

BYLAWS OF Sonoma County Pagan Network

A CALIFORNIA Community Service Organization

Dated: Last Revised 8 October 2010

ARTICLE 1: OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located in Sonoma County, California.

SECTION 2. CHANGE OF ADDRESS

The County of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

_____ Dated: _____
_____ Dated: _____
_____ Dated: _____

ARTICLE 2: PURPOSES

SECTION 1. PURPOSES

~~The primary objectives and purposes of this corporation shall be: gathering, to share knowledge, and promote fellowship for the Pagan community within, but not limited to, the greater Sonoma County area.~~

This corporation is a non-profit religious corporation, organized under the nonprofit religious corporation law primarily for religious purposes, and is not organized for the private gain of any person.

The specific purposes for which this corporation is organized are to provide religious education, gatherings and promote fellowship for the Pagan community within, but not limited to, the greater Sonoma County area.

SECTION 2. ASSETS

In no way shall the income or assets of the SCPN be to benefit of any member of the SCPN, excepting that the Board of Directors shall have the right to reimburse individuals for authorized service to the SCPN.

ARTICLE 3: MEMBERSHIP AND DUES

SECTION 1. DEFINITION and DUES

A Member shall be defined as a person of legal age who has paid yearly membership dues of \$25.00. Membership will be effective for one (1) year from receipt of dues. For renewing members, if payment of dues is received before the previous year's membership expires, the membership shall be extended one (1) year from the expiration of the previous year's dues. If membership has expired before receipt of dues, it shall be deemed a new membership. ~~Non-emancipated Minors sixteen (16) and older may must be accompanied by attend with a parent or guardian for their first visit as we would like to meet with them prior to your involvement.~~ Parents are responsible for supervising their children for the safety and respect of all. Each member shall be eligible to become elected to the Board, have one vote in the affairs of the SCPN, the affairs being defined as the election of the Board of Directors and Officers, the projects and events supported by the SCPN and its members, either as a function of the SCPN or as an umbrella organization under the SCPN, and any benefits extended to the SCPN membership by LBAGC.

~~The SCPN welcomes and embraces children's participation although some events may not be appropriate for children. It is the expectation that parents are responsible for supervising their children for the safety and respect of all.~~

SECTION 2. DUES

~~Fees for yearly membership shall be \$25, and shall be due between September 1st and October 31st, pro-rated by quarter (Sep-Nov \$25; Dec-Feb \$18.75; Mar-May \$12.50; Jun-Aug \$6.25). The membership shall be valid from time of payment to October 31st ending that membership year. Examples: Membership fees paid between 1-September 2003 and 31-Oct 2003, membership valid to 31-Oct 2004. Fees paid 10-Dec 2003, membership valid to 31-Oct 2004. Fees paid before 1-September 2003, membership valid to 31-Oct 2003. A payment schedule may be negotiated on an individual basis. Should a Member wish to withdraw their membership, dues shall be reimbursed as pro-rate schedule above. Membership Fee amounts may be adjusted by the Directors, with notice given at least 3 months prior to the next membership period.~~

ARTICLE 4: DIRECTORS

SECTION 1. NUMBER

The Corporation shall have a number of Board members to be no less than five (5) members and no more than seven (7) members. A quorum is defined as three (3) if the Board members total five (5), four (4) if the Board members total six (6) or seven (7). Collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Community Service Organization law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. TERMS OF OFFICE

Each Director shall be elected by a majority of voting members, and shall hold office for one year and a day, that year being from Nov. 1 through Nov. 1 ~~and~~, unless the Director resigns or is removed prior to the end of the term. If a Director is unable to fulfill a position, the remaining Board members will appoint a replacement until the end of the term.

SECTION 4. DUTIES

It shall be the duty of the Directors to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
- b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of ~~all officers~~, agents and employees of the corporation
- c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- d) Meet at such times and places as required by these Bylaws;
- e) Register their addresses with the Secretary of the corporation and notices of meetings mailed or ~~telegraphed~~ emailed to them at such addresses shall be valid notices thereof.
- f) Abstain from voting and leave the meeting while the vote is in progress on any vote where the Director has a financial interest.

SECTION 5. QUALIFICATIONS

Any SCPN Member, meeting the following qualifications, may be elected to the Board of Directors:

- a) Over 18 years of age;
- b) A member in good standing for the year in which the member is to be in office.
- c) Nominated, nomination seconded, and nomination accepted for office ~~by Oct 1~~ between Sept. 1 and Oct. 1.
- d) ~~Nominations for Directors will be made from Sep. 1 to Oct. 1.~~

SECTION 6. COMPENSATION

Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 4 of this Article.

SECTION 7. REMOVAL

Board members may be removed from office either by a Board ~~vote~~ ~~consent~~ or by petition of the Membership with two-thirds (2/3) of the ~~adult~~ members' signatures. Prior to a removal vote or petition, the Board member shall be served with a written warning or rebuke and a Board review to determine if removal is warranted.

