removed and/or impeached for due cause, by a quorum of voting members of the FRCNA, Inc. BOD. The vacancies and removal of Officers and/or Directors shall comply with the FRCNA, Inc. Bylaws.

DIRECTORS MEETINGS

A Director must attend a minimum of nine (9) BOD meetings per year (BOD meetings are held at all scheduled Support Committee meetings, and either prior to, or when the FRSC is scheduled). A Director will be impeached and/or removed for missing two (2) consecutive unexcused FRCNA, Inc. BOD meetings.

In the event of extraordinary circumstances, and with prior approval of the Officers, BOD members of FRCNA Inc. may attend BOD meetings via the current virtual/digital technology platform.

FRCNA, Inc. BOD meetings shall be held on a date and time as agreed within one week prior to the regularly scheduled FRSC weekend and, at the FRCNA Support Committee meetings in person or via the current virtual/digital technology platform, said meetings shall be scheduled by the FRCNA, Inc. Officers.

ANNUAL MEETING

The FRCNA, Inc. BOD will meet each July at FRSC weekend for the purpose of organization, elections as needed, and transaction of other corporate business.

TRAVEL EXPENSES

BOD members and Recording Secretary travel expenses are reimbursed with receipts submitted up to the current FRSC reimbursement rate for FRSC and Support Committee meetings.

SPECIAL MEETINGS

FRCNA, Inc. Officers, and/or any two (2) Directors may call a special meeting of the BOD, for any purpose. Special meetings may be held via the current digital technology platform, or in person, at the discretion of the BOD President.

QUORUM

One (1) more than half of the present voting Directors shall constitute quorum.

OFFICERS

Corporate Officers of FRCNA, Inc. shall constitute President, Vice-President, Corporate Secretary, and Chief Financial Officer. Any member qualifying as BOD-elect shall be considered qualified to hold an Officer position. These Officers shall be selected from the BOD- elected members.

ELECTION OF OFFICERS

The FRCNA, Inc. Officers shall be elected by the BOD. All Officers shall serve four (4) year terms and may be elected to consecutive terms.

DUTIES OF FRCNA, INC. OFFICERS

President

1. The President shall be the chief executive of the Corporation and shall, in general, be subject to the control of the BOD, supervise and control the affairs of the Corporation. Presides at all BOD and Support Committee and Administrative meetings:
 - a. Prior to meetings, prepare the agenda.
 - b. Utilizes Roberts Rules of Order to conduct BOD meetings.
 - c. Only votes in the event of a tie.
 - d. Serves as Hotel Liaison or may delegate the responsibility of Hotel Liaison to a BOD member with the skill set to perform the duties of the Hotel Liaison.
 - e. Provides a report to the Recording Secretary to be included in the BOD minutes.
 - f. Following FRSC, provides the FRCNA, Inc. report to the FRSC for the FRSC minutes; and
2. Serves as the single point of accountability for all corporate matters.
3. Co-signer on FRCNA, Inc. bank accounts:
 - a. Reviews the financial accounting of expenditures.
 - b. Collaborates with the CFO to prepare annual budgets for the BOD and FRCNA.
 - c. Required attendance throughout the planning and execution of the convention.
 - d. Assist the CFO during the execution of FRCNA in the accounting of funds and closing out business with the convention venue.

4. Signer on all contracts between FRCNA, Inc. and any third parties (i.e., venues, hotels, vendors, etc.)Coordinates with the Officers to secure FRCNA convention sites up to a five (5) year period.
5. Assigns BOD members to serve as Chairpersons of specific Support Committees for the planning, hosting, and execution of FRCNA.
6. Serves as liaison between the BOD and the FRSC.
 - a. Required to attend all FRSC meetings.

Vice-President

1. Will assume the responsibilities of FRCNA, Inc. President in the event of their absence.
2. Co-signer on the FRCNA, Inc. bank accounts.
3. Shall become President by vote of acclimation, in the event of resignation, removal or impeachment of the President.
4. In the event of the absence/incapacitation of any elected FRCNA, Inc. Officer or BOD member, the FRCNA, Inc. Vice-President will assume the duties and responsibilities of that office until such position is filled by election or assignment.
5. Serves as liaison between the BOD and the FRSC.
 - a. Required to attend all FRSC meetings.

