

# Stone Circle Council LLC, Founding documents:

## **Mission Statement:**

The mission of Stone Circle Council, LLC is to build a safe and supportive religious community, to support and nurture the people that comprise it rather than only the places where they gather. We intend to fulfill this mission by holding regular religious ceremonies, spiritual festivals, and fellowship opportunities, by empowering our members to organize and offer their own ceremonial events, and by providing a welcoming environment in which individuals can join us in worship and community. We will focus our intention through the ceremonial raising of stones in any place they are welcomed, needed, and honored.

## **Code of Conduct**

Stone Circle Council is dedicated to a harassment-free experience for everyone. Participation in Stone Circle Council LLC's leadership, membership, or events is subject to the observance of Stone Circle Council LLC's rules and procedures, including the community's Code of Conduct. Violation of this Code may result in consequences up to and including removal from membership in Stone Circle Council LLC and/or removal from events with no refund.

**The activities outlined below are strictly prohibited.**

- Abusive language towards a member, volunteer, or another participant.
- Possession or use of illegal drugs during any Stone Circle Council LLC activities.
- Bringing to Stone Circle Council LLC activities dangerous or unauthorized materials such as explosives, firearms, weapons or other similar items. (A weapon shall be defined by how the item is used and the intent behind it.)
- Verbal, physical, or visual harassment of another participant, member, or volunteer.
- Actual or threatened violence toward any individual or group.
- Conduct endangering the life, safety, health, or well-being of others.
- Failure to follow any venue policy or procedure.
- Bullying or taking unfair advantage of any participant, member, or volunteer.
- Hate speech directed toward any group of people.

**By signing this document, you agree to the following:**

I will follow the Code of Conduct of Stone Circle Council LLC.

I will respect the boundaries of other members/participants.

I will conduct myself in accordance with the above guidelines.

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Signature

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Printed legal name

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Date

## **ByLaws:**

# **ByLaws for Stone Circle Council, LLC**

## **ARTICLE I — NAME AND PURPOSE**

**Section 1** — Name: The name of the organization shall be Stone Circle Council, LCC (SCC). It shall be a non-profit organization incorporated under the laws of the Commonwealth of Pennsylvania.

**Section 2** — The organization is organized exclusively for charitable, religious, educational, or scientific purposes under Section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code.

Specifically the purpose of this corporation is:

To organize religious and educational events

To hold regular religious ceremonies

To support regional religious events through volunteering and providing educational and religious content.

## **ARTICLE II — MEMBERSHIP**

**Section 1** — Eligibility for membership: Voting membership is made up of Council Members, defined as Members who have paid a subscription and are in good standing. Membership is granted upon receipt of dues or receipt of an automatic withdrawal payment plan.

**Section 2** — Council Membership can be revoked by a 2/3rds majority vote of the Officers Council. Memberships can be revoked regardless of payment status and membership fees are not refundable.

**Section 3** — Annual dues: The amount required for annual dues shall be \$50 each year, or \$5 per month unless changed by a majority vote of the Council Members at a Bi-annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues.

**Section 4** — Annual Dues changes: Any increase in price for dues will be ratified by a simple majority of members at the Fall bi-annual meeting. New price effective January 1st.

## **ARTICLE III — MEETINGS OF MEMBERS**

**Section 1** — Bi-annual meetings: Regular meetings of the members shall be held twice a year once in the Spring Season and one in the Fall.

**Section 2 — Quorum:** The Council members present at a Bi-annual meeting, either physically or digitally, shall constitute a quorum.

**Section 3 — Voting:** All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

#### ARTICLE IV — OFFICERS

**Section 1 — Officers role, size and compensation:** The Officers are responsible for overall policy and direction of the association, and delegates responsibility to committees as needed. The Officers shall consist of two Executive Officers, Financial Officer, Communication Officer, and Projects Officer, and may include up to two Officer Advisor seats. The Officers receive no compensation other than reimbursement for reasonable expenses. All Officers will abide by the Stone Circle Council Code of Conduct.

**Section 2 — Terms:** All Officers shall serve one- or two-year terms as defined below but are eligible for re-election.

