

Souls of Light Bylaws

Amended & Ratified 03/08/2019

ARTICLE I – PURPOSES AND OBJECTIVES

The name of this corporation shall be the Souls of Light Sanctuary (hereafter referred to as SOLS), a nonprofit public benefit corporation incorporated under the laws of the State of California. The purposes for which this corporation is formed are:

A. SOLS Mission Statement: ***“To serve as a Beacon of Light to illuminate our individual spiritual journeys within a safe and supportive environment.”***

B. More particularly, SOLS objectives shall be:

- To develop a community of and for open-minded individuals.
- To create a forum for the exchange of spiritual ideas.
- To promote community wellbeing and positive actions.
- To share knowledge of universal principles.
- To teach metaphysical philosophies.

C. The general purposes and powers are:

- To buy, lease, rent, or otherwise acquire, hold, or use, own, enjoy, sell, exchange, lease as lessor, mortgage, deed of trust, pledge, encumber, transfer on trust, or otherwise dispose of any and all claims of property, whether real, personal or mixed and to receive property by devise or bequest.
- To borrow money and to contract debts, issue bonds, notes and other evidences of indebtedness, and to secure them by any or all the property of this corporation or to issue them unsecured.
- To enter into, make, perform, and carry out contracts of every kind for any lawful purpose and without limit on amount with any person, firm or corporation.
- To have and to exercise all the powers conferred by the California General Nonprofit Corporation Law on nonprofit corporations, as that law is now in effect or may at any time hereafter be amended. Notwithstanding any of the above statements of purpose and powers, this corporation shall not engage in activities that in themselves are not in the furtherance of the purposes set forth in **Sections A & B of this Article**, and nothing contained in the foregoing "Statement of Purposes" shall be construed to authorize this corporation to carry on any activities for the profit of its members, or to distribute any gains, profits, or dividends to any of its members as such, per **Article XI**.

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ARTICLE II - MEMBERSHIP

- A. Any person who subscribes to and supports the purpose and policies of SOLS shall be eligible for membership.
- B. The membership of SOLS shall be composed of the following categories: Honorary, Student, Senior, Individual, Partner, Contributor, Donor, Patron and Benefactor.
- C. All memberships, except "Honorary" per **Article III Subsection F**, shall be for a term of one (1) year. Each membership shall be entitled to one (1) vote, which may be exercised at the Annual Meeting for the election of Directors, and at such other meetings as require a vote of the general membership.
- D. The annual dues payable to SOLS by members shall be in such amount as may be determined from time to time by resolution of the Board of Directors (hereafter referred to as Board).
- E. The Board shall review and determine fees, dues and assessments from time to time. Annually thirty (30) days prior to January 1st each year, the membership shall be notified that dues are due on January 1st and delinquent on January 31st.
- F. **TERMINATION OF MEMBERSHIP:**

- 1. Grounds for Termination - The membership of a member shall terminate upon the occurrence of any of the following:
 - i. Upon his/her notice delivered to the President or Secretary personally or by mail, effective immediately upon receipt of delivery.
 - ii. Upon a determination by the Board that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of SOLS.
 - iii. Failure to renew membership by March 1st.
- 2. Following the determination that a member should be expelled under subsection 1.ii. of this section, the following procedure shall be implemented:
 - i. A notice shall be sent by US mail to last address of the member as shown on SOLS records, setting forth the expulsion and the

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reasons therefore. Such notice shall be sent at least fifteen (15) days before the effective date of the proposed expulsion.

- ii. The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The Board in accordance with the quorum will hold the hearing and voting rules set forth in these Bylaws applicable to the meetings of the Board. The notice to the member of his/her proposed expulsion shall state the date, time and place of the hearing.
- iii. Following the hearing, the Board shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.

