

BYLAWS

VISION OF THE CORPORATION

Section 1 We envision a nation that embraces the benefits of the Cannabis plant.

**ARTICLE I
NAME**

Section 2 The name of this organization shall be the Florida Cannabis Action Network, Incorporated (also known as, FL CAN, Inc.).

**ARTICLE II
OBJECTIVE**

Section 3 The objective of this organization shall be:

- a. Generate public support for sensible Cannabis policies.
- b. To bring together in common purpose supporters of Cannabis reform.
- c. To educate the public regarding the consequences of Cannabis prohibition.
- d. To provide a forum for the public to speak about Cannabis related issues.
- e. To stimulate an active interest in governmental affairs among our members.
- f. To educate lawmakers and voters on the need to reform Cannabis laws.
- g. To assist and work with other organizations for the purpose of changing Cannabis laws.
- h. To oversee the implementation of rules governing Cannabis policy in Florida.
- i. An advocate for purity in products and consumer safety standards.
- j. A source for the best possible information about Cannabis.

**ARTICLE III
ORGANIZATIONAL STRUCTURE**

Section 4. The organization shall be made up of the following: online subscribers; supporters; active and non-active members; state executive committee members [consisting of: board of directors (directors and immediate past president), elected officers (president, vice president, recording secretary, treasurer); advisory board; committee chairs (nominating committee, legislative and grievance standing committees, and special committees); and executive director]; membership, events and IT support staff; and volunteer team leaders. See organizational chart (for reference only) located in Addendum 1.

**ARTICLE IV
PARLIAMENTARY AUTHORITY**

Section 5 Roberts Rules of Order, most recent revision, shall govern the FL CAN, Inc. in all cases to which they are not in conflict with the FL CAN, Inc. Bylaws.

**ARTICLE V
MEMBERSHIP**

Section 6 Membership in the FL CAN, Inc.

- a. Active Members shall be those members whose dues are currently in good standing.
- b. Non-Active Members are members whose dues are more than one (1) day past due and less than six (6) months past due. These members are not in good standing.
- c. Applicants shall be admitted as members in FL CAN, Inc. upon submission of a completed membership form, which has been approved by the Board of Directors.
- d. Membership shall be for one year from the date the dues are received.
- e. Active members are eligible to vote at the annual meeting.
- f. Active members shall be eligible to serve on committees.

Section 7 Guiding Principles

- a. It is the duty of members to protect the FL CAN, Inc. against fraud, misrepresentation or any unethical practice.
- b. The spirit of fair dealing, cooperation and courtesy shall govern relations between members of FL CAN, Inc. Upon becoming a member, an individual assumes an obligation to conduct themselves in accordance with these ideals.
- c. Any member violating the guiding principles (referenced in Addendum 2) shall be reported to the President on behalf of the Grievance Committee. Upon recommendation of the Grievance Committee and by two-thirds (2/3) vote of the FL CAN, Inc. State Executive Committee (SEC), the member shall be subject to reprimand or removal from membership.
- d. FL CAN, Inc. will govern itself whenever possible in accordance with the spirit of the State of Florida Sunshine Laws, Statute 192.

**ARTICLE VI
BOARD OF DIRECTORS**

Section 8 Structure

- a. The Board of Directors shall be made up of active members and shall act as the governing body of the corporation.
- b. The Board of Directors shall not exceed twelve (12) members.
- c. The make up of the board shall include the officers, immediate past-president, and directors.

Section 9 Duties

- a. Attend quarterly and annual meetings.
- b. Contribute to the financial health of the organization.
- c. From time-to-time approve forms used throughout the organization.
- d. Participate in the selection of an Executive Director.
- e. Serve on one or more committee(s).
- f. Participate in long-term strategic planning.
- g. The elected officers of the FL CAN, Inc. shall be: President, Vice-President, Recording Secretary and Treasurer.

Section 10 Nomination to the Board of Directors.

