

BY LAWS

RECALLING SPIRIT MINISTRIES

A Religious Nonprofit Corporation
(Hereinafter called the "Ministry")

ARTICLE 1

Affiliation, Ecclesiastical Authority, Purpose and Mission

Section 1.01 Affiliation

The Ministry is permitted to seek affiliations and/or associations with other organizations, both religious and secular in the pursuit of fulfilling its purpose and mission; however, the Ministry shall not enter into any affiliation and/or association or affiliation and/or association agreement whereby the assets of the Ministry are pledged to any affiliating authority, or as a condition of disaffiliation or dissolution, the assets of the Ministry must be forfeited or otherwise turned over to the affiliating authority.

At all times, the Ministry shall remain free to exercise absolute control, through its elected officials, over its destiny, affairs and assets, and in any undertaking of affiliation and/or association must cause there to be included in the affiliation agreement a Condition Precedent in the spirit of this Section 1.01.

Section 1.02 Ecclesiastical Authority

The ecclesiastical authority of the Ministry shall reside with the Recalling Spirit Ministries - Ministerial Team (Ministerial Team). This authority is absolute, and may not be reduced or diminished in any manner, except as provided for elsewhere in these bylaws.

The Ministry, by these presents, is enjoined from entering into any affiliation whereby the ecclesiastical authority of the Ministerial Team is, will or may be reduced or diminished in any manner.

Section 1.03 Mission and Purpose

Recalling Spirit Ministries is a sanctuary for people of all faith traditions to honor the One that is spoken of in many ways. Our focus is on revealing the Universal Truth which is the essence of sacred teachings to support individual unfoldment toward the evolution of Consciousness.

Our core practices are: meditation and prayer, study and contemplation and applying spiritual principles in daily life. Dedication to these core practices are the foundation for creating a meaningful life in harmony with the soul.

**ARTICLE 2
Principal Offices**

Section 2.01. Principal Offices

The Leadership Council shall establish the Principal Office for the transaction of business of the Ministry. The Principal Office of the Ministry, as of the date herewith, has not been established. Its' legal mailing address is P.O. Box 5594 Redwood City, California 95436.

The Leadership Council may change the Principal Office from one location to another; however, notice shall be mailed to each member of the Ministry, of the new address of the principal office within ten (10) working days of any such change.

**ARTICLE 3
Recalling Spirit Ministry Meetings**

Section 3.01. Place of Meetings

All meetings of the RSM Community shall be held either at the Principal Office or the place of worship of the Ministry, or at any other place within the State of Incorporation which may be designated by the Leadership Council.

Section 3.02. General Meeting

The General Meeting shall be held annually during the month of **February**, the date of which shall be established by the Leadership Council. In no event shall the General Meeting be postponed for a period greater than thirty (30) days following the expiration of one (1) full year since the last regular General Meeting.

In the event that the General Meeting has been postponed until a date other than within the month of February, then the next General Meeting must be convened during the month of February.

At the General Meeting, Leadership Council Members shall be elected; reports of the affairs of the Ministry shall be presented; annual financial reports shall be reviewed; the next annual budget shall be presented; and any other business transacted which is within the scope and authority of the membership.

Notice of each General Meeting shall be given by public announcement at the public meetings of the Ministry on not less than two consecutive Sundays preceding the date of such meeting, and by written notice mailed to individuals who regularly attend, participate, and/or provide monetary contributions to the RSM community on record at least ten (10) days prior to such meeting.

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In the event that any meeting is designated to be held at a location which is greater than twenty (20) statute miles from the normal place of worship or the principal office, then the written notification must be mailed to the membership at least thirty (30) days prior to such meeting.

Section 3.03. Special Meetings

Special meetings of the RSM Community may be called at any time by the Ministerial Team; the presiding officer of the Leadership Council; by a majority of the Leadership Council; or by written petition of ten (10) percent or more of regularly attending/participating member of the RSM community on record of the Ministry, submitted to the Corporate Secretary.

Notice of special meetings shall be given in the manner prescribed for general meetings. Notice of any special meeting shall specify, in addition to the place, date and hour of such meeting, the general nature of the business to be transacted.

Unless notification of a Special Meeting is properly given, the meeting and all business transacted at such meeting shall be void and of no moment, with respect to the affairs of the Ministry.

Those persons or person calling for a special meeting of the regularly attending/participating members of the RSM community on record shall petition the Corporate Secretary, and the Corporate Secretary shall proceed to give notifications for the special meeting as prescribed in the Bylaws, within a reasonable amount of time.