ARTICLE III - OFFICERS AND DIRECTORS

- A. SOLS shall be governed by a Board of Directors, composed of no more than thirteen (13) and no less than five (5) members in good standing at the time of their election. Any member of the corporation who is at least eighteen (18) years of age may be elected as a Director or as an Officer, or both.
- B. Directors shall be elected in the annual meeting of the members. A Director when elected shall serve for a term of three (3) years. At each annual meeting, all the Directors in such group whose term is expiring shall be deemed to be retired from the Board. However, upon recommendation of the Nominating Committee, any retiring Director may be elected to another three-year term. As determined from time to time by the Nominating Committee, Directors shall be elected for staggered terms to provide for approximately one third of the Board to be elected each year. If the number of Directors to be elected becomes disproportionate, prior to the annual meeting the Nominating Committee may designate one or more Board seats to be elected for a lesser term to equalize the three groups to the extent practicable.
- C. Directors shall serve without compensation for their services. Expenses of Directors shall be reimbursed from time to time in amounts determined by the Board. Notwithstanding any other provision of these Bylaws, not more than Forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means any person

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currently being compensated by the Board for services rendered to the corporation within the previous twelve (12) months.

- D.** Officers of SOLS shall be a President, Vice-President, Secretary and Treasurer. All of whom shall be members of and elected by, the Board at its next scheduled meeting immediately following the Annual Membership Meeting for a term of one year. Each officer shall: hold a specific office for no more than three consecutive terms but may be reelected after a year off; until he/she resigns; is removed; or until his/her successor is elected; whichever occurs first.
- E.** A quorum shall consist of one-half plus one of the current elected directors. Matters related to personnel or litigation will require a quorum of 2/3 of the current elected directors.
- F.** Vacancies on the Board, occurring for any reason except expiration of term, shall be filled by a vote of the remaining Directors for the unexpired portion of the term being filled. If a Director fails to attend three (3) consecutive Board meetings without an acceptable excuse, his/her office as a Director shall be deemed vacant. An "acceptable excuse" shall be illness, illness in the family, vacation or business.
- G. HONORARY DIRECTOR:**

 - 1. In addition to the Directors who are elected and serve on the Board, the Board from time to time by majority vote may appoint one or more persons to serve as Honorary Directors. An Honorary Director shall be a person distinguished for outstanding service and support of SOLS as determined by the Board.
 - 2. An Honorary Director shall serve for life as an ex officio member of the Board; shall receive all notices of meetings, agendas and minutes of meetings of the Board; may attend such regular and special meetings of the Board as the Honorary Director may elect to attend; and may provide advice and counsel at such meetings but shall not have a vote or be included in the calculation of a quorum of the Board. An Honorary Director shall not be an Officer of SOLS nor required to serve on any committee of the SOLS, but may be designated as a member of a committee on the same basis as any other member of SOLS who is not a Director.

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H. REMOVAL AND RESIGNATION OF DIRECTORS OR OFFICERS:

1. Any Officer/Director may be removed, either with or without cause, by two thirds vote of the Board, at any time, but only if the item has been placed on a prior written agenda of a duly called meeting of the Board.
2. Any Officer/Director may resign at any time by giving written notice to the Board, President or Secretary of SOLS. Any such resignation shall take immediate effect at the date of the receipt of such notice or at any later date specified therein.

ARTICLE IV - DUTIES OF OFFICERS AND DIRECTORS

A. PRESIDENT:

The President shall: preside at all meetings of SOLS and the Board; appoint all committees provided for under **Article VIII**; serve as chair of the Governance Committee and an ex-officio member of all other committees (except the Nominating Committee); have such usual powers of supervision and management as may pertain to the office of the President; and perform such other duties as may be designated by the Board. Upon leaving office, he or she shall serve for one year in an advisory capacity to the Board, if so requested.

B. VICE PRESIDENT:

The Vice President shall preside at all meetings in the absence of the President. In the event the President is unwilling or unable to perform his or her duties, the Vice President will assume those duties and responsibilities until a new President is elected. The Vice President shall serve as the chair of a standing Committee and perform such other duties as the President and Board may designate.

C. SECRETARY:

The Secretary shall: keep the minutes of all meetings of SOLS and the Board; give notice of all meetings; notify committees of their appointments; keep a current roster of the Board; issue updated lists as changes occur; receive copies of minutes of committee meetings; and copies of committee reports. The Secretary shall also be the custodian of all such minutes and records, keep them in good order, make them part of the permanent SOLS file; and perform such other duties as the President and Board may designate.