- a. For the betterment of the organization, the President shall appoint a Special Committee. The Nominating Committee consists of the Immediate Past President, the Executive Director, and two (2) other members of the State Executive Committee (excluding the President). Their purpose is to present candidates to increase the size and effectiveness of the Board or to fill a vacancy.
- b. The consent of the nominee shall be obtained prior to their name being placed in nomination for addition to the Board.
- c. Nominations from the floor at the annual meeting shall be in order.
- d. All nominees shall have given their consent to being nominated and shall have at least one of the following qualifications in the FL CAN, Inc.: been an active member for at least two (2) years and served as an active member of the Advisory Board for at least one (1) year, or been an active members for at least three (3) consecutive years and served as a committee chair on at least one committee.

Section 11 Election(s)

- a. Officers shall be elected at the State Annual Meeting. The President and Recording Secretary's elections shall be held in even-numbered calendar years to serve for two (2) years or until their successors are elected or appointed. The Vice-President and Treasurer elections shall be held in odd-numbered calendar years. A plurality vote of the membership present at the annual meeting shall elect.
- b. Directors shall be elected to a two-year term. Directors may serve consecutive terms. Directors may be nominated and subsequently elected at any annual meeting.

Section 12 Vacancies

- a. In the event that the office of President of the FL CAN, Inc. becomes vacant during the elected term of office, the Vice-President shall assume the duties of the President and fill the vacancy.
- b. The SEC shall fill all other vacancies in elective offices by electing a replacement at the next scheduled quarterly meeting; notice having been given. A plurality vote shall elect.
- c. In the event such vacancy occurs less than ten (10) business days prior to the next scheduled meeting, the President shall appoint an interim replacement to perform such duties of office, until the next quarterly meeting as necessary for the welfare of the organization.

**ARTICLE VII
DUTIES OF OFFICERS**

Section 13 President

- a. The President shall preside at the State Annual Meeting and at all meetings of the State Executive Committee (SEC) and Board of Directors of the FL CAN, Inc. and all public functions where possible.
- b. The President shall appoint Special and Standing Committee Chairs, and two members of the Nominating Committee.

- c. The President may call special meetings by written notification to the SEC members of the FL CAN, Inc.
- d. The President or their designee shall represent the FL CAN, Inc. at any and all public functions where possible.
- e. The President shall be responsible for all contents of correspondence pertaining to the business of the FL CAN, Inc.
- f. The President shall designate with the Treasurer authorized signers for all checks approved for payment.
- g. The President shall perform all duties of the Chief Executive Office.

Section 14 Vice-President

- a. The Vice-President shall preside at all meetings in the absence of the President.
- b. The Vice-President shall carry out assignments and act in such capacity as requested by the President or SEC.

Section 15 Recording Secretary

- a. The Recording Secretary shall record the minutes of each meeting and send the President a copy within ten (10) calendar days after all meetings. A audio recording of the meetings shall be kept for a period of one (1) year.
- b. The Recording Secretary shall oversee preparation of the written minutes of any and all meetings including itemized financial reports compiled by the Treasurer and distribute them prior to the next meeting.
- c. The Recording Secretary shall keep records of all Standing Rules adopted by either the SEC, Board of Directors, or the annual meeting. These records shall become the permanent property of the FL CAN, Inc.
- d. The Recording Secretary shall maintain all organizational records regarding members of the Board of Directors, Officers, Standing and Special Committees, and Advisory Board members.

Section 16 Treasurer

- a. The Treasurer shall receive and hold all monies of the FL CAN, Inc.
- b. The Treasurer may be bonded in an amount sufficient to cover all funds of the FL CAN, Inc.
- c. The Treasurer shall track dues and donations, and pay bills in accordance with the budget.
- d. The Treasurer shall review all expenses with the President and Executive Director.
- e. The Treasurer shall keep accurate financial records and submit financial statements to the Recording Secretary for the minutes. A copy shall also be submitted to the President.
- f. The Treasurer shall submit the annual report with the Florida Department of State Division of Corporations and other necessary documents.

Section 17 Immediate Past President

- a. The Immediate Past President shall serve as an advisor to the President and to the SEC.
- b. The Immediate Past President shall serve as Chair of the Grievance Committee and Chair of the Nominating Committee.

