

Earth Spirit Pagans Bylaws

1992, revised 2006

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ARTICLE I - Name

Section 1. The name of this organization, a Colorado Non-Profit Corporation, shall be Earth Spirit Pagans.

ARTICLE II - Purpose

Section 1. The purpose of the organization is religious and cultural. We promote a general awareness of Pagan cultural and religious beliefs through active participation in community projects. We are dedicated to the continued vitality and preservation of Pagan Religions and Cultures.

ARTICLE III - Assembly of Stewards

Section 1. General Powers - The government of this organization shall be vested in the Assembly of Stewards.

Section 2. Enumeration - The Assembly of Stewards shall consist of five (5) members. In the event the size of the organization becomes such that the Assembly of Stewards should be increased or decreased, such positions may be created or deleted by a three quarters (3/4) majority vote of the Assembly of Stewards. In no case shall there be less than three (3) or more than thirteen (13) Stewards. Each Steward must be a natural person who is eighteen years of age or older.

Section 3. Election and Term - The Stewards shall be elected by the Assembly at the Annual Meeting in October. The term of each Steward shall be one year. Stewards may be elected for successive terms. Despite the expiration of a Stewards term, a Steward continues to serve until the Stewards successor has been elected and qualifies, or until there is a decrease in the number of Stewards.

Section 4. Nominations and Qualifications -

A. Nominations may be made by the Stewards or by a written petition submitted not less than thirty (30) days before the election.

B. Notwithstanding any other provision of these Bylaws, not more than one-third of the Assembly of Stewards may be interested persons. For purposes of these Bylaws, "interested person" means any person currently being compensated for services rendered to Earth Spirit Pagans, or any brother, sister, ancestor, descendant, spouse, domestic partner, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

C. No person shall serve as a Steward who has been found by action of a court of law to be of unsound mind or otherwise unfit to serve as a Steward of Earth Spirit Pagans.

Section 5. Report - The Assembly of Stewards shall produce an annual report to the total membership on community projects and corporate matters.

Section 6. Resignation; Removal; Vacancies - Any Steward may resign at any time by giving written notice to the chair of the Assembly, to the President, or to the Secretary of Earth Spirit Pagans. A Steward's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A Steward shall be deemed to have resigned in the event of such Steward's incapacity

as determined by a court of competent jurisdiction. Any Steward may be removed at any time, with or without cause, in the manner provided by the Bylaws. A vacancy may be filled by the Assembly. A Steward appointed to fill a vacancy shall hold the office for the unexpired term of such Steward's predecessor in office. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new Steward may not take office until the vacancy occurs.

Section 7. Polling of the Stewards - In the event immediate Assembly of Stewards action, prior to the next Business meeting, is necessary due to events or issues regarding the health or welfare of a member or the organization, a consensus of all available Stewards may act on the immediate question. The resulting action must be recorded in the minutes of the next Assembly of Stewards meeting and is subject to review at that time.

Section 8. Proxies - A Steward shall have the option to appoint a proxy for himself or vote by proxy at a meeting of the Assembly. The proxy must be executed in writing by the Steward, or his duly authorized attorney in fact. Said proxy must be a member of Earth Spirit Pagans. A copy of the proxy appointment form must be filed with the Secretary. No proxy shall be valid after 6 months from the date of its execution. Appointment of a proxy is revocable by the Steward or his duly authorized attorney in fact. Said revocation of appointment must be in writing and signed by the Steward in person or by their attorney in fact. The death or incapacity of the Steward appointing a proxy does not affect the right of the organization to accept the proxy's authority unless notice of the death or incapacity is received by the secretary, an officer or authorized organization agent.

Section 9. Telephonic Meetings - The Assembly may meet by telephonic and video conference meetings.

Section 10. Quorum and Voting - At all meetings of the Assembly, each Steward shall be entitled to cast one vote on any issue on the agenda. Notice of the time and place of such meeting together with the purpose of the meeting shall be given to each Assembly member without exception for any reason. A majority of the number of Stewards fixed by these Bylaws shall constitute a quorum for the transaction of business. The act of voting by the Stewards present at a meeting at which a quorum is present shall be the act of the Assembly of Stewards.

Section 11. Adjournment of Meeting - When a meeting of the Assembly is adjourned to another time or place, notice of the adjourned meeting shall be given by announcement at the meeting at which adjournment occurs. Any meeting shall be adjourned when a motion to adjourn is approved by a majority of the those Stewards present, whether or not a quorum is present.

Section 12. Written Action - Any action that could be taken at a meeting of the Assembly may be taken without a meeting when authorized in writing and signed by all of the Stewards. Counterpart and electronic signatures are permitted by written action pursuant to this.

Section 13. Attendance Requirements - If any Steward fails to attend a majority of the regularly scheduled meetings during any 12 month period, he/she may be removed from the Assembly by a majority vote of the Assembly and may only be reinstated by a majority vote of the Assembly. The Assembly shall have the discretion to grant a leave of absence to a Assembly member for a period of time to be determined by the Assembly.

