



OPERATING BY-LAWS

12 Step Recreation Association, Inc.
PO Box 13621 Denver, CO 80201

Prepared by: The Ad-Hoc Committee (Debra Arthur, Mark Graves, Henry Weidlich, Cassandra Fisher, Frederick Gratz, Brad Knight, Kirk Manzanares, Jeffery Martin, Joe O'Rourke) considering amendment and revision of the existing By-Laws at the direction of the Board of Directors (Debra Arthur, Mark Graves, Henry Weidlich, Cassandra Fisher, Frederick Gratz, Brad Knight, Kirk Manzanares, Jeffery Martin). Reviewed by the Board and presented to the Representatives in July 2005.

Revised by the Board (Shawn Mc Auley, Roman Kihega, Tracey Pulvermiller, Todd Chaney, Kiley Glover, Ken Koppelman, Travis Sachse, Amber King, Jason Martin, Tom Scherrer, Kyle Lapatowski, Easton Miller, Joe O'Rourke). Reviewed and approved by the Board September 2015.

Prepared by: Ad-Hoc Committee (Jacqueline DeBellis, Calder Williams, Kyle Phillips, Shawn Mc Auley, Pierce Grogan) Reviewed and approved by the Board (Jacqueline DeBellis, Calder Williams, Jessica Sepulveda, Alice Mayfield, Kyle Phillips on March 6th, 2023)

Board President

Jacqueline DeBellis

Board Vice President

Samantha Knight

Board Secretary/Alt. Secretary

Kathryn Sutcliffe / TBD

Board Treasurer/Alt. Treasurer

Sam Wellman / John Fryhling

Director of Fundraising/Sponsorship

Shawn Mc Auley

Director of Member Relations

Kyle Philips & TBD

Director of Marketing

Kristen Steer

Events Coordinator

Pierce Grogan

Softball Commissioner

TBD

Volleyball Commissioner

Jessica Sepulveda

Soccer Commissioner

Evan Hill

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ARTICLE I: General Info, Purpose, and Principles

1. General.

a. Name.

- i. Twelve Step Recreation Association, Inc. also referred to as TSRA.

b. History.

- i. Founded in 1981 by people active in NA and AA.

c. Incorporation.

- i. Articles of Incorporation for a Nonprofit Corporation filed pursuant to §7-90-301, et seq. and §7-122-101 of the Colorado Revised Statutes (C.R.S) on May 5, 2005.

d. Purpose/Filing

- i. TSRA is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

2. Purpose and Principles

a. Mission Statement.

- i. ***Helping drug addicts and alcoholics find joy, community, and 12-step recovery through social and recreational activities.***

1. We, as active members in recovery, have found a way to build unity within groups of alcoholics and addicts through recreational activities. Our goal is to promote education and awareness for life beyond substance abuse. We welcome anyone who is a member of a 12-step program that pertains to drugs and alcohol. In addition to promoting education and awareness, the 12 Step Recreation Association strives to provide avenues to strengthen and enlarge fellowship with other Addicts and Alcoholics who share the same common goal of staying clean and sober, broadening our network of help, and ultimately bring joy to our lives and the lives of others.

b. Operating Principles.

i. General

1. It is the expressed intention of the 12 Step Recreation Association, Inc. to remain guided by the spiritual principles of the Twelve Traditions. An exception to this is the permitted acceptance of outside donations, including but not limited to donations and sponsorships that help support our mission.

ii. Financial

1. Funds raised should be used exclusively for our purpose listed in ARTICLE I, Section 2. Funds to operate, grow, or host additional events for our Members or the community to advance our mission should come from events, donations, or sponsorship, not Programs. See ARTICLE 1 Section b ii. 3. Programs, as defined in ARTICLE II, Section 2 a, should operate at zero profit margin, with no additional fees to Members outside of direct operation.
2. We operate via volunteers. There are no paid Board of Director positions. Paid positions are only permitted if approved by the TSRA Board of Directors, to enhance the Member experience, such as Umpires, Guides, Educators etc. Board of Directors and any additional committee members should never receive payment or any financial gain from decisions made by the TSRA Board of Directors.
 - a. The only exception would be, indirect gains such as:
 - i. In the event that a Board Director or Committee member uses a personal credit card to make an approved purchase and receives points on a credit card, those points will not have to be reimbursed to TSRA. Any loyalty benefits, however, such as a buy 1, get 1 deal, should be used to the benefit of TSRA. General discretion should be used, and if there is a question about this, it should be voted on by the Board of Directors and treated on a per basis.
3. The 12 Step Recreation Association, Inc. may, on the approval of the Board of Directors, accept any designated contribution, grant, bequest, or devise consistent with its general tax-exempt purposes. The 12 Step Recreation Association, Inc. Board of Directors reserves the right, title and interest in, and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof.

