

LINCOLN SPRING FLING, INC.

BYLAWS

APPROVED – JULY 14, 2013

1. Directors shall be those that are elected by the outlined procedures. Directors are members of the Corporation. Officers are positions elected by the existing Directors. An event is an activity designed to carry out the purpose of the Corporation. The Event will have a Chair to preside over the Event meetings. The Event committee is comprised of a chair, sub-committee chairs and members.

2. Rotation of the Directors: In May of each year the Board of Directors will hold elections. New Directors shall be elected by quorum first, followed by election by quorum of officers. Directors can be re-elected as officers but out-going Directors must be off the board for one year. New Directors will become effective the next Board meeting.

The Directors shall be elected for four year terms, except that:

(a) To ensure that not all Directors will be out-going at the same time, two of the Directors shall be elected for a term of two years, two of the Directors shall be elected for a term of three years, and three of the Directors shall be elected for a term of four years.

(b) Directors elected to fill a vacancy shall be elected to serve for the remainder of the unexpired term.

(c) The number of Directors can be increased by the board to more than seven. The length of the terms will be set according to the ratios outlined in (a).

(d) The term of Office shall be one year. Any Director can be elected to Office more than one year, consistent with their term.

3. Sobriety requirements:

(a) The Directors of the Corporation must have a minimum of 3 years of current continuous sobriety, and all must maintain continuous sobriety.

(b) The Registration sub-committee chair must have a minimum of 3 years of current continuous sobriety. All other sub-committee chairs must have a minimum of 2 years of current continuous sobriety, and all must maintain continuous sobriety.

(c) Sub-committee members may have less than one year of sobriety, at the discretion of the applicable sub-committee chair.

4. The Event Committee:

(a) The Event Committee shall be responsible to the Directors.

(b) The Event Committee is comprised of all sub-committee chairs and members, and the Event Committee Chair.

(c) Directors can be the Committee Chair, sub-committee chairs or members, but do not have to be.

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(d) The Committee Chair, the sub-committee chairs and the number of sub-committees will be determined by the Board by quorum and kept on record in the Secretary's notes.

(e) In the event there is not an Event Committee Chair the President of the Corporation will act as the interim Chair until one is elected.

(f) The Event Chair can call emergency meetings in matters that require immediate action and cannot wait until the next Event Committee meeting.

5. Business:

(a) Checks can be signed by the Directors designated by quorum by the Board of Directors.

(b) Only Officers can sign contracts or agreements.

(c) All other Event business will be handled by the Event Committee.

(d) The Board of Directors will select by quorum all banks, trust companies or other depositories.

Section I: Expenses and Compensation of Directors/Committee members

A. Compensation: Directors/Committee members shall not be paid a salary or wage for their service to the Directors/Committee members.

B. Expenses: The organization may reimburse Directors/Committee members for their reasonable expenses incurred while on Directors/Committee members' business if approved by the Board.

Section II: Compensation and Inurement

No Officer, Director, Chair, member of a committee or volunteer connected with the corporation, nor any other private individual, nor any for-profit corporation, partnership or association, shall receive any of the net earnings or pecuniary profit of the Corporation, provided that this section shall not prevent the payment by the Corporation of its lawful costs and expenses for services actually rendered to the Corporation.

Section III: Amendment, Dissolution, Consolidation and Merger

The Board of Directors may, by two-thirds vote of all the Directors currently in office, amend the Articles of Incorporation to provide for the dissolution, consolidation, or merger of the corporation provided that written or electronic notice of the proposed amendments of the plan of dissolution, merger, or consolidation have been sent to each member of the Board of Directors not less than ten (10) days prior to the date set for such meeting. The amendments will become effective at the end of the meeting.

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Section IV: Notice Prior to a referendum of the Bylaws

The Board of Directors may, by quorum vote of all of the Directors currently in office, amend the Bylaws of the Corporation provided that notice of the proposed amendment to the Bylaws has been sent to each member of the Board of Directors not less than three (3) days prior to the date set for such meeting. The amendments will become effective at the end of the meeting.

6. Policies and Procedures: Each Event Chair, sub-committee chair or members shall develop policies and procedures for their respective sub-committees, which shall be presented to the Committee and the Board for review and approval by quorum. They may be amended at any Committee/Board meeting, and may be temporarily altered during an event as situations may dictate. Any permanent changes are in effect immediately.

7. Board Meetings:

(a) The regular annual meeting of the Board of Directors shall be the second Sunday in June.

(b) The President of the Board shall determine the date, time and location of all meetings that best meets the needs of the Corporation and the convenience of the Directors.

(c) Board meetings will be open to anyone, but the Board can vote to have a closed executive session.

8. Board and Office vacancies:

(a) The President will notify the Board of any Board or Office vacancies at the next Board meeting. At that meeting the President or Acting President will form an Ad Hoc nominations committee that will present at the next Board meeting a list of nominees to serve out the remaining term of the vacated position.

(b) The members will vote on the nominees at the next Board meeting after the vacancy notification.

(c) If the board member vacating a seat on the board is also an officer, a special election to fill that office will be held after the board vacancy is filled.

(d) If an office is vacated but the member remains on the board, an election for the vacated office will be held at the next board meeting.

