

[NAME OF CENTER]
BYLAWS

Article I
Name and Purposes

Section 1. General. The name and purposes of the Spiritist Center shall be as set forth in the Articles of Incorporation.

Section 2. Study and Practice of the Spiritist Doctrine. Consistent with the purposes described in the Articles of Incorporation, the basic objectives of the Spiritist Center shall be the study and practice of the Spiritist Doctrine, as codified by Allan Kardec, as well as the practice of benevolent activities in the spiritual, moral and material fields.

Article II
Offices

The principal office of the Spiritist Center shall be at **[ADDRESS]**. The Spiritist Center may also have offices at such other places within the State of **[NAME]** as the Board of Directors may from time to time determine or as the activities of the Spiritist Center may require.

Article III
The Members, their Rights and Duties

Section 1. Qualifications. Each Member of the Spiritist Center shall be above the age of 18, an adherent to the Spiritist Doctrine, shall be willing to accept the obligations set forth in these Bylaws and in any Internal Regulations promulgated by the Board of Directors. Individuals will qualify for Membership without distinction as to gender, race or nationality. No limit is imposed on the number of individuals who may be admitted to Membership in the Spiritist Center.

Section 2. Classes of Membership. The Membership shall be classified into two categories:

(a) **Effective Members.** Members who voluntarily commit their financial support on an annual basis. The minimum annual contribution that defines this category will be established by the Board of Directors, and updated accordingly. Effective Members are entitled to vote and occupy elected positions.

(b) **Enrolled Members.** Members who do not voluntarily commit their financial support to the Spiritist Center. They shall enjoy the right to participate in

meetings, events, and activities, but shall not have a right to vote or occupy elected positions.

Section 3. Duties. The following shall be the duties of the Members in general:

- (a) to study the Spiritist Doctrine seriously and to seek to guide their behavior by its moral rules;
- (b) to provide their support to the Spiritist Center, aiming to fulfill its objectives; and
- (c) to faithfully fulfill and help to fulfill the provisions of these Bylaws and of any Internal Regulations that have been approved by the Board of Directors.

Section 4. Rights. The following shall be the rights of the Effective Members:

- (a) to vote for, and be elected to, the elective posts;
- (b) to deliberate and vote at the General Assemblies on the matters coming up for discussion.

Section 5. Admission to Membership. A registration form shall be filled out for the Spiritist Center's files.

Section 6. Termination. Any Effective Member who fails to fulfill his/her voluntarily committed annual financial support shall be deemed to have relinquished his/her rights as an Effective Member of the Spiritist Center. Procedures on payment s in arrears shall be determined by Board Resolutions.

Section 7. Change in Category. An Effective Member shall be entitled, for appropriate reasons of his/her own choosing, to request that he/she be transferred to the category of Enrolled Member and vice-versa. Likewise, upon the cessation of the reasons for the transfer, he/she may request that he/she revert back to the previous category.

Article IV **The General Assembly**

Section 1. Responsibilities. The following shall be the General Assembly's responsibilities:

- (a) to deliberate on any changes to the Bylaws;
- (b) to elect the Board of Directors; and
- (c) to deliberate on all matters of interest to the Spiritist Center not previously assigned to other Committees, as defined in Article IX of these Bylaws.

Section 2. Meetings. The General Assembly shall meet:

(1) **ordinarily**, once a year, in the month of March at a place to be chosen by the General Assembly one year prior to meeting or at such other place or places as the Board of Directors may from time to time designate by resolution, to discuss matters of interest of the Spiritist Center, and every four years to elect a new Board of Directors; or

(2) **extraordinarily**, as required. An Extraordinary General Assembly may be convened by the President, by the Board of Directors, by unanimous decision of the Auditing Committee, or by two-thirds of the Members with a right to vote, in order to address a specific matter. An Extraordinary General Assembly shall be convened through a notification published in the press, placed on the Spiritist Center's website, or by email, clearly listing the specific matter to be discussed, and the date, place and time of the meeting. Individual notice to each Member shall not be required and attendance at an Extraordinary Assembly by any Member shall constitute a waiver of any objections as to notice. An Extraordinary Assembly shall only deliberate on the matter for which it was convened.

(3) **Official Language.** The official language of the General Assembly, as well as its written and oral communications, shall be English.

(4) **Format for Meetings.** The General Assembly and Board of Directors meetings shall be conducted according to *Robert's Rules of Order*.¹

(5) **Agenda and Minutes.** Notice of the time and place of General Assemblies and regular meetings shall be made within a reasonable time prior to the meetings. New items can be added to the Agendas and acted upon at the time of the meetings. Minutes of the meetings shall be taken by the Secretary or designated person and approved by the Board of Directors.