Section 18 All officers shall:

- a. Perform the duties prescribed in the Parliamentary Authority in addition to those outlined in the Bylaws and those as assigned from time to time.
- b. Deliver to their successors all official materials not later than ten (10) business days following the election of successors.

**ARTICLE VIII
ADVISORY BOARD**

Section 19 There shall exist an Advisory Board.

- a. Members of the Advisory Board will be chosen based on their demonstration of knowledge and/or ability to facilitate programs and actions taken by the FL CAN, Inc. Membership in the organization is not a requirement.
- b. Individuals may apply for such position to the Board of Directors and be approved by a two-third vote (2/3) of the Board of Directors or be offered such position by a two-third (2/3) vote of the Board of Directors.
- c. Members of the Advisory Board may be removed by a two-third (2/3) vote of the Board of Directors.
- d. Members of the Advisory Board will be sent notice of the Board Decisions pertaining to their area of focus and invited to attend the annual meeting.

**ARTICLE IX
COMMITTEES**

Section 20 The State Executive Committee (SEC) shall be made up of the Board of Directors, members of the Advisory Board, Standing and Special Committee Chairs and the Executive Director.

Section 21 There shall be the following Standing Committees:

- a. Legislative Committee.
- b. Grievance Committee.

Section 22 The Grievance Committee shall be composed of the current FL CAN President, the immediate Past Presidents of the FL CAN, Inc. and an additional member of the Board, appointed by the Vice President.

Section 23 From time-to-time, the President shall create special committees as necessary to carry on the work of the organization. Examples of previous committees include, but are not limited to: membership; communications; community outreach; business and profession; veterans; and bylaws.

Section 24 Committee Chairs shall report at the quarterly meeting. Each committee may create and maintain their own documents as needed, such as, Standard Operating Procedures or lists, etc. The Committee Chairs shall provide copies of all documents and future revisions to the Recording Secretary.

Section 25 The President shall be an ex-officio member of all committees except the Nominating Committee.

**ARTICLE X
MEETINGS AND FISCAL YEAR**

Section 26 The Board of Directors shall meet face-to-face quarterly for the purpose of conducting the business of the organization. The location and date of the meeting shall be determined by the President.

Section 27 An Annual meeting shall be held each calendar year at a time and place to be determined by the Board of Directors.

- a. The annual meeting shall be open to the public.
- b. The Membership shall be called to meet.

Section 28 The fiscal year shall be the calendar year.

**ARTICLE XI
QUORUM**

Section 29 The quorum for annual business meeting shall be one of the following:

- a. A majority of the voting members or their proxy at the Annual meeting.
- b. Two-thirds (2/3) of the membership of the SEC shall constitute a quorum at the Annual meeting.
- c. Two-thirds (2/3) of the members of the Board of Directors shall constitute a quorum for both the annual and quarterly meetings.

**ARTICLE XII
AMENDMENTS**

Section 30 The Bylaws may be amended or revised by a two-thirds (2/3) vote of the Active Members who are attending the State Annual business meeting.

Section 31 Amendments to the Bylaws shall be submitted to the President no later than twenty (20) calendar days before the Annual meeting. All members of the Board of Directors shall receive a copy of proposed amendments no later than ten (10) calendar days before the Annual meeting. Any proposed amendments not submitted according to the foregoing time limits may only be passed by UNANIMOUS vote of the Annual meeting delegates.

Section 32 The SEC shall have the power to edit publications of the Bylaws as to correctness of spelling, punctuation, rephrasing, replacement of Articles or sections and revising of related sections to correspond with adopted amendments, provided the editing is not inconsistent with the fundamental meaning of the Article or Section.

Section 33 The format for proposed amendments to the Bylaws shall be as follows:

- a. Heading of the Article, Section, and Subsections

- a. Sections are numbered in contiguous order throughout this Bylaws document and independent of the Article number, to allow for easy reference during discussions.
- b. Section topics to include: Structure; Duties; Nomination; Election; Vacancies; and Removal for the Officers; Board of Directors; Advisors; and Committees.
- b. Identification of the present language shown with the text strikeout and highlighted in yellow.
- c. Labeling of the “proposed change” or “proposed addition” followed by the actual language to be changed or added is shown with the text underlined and highlighted in yellow.
- d. Rationale for the proposed change or addition, are recommendations provided by the Bylaws Committee.