Cause for removal must be stated with the acceptable causes being:

1. Failure to fulfill the duties of office;
2. Engagement in public behavior 'unbecoming the office' while representing THE SCPN;
3. Conviction of a felony while in office.

~~The Board member shall be served with a written warning or rebuke and a Board review to determine if removal is warranted.~~

Decisions for removal can be appealed within 1 month. The appeal will be presented to the general membership requiring a two-thirds (2/3) majority for removal.

SECTION 8. MEETINGS

The Board of Directors shall meet as needed to conduct necessary business, at a minimum of six (6) times a year. The meetings will be open to interested Members. Notice of the meeting will be posted to the Directors and Members not less than one week prior to the meeting, and will include a meeting agenda. Once a quorum of the Board has been established, the meeting can begin. If no quorum is established, the meeting will be cancelled. The meeting will consist of:

1. Call Meeting to Order, by the Chairperson ~~(or appointed Officer, or Director if no Officers are present.)~~ unless the Chairperson has appointed a substitute Chairperson from the Directors for that meeting.
2. Reports (Treasurer, Secretary, Web Master/Mistress, Social Coordinator, Public Relations, Event Coordinator, LBAGC representatives, Membership Coordinator, Committees)
3. Old business: ~~Spokesperson For and Against a motion will each be given a reasonable length of time to give their closing arguments concerning the motion.~~ The Chairperson will summarize the motion and ask for a vote. Motion will be carried by a majority vote by the present Membership of the Board.
4. New business: Any new motions may be presented at this time to the Board. The initiator of a motion will be given a reasonable length of time to present their motion to the Membership. Opposing views (if any) will be given a reasonable length of time to voice their opinion. The originator of the motion will then be given a reasonable length of time for rebuttal and to answer any questions.
5. Announcements.

ARTICLE 5: OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the corporation shall be a Chairperson, a Secretary, and a Treasurer. The corporation may also have, as determined by the Board of Directors, an Assistant Chairperson, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the Chairperson.

SECTION 2. QUALIFICATIONS

Any SCPN Director may be elected to an office. Nominations for office, nominations seconded, and nominations accepted between ~~will be made from~~ Sept. 1 to Oct. 1. ~~Nomination must be seconded and nomination accepted for office by Oct 1.~~

SECTION 3. TERMS OF OFFICE

Each Officer shall be elected by a majority of voting members and shall hold office for one year and a day, that year being from Nov. 1 through Nov. 1, until the Officer resigns, or is removed from office. If an Officer is unable to fulfill a position, the Board members will appoint a replacement until the end of the term.

SECTION 4. COMPENSATION

Officers shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Sections 5, 6 and 7 of this Article.

SECTION 5. DUTIES OF CHAIRPERSON

The Chairperson shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. If applicable, the Chairperson shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, **as authorized by the Board of Directors**, execute such deeds, mortgages, bonds, contracts, checks, or other instruments ~~which may from time to time be authorized by the Board of Directors~~. **The Chairperson shall also keep files of document copies received from the Secretary and Treasurer.**

SECTION 6. DUTIES OF SECRETARY

The Secretary shall:

1. Certify and keep at the principal office of the corporation **or at such other place as the Board may determine**, the original, or a copy of these Bylaws as amended or otherwise altered to date.
2. Keep at the principal office of the corporation or at such other place as the Board may determine, a **book record** of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
3. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
4. Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws. **Also provide copies of the records and the seal of the corporation to the Chairperson.**
5. Keep at the principal office of the corporation **or at such other place as the Board may determine**, a membership **book record** containing the name and **either an address or other contact information** of each and any members, and, ~~in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased~~ **status, including date, amount, and type of payment. These duties can be assigned to a Membership Coordinator who is a Board member. The Membership Coordinator reports to the Board and is assigned under the Secretary.**
6. Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership **book record**, and the minutes of the proceedings of the directors of the corporation.
7. Email meeting minutes to Biz List for approval by Board members. When a quorum (~~five [5] members~~) has approved **the minutes**, place the minutes on the web page.
8. 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 of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 7. DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

1. Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds **in a timely manner** in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
2. Receive, and give receipt for, moneys due and payable to the corporation from any source whatsoever.
3. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
4. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
5. Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.
6. Render to the Chairperson and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation. **Provide a full accounting of the financial condition of the corporation at every board meeting. Provide copies of the bank statements, credit card, pay pal and the accounting to the Chairperson and the Secretary at every board meeting.**
7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
8. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

9. Treasurer must provide Secretary (or Membership Coordinator if there is one) with complete information (name, email, amount paid, date paid, type of payment) about any membership transaction within twenty-four (24) hours of the transaction.

