

**Bylaws of the Spring Break, Inc.
An Arizona Non-Profit Corporation
March 2015**

1. Purpose and Goals

The primary purpose of Spring Break, Inc. is to hold an annual spring conference in the Phoenix area, known as Spring Break.

Spring Break will provide a sober environment for lesbian, gay, bisexual, transgender, and queer or questioning (LGBTQ) members within the fellowship of Alcoholics Anonymous, with Al-Anon participation; our purpose is to support individual sobriety and maintain unity.

Spring Break will structure its activities within the Twelve Traditions of Alcoholics Anonymous and the AA Guidelines for Conferences and Conventions. To this end, the Spring Break Planning Committee each year will approve a conference budget with an affordable registration fee. It is our intent to provide services so that the conference is accessible to all. It is our intent to establish a scholarship fund for conference registration fees, fully provided by member donations; it is our hope to adequately address the needs for those with a lack of funds.

2. Organizational Structure

The Corporation has no members. Spring Break is organized with three groups, each having different purpose and authority:

- Advisory Board
- Steering Committee
- Planning Committee

The system of checks and balances between the three organizational elements of Spring Break will be based on the division of responsibility and authority.

The Planning Committee serves as the group conscience of the entire organization and its Subcommittees are charged with the actual planning and carrying out of the conference and other functions of Spring Break.

The Steering Committee is charged with the day-to-day decision-making, and with responsibility for the creation of and adherence to the annual Conference budget.

The Advisory Board has ultimate and fiduciary responsibility, has final approval of the annual budget, and is particularly charged with oversight of matters such as insurance and non-profit status, which require continuity of vision and execution.

The most important guiding principle in these matters is Warranty Six: democratic in thought and action, "We expect our conference always to try to act in the spirit of mutual respect and love - one member to another"

3. Advisory Board

The Corporation is governed by an Advisory Board, which acts as the Board of Directors as required under Arizona law. The Advisory Board has final approval for budgets and to execute contracts.

The Advisory shall consist of no less than 5 nor more than 9 members, a majority of whom shall be members of Alcoholics Anonymous and LGBTQ or allies, and who shall act as trusted servants of the organization to provide continuity from year to year. Advisory Board members should have significant sobriety, service experience, and good knowledge of the Twelve Steps, Twelve Traditions, and Twelve Concepts of Worldwide Service. The Advisory Board shall elect a chair, vice-chair, treasurer, secretary and members at large. No Advisory Board member shall serve concurrently as a Steering Committee or Planning Committee member. The Advisory Board may remove an Advisory member upon prior notice by majority vote for any reason.

The initial Advisory Board shall be elected at the 2015 Annual meeting of Spring Break to staggered terms of two and three years. Thereafter, the Advisory Board shall elect its own new members after consultation with the Steering Committee and Planning Committee.

The Advisory Board will be in charge of all legal affairs, will have fiduciary accountability, and will have responsibility for final approval of the yearly conference budget. The Board will have a responsibility to uphold the Twelve Traditions of Alcoholics Anonymous as they affect the Spring Break organization as a whole and will also have a responsibility to uphold this document as it outlines the principles of the organization, and will have the right to veto any action they deem a serious misjudgment. However, the Planning Committee may override the Advisory Board's veto with a two-thirds majority vote at the next consecutive Planning Committee meeting following the Advisory Board's veto.

In addition, the Board will have overall authority and responsibility for maintaining the non-profit status of Spring Break, assuring compliance with applicable laws, and maintaining appropriate loss and liability insurance coverage for the organization. The Advisory Board Treasurer and the Spring Break Treasurer will be dual signers on the prudent reserve funds and the final hotel bill.

The Advisory Board will not be involved in the day-to-day decision-making process, which properly belongs to the Steering and Planning Committees. The relationship between the Board and the General Planning and Steering Committees should always be mutually supportive with the Board offering experience, strength and hope based on continuity of service for Spring Break. The Steering Committee will always have a representative (Co-Chair or designate) at Advisory Board Meetings. All Advisory Board meetings will be open to members of the Planning Committee. The Advisory Board will meet on a quarterly basis.