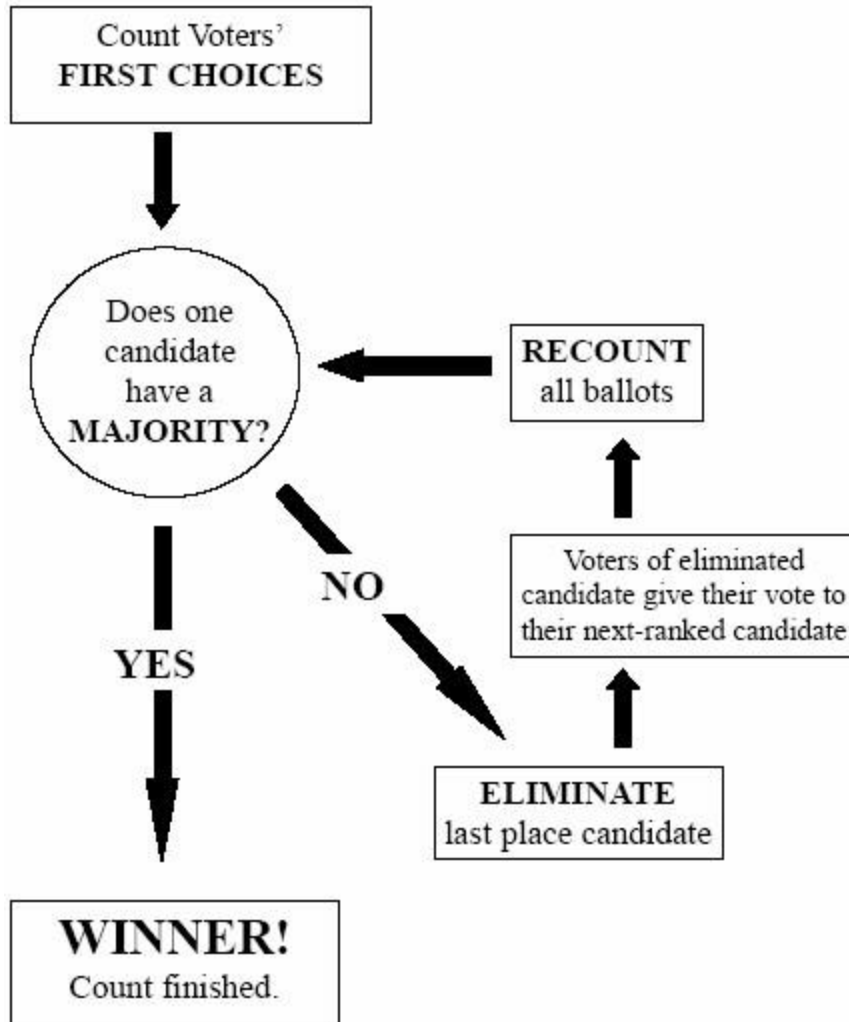
- a. Executive Officers are elected to two-year terms and will be elected in alternate years at the Spring Membership Meeting.
- b. The Financial Officer will be elected to a two-year term at the Fall Meeting
- c. The Communication Officer will be elected to a one-year term at the Spring Meeting.
- d. The Projects Officer will be elected to a one-year term at the Fall Meeting.
- e. The Advising Officers will be elected to one-year terms with one being elected in the Spring and one in the Fall.

**Section 3 —** During 2019, our first-year elections will be conducted as follows:

- a. During our Spring meeting the membership will elect one Executive Officer to a two-year term, one Executive officer to a one-year term, one acting Financial Officer, one Communications officer, one acting Projects officer and one Advisor (if applicable).
- b. At the Fall meeting the membership will elect a second Advisor (if applicable). The membership will also confirm or elect a different party as Financial Officer, and Projects Officer.

**Section 4 — Meetings and notice:** The Officers shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each Officer be given notice at least two weeks in advance.

**Section 5 — Executive elections:** Each candidate for an Officer position shall be elected or re-elected by the voting representatives of Council members at the Spring and Fall membership meetings. Officers will be elected by instant run-off voting as defined in the image below. Only Council Members in good standing are eligible to vote, though they may vote in person, on-line or via absentee ballot.



**Section 6** — Election procedures: Any Council Member can nominate a candidate to the slate of nominees for each seat. Candidates may nominate themselves. Nominations will be completed before the election. Candidates must be members in good standing at the time of the nomination.

**Section 7** — Quorum: A quorum must be attended by at least sixty percent of officers for business transactions to take place and motions to pass.