ARTICLE IV - Membership and Fees

Section 1. Membership - (a) This organization shall have only nonvoting members. The Assembly may determine the number and types of membership classes and their respective rights and membership dues. Membership shall be evidenced in the membership list maintained by the officer or steward designated by the Assembly. The Assembly reserves the right to expand, restrict, or modify the membership categories or membership criteria.

(b) Limitation on Liability. No member, Assembly member or officer shall be personally liable for the debts, liabilities or obligations of the organization.

Section 2. Application - Persons eligible for membership shall become members when such person:

- (a) has completed an application on forms provided for such purpose by the organization, or otherwise applied for membership, and agrees to abide by the organizations Bylaws,
- (b) has been accepted for membership under the direction of the Assembly, and
- (c) has paid the required membership fee in an amount established from time to time by the Assembly.

A decision to reject an application shall be made by the Assembly.

Section 3. Property Rights. The members of the Earth Spirit Pagans shall not have any right, title or interest in the real or personal property of Earth Spirit Pagans. Membership in Earth Spirit Pagans is on an individual or family basis and is nontransferable and nonassignable. Family is defined as a member and partner; or parent(s) and children.

Section 4. Fees - Membership fees shall be in a fixed amount payable determined by the Assembly. The amount of dues and the time and method of payment thereof shall be determined annually by the Assembly. The Assembly may waive a members membership fee.

Section 5. Expulsion or Suspension - A member of this organization may be expelled or suspended by the Assembly for the following reasons:

- (a) conduct detrimental or injurious to the organization, or
- (b) failure to pay dues within 30 days of the due date.

Section 6. Resignation and Reinstatement -

- (a) Notice of resignation by an active member shall be delivered to an officer of Earth Spirit Pagans.
- (b) No refunds of annual dues will be made on resignation.
- (c) Any dues or fees levied contingent upon reinstatement shall be established by the Assembly.

Section 7. Meetings - Meetings of the members of Earth Spirit Pagans may be held at such times and places and upon such notice as may be determined by the Assembly of Stewards.

Section 8. Official Publication - The official publication of the organization shall be The Earth Spirit Pagans Newsletter.

ARTICLE V - Officers

Section 1. Enumeration - The Officers of Earth Spirit Pagans shall consist of a President, a Vice President, a Secretary, a Treasurer, and such other Officers as may be deemed necessary by the Assembly of Stewards. These Officers shall perform the duties prescribed by these Bylaws and the parliamentary authority adopted by the Corporation.

Section 2. Appointment and Term - Officers will be appointed by the Assembly of Stewards. At each Annual Meeting, by consensus, the incoming Stewards shall appoint Officers, from among their number, to hold office until the next succeeding Annual Meeting. Officers take office at the close of the Annual Meeting at which they were appointed and serve until the close of the Annual Meeting after appointment.

Section 3. Restriction - No Steward shall hold more than one Office at a time.

Section 4. Resignation; Removal; Vacancies - Any Officer may resign at any time by giving written notice to the chair of the Assembly, to the President, or to the Secretary of Earth Spirit Pagans. An Officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. An Officer shall be deemed to have resigned in the event of such Officer's incapacity as determined by a court of competent jurisdiction. Any Officer may be removed at any time, with or without cause, in the manner provided by the Bylaws. A vacancy may be filled by the Assembly. An Officer appointed to fill a vacancy shall hold the office for the unexpired term of such Officer's predecessor in office. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new Officer may not take office until the vacancy occurs.

ARTICLE VI - Duties of Officers

Section 1. President - The President shall be the chief executive officer of the Corporation, shall have the general and active management of the business and affairs of the Corporation subject to the directions of the Assembly of Stewards, and shall preside at all meetings.

Section 2. Vice President - The Vice President shall, in the absence of the President, perform the duties and exercise the powers of the President and shall perform such other duties as may be prescribed by the Assembly of Stewards or the President.

Section 3. Secretary - Responsibilities shall include:

- A. Recording the minutes of all Annual, Business, and Special meetings of the Assembly of Stewards or any Membership meetings. Minutes must be detailed enough to provide specific information as to attendance, motions, votes, and content of the meeting for future reference. Copies of the minutes shall be filed with all Stewards for permanent file. The Secretary is also responsible for the proper recording of all actions.
- B. Keeping track of the membership list and updating said list.
- C. Notifying members of membership renewal at appropriate time.
- D. Present the Treasurer with membership dues, and other monies that may be received, for deposit.
- E. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or as may be properly prescribed by the Assembly of Stewards.

Section 4. Treasurer - Shall:

- A. keep all accounts of the organization.
- B. disburse funds as necessary, provided such disbursement is authorized by the Assembly of Stewards.
- C. maintain membership donation records and receive monies, in whatever form, for deposit.
- D. inform the Assembly of Stewards as to the financial status of all projects and committees.

- E. be responsible for the preparation of the Annual budget and submit it to the Assembly of Stewards for recommendation who will then submit it to the general membership ,at the Annual Meeting, for approval, prior to November 1st of each year.
- F. at each meeting prepare statements of receipts and disbursements showing both actual and budgeted amounts to the Assembly and the general membership present.
- G. report on the overall financial condition of the organization at each Annual, Business or Membership meeting.
- H. report to the Assembly of Stewards.