D. TREASURER:

The Treasurer shall have custody of the dues of members, other income, and all subscriptions and donations of monies and shall make regular deposits of said

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funds in one or more financial institutions approved by the Board. An account shall be kept of same, and reports will be made to the Board or whenever SOLS shall so require. The Treasurer shall also give an annual financial report of SOLS to the Board and shall make available to the membership upon written request, shall provide notification of all member dues received on a monthly basis to the Membership Chair along with any and all membership information received, and shall pay out monies of SOLS only upon presentation of bills for which the expenditure has been budgeted or otherwise authorized by the Board. The Treasurer shall file all reports or returns required by the Internal Revenue Service, the California Franchise Tax Board, the California Attorney General, and any other governmental agency with jurisdiction which requests financial information from the corporation. The Treasurer shall serve as the chair of the Finance Committee and shall perform such other duties as the President and Board may designate.

E. DIRECTORS:

The Board is both a governing and a working board. Each Director shall be required to serve on at least one committee and attend all Board meetings unless excused as per **Article III Section F**. Each Director shall also be expected to participate in or support the other activities of SOLS.

F. SOLS DIRECTOR:

A SOLS Director shall be selected by the Board and shall serve at their pleasure. The SOLS Director shall: have the responsibility of the cataloging, safekeeping, and displaying of all SOLS materials; attend Board meetings as an ex-officio member; act as a volunteer coordinator and consultant to the Finance Committee.

ARTICLE V - ANNUAL FISCAL STATEMENT

- A.** The Board shall cause an annual fiscal statement to be prepared not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all Directors of the corporation and to any member who requests it in writing. The report shall contain the following information in appropriate detail of the fiscal year: all assets and liabilities of the corporation at years end; the principal changes in assets and liabilities; all revenue of the corporation, both unrestricted and restricted; and all expenses or disbursements of the corporation, both general and restricted.
- B.** The annual fiscal statement shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an

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authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

- C.** The corporation shall annually notify the members of the availability of the financial report. The annual fiscal statement shall be provided to each Director and to any member who requests it in writing. If approved by the Board, the annual report may be distributed to members by electronic transmission in lieu of paper copies.
- D.** This corporation shall mail or deliver by electronic transmission to all directors and provide to all members a statement within one hundred and twenty days after the close of its fiscal year which briefly describes the interested parties, amount and circumstances of (1) any transaction in which the corporation was a party in which an officer or director had a material financial interest, directly or indirectly, and that involved more than \$25,000 or was one of several such transactions with an aggregate amount of \$25,000 or more; or (2) any indemnification or advances aggregating more than \$5,000 paid during the fiscal year to any officer or director of the corporation, unless indemnification has already been provided by the members under Corporations Code § 5238(e)(2).

ARTICLE VI – MEETINGS

A. MEMBERSHIP MEETINGS:

- 1.** Board meetings of SOLS shall be held at least quarterly, with the Annual Membership Meeting held during the fourth quarter of each year, as set by the Board.
- 2.** The Secretary shall inform all members of SOLS meetings by written notice electronically or otherwise at least twenty (20) days stating the place, date and time prior to any meeting.
- 3.** Members in attendance at any and all meetings shall constitute a quorum, provided notice of meeting was properly given to all members.
- 4.** Special meetings of the members for any lawful purpose shall be called at any time by the President, by a majority of the Board, or by five percent (5%) or more of the members. All Directors must be notified in advance of any such meeting.

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5. The following proposed actions:
 - i. removal of directors without cause
 - ii. amendment of the Articles of Incorporation
 - iii. an election to dissolve the corporation

shall be invalid unless unanimously approved by those entitled to vote.

B. BOARD MEETINGS:

1. The Board shall hold prescheduled meetings as needed, upon call of the President, the Secretary, or any three (3) Directors upon notice as provided by **Subsection 3**. There shall be at least one (1) Board meeting each quarter.
2. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another.
3. Regular and special meetings of the Board must be noticed by electronic communication (email or facsimile) or by telephone at least 48 hours prior to the meeting. The notice of any meeting shall specify the place, date and hour of the meeting, but the purpose of the meeting need not be specified in the notice.

C. ANNUAL MEMBERSHIP MEETING \ ELECTION:

1. The members shall meet annually, on a designated date within the fourth quarter determined by the Board, for the purpose of electing\installing directors and transacting other appropriate business.
2. The Board's proposed slate of candidates for Directors shall be sent to all members thirty (30) days prior to the date of the Annual Meeting. Its report shall be made as a motion at said Annual Meeting.
3. Nominations may be made from the floor by any voting member, providing the consent of the nominee shall have been secured and is present. Absentee or proxy voting shall not be permitted.