**Section 8** — Officers and Duties: The Officers shall be two Executive Officers, Financial Officer, Communication Officer, Projects Officer, and may include up to two Advising Officers. Their duties are as follows:

- a. The Executive Officers shall convene regularly scheduled board meetings, shall Preside at each meeting. They are responsible for filing all legal forms, coordinating efforts between Officers, assisting the Projects Officer and overseeing all communications to the membership.

- b. The Financial Officer shall make a report at each Officers meeting. The Financial Officer shall assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Officers and the public. They are also responsible for ensuring proper accounting for all incoming and outgoing funds.
- c. The Communication Officer shall manage media messages and announcements to Council members and the public. Shall be responsible for keeping records of Officer actions, including overseeing the taking of minutes at all Officer meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Officer member, and assuring that LLC records are maintained. Any Council Member may request to view the minutes of the Officers' meetings by contacting the Communication Officer.
- d. The Projects Officer shall oversee all committees on projects as designated by the Officers. All SCC sponsored events shall be considered projects under the Projects Officer's purview.
- e. Advising Officers shall attend meetings of the Officers, take an active role in committees, and vote on all motions proposed.

**Section 9** — Resignation, termination, and absences: Resignation of an Officer must be in writing. Officers shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. An Officer may be removed for other reasons by a three-fourths vote of the remaining directors.

**Section 10** — Vacancies: Whenever any vacancy occurs in an Officer position it shall be filled without undue delay by a majority vote of the remaining Officers at a regular meeting. The filled vacancy will be confirmed by the membership to complete the original term at the next bi-annual meeting. In the event they are not confirmed a special election will take place. A communication to all members shall be sent when the vacancy occurs. The communication will allow for statements from all pertinent parties.

**Section 11** — Special meetings: Special meetings of the Officers shall be called upon the request of one-third of the Officers. Notices of special meetings shall be sent out by the Communications Officer to each Officer at least two weeks in advance.

## **ARTICLE V — COMMITTEES**

**Section 1** — Committee formation: The Officers may create committees as needed, such as fundraising, public relations, data collection, event organizing, etc. Committee chairs are appointed by majority vote of the Officers. A committee chair must be a member in good standing. All members of the committee must agree to the code of conduct and sign the conflict of interest disclosure.

## **ARTICLE VI — CONFLICT OF INTEREST AND COMPENSATION**

**Section 1 — Purpose:** The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization 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:**

- a. **Interested Person:** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person
- b. **Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - i. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
  - ii. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
  - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction arrangement
- c. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- d. A financial interest is not necessarily a conflict of interest. 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:**

- a. **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.
- b. **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.
- c. **Procedures for Addressing the Conflict of Interest**
  - i. 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.

- ii. 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.
  - iii. After exercising due diligence, the governing board or committee shall determine whether the Organization 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.
  - iv. 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 Organization'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.
- d. Violations of the Conflicts of Interest Policy
- i. 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.
  - ii. 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.

**Section 4 — Records of Proceedings:** The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**Section 5 — Compensation:**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization

for services is precluded from voting on matters pertaining to that member's compensation.

- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Section 6— Annual Statements:** Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Section 7— Periodic Reviews:** To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**Section 8— Use of Outside Experts:** When conducting the periodic reviews as provided for, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## ARTICLE VII — EXPENDITURES AND REIMBURSEMENTS

**Section 1 —** As part of our mission, SCC seeks to empower individuals to host ceremonies and events. Events and ceremonies in furtherance of SCC's Mission Statement hosted by members in good standing and offered to the general public qualify for host expense reimbursement. Members can expect to receive up to \$25 toward their expenses for any event. Any ceremony or event a host expects to require more than \$25 in reimbursement must coordinate with the Projects and Finance officers to develop a plan and budget. As with all SCC reimbursements, members must submit receipts to receive compensation.



**Section 2** — Officers and other Council Members as designated by the Officers may be reimbursed for reasonable expenses incurred during the normal course of business. Reimbursement will follow federal guidelines for mileage, per diem, etc.

#### **ARTICLE VIII — AMENDMENTS**

**Section 1** — Amendments: These bylaws may be amended when necessary by two-thirds majority of the Council Members at two consecutive bi-annual meetings. Proposed amendments must be submitted to the Communications Officer to be sent out with regular announcements.

#### **ARTICLE IX — DISSOLUTION**

**Section 1** — Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### **CERTIFICATION**

These bylaws were approved at a meeting of the Council Members by a two-thirds majority vote on \_\_\_\_\_.