Section 3.04 Quorum

Those regularly attending/participating individuals of the RSM community on record present at any meeting shall constitute a quorum, subject to the special provisions stated elsewhere in these Bylaws, for the transaction of business at such meeting.

Section 3.05 Adjourned meetings and Notice of Thereof

Any RSM General Meeting, or special, may be adjourned from time-to-time by the vote of a majority of the persons present.

Section 3.06 Voting Powers

At any regular meeting, participation in the business affairs of the Ministry shall be restricted to those regularly attending, participating, and/or contributing individuals of the RSM community.

Each regularly attending, participating, and/or contributing individual of the RSM community qualified to vote shall be entitled to cast only one vote on each issue calling for a vote of the attendees.

ARTICLE 4 Government

Section 4.01. ADMINISTRATION

Subject to limitations of the Articles of Incorporation, these Bylaws, and all applicable laws as to action to be authorized or approved, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Ministry shall be the responsibility of and vested in the RSM Ministerial Team and the Leadership Council, elected from the attending, participating, and/or contributing individuals.

Section 4.02. RSM Ministerial Team

- A. Qualifications. Members of RSM Ministerial Team shall be ordained ministers according to the faith/tradition that they represent.
- B. Duties. The RSM Ministerial Team shall be responsible for the scheduling, conduct, and content of sacred services, classes and all other activities of the Ministry that further the purpose and mission of the Ministry. As the administrative Leadership Council Member, the RSM Ministerial Team shall be:
 - (1) Responsible for the administration of the Ministry, including direct supervision of staff.
 - (2) The RSM Ministerial Team shall have one voting member of the Leadership Council on all matters except their own employment, or that of successors.
 - (3) RSM Ministerial Team Members are members or members in absentia of all committees.
- C. Selection. The synergy of the RSM Ministerial Team is critical to the functioning of the ministry. Therefore, the candidating process for additions to, or replacement of, members of the RSM Ministerial Team is as follows.

The RSM Ministerial Team will recommend a candidate or candidates, and present their qualifications to the Leadership Council.

After the candidate or candidates have submitted themselves for examination before the Leadership Council, the Leadership Council shall vote to approve or select the recommended candidate or candidates.

- D. Agreement. The Leadership Council shall be authorized to negotiate a written agreement with the RSM Ministerial Team. The Council can solicit direction from the attending, participating, and/or contributing individuals of the RSM Community

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with respect to any renewals. At all times, it shall be the prerogative of the Leadership Council to retain or dismiss the RSM Ministerial Team.

E. Vacancy. The RSM **Ministerial Team** may be vacated by any of the following actions:

- (1) Resignation, or;
- (2) Removal due to failure to fulfill the duties of the position. Such removal must be substantiated by a 2/3 vote in the affirmative to remove on the part of the Council, and ratified by a 2/3 vote of the attending, participating, and/or contributing individuals at a regular or special meeting called for that purpose.

SECTION 4.03. LEADERSHIP COUNCIL -- MEMBERS

- A. Structure. A member of the RSM Ministerial Team shall be a member of the Leadership Council. The authorized number of Leadership Council Members, including the RSM Ministerial Team Member, shall be seven (7), plus a maximum of two (2) alternates. Other than the RSM Ministerial Team Member, all Leadership Council Members shall be elected at the General Meeting.
- B. Term. Each elected Leadership Council Member shall hold office for two years. Their tenure shall be such that the term of two elected Council members shall expire annually, and their offices shall be filled at the annual general membership meeting. No elected Council member shall serve more than two consecutive terms without an interval of at least one year before reelection to office.
- C. Qualifications. Only those persons meeting the following requirements shall be qualified for election to the Leadership Council:
 - (1) The candidate must be an active; regularly attending and/or contributing member of the RSM Community.
 - (2) The candidate must be willing to accept the responsibilities of membership on the Leadership Council and perform the duties required thereby.
 - (3) The candidate must have no close relatives or live-in relationships on the Leadership Council serving a contemporaneous term, or with an employee of this Ministry.
 - (4) Except for the RSM Ministerial Team Members, no Leadership Council Member may receive compensation for serving as a Leadership Council Member, or be an employee of the Ministry.

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D. Nominating Committee. The nominating committee shall be formed at least three months prior to the General meeting, and shall initiate a search for at least two qualified candidates for the Leadership Council. The committee shall consist of a member of the RSM Ministerial Team and three attending, participating, and/or contributing individuals of the RSM Community selected in the following manner:

(1) At the General meeting, there shall be elected, one of its attending, participating, and/or contributing individuals of the RSM Community, and an alternate, to serve on the Nominating Committee for the next year's election.

(2) The Leadership Council shall elect one of its members.