ARTICLE XIII DISSOLUTION

Section 34 No person, firm or corporation shall ever receive any dividend or profits from the undertaking of this corporation and upon dissolution of this organization, all of its assets remaining after payment of all cost and expenses of such dissolution shall be distributed to a not-for-profit organization actively pursuing a common purpose. Assets used by FL CAN, Inc. that clearly have not been donated, nor paid for by FL CAN, Inc. members will be returned to their owner.

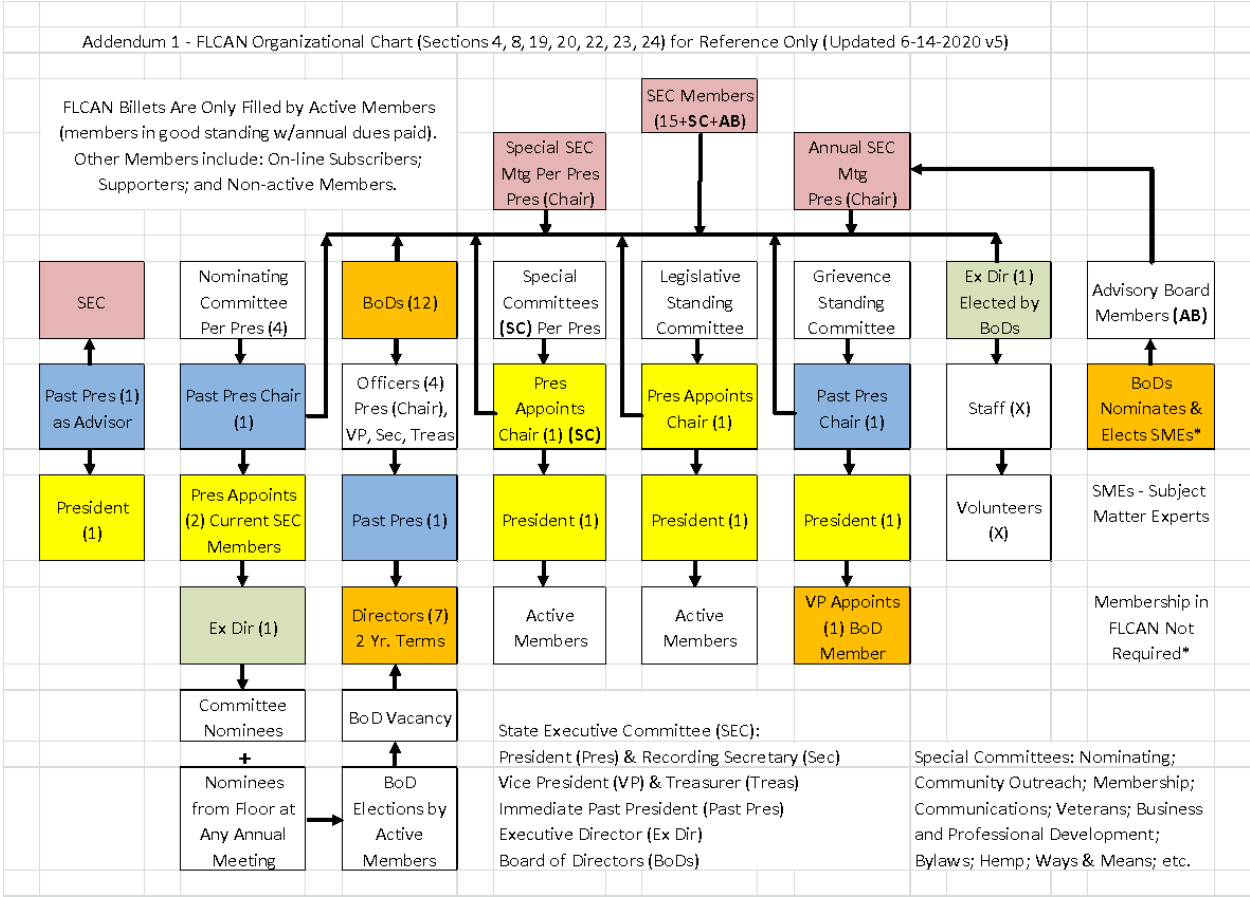
ARTICLE XIV Definitions

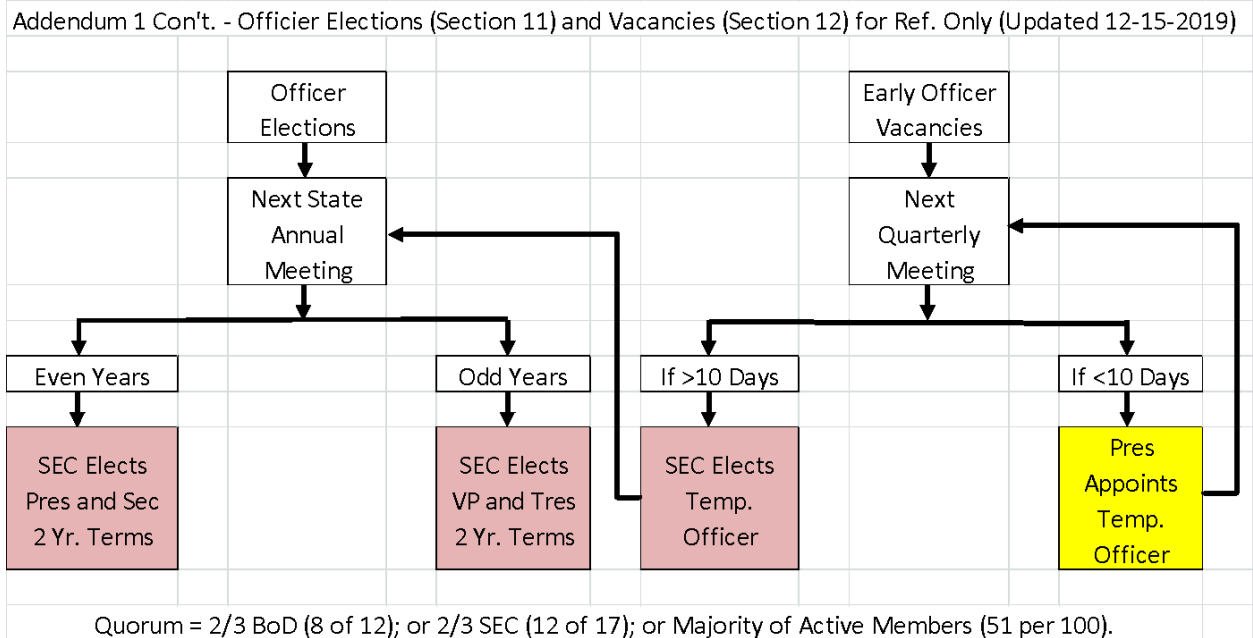
Online subscribers are people who have given the organization their email address or have joined FL CAN, Inc. through social media.

Supporters are people who volunteer or have given to the organization’s financial health in amounts less than the minimum member amount, or who choose to give financially without accepting the responsibilities of membership.

Plurality is when a candidate has a larger vote than any other candidate, in accordance with Robert’s Rules.

Addendum 1 - FL CAN, Inc. Organizational Chart
For Reference Only





Addendum 2 - Guiding Principles

Empowerment. We celebrate the human potential. We help one another develop the skills to make a difference.

Decency. The most important thing we can do is be authentic and share our stories.

Fairness. We are setting aside our personal agendas to make a real change in our community with a united voice.

Courage. Trained and fortified, we speak with courage, often on behalf of those who cannot speak for themselves.

Learning. The path to sensible policies begins with education. We provide accurate information to our constituents and our legislators.

Justice. Ending Cannabis prohibition is an important step in finding justice and providing people an equitable starting point.

Friendship. Together, we work as friends with a purpose.

End of Bylaws.