ARTICLE VII - Meetings

Section 1. Annual meeting - An Annual meeting shall be held in October. A Business meeting shall be held during each Annual meeting.

Section 2. Business meetings - Business meetings will be held monthly. Business meetings shall be held on a date, time and place to be determined by the incoming Stewards. Said date, time and place is to remain constant throughout the term of said Stewards. Said date, time and place will be announced at the October meeting and announced or published again before the November meeting. The chairperson of each Business meeting shall be the President. In the absence of the President, a person appointed by the President (except the Secretary). In the absence of such an appointment, the Vice President will act as chairperson. In the absence of both President and Vice-President, with no appointment, a chairperson will be appointed in accordance with Robert's Rules of Order Newly Revised. The Secretary shall act as recorder of all meetings, provided that, in his or her absence, the chairperson shall appoint another person to act as secretary of the meeting. The minutes of the previous meeting will be read or presented at the beginning of the following meeting for approval. No business may be conducted without a quorum present.

Section 3. A. Special meetings - Special meetings of the Assembly of Stewards may be called by any two (2) members of the Assembly of Stewards, provided each member of the Assembly of Stewards is notified of the meeting at least thirty (30) days before the date of the special meeting. The topic(s) of special meetings are limited to the reason the meeting was called for.
B. The Assembly of Stewards shall not rescind at a Special Meeting of the Assembly of Stewards, a motion previously passed at a Regular meeting of the Assembly of Stewards, nor pass a motion at a special meeting of the Assembly of Stewards that contradicts, inhibits, ignores, or is in any way inconsistent with the substance of a motion previously passed at a regular Assembly of Stewards meeting.

ARTICLE VIII - Rules and Procedures

Section 1. The Rules and Procedures of Earth Spirit Pagans shall contain such provisions as these Bylaws may require and any other provisions which the Assembly of Stewards may deem necessary for the proper conduct of the affairs of Earth Spirit Pagans. No Rule or Procedure of Earth Spirit Pagans shall be valid which is inconsistent with law, the Articles of Incorporation, or these Bylaws. The Rules and Procedures of Earth Spirit Pagans shall be adopted upon approval by two-thirds of the Assembly then in office. The Rules and Procedures of Earth Spirit Pagans shall become effective upon the date approved, or upon such a date subsequent to approval as may be therein specified.

ARTICLE IX - Committees

Section 1. Standing Committees - The following will be standing committees: Newsletter and Publicity. The President shall, with the approval of the Assembly, appoint additional standing

committees as needed to further the mission of the organization. The duties of all committees shall be defined by the Assembly of Stewards, and covered by the Rules and Procedures.

Section 2. Newsletter Committee - The Newsletter committee will oversee the creation, publication and distribution of the newsletter. It will be staffed by volunteers approved by the Assembly of Stewards.

Section 3. Publicity Committee - The Publicity committee will oversee all materials, in whatever form, used to promote the organization and its mission. It will be staffed by volunteers approved by the Assembly of Stewards.

Section 4. Ad hoc Committees - Ad hoc committees may be created by the Assembly of Stewards as needed to further the mission of the organization. Said committee having a duration of no more than ninety seven (97) days.

ARTICLE X - Bylaws Amendments

Section 1. These Bylaws may be amended, or replaced and new Bylaws adopted, in whole or in part, by a majority vote of the Stewards at a meeting of the Assembly of Stewards properly convened.

Article XI - Fiscal Year

Section 1. The fiscal year of this organization shall begin on November 1.

ARTICLE XII - Rules of the Floor

Section 1. The rules contained in the latest edition of Robert's Rules of Order Newly Revised shall govern the organization in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws of this organization.

ARTICLE XIII - Non-liability Provision

Section 1. A Steward or Officer shall have no liability to the Corporation for monetary damages for conduct as a Steward or Officer, except for acts or omissions that involve intentional misconduct by the Steward or Officer, or for any transaction from which the Steward or Officer will personally receive a benefit in money, property or services to which the Steward or Officer is not legally entitled. If the Colorado Revised Nonprofit Corporation Act is hereafter amended to authorized corporate action further eliminating or limiting the personal liability of Steward or Officer, then the liability of a Steward or Officer shall be eliminated or limited to the full extent permitted by the Colorado Revised Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a Steward or Officer of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such Steward or Officer occurring prior to such repeal or modification. Stewards or Officers of the Corporation shall not be personally liable to the Corporation or its membership, if any, for monetary damages for conduct as a Steward or Officer, except for acts or omissions that involve intentional misconduct by a Steward or Officer or a knowing violation of law by a Steward or Officer, where the Steward or Officer votes or assents to a distribution which is unlawful or violates the requirements of these bylaws, or for any transaction from which the Steward or Officer will personally receive a benefit in money, property, or services to which the Steward or Officer is not legally entitled.

ARTICLE XIV - Distribution on Dissolution

Section 1. Upon the dissolution of this corporation, the Board of Directors (Assembly of Stewards) shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the registered office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.