(6) **Quorum.** Effective Members holding one-third of the total votes that may be cast at any General Assembly shall constitute a quorum at such Assembly for the transaction of business. A Member present at a General Assembly shall be counted in determining whether a quorum is present regardless of whether that Member, as a Member of the Board of Directors or of the Auditing Committee, may not be entitled to vote on one or more matters coming before the Assembly. Attendance at a General Assembly may either be in person or by video or conference call permitting all Members to hear, speak, and be heard by all others.

¹ Available in paperback or online at www.rulesonline.com

Section 3. Approval of Accounts; Rendering of Judgment.

(1) **Ordinarily.** The Board's Annual Financial Report shall be submitted to Auditing Committee no later than two months after the closing of calendar year. At the time of the annual General Assembly, the Annual Financial Report together with the Auditing Committee's findings shall be made available to Members in a hard copy format.

(2) **Extraordinarily.** A detailed itemized examination of the Board's Annual Financial Report shall occur in the following instances:

- (a) the Auditing Committee sees the necessity to bring the Annual Financial Report to the attention of the Members in General Assembly;
or
- (b) two-thirds of the Members request the Rendering of Accounts to be examined in General Assembly.

Special Provision. For Examination of Annual Financial Report in an Extraordinary General Assembly, prior to any deliberations by the Assembly over the approval of the accounts of the Board or of any other act of the Board, a Member who is neither a Member of the Board nor a Member of the Auditing Committee shall be selected by the Members in attendance as Chairman of the Assembly and shall, immediately upon his or her election, assume that position and preside over the Assembly. The Chairman shall appoint another Member in attendance to act as Secretary for the proceedings.

Article V
The Board of Directors

Section 1. Responsibilities. The responsibilities of the Board of Directors shall be:

- (a) to formulate the Spiritist Center's policies;
- (b) to exercise its general oversight;
- (c) to deliberate on issues of interest to its administration;
- (d) to conduct fiduciary accountability; and
- (e) to execute all operational activities arising from the General Assembly's decisions.

Section 2. Composition. The Board of Directors shall be composed of the President, Vice President, Treasurer, Secretary, **Mediumistic Director;** **Communications Director;** [THE LAST TWO HIGHLIGHTED POSTS CAN BE ELIMINATED OR CHANGED, OR OTHER POSTS CAN BE CREATED, AS DEEMED NECESSARY BY THE SPIRITIST CENTER]

Section 3. Election and Terms of Office. The Members of the Board of Directors shall be elected at a General Assembly for a term of office of four years and may be reelected for additional four-year terms.

Section 4. Quorum and Voting. A majority of the Members of the Board of Directors must be present at a Board meeting to constitute a quorum. The act of the majority of the directors present at a Board meeting at which a quorum is present is the act of the Board.

Section 5. Meetings, Structure, Notice, and Attendance.

(1) **Regular Meetings.** Regular meetings shall be held without notice, other than by these Bylaws, at the time of the Ordinary General Assembly. The Board of Directors may provide, by resolution, the time and place of additional regular meetings or conference calls without notice other than the resolution.

(2) **Special Meetings.** Special meetings of the Board of Directors may be called at the request of the President or on written petition of three Board Members.

(3) **Structure of Meetings.** All meetings shall be conducted according to *Robert's Rules of Order*.

(4) **Notice of Meetings.** Notice of Special Meetings shall be through a notification published in the press, or placed on the Spiritist Center's website, or by e-mail. Proof of notification to each Member shall not be required although the Secretary shall record how notice was attempted. Attendance of a Member at a meeting constitutes a waiver of any objections the Member may have as to notice, except when the Member states, at the beginning of the meeting that he or she is attending only to express his or her objections to the transaction of business.

(5) **Attendance.** Attendance at the meeting may either be in person or by telephone or video conference call permitting all Members to hear, speak and be heard by all others. Any Member of the Board of Directors who is unable to attend a meeting shall indicate in writing the reason for his or her absence and if accepted by the Board, the absence shall be excused. If a Member has three consecutive unexcused absences, his or her resignation shall be deemed to have been tendered and accepted.

Section 6. Resignation of Board of Directors Members. Any Board Member may resign at any time by tendering a resignation in writing to the President of the Board of Directors.

Section 7. Appointment of Board Members to Fill a Vacancy. The Board of Directors shall nominate individual(s) to fill a vacancy to be ratified by a majority of votes of the Board in a Special Meeting or conference call where a quorum of the Board is present. Candidate's qualifications shall adhere to Article VII, Sections 2 and 3 of these Bylaws. If President's post becomes vacant, Vice President shall

become Acting President until the post is filled. If both the President's and Vice President's posts become vacant simultaneously, Treasurer will act as President until the posts are filled. Board shall be diligent in seeking to fill the vacant posts within the following six months. If three or more Members of the Board resign at the same time, new elections shall be called in an Extraordinary General Assembly.