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9. Voting:

- (a) The President shall not vote unless to determine a majority in a tie.
- (b) A quorum is any number greater than 50% of the existing Board members.
- (c) A quorum for all event committees and sub-committees is a simple majority of all committee members present.

10. Removal of Officers or Directors:

- (a) If a motion is made and seconded to remove an Officer or Director except the President, then a regular discussion and vote by quorum would take place.
- (b) If the office of President is the position being challenged then the President will temporarily step down and the Vice President will preside over the vote. If the Vice President is not present then the Secretary will assume that roll. During the vote the officer presiding will not vote except to break a tie. The President may vote. If the vote passes the Officer presiding over the vote will continue the meeting.
- (c) If the motion to remove the President succeeds then the Vice President will then preside over the Board until the office of President is filled.

11. Officer Responsibilities:

- (a) President: The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all the business and affairs of the Corporation. The President when present shall preside at all meetings of the Board. The President shall sign, with the Secretary and any other proper Office of the Corporation authorized by the Directors, all contracts, bills of sale, bonds, notes and all other instruments which the board of Directors shall at anytime authorize and, in general shall perform all duties incident to the office of President, and such other duties as may be prescribed by the board of directors from time to time.
- (b) Vice President: In the absence of the President or in the event of their death, resignation, removal or inability to act, the Vice President shall perform the duties of the president and when so acting, shall have all the power of and be subject to all the restrictions upon the president. The Vice President shall perform such other duties as from time to time may be assigned to them by the President or by the Directors.
- (c) Secretary: The Secretary shall keep the minutes of the Board meetings. They shall guarantee or give all notices required in the Articles of Incorporation and By Laws as required by law. They shall be the custodian of the corporate records and they shall execute such records as are required of them by the Articles of Incorporation, the By Laws, and the Board of Directors. They shall keep a record of email and postal addresses of each Board member, perform duties

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incident to the office of the Secretary and such other duties as from time to time may be assigned to them by the President or by the Directors.

(d) Treasurer: The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or by other depositories as shall be selected in accordance with the By Laws and in general perform all the duties incident to the office of the treasurer and such other duties as from time to time may be assigned by the President or by the Board.

12. Definition of Fiscal Year: The fiscal year will run the calendar year from January 1 to December 31 of the same year.

13. Rotation of Event Committee: The length of service for the Committee Chair and sub-committee chairs is two years, after which they must step down. They may move to another chair position, but not to the same one. Members may serve indefinitely. All the terms of service start and end at the same time, with no rotation overlap. The new members service will start at the next meeting.

14. Event Committee Responsibilities: The Event Committee shall keep all records of meetings. They may appoint a Secretary by quorum vote to keep all minutes. The Chair is responsible for all Event Committee activities, and will ensure that all committee responsibilities are being met. If a sub-committee chair is not fulfilling their duties, then the Board of Directors may remove that chair and replace them, by a quorum vote with someone else from the Committee for the remainder of the term. The sub-committee chair is responsible for their committee members.

15. Sub Committees and their descriptions may change from event to event and year to year as needed. These are the basic Sub Committees and their basic descriptions and responsibilities:

(a) Registration: Works closely with the Marketing committee, develops a “regional registration plan” to get registrations all over the region, researches setting up an online registration, recruits a registration team, creates promotional ideas, be event ambassadors, creates a committee budget.

(b) Speakers: Develops a “criteria” for selecting speakers (i.e.: gender, age, ethnicity, popularity), solicits community suggestions, screens potential speakers, creates a slate of speakers for committee approval, arranges travel/lodging, arranges hosts for each speaker, provides registration/marketing committees with bios names etc. for promotion, arranges for the recording of the speakers, creates a committee budget.

(c) Logistics: Develops a “Site Selection Sub-Committee,” creates a site plan, arranges audio/video/lighting/props/technical, coordinates with venue for set up, supervises set up of entire event, procures items such as staging/sound/lighting/audio/video, prepares an on-site

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first aid, develops a “Crisis Management” plan (medical emergencies, fire, power outages, etc.), creates a committee budget.

(d) Marketing: Create a comprehensive marketing plan, develop a branding for LSF (design, theme, logo etc.), develop a website, create marketing tools (flyers, registration forms, banners, podium plaque), programs, develops merchandising and promotional plan (t-shirts, mugs, book covers, etc.), work closely with the Registration Committee, creates a committee budget.

(e) Hospitality: Coordinates the hospitality spaces for the groups, coordinates sales (pop, water, food, candy), works with entertainment committee on things like chili feeds/ice cream socials etc, coordinates the coffee for the event, liaison between (Logistics, venue, groups), be morale ambassadors, creates a committee budget.

(f) Entertainment: Books entertainment and/ DJ, coordinates all aspects of a dance/band including set/strike/security, provides Marketing committee with bios-pics-recordings etc of entertainment, creates fun activities like ice cream socials or dessert parties, potlucks, etc., be morale ambassadors, creates a committee budget.

(g) Volunteer: Recruits volunteers for the weekend of the event (with the support and assistance of committees), create a volunteer appreciation/recognition program, recruit future committee/board members, develop a master volunteer schedule coordinating all volunteer needs with each committee, be morale ambassadors, creates a committee budget, tracks the hours.