

BYLAWS

for Stone Circle Council, LLC

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the organization shall be Stone Circle Council, LLC (SCC). It shall be a nonprofit organization incorporated under the laws of the Commonwealth of Pennsylvania.

Section 2 — Purpose: 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 organization 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 (“members”), defined as individuals who have paid an annual or monthly subscription, are in good standing with the organization, and abide by the SCC Code of Conduct. Membership is granted upon receipt of dues or receipt of an automatic withdrawal payment plan.

Section 2 — Revocation of membership: Council Membership can be revoked by a two-thirds majority of the Officers Council. Memberships can be revoked regardless of payment status and membership fees are not refundable.

Section 3 — Annual Dues: Any increase in price for dues will be ratified at a meeting of the membership. The new price will become effective the following January 1st.

ARTICLE III — MEMBERS' MEETINGS

Section 1 — Purpose and Schedule: The purpose of these meetings is for the Officers to present organizational updates, provide a forum for members to raise questions, and to address decisions requiring a membership vote.

Regular meetings of the members shall be held twice a year to coincide with designated SCC events in the spring and fall. Currently these meetings are held during Beltane and Stone Family Gathering events. Changes to this established schedule must be communicated to the membership at least 3 months in advance.

Section 2 — Quorum at members' meetings: The Council Members present at a members' meeting, either physically or via electronic means, shall constitute a quorum.

Section 3 — Voting at members' meetings: All issues to be voted on shall be decided by a simple majority of the Council Members present at the meeting in which the vote takes place. All voting activities listed in these bylaws shall be conducted in accordance with this Article and Article IV.

ARTICLE IV — OFFICERS COUNCIL

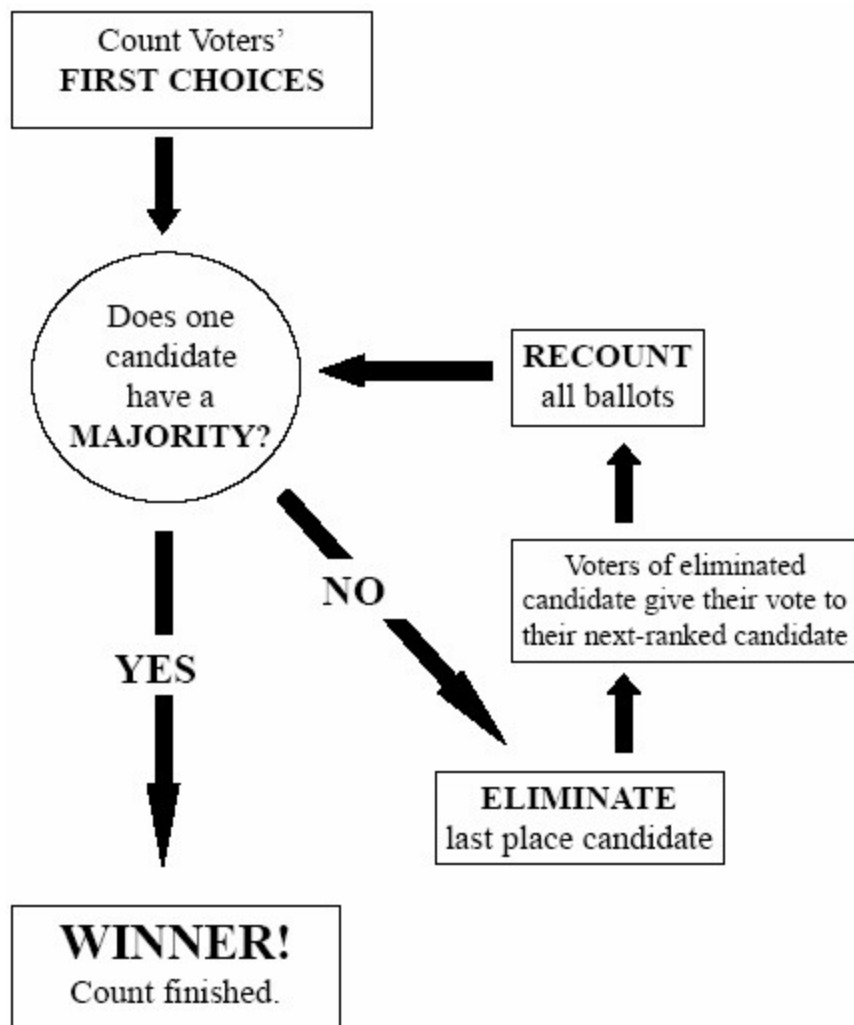
Section 1 — Officers Council role, size, and compensation: The Officers Council is responsible for overall policy and direction of the organization, and delegates responsibility to committees as needed. The Officers Council shall consist of an Executive Officer, Administrative Officer, Financial Officer, Technology Officer, Engagement Officer, Projects Officer, and Advising Officer. The Officers Council and its individual Officers shall receive no compensation other than reasonable expenses as defined in Article VII. All members of the Officers Council will abide by the SCC Code of Conduct.