(3) Together with the member of the RSM Ministerial Team, the above two committee members shall select a third committee member from an active; regularly attending and/or contributing member of the RSM Community. In the event that those persons elected are unavailable to serve, the Council shall select a person, other than a current Council member, from the active attending, participating, and/or contributing individuals to fill the vacancy. The three members shall select from themselves the Chair of the Nominating Committee.

E. Nominating Procedure. As the presiding officer of the annual General membership meeting, the President of the Council shall:

(1) Read Section 4.03C. just prior to the call for nominations.

(2) Call upon the chairperson of the Nominating Committee to present the committee's nominations.

(3) Call for additional nominations from the floor. All nominees, no matter how nominated, must qualify in accordance with Section IV.03C.

F. Election. Votes shall be cast by ballot only if more than two nominations have been made. The two nominees receiving the largest number of votes shall be elected to the Leadership Council. The candidate(s) (up to a maximum of two) receiving the next largest total number of votes in the election shall be elected as "Alternate Council Member", to vote in any Council meeting from which an elected Council member is absent.

Section 4.04. Leadership Council -- Organizational Meeting

The first regular meeting of the Leadership Council each year shall be held on the date of and immediately following the annual General meeting.

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At that meeting, the member of the RSM Ministerial Team serving on the Leadership Council shall preside while a new President is nominated and elected. The new President shall then assume office and proceed with the nomination and election of the other officers for the ensuing year.

Section 4.05. Leadership Council -- Vacancy And Replacement

- A. Vacancy. The office of a Leadership Council member may be vacated by any of the following actions:
- (1) The resignation of the member.
 - (2) The Leadership Council voting for the removal of a Council Member due to absences from three successive regular Leadership Council meetings, by an affirmative 2/3 vote to remove. Absences may be excused by the Leadership Council.
 - (3) The Leadership Council voting for the removal of a Council member because of a failure to fulfill the duties of the office, by an affirmative 2/3 vote to remove.
- B. Replacement. Should a vacancy occur on the Leadership Council, the Leadership Council shall proceed to fill the vacancy by ballot at its next regular meeting. In the case of an emergency, a special meeting may be called. Only those persons meeting the qualifications may be considered as replacements. No replacement shall have served a two-consecutive term during the year immediately prior to their election. A 2/3 vote of the Council shall be necessary to elect. The term of a newly elected Council member shall expire on the same date as the term of the Council member being succeeded.

Section 4.06. Leadership Council -- Meetings And Quorum

- A. Regular Leadership Council Meetings. The regular business meetings of the Leadership Council shall be held each month at a time and place specified by the Leadership Council.
- B. Special Meetings. Special meetings of the Leadership Council shall be called by the president under any of the following conditions:
- (1) By request of the RSM Ministerial Team.
 - (2) By request of two or more Council members.

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- (3) At any time that the president deems it necessary.
- C. Quorum. Four Leadership Council members shall constitute a quorum for the transaction of business.
- D. The RSM Ministerial Team Attendance. The RSM Ministerial Team has the right to attend all Council meetings. The RSM Ministerial Team must be notified of all special meetings, and every effort shall be made to accommodate the schedule of RSM Ministerial Team Member on the Leadership Council. Unless the RSM Ministerial Team Member is present at a special meeting, then no business may be conducted. The RSM Ministerial Team has the right to waive his/her right to attend a special meeting; in which eventually only that business for which the special meeting was call may be considered.
- E. Voting. Each Leadership Council member shall be entitled to cast one vote on each issue calling for a vote. All votes must be cast in person and not by agent, proxy or absentee ballot.
- F. Open and Closed Meetings. Except as provided for below, all regular meetings of the Leadership Council shall be open. Notification of the time and place of the meetings shall be announced in the Sunday service at least seven (7) days prior to the meeting.

The Ministerial Team Representative, or the Leadership Council by resolution, may declare all or part of a meeting closed due to the sensitive nature of the business to be considered.

In order to ensure adequate facilities, anyone anticipating attendance at a Council meeting shall notify the Ministry office by no later than the close of regular business at the Principal Office on the day of the meeting.

Section 4.07. Leadership Council -- Corporate Officers

Officers of the Leadership Council shall consist of a President, Vice-President, Secretary and Treasurer. A person may only hold one office at a time, and the President nor the Treasurer shall not serve in the same capacity for more than two (2) consecutive, one (1) year terms, without one (1) full year between terms; or serve in a capacity that might potentially lead to them serving where one (1) full year has not expired between terms.

A. President. The President shall:

- (1) Preside at all Council meetings.