SECTION 8. REMOVAL

~~Board members~~ Officers may be removed from office either by a Board ~~vote consent~~ or by petition of the Membership with two-thirds (2/3) of the ~~adult~~ members' signatures. ~~Prior to a removal vote or petition, the Board member shall be served with a written warning or rebuke and a Board review to determine if removal is warranted.~~

Cause for removal must be stated with the acceptable causes being:

1. Failure to fulfill the duties of office;
2. Engagement in public behavior 'unbecoming the office' while representing the SCPN;
3. Conviction of a felony while in office.

~~The Officer shall be served with a written warning or rebuke and a Board review to determine if removal is warranted.~~ Decisions for removal can be appealed within 1 month. The appeal will be presented to the general membership requiring a two-thirds (2/3) majority for removal.

If an Officer is removed from office, they will also be removed from the Board of Directors.

ARTICLE 6: COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of directors, designate two (2) or more of its members (who may also be serving as officers of this corporation) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the corporation, except with respect to:

- a) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the members or of a majority of all of the members.
- b) The filling of vacancies on the Board or on any committee which has the authority of the Board.
- c) The fixing of compensation of the directors for serving on the Board or on any committee.
- d) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- e) The amendment or repeal or any resolution of the Board which by its express terms is not so amendable or repeal-able.
- f) The appointment of committees of the Board or the members thereof. By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

SECTION 2. OTHER COMMITTEES

The Corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws. (Meetings and Actions of Committees shall be consistent with the provisions and regulations given within these Bylaws.)

ARTICLE 7: MEETINGS AND COMMUNICATIONS

SECTION 1. GENERAL MEETING

The General Meetings shall be once a month. Place and time for meeting will be determined by the Board.

SECTION 2. SPECIAL MEETING

Special meetings can be called by the Directors with a one week notice. Emergency meetings of the Board can be called without notice by ~~one~~ (1) Officer, or ~~if~~ ~~when~~ three (3) or more Directors agree to call the meeting.

SECTION 3. AVAILABILITY AND NOTICES

SCPN General Meetings will be open to the general public. Meeting notes and special notices will be available to the general public via the SCPN web site, displayed brochures, or any Board approved method of advertisement.

SECTION 4. WEBSITE

The SCPN will maintain a web site and email address to post meeting notices, notes and other information of interest to SCPN members and the public at large.

ARTICLE 8: FINANCES

SECTION 1. FISCAL YEAR

The fiscal year for the SCPN shall be from ~~November 1 to October 31~~ a calendar year, January 1 to December 31.

SECTION 2. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount. (Unless authorized by the Board, no Officer or Director will cause the SCPN to be liable for any expense i.e. the Social Coordinator will not agree to a deposit for camp sites unless authorized by the Board of Directors.)

SECTION 3. BANK ACCOUNT

The SCPN will maintain a bank account with a minimum of three (3) signatories authorized and requiring two (2) signatures on checks. One (1) signature must be the Chairperson or Treasurer and the other ~~being~~ an authorized Board Member.

SECTION 4. EXPENDITURES

The Board will approve all extraordinary expenditures beyond those necessary for the operation and maintenance of the Corporation.

SECTION 5. DISSOLUTION

If it becomes necessary for the SCPN to dissolve, all assets will be donated to a nonprofit organization to be chosen by the acting Board.

SECTION 6. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the purposes of this corporation.

ARTICLE 9: CONFLICT OF INTEREST POLICY

SECTION 1. PURPOSE.

The purpose of the conflict of interest policy is to protect this ~~Sonoma County Pagan Network's tax-exempt organization's (Sonoma County Pagan Network)~~ status and interest when it is contemplating entering into a transaction or arrangement that might benefit the

private interest of an ~~o~~Officer or ~~d~~Director of the Sonoma County Pagan Network or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION 2. DEFINITIONS.

1. Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, which has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Sonoma County Pagan Network has a transaction or arrangement,
 - b. A compensation arrangement with the Sonoma County Pagan Network or with any entity or individual with which the Sonoma County Pagan Network has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Sonoma County Pagan Network is negotiating a transaction or arrangement.
3. Compensation. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

SECTION 3. PROCEDURES.

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists after disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest
 - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the governing board or committee shall determine whether the Sonoma County Pagan Network can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Sonoma County Pagan Network's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
4. Violations. Violations of the Conflicts of Interest Policy will be handled in the following manner:
 - a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE 10: AMENDMENTS

SECTION 1.

These Bylaws can be amended by the Board. Any Member of the SCPN may propose an amendment to the Board. The Board will then review the proposal and create a written form to be presented to the general Membership ~~thirty~~ (30) days before the Board votes on the issue.

Read and Approved by the following Board Members

Chairperson _____ Date

Printed Name

Secretary _____ Date

Printed Name

Treasurer _____ Date

Printed Name

Director _____ Date

Printed Name

Director _____ Date

Printed Name

Director _____ Date

Printed Name

Director _____ Date

Printed Name

_____ Date

Printed Name

_____ Date

Printed Name

These Bylaws of the Sonoma County Pagan Network are made effective this _____ day of _____, _____.
(_____) Secretary Initials