The Advisory Board are trusted servants who have legal authority as required by law, but do not govern. The Advisory Board should endeavor to defer to decisions made by the Steering and Planning Committees unless fiduciary obligations require otherwise. Authority of the Advisory Board shall be guided by the Six Warranties (Source: Concept 12 - World Service Manual). We state them here for clarity:

1. The Spring Break Conference shall never become the seat of perilous wealth or power.
2. Sufficient operating funds plus an ample reserve should be its prudent financial principle.

3. None of the Board members shall ever be placed in a position of unqualified authority over any of the others or over members of the Spring Break Steering or Planning Committees.

4. All important decisions should be reached by discussion, vote and, wherever possible, by substantial unanimity.

5. No Advisory Board action shall ever be personally punitive or an incitement to public controversy.

6. Though the Advisory Board may act for the service of Spring Break, and thus for Alcoholics Anonymous, it shall never perform any acts of government, and that, like Spring Break and the Fellowship of Alcoholics Anonymous, which it serves, the Board itself will always remain democratic in thought and action.

NON-LIABILITY OF DIRECTORS AND OFFICERS. Directors and officers shall not be held individually liable for any debts, contracts, liabilities or engagements of the corporation and shall be indemnified by the corporation for any liabilities or costs incurred or imposed by them arising out of the proper exercise of their duties as such. The corporation shall have the duty to defend any Director or Officer in any suit arising out of the proper exercise of his/her duties as a member of the Board of Directors.

4. Steering Committee

The Planning Committee will elect by simple majority at the last meeting of each planning year, a Steering Committee for the next planning year. The Steering Committee will consist of:

- 2 Co-Chairs
- 1 Secretary
- 1 Treasurer
- Outreach Chair
- Registration Chair
- Events Chair
- Hospitality Chair

It is an established custom that the Co-chairs should be one person who identifies as female and one person who identifies as male, both identifying as members of the lesbian, gay, bisexual and transgender community. A Co-chair should not serve more than two consecutive years.

If any steering committee member is unable to complete the term for which elected, a replacement will be elected at the next Planning Committee meeting.

It is strongly recommended that the Steering Committee members have at least three continuous years clean and sober in AA and two years' experience in working on Spring Break, including one year as a Subcommittee Co-Chair, and good knowledge of the Twelve Traditions and Guidelines for Conference and Conventions.

A. Duties of the Steering Committee. The Steering Committee bears responsibility for signing bids and contracts as necessary for events and for the conference. The Steering Committee must approve all written materials bearing the Spring Break name and/or logo, with

the exception of those generated by the Advisory Board. The Steering Committee customarily designates the Secretary as the individual responsible for these signatory duties. Each Steering Committee member may serve as liaison to specific Subcommittees, providing assistance and guidance. Liaison assignments are to be decided by the Steering Committee at the beginning of each planning year.

B. Co-Chairs. Duties of the Co-Chairs include chairing and facilitating Steering Committee meetings and Planning Committee meetings. These meetings will be guided by the current edition of Robert's Rules of Order. The Chair also is the official liaison to the Advisory Board and is required to attend Advisory Board meetings or to designate a Steering Committee member as acting liaison, if unable to attend. The chair may delegate duties to Steering Committee members as desired.

Duties of the Co-Chairs include:

- asking qualified AA members to serve on committees
- reviewing duties and responsibilities of committee members
- assisting other co-chair in conducting meetings
- preparing meeting agendas
- opening Spring Break Conference, introducing Committee members, announcements, and other miscellaneous tasks

C. Treasurer. Duties of the Treasurer include, but are not limited to, responsibility for preparing monthly financial statements, handling of cash at all Spring Break events, overseeing all bookkeeping functions of Spring Break and coordinating the preparing of the annual Spring Break budget.

At the close of each planning year, the treasurer will provide to the secretary an archival package copy of the following documents:

- the approved conference budget
- a summary profit and loss statement
- a detailed profit and loss statement (including actual versus budget totals)
- a balance sheet
- arrange for annual audit in consultation with the Advisory Board

The treasurer will additionally submit a copy of the Detailed Profit and Loss Statement and the Balance Sheet to the Board treasurer to aid in the completion of tax documents.