ARTICLE II: Members and Programs

1. Members.

- a. Members are those currently participating in TSRA Programs, are alcohol and drug free, and active members of a 12-step program that pertains to drugs and alcohol.

2. Programs.

- a. TSRA Programs, also referred to as leagues, are any continuing structured activity. Programs are intended to be our primary method of achieving the overall mission referred to in Article I, Section 2.

- i. **Program Structure.**

1. Once a program is voted into existence by the TSRA Board of Directors, the rules, regulations, procedures, and policies for the enforcement of the membership requirements belong to the Program Members through their Program Representatives. While all activities must adhere to any general policies set forth by the TSRA Board of Directors, the Program Members should always have the majority say in the general direction of their Program. To ensure Programs run efficiently, each Program will have at minimum (2) elected officials, and each team will have (1) Program Representative of which simple majority voting will be conducted for any Program decisions.

- a. **Program Representatives.** Program Representatives are Members that represent their team during voting meetings for their specific Program. Program Representatives are limited to one per team, of an active team within the program. Active teams are those teams that participated in the current or most recent program, unless otherwise defined by the Program and their supplementary bylaws. Teams must notify their elect officials of any Program Representative changes. Voting is only conducted by Program Representatives. Elected Officials and Board of Directors do not vote in Program specific meetings, unless they are also the Program Representative.

- b. **Elected Officials.** Programs will have a Commissioner and Alternate Commissioner, as well as any other sub-committee position deemed necessary by the program.

- i. **Commissioner.** The Commissioner of each program will serve on the Board of Directors, as the Program Representative to ensure the voice of the program is maintained at the TSRA Board of Director Level. See ARTICLE III, Section 3k for a detailed description of this position.
 - ii. **Election.** Election of these positions will be conducted by Program Representatives within that specific program.
 - iii. **Tie.** In the event of a tie, the Commissioner will be the deciding vote.

- ii. **New Programs.** New Programs can be nominated to the TSRA Board of Directors by any Members. Programs and their first Elected Officials (Commissioner and Alt-Commissioner) will have to be voted into TSRA by a simple majority of the TSRA Board of Directors and will follow the ARTICLE II, Section 2 bylaws for all Program decisions moving forward. New Programs should generate a set of Program Bylaws prior to starting their first season and further elections should follow ARTICLE II, Section 2 (a) (i) (b).

ARTICLE III: Board of Directors

1. Purpose and Responsibility of the Board of Directors.

- a. **Responsibility.** TSRA's intention is to ensure that TSRA always operates at the Member level, ensuring that TSRA's purpose and Members are at the core of all decisions. To operate in such a manner, TSRA maintains a Board of Directors. The Board of Directors are responsible for:
 - i. Constant forward progress of the TSRA mission stated in ARTICLE I, Section 2.
 - ii. All TSRA fiscal planning and budgeting.
 - iii. Formulating policy and guidelines that foster a safe community of unity and 12-step recovery.
 - iv. Facilitate the continuous availability and execution of Programs as well as other Events for our Members, communities, and those suffering from drug addiction and/or alcoholism.
 - v. Ensuring TSRA Members always have the majority voice.
 - vi. The Board of Directors and its appointees shall in all items of 12 Step Recreation Association, Inc. business remain in strict conformity with all laws, rules, codes and regulations, City, State and Federal, which apply.
 - vii. Minimizing risk of exposure of the TSRA organization of any legal matters.

2. Size of Board of Directors.

- a. There will be a maximum of 15 Board of Director positions.
- b. At minimum, TSRA requires a President, Secretary, Treasurer plus any Program Commissioners.

3. Positions and Responsibilities of Board of Directors, individually referred to as Board Directors.

a. President.

- i. Work with the Board of Directors to continually develop and assess goals that facilitate and drive TSRA Mission and Board of Directors Purpose listed in Article I, Section 2.
- ii. Schedule monthly and annual meetings, working with the Secretary to prepare and post agendas.
- iii. Act as chairperson during meetings with guidance by Robert's Rules of Order.