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4. Election of Directors shall be conducted as follows:

- i. If no nominations from the floor are made, then the proposed slate of candidates may be elected by motion.
- ii. If there are more candidates than open Board positions, then preprinted ballots with spaces available for write-ins shall be used. All Nominees shall have ten minutes each to campaign prior to the ballots being cast. Once cast, the ballots shall be counted by the Secretary and two non-Director volunteers with the results immediately announced by the President. In case of a tie, a runoff shall be conducted.

ARTICLE VII - NOMINATING COMMITTEE

- A.** A Nominating Committee shall be designated annually at the April or May meeting of the Board to evaluate Directors whose terms are expiring; recruit and instruct new Directors and prepare a slate of candidates for each Board position to be filled for the upcoming year. Nominations for the Board shall be submitted to the Secretary no later than forty-five (45) days prior to the annual meeting of the Members. The election shall occur at the annual meeting as provided in **Article VI Section G.4** of these Bylaws.
- B.** The President with the approval of the Board shall appoint two (2) Directors not up for election to the Nominating Committee, one of whom shall be designated as chairperson. At the same time, one (1) person from the general membership who is not a Director and in good standing shall be appointed by the President. Neither the President nor the Secretary of the Board shall serve as either official or ex-officio members of this committee.
- C. The Nominating Committee shall:** evaluate the performance of each Director whose term is expiring and determine who should be re nominated or released from Board service; personally contact members whose service is being terminated; study the composition of the Board, having in mind optimum breadth of talent, skills, and capacity needed to achieve SOLS objectives; prepare a slate of candidates for the Board who can make an identifiable contribution to the success of SOLS; assure that the candidates are personally interviewed by appropriate volunteers and staff representatives prior to their nomination and confirm willingness to serve if elected; submit the proposed slate of candidates to

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the Board for submission to the Members at the Annual Meeting; and orient new Directors of their responsibilities.

ARTICLE VIII – COMMITTEES

All active committees shall operate with Board approval and oversight, are required to meet at least quarterly, (unless otherwise stated in these Bylaws or SOLS Policies & Procedures Manual), have a Director on the committee, elect a Chair annually from its membership (current SOLS members), and report to the Board. The Chair shall maintain and file with the Secretary the agenda and minutes of each meeting and all committees and their members must adhere to SOLS guidelines as put forth by these Bylaws, Articles of Incorporation, Mission Statement and Policies and Procedures Manual. Committees are responsible for the design and procurement of any printed materials needed by the committee. The appointment, composition and duties of the Standing Committees shall be as follows:

A. GOVERNANCE COMMITTEE:

The Governance Committee shall: manage and maintain all formal and governmental documentation (i.e. Articles of Incorporation, Bylaws, Secretary of State Filings, etc.); oversee all organizational planning (i.e. Strategic Plan, Policies & Procedures, etc.); oversee human resources; be chaired by the President and made up of officers and committee chairs. The Chair shall submit written committee reports to all board meetings.

B. EVENTS COMMITTEE:

The Events Committee shall: create and maintain the SOLS Calendar; schedule, organize, and determine fees for all events (i.e. Spirit Messages, Savhi Gatherings, and lectures, etc.); solicit guest speakers; aid in promotion of events. The Chair shall submit written committee reports to all board meetings.

C. FINANCE COMMITTEE:

The Finance Committee shall: meet at least once a year; create overall Financial Plan; develop fiscal procedures; set budget for the fiscal (calendar) year; be chaired by the Treasurer and made up of all committee chairs. The Chair shall: submit monthly reports to the Board showing income and expenditures; submit an annual report to membership at its annual meeting; and insure expenditures fall within Board approved annual budget, (any additional expenditures must have prior Board approval before being incurred).

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D. FINANCE REVIEW COMMITTEE:

The Finance Review Committee shall: The Finance Review Committee shall review annual budget twice a year preferably in January and July and review the closing profit and loss statement in December. The Chair shall be a Director not on the Finance Committee.

E. FUNDRAISING COMMITTEE:

The Fundraising Committee shall: organize, monitor and oversee all fundraising activities and events (i.e. crowd sourcing, merchandise sales, auctions, events booth, etc.); and solicit donations (i.e. memorial funds, monies, items, etc.). The Chair shall submit written committee reports to all board meetings.