The Treasurer must have financial experience and familiarity with basic accounting and budgeting procedures.

The Treasurer works closely with the Registration Subcommittee and with Spring Break's accountant or other enrolled agent.

The Treasurer will serve a suggested term of two years because of all of the financial documents that need to be maintained as well as the responsibility of the position towards the organization.

D. Secretary. Duties of the Secretary include, but are not limited to, recording and presenting minutes of the Planning Committee meetings, preparing and sending notices,

handling of routine business correspondence, maintaining routine business files, signing for Spring Break on all bids and contracts if assigned, and approving all written materials bearing the Spring Break name or logo, as assigned by the Steering Committee.

The secretary shall maintain routine business files, and at the close of the planning year submit an archival package copy of the following items:

- Agendas
- Approved minutes
- Contracts
- Supporting documentation of items approved by the steering and/or planning committee (i.e. Flyers, committee guidelines, logo, commemorative items list, etc.)
- Treasurer's archival package copy

E. Al-Anon Chair. Al-Anon selects a representative to be a non-voting member of the Spring Break Planning Committee to coordinate Al-Anon participation in Spring Break. The Al-Anon Chair reports on Al-Anon activities, handles Al-Anon finances related to Spring Break, and oversees all Al-Anon activities.

5. Planning Committee

The Planning Committee, which consists of all Spring Break volunteers, Subcommittee Co-Chairs, and Subcommittee members, is our basic decision-making body, and will act as the group conscience of Spring Break. Planning Committee members should identify as members of the lesbian, gay, bisexual and transgender community, but this is not a requirement. The Planning Committee will meet at least monthly during the planning year, and as needed. Guidance for actions of the Steering Committee and the Advisory Board may be initiated by the Planning Committee.

In addition to its functions as the basic decision-making body of Spring Break, the other planning functions of the Planning Committee will be carried out by subcommittees. Within the guidelines of this document, all subcommittees are autonomous in planning and coordinating their specific activities. Subcommittees are to cooperate fully with the Planning and Steering Committees as well as the Advisory Board, and to adhere to AA and Al-Anon guidelines for participation in an AA conference. Decisions made by subcommittees must be brought to the Planning Committee for approval by simple majority vote (more than one-half of the votes cast).

A. Subcommittees.

Each subcommittee should have co-chairs. The purpose of these positions is to provide the scheduling necessary and to conduct appropriate meetings. The co-chairs facilitate and oversee the subcommittee meeting, and report to the Planning and Steering Committees at the appropriate meeting times. It is recommended that Subcommittee Co-Chairs have at least two years clean and sober and one year of experience working on Spring Break.

The Steering Committee may organize whatever subcommittees it deems necessary, which typically include:

- **Dance, Decorations, Entertainment**
 - Arranged for DJ for dances.

- Works closely with graphics and publicity subcommittee.
- Organizes volunteers for all dances and entertainment events.
- Significant on-site commitment.
- Organizes and oversees Convention Entertainment.
- **Fundraising**
 - Responsible for organizing and presenting fundraising events throughout year before Convention.
 - Must have creative and organizational skills.
 - Works closely with hospitality, entertainment, graphics and publicity, and website subcommittees.
- **Graphics and Publicity**
 - Creates and designs posters, signs, flyers, stationery, mailers, programs, banquet tickets and other similar items.
 - Obtains bids and coordinates printing, production, and delivery.
 - Must have good knowledge and experience in design, production, layout, organization and scheduling of graphics.
 - Helpful to have professional contacts with vendors
- **Hospitality**
 - Responsible for refreshments for fundraising events.
 - Organizes volunteers for hospitality room at Conference.
 - Good organizational and communication skills helpful.
 - Experience in food industry helpful.
 - Coordinates hospitality room refreshments at Conference.
 - Significant on-site commitment.
- **Mailing and Registration**
 - Organize and coordinate registration throughout year, including maintaining the registration database.
 - Works with all Subcommittee Chairs to achieve large registration numbers.
 - Prepares registration form and works closely with graphics and publicity, site coordinator and treasurer.
 - Keeps accurate records and organizes the on-site registration
 - Maintains and updates mailing lists, including email.
 - Knowledge of data processing systems required.
 - Must be able to obtain volunteers.
 - Significant workload before convention and on-site commitment.
- **Raffle and Commemorative Items**
 - Solicit prizes from community.
 - Works with graphics and publicity on ticket printing.
 - Coordinates ticket sales and organizes volunteer staff sales support.
 - Supervises prize drawing and award of raffle prizes.
 - May determine selling prices of items.
 - Maintains inventory of raffle and sale items.
 - Retail and display experience helpful.
 - Must be able to recruit volunteers.
- **Site Coordinator**
 - Researches venues.
 - Solicits and presents site bids.
 - Works with site staff before, during and after Conference.