Section 8. Removal of Board Members. Any Board Member may be removed with cause after his or her clarifications of the alleged facts in violation of any U.S. federal, state or local laws, these Bylaws or the doctrinal and ethical foundation of the Spiritist Doctrine, remain unacceptable. A reasonable amount of time agreed by both parties will be set giving the Member in question the opportunity to present his or her account of the facts. Removal will be effectuated by unanimous vote of the Board of Directors. If no unanimous decision is reached, matter will be taken to the General Assembly.

Section 9. Notice of Meetings. Notice of special meetings of the Board of Directors shall be through a written notification or announcement placed on the bulletin board at the main office of the Spiritist Center. Individual notice to each director will not be required although the Secretary will attempt to individually reach each director by telephone. Attendance of a director at a meeting constitutes a waiver of any objections the director may have as to notice, except when the director states, at the beginning of the meeting that he or she is attending only to express his or her objection to the transaction of business.

Section 10. Attendance. Attendance at a meeting of the Board of Directors may either be in person, video or telephone conference permitting all directors to hear, speak and be heard by all others.

Article VI **Officers**

Section 1. General. The Members of the Board shall be the officers of the Spiritist Center and have the individual responsibilities associated with their offices. No individual Board Member will create or designate policy or take any other major action, excluding day-to-day administrative procedures, without it being discussed and voted upon in a Board meeting or conference call where a quorum is present.

Section 2. The President. The president shall have the following responsibilities:

- (a) to have final responsibility for the Spiritist Center;
- (b) to fulfill, and see the fulfillment of, these Bylaws;

- (c) to convene the General Assembly, with a minimum of 15 days of advance notification, and preside over it, except in the case of rendering of accounts and passing judgment upon the acts of the Board of Directors;
- (d) to prepare a Board of Directors Annual Report stating the Spiritist Center's past, present, and future activities for presentation at the annual General Assembly;
- (e) to chair the meetings of the Board of Directors;
- (f) to represent the Spiritist Center actively and passively, in all business and legal matters, pursuant to the powers set forth in these Bylaws, and to be its sole spokesperson, personally or through his/her authorized representative, before the public in all matters concerning the Spiritist Center; and
- (g) to sign authorized checks alone or together with Treasurer.

Section 3. The Vice President. The Vice President shall have the following responsibilities:

- (a) to substitute for the President in his or her absence;
- (b) to safeguard, preserve, and administer the material assets² of the Spiritist Center;
- (c) to guide and direct fundraising campaigns; and
- (d) to oversee human resources.

Section 4. The Treasurer. The Treasurer shall have the following responsibilities:

- (a) provide guidance on treasury work, financial planning, revenue and expenditures control, bookkeeping and accounting documents, as well as to be responsible for the Spiritist Center's bank accounts;
- (b) any filings/income tax filings requested by the U.S. Internal Revenue Service;
- (c) produce a Spiritist Center's Annual Financial Report each fiscal year to be presented to Auditing Committee for its examination and approval;
- (d) to sign, alone or together with the President, all documents relating to the Spiritist Center's finances and execute checks drawn on the Spiritist Center's bank account; and
- (e) to submit the Annual Financial Report to the Auditing Committee for its examination, and subsequently informing the Membership of the results

Section 5. The Secretary. The Secretary shall have the following responsibilities:

- (a) provide support with the administrative work of the Board;

² "Material assets" refers to tangible property including but not limited to maintenance of physical headquarters, fixtures, furnishings, office equipment (e.g., faxes, computers, printers, projectors, etc., and their maintenance), library items such as books, DVDs, etc.

- (b) prepare the minutes of meetings of the Board of Directors and General Assembly;
- (c) organize documents related to registration and general control of Members, correspondence, press releases, files, and similar matters; and
- (d) maintain the Spiritist Center's Corporate Book updated with all pertinent documents.

[SECTION 6 AND 7 BELOW CAN BE ADAPTED TO THE NEEDS OF THE SPIRITIST CENTER; THEY CAN BE ELIMINATED; OTHERS POSTS CAN BE CREATED IN THEIR PLACE WITH THEIR OWN SET OF RESPONSIBILITES]

Section 6. The Mediumistic Director. The Mediumistic Director shall have the following responsibilities:

- (a) to implement programs and provide guidance for mediumistic meetings, mediumistic studies, and spiritual healing practices in general;
- (b) oversee the analysis of mediumistic messages and the appropriateness of their dissemination;
- (c) structure and oversee visits to sick people in hospitals and homebound; and
- (d) structure and oversee the application of passes at public meetings and mediumistic meetings.