- iv. Communicate Board of Directors activities, as well as any required communications to the Members.
- v. Ensure other Board of Directors are maintaining their responsibilities.
- vi. Regularly participate in TSRA events and Programs
- vii. Password holder for all accounts
- viii. With Treasurer, ensures that all documentation is up to date in relation to 501c3 status
- ix. Votes in the event of a tie.
- x. Assists in the duties of any vacant positions.
- xi. Ensure scholarships awarded based on merit or need by TSRA are used for their intended purposes and ensure an unbiased selection occurs in the event relatives of members of the selection committee, or of our officers, directors or substantial contributors apply for our scholarships.

b. Vice President

- i. Fulfill duties of president when they are unable or unavailable
- ii. Assist the President with their duties, as well as any vacant positions.
- iii. Serves on additional committees as needed
- iv. Regularly participates in TSRA events and Programs
- v. Second keyholder to PO Box
- vi. This officer assumes the duties of President for the remainder of the term, should the President need to step down.

c. Treasurer

- i. Works with Board of Directors and other committee members to develop and maintain proper bookkeeping for Programs, events and other fund raising activities
- ii. Reconciles bank accounts
- iii. Delivers treasurer report at monthly meetings
- iv. Provides YE report at annual budget meeting
- v. Ensures tax related documents, including secretary of the state documents, year end tax filing, and other legal forms are filed on time and that non-profit status is maintained
- vi. Holds PO Box key and regularly checks for mail.
- vii. Password holder for all financial accounts
- viii. Authorized signer and holder of checkbook
- ix. Reimburses any expenses in a timely manner.

d. Alternate Treasurer

- i. Fulfill duties of treasurer when they are unable or unavailable
- ii. Assist Treasurer in preparation of reports, bookkeeping, and activities
- iii. This officer assumes the duties of Treasurer for the remainder of the term, should the Treasurer need to step down.
- iv. Attends events to help with transactions and getting costs/receipts back to the treasurer in a timely manner.

e. Secretary

- i. Ensures all required information is prepared and communicated to the Members in the necessary timeframe.
- ii. Prepares the official minutes of the meetings, records motions, discussions, votes, and decisions and distributes them to Board Directors as well as Members.
- iii. Prepares and provides the previous meeting's minutes to Board of Directors before the next meeting and records any changes or corrections
- iv. Maintains all Board of Directors documents such as treasury reports, year end reports and meeting notes in a shared database for historical record keeping.
- v. If the President and Vice-President are absent, the Secretary assumes the role as meeting leader.

f. Alternate Secretary

- i. Support Secretary
- ii. Assume duties and responsibilities of the Secretary in case of absence or incapacity.
- iii. Work with the Secretary in preparation of reports and activities review to familiarize himself or herself with responsibilities of the office.
- iv. This officer assumes the duties of Secretary for the remainder of the term, should the Secretary need to step down.

g. Director of Marketing

- i. Keep website up to date
- ii. Manage website inquiries
- iii. Prepare basic marketing materials for events and Programs
- iv. Maintain Member database
- v. Manage social media interaction, updates, notices, events
- vi. Manage any merchandise
- vii. Ensure all spending and receipts for merchandise and other marketing expenses are given to the Treasurer in a timely manner.

h. Director of Fundraising/Sponsorship

- i. Establish relationships with potential sponsors and actively pursue donations and sponsorship goals.
- ii. Understands and develop ethical and best practices for fundraising
- iii. Ensure that efforts are in line with TSRA values
- iv. Work with Treasurer to maintain sound accounting and recording practices
- v. Coordinate w/Marketing to develop promotional packages

i. Events Coordinator

- i. Proactively plans and maintains monthly and annual events.
- ii. Handles logistics and operations of each event, serving as day-of coordinator.
- iii. Manages procurement, distribution and inventory of awards, merchandise, and any necessary equipment for the Events.