F. MARKETING COMMITTEE:

The Marketing Committee shall: develop, produce and maintain communication with the membership and the public (i.e. social media, websites, blogs, print media, flyers, etc.); maintain, perpetuate, and promote the uniform image and brand of SOLS (i.e. education, logo, community service, event attendance, etc.); promote and increase social media and web page traffic. The Chair shall submit written committee reports to all board meetings.

G. MEMBERSHIP COMMITTEE:

The Membership Committee shall: create and maintain membership forms; actively register new members; actively promote membership interest and involvement; oversee membership communication. The Chair shall: maintain SOLS membership list of all active and past members on a monthly basis; provide copies of said list to Directors and staff upon request; annually, with the Treasurer, secure membership renewals; submit written committee reports to all board meetings.

H. SITE COMMITTEE:

The Site Committee shall: (in conjunction with Governance Committee) pursue a permanent site for SOLS; oversee and manage building fund budget (i.e. for purchase, building, maintenance, and restoration of said site); oversee contractors, design professionals and others involved in the for mentioned property acquisition, restoration, reconstruction, or conservation of all structures and grounds of said site; and make recommendations for planning, uses and security of said site (i.e. as facilities for meetings, events, classes and other workshops, etc.). The Chair shall submit written committee reports to all board meetings.

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I. ALL OTHER COMMITTEES:

The President, with the approval of the Board, may appoint other active and special committees as necessary.

ARTICLE IX – AFFILIATIONS

SOLS may be enrolled as an annual institutional member of other organizations that further its purposes and objectives per Article I. As such it shall, whenever feasible, send a delegate to represent it at the annual meetings of such organizations. SOLS shall also, whenever feasible, send a delegate to attend meetings of non-SOLS committees or events that may benefit or enhance SOLS. Following the meeting(s) the delegate(s) shall make a report to SOLS at the next scheduled Board meeting.

ARTICLE X - BYLAW AMENDMENTS

- A.** These Bylaws may, from time to time, be amended by the Board provided the proposed amendment shall first have been submitted to the Secretary in writing and then mailed to all Directors at least thirty (30) days before the amendment is voted. A two-thirds (2/3) vote of all Directors present and voting shall be necessary before such proposed amendment is adopted.
- B.** Notwithstanding any other provision of these Bylaws, if any amendment of the Articles of Incorporation or of the Bylaws of this Center would result in the termination of all memberships, any category of memberships, change fixed or variable status of Board, or fixed number of Directors, then such amendment or amendments shall be effected only by a majority vote of the membership in accordance with § 5342 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE XI - NO INTEREST IN ASSETS

No Director or Member shall possess any property right in or to the property of SOLS. In the event SOLS owns or holds any property upon its dissolution, after paying and adequately providing for its debts and obligations, the Directors shall dispose of the remaining property in accordance with the Articles of Incorporation.

ARTICLE XII - NON-LIABILITY OF DIRECTORS

Except as provided by the California Nonprofit Public Benefit Law, Directors shall not be personally liable for the debts, liabilities, or other obligations of SOLS.

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ARTICLE XIII - INSURANCE FOR SOCIETY AGENTS

The Board may purchase and maintain insurance on behalf of any agent of SOLS (including a Director, officer, or other agent of SOLS) against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not SOLS would have the power to indemnify the agent against such liability.

ARTICLE XIV - INDEMNIFICATION BY ASSOCIATION OF

To the extent permitted by law, SOLS shall indemnify and defend its Directors, officers, employees and volunteers (including persons formerly occupying any such positions) against all civil expenses, judgments, fines, litigation, and settlements actually and reasonably incurred by or improperly asserted against them in their capacity or arising from their status as Directors, officers, employees or volunteers of SOLS. SOLS indemnification obligation as specified in this Article will be completely satisfied by the purchase and maintenance of insurance as provided in **Article XIII** and, in this event, SOLS will have no further, additional or other indemnification obligation.

ARTICLE XV - OFFICES

A. PRINCIPAL OFFICE:

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

B. 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 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 _____

_____ Dated _____

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C. OTHER OFFICES:

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board may, from time to time, designate.

ARTICLE XVI - PARLIAMENTARY PROCEDURE

Unless otherwise indicated in these Bylaws, meetings of the Center shall be governed by ROBERT'S RULES of ORDER.