Section 7. The Communications Director. The Communications Director shall have the following responsibilities:

- (a) implement and maintain the Spiritist Center's website with the oversight of the Board; and
- (b) implement and maintain a newsletter with the oversight of the Board.

Article VII **The Elections**

Section 1. Timing. The elections to the Board of Directors and to the Auditing Committee shall take place in the month of March every four years.

Section 2. Nomination. Only Effective Members shall be permitted to apply for nomination to any elective posts and must submit their candidacy in a slate containing the names for all of the six posts of the Board of Directors. Deadline for presentation of slates shall be four weeks before the date of the General Assembly in which elections shall take place. Slates shall be submitted to the incumbent Board of Directors to verify compliance of Sections 2 and 3 of Article VII.

Section 3. Qualifications of Candidates. Effective Members may present themselves as candidates, provided that they fulfill the following requirements cumulatively:

- (a) be at least 18 years of age and be in compliance with local, state, and federal laws;
- (b) have already been Members for more than one year and be up to date in their obligations to the Spiritist Center;
- (c) have been taking part regularly in the activities of the Spiritist Center for a period of at least one year; and
- (d) have a working knowledge of English.

Section 4. Manner of Voting. The voting shall be:

- (a) secret, if there is more than one slate of candidates; or
- (b) by acclamation, if there is only one slate of candidates.

Section 5. Additional Procedural Regulations. The Board may adopt Internal Regulations to govern the electoral process.

Article VIII **The Auditing Committee**

Section 1. Composition and Election. The Auditing Committee shall be composed of three Members and two alternates. The Members and alternates of the Auditing Committee shall be elected together with the Members of the Board of Directors, with a term of office of four years, and they may be reelected.

Section 2. Meetings. The Auditing Committee shall meet whenever necessary, and shall be convened by its Chairman, by the President of the Spiritist Center, or by the Board of Directors.

Section 3. Responsibilities. The Auditing Committee shall have the following responsibilities:

- (a) to elect its Chairman;
- (b) to monitor the acts of the Board of Directors;
- (c) to examine the monthly balance sheets of revenue and expenditures, as well as the rendering of accounts of the Board of Directors, recommending or not recommending their approval by the General Assembly;
- (d) to convene the General Assembly, by unanimous decision, to examine a matter in its area of competence; and
- (e) to suggest measures to the Board of Directors that safeguard the interests of the Spiritist Center.

Article IX
Committees

The Board of Directors may appoint such committees, including an executive committee, consisting of two or more directors and, if desired, persons who are not directors, as the Board may deem desirable to assist and advise it in the conduct of the affairs of the Spiritist Center. Such committees may be continuing or temporary, shall act under the supervision of the Board of Directors, and shall have such powers and duties as the Board may from time to time determine. Meetings of such committees may be called and held in whatever manner the persons on the committee, or the directors, may determine. Persons appointed to committees may be removed at any time by the Board of Directors, and any committee may be terminated at any time by the Board.

Article X
General Provisions

Section 1. Compensation of Directors and Officers. The exercise of the posts of the Spiritist Center shall be absolutely free of any remuneration of any kind.

Section 2. Limitation of Liability. The Members of the Spiritist Center, including the Members of the Board of Directors, shall not be held jointly and severally liable for the obligations that have been entered into expressly or intentionally in the name of the Spiritist Center.

Section 3. Assets. The fixed or movable assets of the Spiritist Center shall not be pledged or mortgaged and shall be inalienable, without the specific authorization of the General Assembly. The Board of Directors may authorize the alienation of movable goods of relatively small value, if they are unserviceable or useless.

Section 4. Dissolution. In the event of the termination of the Spiritist Center, which shall occur in the absence of Members, or through unanimous decision of the Members, or else by legal decree, the assets of the Spiritist Center shall be transferred to an entity with similar objectives to those set forth in Article I, Section 2 of these Bylaws. In no event, however, shall the assets be transferred differently than as provided by Article [_____] **INSERT ARTICLE NUMBER THAT DESCRIBES DISTRIBUTIONS OF ASSETS IN THE EVENT OF THE DISSOLUTION OF SPIRITIST CENTER**] of the Spiritist Center's Articles of Incorporation or to an entity that has failed to fulfill the charitable objectives of the **[NAME OF SPIRITIST CENTER]**.

Article XI
Fiscal Year

The Spiritist Center's Fiscal Year shall run from January 1 to December 31.

Article XII
Amendments

Amendments to these Bylaws may be made at any Ordinary General Assembly or at an Extraordinary General Assembly convened for the purpose of adopting such amendments. The affirmative vote of a majority of the Members present at the General Assembly shall be sufficient for the proposed amendment to be adopted.

Article XIII
Adoption

These Bylaws were adopted by act of the General Assembly of [DATE].