Section 2 — Terms: All Officers shall serve two year terms as defined below, but are eligible for re-election. Officers are limited to three consecutive terms regardless of the Officer's roles. Officers must be members in good standing and remain in good standing for the duration of their term.

- A. Elections for the Executive Officer, Technology Officer, and Projects Officer shall be conducted to coincide with the fall members' meeting in odd calendar years.
- B. Elections for the Administrative Officer, Finance Officer, Engagement Officer, and Advising Officer shall be conducted to coincide with the fall members' meeting in even calendar years.

Section 3 — Meetings and notice: The Officers Council 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 4 — Officer elections: Candidates for an Officers Council position shall be elected by the Council Membership to coincide with the fall members’ meeting. Officers will be elected by an instant run-off voting as defined in the image below. Any elections to the Officers Council that cannot be determined after running all run-off ballots shall be determined as set forth in Article IV, Section 9 related to “Vacancies”.



Section 5 — 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 and remain in good standing for the duration of the process and term if elected.

Section 6 — Quorum: A quorum must be attended by at least sixty percent of the Officers Council for Council business to take place and motions to pass.

Section 7 — Officers and Duties: The Officers Council shall consist of an Executive Officer, Administrative Officer, Financial Officer, Technology Officer, Engagement Officer, Projects Officer, and Advising Officer. All officers shall attend meetings of the Officers Council, take an active role in committees, and vote on any and all motions proposed. In addition, their duties are as follows:

- The Executive Officer is the chairperson of the SCC governing board. They shall convene regularly scheduled board meetings and shall preside over each meeting. They are responsible for signing and filing all legal forms or ensuring another Officer has done so as their designee, providing oversight of conflict resolution between members, and overseeing and coordinating efforts between Officers.
- The Administrative Officer is the record keeper for the SCC. They shall be responsible for maintaining the operational calendar and keeping records of Officers Council actions, including overseeing the taking of minutes at all Officers Council meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Officer, and assuring that organizational records are maintained.
- The Financial Officer ensures proper accounting for all incoming and outgoing SCC funds. They shall present regular finance reports to the Officers Council and an annual report to the membership; provide oversight on purchases, event budgets and fundraising efforts; process collections and reimbursements; and file annual taxes.
- The Technology Officer maintains the operation of the organization's technology-related tools and services, both in-person and online. They shall provide technical support and oversight on SCC-owned platforms, ensure accessibility and information security best practices, manage technology purchases and licensing, and coordinate technology needs at SCC events.
- The Engagement Officer is responsible for all communications to members and outreach efforts. They shall develop communication plans for SCC events, manage media messages and announcements to Council members and the general public, oversee the outreach committee, and ensure posted SCC information is accurate on the website and social media.
- The Projects Officer oversees all committees on projects as designated by the Officers Council. They shall provide guidance and oversight to event planning teams, negotiate contracts with event venues and services, and develop event budgets. All SCC-sponsored events shall be considered projects under the Projects Officer's purview.