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- (2) Preside at all membership meetings.
- (3) Appoint committees, except the Nominating Committee.
- (4) Be a member of all committees, except the Nominating Committee.
- (5) Execute papers and documents, upon proper authorization, as may be necessary.
- (6) Together with the RSM Ministerial Team, be responsible for the planning of Council orientation, retreats and workshops.

B. Vice-President. The Vice-President shall:

- (1) Perform all the duties of the President in the absence of the President.
- (2) Succeed to the Presidency in the event the office of the President becomes vacant. In such a case, a new Vice-President shall be elected from among the remaining Leadership Council members to fill the remainder of the term.

C. Secretary. The Secretary shall:

- (1) Keep, or cause to be kept, an accurate record of the synopsis of all Council and General Meetings.
- (2) Hold in custody and be responsible for all reports, contracts, or other legal papers, synopsis records and the corporate seal, which items shall be kept in the principal office at all times, or in such other depository as prescribed by the Leadership Council.
- (3) Make proper notifications with respect to annual and Council meetings, as prescribed herein.
- (4) Attend to all official business required by the Council.

D. Treasurer. The Treasurer shall:

- (1) Be custodian of the funds of the Ministry. He/she shall pay out or cause to be paid out, funds authorized by the Leadership Council or the membership.

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- (2) Keep, or cause to be kept, a record of all financial transactions, and submit a monthly financial report at each regular Leadership Council meeting.
- (3) Submit a financial report, covering the last complete fiscal year, at the General Meeting.
- (4) Count, or cause to be counted by the appointment of qualified persons, all funds received, and be responsible for their deposit.
- (5) Place, or cause to be placed, the funds of the Ministry into the bank or other depository approved by the Council.

ARTICLE 5 Committees

Section 5.01. Formation

Committees for any specific purpose, with the exception of the Nominating Committee shall be appointed by the President; ratification by the Leadership Council is required.

**ARTICLE 6
Miscellaneous**

Section 6.01. Inspection Of Corporate Records

The books of account and the synopsis of the proceedings of the General Meeting and of the Leadership Council shall be open for inspection by any one at any reasonable time.

Section 6.02. Checks, Drafts Or Other Orders For Payment

- A. Leadership Council Approval. All expenditures exceeding ONE THOUSAND DOLLARS (\$1,000) must be approved by the Leadership Council.
- B. Required Signatures. All expenditures shall be co-signed by at least two authorized signators, except for expenditures of FIVE HUNDRED DOLLARS (\$500) or less; in which eventuality, only one authorized signature shall be required.
- C. Execution of Contracts. Unless specifically authorized by the Leadership Council, no officer, agent or employee shall have any power or authority to make any agreement or create any obligation which shall bind the Ministry; or to pledge the credit of the Ministry; or to render it liable for any purpose or in any amount.
- D. Real Property. Any acquisition or sale of real property shall require the approval of the Leadership Council at a regular meeting or special meeting called for that purpose.
- E. Representation of Shares of Other Corporations. The President, acting together with the Treasurer, are authorized to vote, represent and generally to exercise on behalf of the Ministry, all rights incident to any and all shares of any other corporation or corporations standing in the name of the Ministry. Such authority may be exercised either by such officers in person or by any other person authorized to do so by proxy or power of attorney, duly executed by said officers.
- F. Inspection of Bylaws. The Corporate Secretary shall keep, or cause to be kept in the Principal Office (or designated location), the original of these Bylaws, as amended or otherwise altered to date, certified by the Corporate Secretary and the President, and bearing the corporate seal, which shall be open to inspection by anyone at all reasonable times.

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- G. Liability. Neither the Leadership Council, officers, nor the members of the Ministry shall be personally liable for the debts, liabilities or obligations of the Ministry.
- H. Dissolution. All property and funds remaining after the payment of the debts of the corporation shall be delivered to a religious, non-profit organization(s), as defined under the IRS code 501(3)c. in accordance with the laws of the State of California and/or USA

ARTICLE 7 Parliamentary Authority

Section 7.01. Robert's Rules of Order

The latest edition of **Robert's Rules of Order** shall govern the Ministry in all cases to which they are applicable and not inconsistent with these Bylaws and any special rules of order the Ministry may adopt.

ARTICLE IX Amendments

Section 9.01. Procedure

Amendments to these Bylaws shall only be made by the Leadership Council of this corporation at a legally constituted meeting. Written notice setting forth the proposed text of the amended language together with the entire text of the standing language must be mailed to all Leadership Council Members at least ten days prior to the required membership meeting. An affirmative vote of 2/3 of the Membership of Record shall be necessary to pass any amendment.