- iv. Establishes and maintains relationships with vendors and venues to ensure lowest cost.
- v. Works with Fundraising and Marketing to create promotional materials and gain sponsors
- vi. Adheres to approved budget and calendar
- vii. Accountable for funds and the organization/turnover of receipts to the Treasurer.
- viii. Develop and manage any additional committees to help with Events.
- ix. Continually strives to grow events in a manner that fosters 12-step recovery.
- x. Takes all necessary action to ensure that members and TSRA are safe from harm and liability.

j. Directors of Membership Relations (**amended to Director's one M&F vote per each*) *April 3, 2023-voted on and passed by board.*

- i. Works with the Board of Directors and Members to ensure that the Members' voices are always heard.
- ii. Establishes clear path between Membership and Board of Directors
- iii. Ensures Membership qualifications from Article II.1.a.i are adhered to by Members
- iv. Assists in finding teams and events for new Members
- v. Work with Marketing for new membership promotion/outreach
- vi. Communicates Member Rules and Guidelines to Members

k. Program Commissioner(s)

- i. Ensure the Program operates smoothly and adheres to TSRA Policies and Bylaws
- ii. Maintains programs schedule, rules, policies, and budget
- iii. Leads Program Representative meetings for any decisions regarding the rules, regulations, procedures, and policies for the enforcement of the membership for their program, in observance to Robert's Rules of Order.
- iv. Attend TSRA Board of Director meetings, as a representative of their Program, voting on behalf of their Program in TSRA Board or Director decisions.
- v. Responsible for conveying Board of Director decisions back to the Program Members.
- vi. Understands the autonomy of their Program, whilst maintaining and honoring the overall mission of the TSRA Board of Directors and organization.
- vii. Make sure there is always an up-to-date list of Program Representatives within their program, and that they are active in their 12-step recovery.
- viii. Provides the Treasurer with all receipts, costs, and team fees in a timely, organized manner.
- ix. Ensures that a Program elected officer is always at ALL program activities.

- x. Continually strives to grow their program in a manner that fosters 12-step recovery.
- xi. Takes all necessary action to ensure that Members and TSRA are safe from harm and liability.
- xii. Actively communicates the TSRA mission to the Program Representatives, continually encouraging them to communicate the mission to their teams.

4. Procedures for Filling and Vacating Board of Director Positions.

a. Election Occurrence.

- i. Board of Directors nominations will occur at the March Board of Directors meeting of the odd numbered years. Each position will hold their position for two years; the duration between the Election Meetings. Should a Director be elected in the middle of a term, they will hold that position until the next Election Meeting.

b. Election Procedure.

- i. Voting for Board of Director positions includes current voting Board Directors, as well as any Program representatives (as defined in Section 1) in attendance at the meeting.
 1. Quorum must be established for voting to be conducted. (See ARTICLE III Section 6). In the case of multiple nominations, the simple majority vote wins. In the event of a tie, the former standing President performs a tie break. Should the President not be available, the Vice President, acting as the President, will perform the Tie vote.
 2. Any open positions must be communicated to the Members one month prior to elections.
 3. Nominations can be made by any Member. Self-nominations are permissible. Nominations should be submitted to the President 7 days prior to election or appear for a self-nomination at the meeting.
 4. Nominees must meet all qualifications for Board of Director positions listed below in ARTICLE III, Section 4F.
 5. Program Commissioners are voted on by Program representatives except upon the start of a New Program. See ARTICLE II, Section 2 (a).

c. Resignation

- i. If a Board Director can no longer serve their term, the position should be communicated to the Members. Replacement elections can be held 30 days or more after the open position is communicated to the Members.

d. Removal

- i. If a Board Director is not capable of performing duties, a 2/3rds vote can be conducted of the existing Board of Directors with voting positions to remove that Board of Director from their position. Should the Director be voted out, the position should be

communicated to the Members of all programs with an election no sooner than 30 days from being communicated.

e. Immediate Removal

- i. Failure to attend two consecutive Board of Directors meetings without proper preparation and coverage of their duties will be considered a de facto resignation. Maintaining abstinence from drugs and alcohol is a requirement for a position on the Board of Directors. Intoxication by a seated Board Director shall be considered de facto resignation from the Board.

f. General Qualifications.

- i. All Board Director positions should have the following:
 1. Minimum of 2 years of continuous abstinence from drugs and alcohol.
 2. Have held a service position within their substance abuse 12-step program unless a unanimous vote of held Board of Directors positions permits an exception.
 3. Additional qualifications:
 - a. President must have served on TSRA Board of Directors and/or TSRA Program previously
 - b. Treasurer should have general accounting knowledge

g. Term limits for Board Directors.