Corporate Secretary

1. Holds the FRCNA, Inc. Corporate Seal.
2. Co-Signer on the FRCNA, Inc. banks account.
3. Shall ensure that all insurance policies and coverage pertaining to convention contracts and events, are current.
4. Ensures the Bylaws are consistent with the Articles of Incorporation and FRCNA, Inc. Policy. All corporate documents are properly submitted to the State of Florida.
5. In the absence of a Recording Secretary, shall record the BOD meeting minutes.

Chief Financial Officer

1. Shall maintain the FRCNA, Inc. bank accounts.
2. Co-signer on the FRCNA, Inc. bank accounts.
3. Prepares and distributes monthly financial statements.
4. Prepares the budgets for each Support Committee and BOD member.
5. Maintains all receipts for expenditures and income/deposits for FRCNA, Inc. funds.
6. Collects and oversees ALL Convention funds.
7. Collaborates with the Registration Support Committee Chairperson in maintaining and receiving pre-registration records and funds.
8. Approves volunteers to work the cash registers in the Merchandise Room and Registration area during FRCNA. (Volunteers minimum clean time is three (3) years clean).

9. On-site presence is required at the convention venue throughout the execution of the convention.
10. Provides an annual budget of FRCNA, Inc. expenses for approval by the BOD.
11. Renews the FRCNA, Inc. business license for the State of Florida annually.
12. Coordinates with the Accounting Firm to ensure FRCNA, Inc. taxes are filed annually.
13. Responsible for the payment of Support Committee expenses and/or reimbursements.
15. Coordinates with the Entertainment Committee Chairperson for the collection of funds for event(s) if any, held prior to and during FRCNA.
16. Coordinates with the Merchandise Chairperson to collect funds from the sale of pre-con merchandise.

Alternate CFO: The Alternate CFO shall function as and perform the duties of the CFO during any absence or disability of the CFO. The Alternate CFO is NOT a signer on the FRCNA, Inc. bank accounts and is not an Officer.

Accounting Firm

The BOD shall retain an accounting firm. The CFO will coordinate with the accounting firm to provide the necessary tax forms for submittal to the proper authorities/institutions.

Annual Report

1. The CFO shall provide a Financial Statement at the September BOD meeting.
2. FRCNA, Inc. will be required to maintain current property, event and general liability insurance for indemnification.
3. The final budget is to be approved by the BOD on or before the September meeting. After the BOD approves the budget, it will then be submitted to the FRSC for informational purposes.

Recording Secretary

The BOD shall elect a Recording Secretary at the annual July BOD Meeting. The Recording Secretary is not a Director, and only has a voice during BOD Meetings, at the discretion of the President, for clarification of information.

Duties of the Recording Secretary are as follows:

1. Records accurate minutes including attendance of all scheduled BOD meetings. Distributes the minutes to the BOD within seven (7) calendar days after said BOD meeting(s). Maintains notes and records of the meetings.
2. Assists the President during elections, tabulating and recording ballots.
3. Maintains an accurate Motion Log by date and motion number.
4. Manages the updated contact information for each BOD member.
5. Required attendance during the execution of FRCNA and availability to assist BOD members and/or Support Committees as assigned by the BOD President.

Special Worker

FRCNA, Inc. may utilize Special Workers. Compensation will be at the discretion of FRCNA, Inc. Special Workers are not Directors nor are they eligible.

FRCNA, INC. VENUE SELECTION GUIDELINES

To fulfill the function of locating, assessing, and selecting facilities for FRCNA, the BOD shall form a Venue Selection Committee from within the BOD.

Composition: The Venue Selection will be comprised of the President, Vice-President, CFO and one other BOD-elect member as designated by the President.

Qualifications: The Venue Selection Committee members shall have experience in contract negotiation agreements. General business experience, knowledge, and proven application of the required skill set. Former FRCNA, Inc. Hotel Liaison experience is preferable and may be required.

Operations: The Venue Selection Committee shall solicit bids from as many practical and suitable facilities/venues providing meeting space including ballrooms and/or convention space that can accommodate a minimum of 2,000 - 2,500 attendees. This Committee shall perform onsite visits to each of the prospective facilities/venues. The convention shall be no more than four (4) days starting Thursday of the July 4th weekend and ending Sunday.

While visiting a prospective facility/venue, the Committee members shall not at any time accept any services or compensation other than lodging at the standard room rate. The Committee will report its findings to the FRCNA, Inc. BOD and the FRSC.