- Acts as point person with site during Conference to resolve issues that may arise.
- **Speakers and Workshops**
 - Three years continuous sobriety recommended
 - Network with other AA conventions and groups
 - Research tape libraries for convention speakers and workshop leaders.
 - Familiarity with the Twelve Traditions and the sober community necessary.
 - Organize workshops, marathon meetings, leaders, readers, etc.
 - Good organizational and communication skills necessary.
 - Access to volunteers.
 - Significant time commitment in year before and at Convention.
 - Coordinate with graphics and publicity to create and layout convention program.
 - Negotiate and contract for audio taping of the conference.
- **Website and Social Media**
 - Maintain Spring Break website and social media accounts
 - Works with graphics and publicity and fundraising subcommittees to post events to website.
 - Works closely with mailing and registration.
 - Maintains list of all necessary passwords
 - Updates website according to template to avoid future need to re-write code

6. General Provisions

1. The Spring Break, Inc. Corporation is not a membership corporation and shall have no members.
2. It is recommended Spring Break maintain a mail drop service for continuity, PO BOX 36366, PHOENIX AZ 85067-6366, until traditional mail services are unnecessary.
3. Spring Break shall maintain in good standing the domain www.AZSpringBreak.org.
4. The powers of the Corporation Board of Directors shall be vested in the Advisory Committee.
5. At the conclusion of each year's Spring Break Conference, the corporation shall hold an Annual Business Meeting, notice of which shall be included in each year's Spring Break program, at which the community will elect the following year's Steering Committee. The Advisory Board shall ratify the community election unless good cause exists for overriding the community election with other appointments to the Steering Committee.
6. Meetings of the Advisory Board, Steering Committee and Planning Committee shall be called by a Co-Chair or Chair when deemed appropriate, with notice via email sent at least three (3) days prior to such meetings unless waiver of notice is given. Any three members of the Advisory Board, Steering Committee or Planning Committee may also call a meeting without consent of a Co-Chair.
7. A majority of the board or committee constitutes quorum. Quorum is required to take official action. Action taken in the absence of a quorum may be ratified at a subsequent meeting with quorum.
8. No Board or Committee members, or their family members, or any other individual shall receive a fee for any services or payment or profit of any kind from Spring Break except authorized by the Steering Committee. Members of AA should only receive compensation in accordance with the Twelve Traditions, aside from advance or reimbursement of authorized expenses.

9. The Spring Break logo varies from year to year but should incorporate the year, the city and a sun symbol.
10. These bylaws may be amended by a majority vote of both the Steering Committee and Advisory Board at any duly noticed meeting, provided that such notice includes notice that the Steering Committee and Advisory Board will consider amending the bylaws.
11. The books and accounts of the corporation shall be audited at the end of each fiscal year and report of such audited submitted to the Advisory Board and steering Committee.
12. A suggested prudent reserve of at least \$3,000.000 (or such other sum as the Planning Committee shall determine) shall be maintained after the conclusion of each year's conference. The balance shall be distributed in the amounts or percentages the Steering Committee determines in accordance with AA Conference Guidelines.
13. All Seventh Tradition collections from open meetings at Spring Break will be distributed as follows: Salt River Intergroup, 20%; Arizona State Office of AA, 20%; AA World Services (New York); 40%.

By Laws voted on and approved 6/28/15.