- The Advising Officer serves as the liaison between the members and the Officers Council. They shall be responsible for responding to member requests, soliciting feedback from members, conducting SCC research, and presenting findings to the Officers.

Section 8 — Resignation, termination, and absences: Resignation must be submitted in writing to the Officers Council. Officers may be removed from the board due to conviction of a felony subject to the discretion of the other Officers, being found to be of unsound mind by an order of the court, or “proper cause.” Examples of removal for proper cause include but are not limited to: any violation of the SCC Code of Conduct or Conflict of Interest statement, willful misconduct, recklessness, failing to maintain their status as a Council Member in good standing, or more than two unexcused absences from Officers Council meetings in a 12-month period. Proceedings to remove an Officer from the Officers Council for “proper cause” shall be held by the remaining members of the Officers Council and requires a three-fourths supermajority vote.

Section 9 — Vacancies: Whenever any vacancy occurs in the Officers Council due to resignation, removal, or restructuring of roles, it shall be filled without undue delay by a majority vote of the remaining members of the Officers Council at a regular meeting. The filled vacancy will be confirmed by vote at the next members’ meeting, to complete the original term. 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 10 — Special meetings: Special meetings of the Officers Council shall be called upon request of one-third of the Officers Council. Any notice of special meetings shall be sent out by the Administrative Officer to each Officers Council member at least two weeks in advance.

ARTICLE V — COMMITTEES

Section 1 — Committee formation: The Officers Council may create committees as needed, such as (but not limited to) fundraising, public relations, data collection, event organizing, etc. A liaison from the Officers Council will be assigned to all active committees to provide oversight and guidance to committee members and share relevant activities with the Officers Council.

Section 2 — Committee structure: A committee may structure itself internally however its members wish, whether formally or informally. In the event of irreconcilable conflict involving a committee, the Officers Council has the final responsibility and authority to resolve the conflict.

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 (“the 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 or 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. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists in accordance with the procedures in Section 3 of this Article.

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 fully disclosing the financial interest and all material facts, and after any discussion with the interested person, the person 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, the person 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 members 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, are 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 in section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board or its members of any responsibilities, including the responsibility to ensure periodic reviews are conducted and conducted properly.

ARTICLE VII — EXPENDITURES AND REIMBURSEMENTS

Section 1 — Expenditures: 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 may have associated expenses paid for by SCC. Members should, when possible, request that the Financial Officer or the Executive Officer make purchases directly with SCC funds. All purchases must have a corresponding receipt submitted to the Financial Officer.

Section 2 — Expense planning: 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 in order to be eligible for any such reimbursement. As with all SCC reimbursements, members must submit receipts to the Finance Officer in order to receive compensation.

Section 3 — Appropriate reimbursement: When applicable, members of the Officers Council and other Council Members as designated by the Officers Council may be reimbursed for reasonable and approved 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 Council Member votes to coincide with two consecutive members meetings. Proposed amendments must be submitted to the Officers Council to be sent out with regular announcements.

ARTICLE IX — DISSOLUTION

Section 1 — Dissolution: The Organization is only dissolvable with a three-fourths supermajority vote of the Officers Council during a public meeting. Following determination from the Officers Council to hold such a meeting, a public notification will be sent to the organization no less than 30 days prior to the meeting where the vote will take place. The meeting will have an open comment

period prior to the Officers Council members voting, which will also be conducted in public, with meeting minutes taken and disseminated to the Organization's entire membership.

Section 2 — Distribution of Assets: 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. Choice of receiving parties requires a three-fourths supermajority vote of the Officers Council during the public meeting where the dissolution vote takes place.

CERTIFICATION

These bylaws were approved by a vote of Council Members on April 30, 2023 and September 2, 2023.