- i. Board Directors shall be elected to serve a term of 2 years but can be re-elected at the end of their term. If elected between election years, the Director will serve until the next election meeting.
 1. While there is no limit to terms, in the spirit of rotation, it is preferred that positions are not held beyond 2 terms.

5. Special Committees.

- a. The Board of Directors may, when appropriate, appoint special committees, specific firms or specific individuals to study and evaluate situations or perform specific functions in an advisory capacity. Such committees, firms or individuals shall report directly to the Board of Directors. Membership on special committees or specifically appointed firms or individuals shall not be limited to recovering alcoholics/addicts but should be inclusive of members with special expertise and/or interest.

6. Decision Making

a. General Decision-Making Procedures

- i. General TSRA policies, guidelines and financial decisions will be made by the TSRA Board of Directors in a meeting setting. Meetings will be guided by Robert's Rules of Order. A Quorum must be established for decisions regarding policies, guidelines, spending and program development. A quorum shall consist of a simple majority of filled Board of Directors positions with Voting Rights.
 1. **Board of Directors with Voting Rights.** Vice President, Treasurer, Secretary, Director of Marketing, Director of Member Relations, Events Coordinator, Director of

Sponsorship and Fundraising, and Program Commissioners (1 per program).

2. **Ties.** In the event of a tie, the President of the Board of Directors will make a final vote. Should the President not be available, the Vice President, acting as the President, will perform the Tie vote.
3. **Public Attendance.** The Board of Directors should strive to have all decisions regarding policy, program changes, and financial decisions concerning more than \$1000, in the regular monthly meetings open to the Members.
4. **Scholarships.** In the event that relatives of members of the Board of Directors apply for a scholarship, the relative will not be permitted to vote, but a quorum must still be established. Substantial financial donors cannot qualify for scholarships.

ARTICLE IV: Meetings

1. Monthly Board of Directors Meetings.

- a. Board of Directors Meetings will be held Monthly. The meeting schedule is set each quarter with at least one meeting per quarter in person.
 - i. Agenda. Board of Directors meetings will have a posted agenda assembled by the President and Secretary, the Monday prior to the meeting.
 1. Agenda items and issues that require Board of Director voting may be submitted by any Program Representative to any Board Director for consideration but must be received by the President prior to posting of the meeting agenda.
 2. Members may force voting on an issue by the Board of Directors by petitioning 50% of total Program Representatives. Once a petition has been filed, the issue must be communicated in a written agenda a minimum of 7 days prior to voting.
 - ii. Attendance. Board Directors are required to attend every monthly meeting unless extenuating circumstances occur.
 1. Members are permitted and encouraged to attend Board of Director meetings unless there is to be discussion of confidential personnel or disciplinary matters.
 2. Any business decisions will be made according to ARTICLE III, Section 6.

2. Annual Budgetary Planning

- a. Annual Budgetary Planning will be conducted no later than Feb. 1. This meeting should be used to close the previous year financials and plan/budget for the current year.

- i. Members are permitted and encouraged to attend annual budgetary meeting(s). Any business decisions will be made according to ARTICLE III, Section 6
- ii. Tax documents should be filed within 30 days of this meeting.
- iii. Year End Report should be filed with monthly minutes and monthly treasurer reports with the Secretary and accessible to the Members upon request
 1. The Fiscal year ends December 31.

ARTICLE V: Bylaws Intent, Amendments, Invalidity and Dissolution

1. Intent.

- a. The intent of these By-Laws shall be that of the welfare of the 12 Step Recreation Association, Inc. and the Members. Any other interpretation is erroneous.

2. Amendments.

- a. The power to alter, amend or repeal all or any part of these By-Laws or adopt new By-Laws shall be vested in the Board of Directors. No change to these By-Laws shall in any way limit or repeal the voting rights of the Members. Action to alter, amend or repeal all, or any part, of these By-Laws can be undertaken subject to Article III, Section 6.

3. Invalidity.

- a. The invalidity of any article or provision of the By-Laws, as determined by any legitimate authority in the good interests of the 12 Step Recreation Association, Inc. shall not affect the other provisions hereof, and in such event these By-Laws shall be construed in all respects as if such invalid provision were omitted.

4. Dissolution.

- a. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE VI: Anti-Harassment

1. The 12 Step Recreation Association, Inc. will not tolerate Sexual Harassment or Discrimination based on race, gender, religion, age, gender identity, or sexual preference.