

**BYLAWS**  
**SPIRITUAL AWARENESS COMMUNITY OF THE CASCADES**  
Revised and Approved February 25, 2007

**ARTICLE I**  
**Identification**

**Section 1.01 - Statement of Purpose**

The purpose of Spiritual Awareness Community of the Cascades (also known as S.A.C.), a corporation under the laws of the state of Oregon, is to provide a positive opportunity for spiritual expression and experience through the exploration and application of universal principles of Love and Truth as taught and demonstrated by Jesus Christ, Buddha, and other spiritual masters.

To accomplish this purpose, Spiritual Awareness Community of the Cascades shall conduct worship services and classes of instruction and shall demonstrate the principles of Love and Truth that are embodied in the statement "Love God with all your heart, mind, strength, and soul, and love your neighbor as yourself."

**Section 1.02 - Mission Statement**

The mission of the Spiritual Awareness Community of the Cascades is to provide a safe environment of unconditional love and acceptance, supporting all seekers on their path of personal and spiritual transformation.

**Section 1.03 - Regulation and Responsibility**

Spiritual Awareness Community of the Cascades is a corporation under the laws of the state of Oregon and is bound by state law to operate and conduct this Spiritual Community in compliance with the regulations and policies set forth in these Bylaws.

(a) **Leadership.** This Spiritual Community shall be led by the Board of Trustees who shall implement the purpose and mission of SAC.

(b) **Teaching.** The principles of Love and Truth and universal spirituality shall be taught through this Spiritual Community using texts, literature, and materials under the guidance of the Board of Trustees.

**ARTICLE II**  
**Principal Office**

**Section 2.01 - Principal Office**

The principal office of Spiritual Awareness Community of the Cascades shall be fixed by the Board of Trustees. Said office shall be in Deschutes County in the state of Oregon or at such other place within the state of Oregon, as the Board of Trustees shall designate. The corporation may also have offices at such other place or places as the Board of Trustees may from time to time designate.

**Section 2.02 - Official Records**

Records of membership, finances, donation, corporate minutes, etc. will be maintained at the principal office of S.A.C. Official documents are to be available to Board of Trustees members at all times, and, except for confidential issues, general members at request.

**ARTICLE III  
Membership**

**Section 3.01 - Qualifications**

A member of Spiritual Awareness Community of the Cascades shall endeavor to live in accord with the universal principles of Love and Truth as taught by Jesus Christ, Buddha, and other spiritual masters. The member shall further the work of this Spiritual Community through active interest, love, support and involvement.

**Section 3.02 - Election of Members**

Anyone desiring membership in the Spiritual Awareness Community of the Cascades shall file an Application for Membership with the Spiritual Community office. The applications shall be presented to the Board of Trustees at its next regular meeting. Upon a majority affirmative vote of the Trustees present and voting, the applicant shall become a member.

**Section 3.03 - Terms of Membership**

- (a) **Voting:** Only members may vote at membership meetings.
- (b) **Withdrawal from membership.** Any member can withdraw from membership at any time by providing written notice to the board of trustees through the Spiritual Community office (e-mail will be considered written notice).
- (c) **Active membership:** The Spiritual Awareness Community wishes to maintain a membership of more than ten active members. Therefore, before each annual meeting, the board will verify that there are more than ten active members. An active member is defined as any person who has submitted a membership form and been confirmed as a member by the board, and who meets at least one of the following criteria during the past year: has attended at least one SAC service or function. Has made a donation of material, currency, or service to the Spiritual Awareness Community. Has corresponded with the community office in a manner that expresses continued interest.
- (d) **Reinstatement of inactive member:** An inactive member may reapply to the board of trustees for membership at any time.

**Section 3.04 - Powers of the Members**

Members of Spiritual Awareness Community of the Cascades shall have the power to do the following:

- (a) Vote at any membership meeting called in accordance with Section 3.05.
- (b) Elect members to the Board of Trustees as specified in Section 4.03.
- (c) Ratify the Bylaws of this Spiritual Community or any amendments thereto as specified in Section 9.01.

- (d) Vote on any question of sale or pledge of real property owned and used for the operation of this Spiritual Community, which exceeds \$5,000 in value. A 75% affirmative vote of those voting (includes absentee ballots) is required to approve.
- (e) Call a special membership meeting when the affairs of this Spiritual Community warrant such action. Refer to Section 3.05 (b).
- (f) Vote to override any action of the Board of Trustees, providing that intention is communicated in writing to the membership at least ten days prior to a duly constituted membership meeting. Seventy-five percent of the members present and voting have the authority for determination. (Refer to Section 3.05 b, c & d).

\*\* The following amendment was approved by the members by a vote at a special meeting on June 21, 2015.

Section 3.04 (g) is added to the Bylaws of the Spiritual Awareness Community of the Cascades as follows: Section 3.04 (g) Regardless of any other provision in these bylaws, a vote to terminate the existing Commercial Lease between the Spiritual Awareness Community and the Old Stone Church LLC or release of the use restriction on the deed from Spiritual Awareness Community to Old Stone Church requires a 60% affirmative vote of those voting (including absentee ballots) to be approved.

- (g) Vote for the removal of any Board of Trustees member from his/her office in accordance with Section 4.04 (a) [Vacancy]. A 2/3 affirmative vote of those voting (including absentee ballots) is required.
- (h) Vote on any matters officially brought to the attention of the Membership.
- (i) Offer suggestions to the Board of Trustees as deemed advisable for the good of the Spiritual Community.
- (j) Any active member may request a hearing before the Board of Trustees at the next regularly scheduled meeting to address an issue or grievance.

### **Section 3.05 - Meetings and Quorums**

- (a) Annual Membership Meetings.** The Annual Membership Meeting shall be held at its official meeting place within the first eight weeks of the calendar year at the time of day designated by the Board of Trustees.
- (b) Special Membership Meetings.** A Special Membership Meeting may be called by:
  - (1) A majority of the Board of Trustees.
  - (2) The membership by submitting a written petition, having been signed by 10% of the active membership, to the Board of Trustees who shall call a meeting within 30 days on behalf of the requesting party. The purpose(s) for the special meeting shall be stated both in the written request and the written notice to the membership. Business conducted at the special meeting shall be limited to the pre-stated purpose(s).
- (c) Notification:** E-mail or Written notice stating the date, time, place and Agenda to be voted upon shall be mailed to all Active Members at least ten days before any membership meeting.
- (d) Quorum.** The Active Members in attendance shall constitute a quorum at any membership

meeting as long as they represent at least 10% of the number of Active Members on the Spiritual Community's current list.

- (e) **Participation** in the business affairs of any membership meeting shall be restricted to Active Members in attendance. Participation of other persons in discussion of business must be approved by a two-thirds majority vote of the active members in attendance.
- (f) **Voting.** Unless otherwise provided herein, the vote of a majority of the Active Members present and voting (including absentee ballots) shall be necessary for approval of any motion or action being voted upon. Active members unable to be present at a membership meeting may vote by absentee ballot upon application to the Spiritual Community office prior to the meeting date. Absentee ballots must be received prior to the meeting. Proxy votes are not allowed.
- (g) **Prayer.** In any membership meeting, any member may request that an item of business be suspended while the membership enters a time of prayer on the issue. Upon such request, the chair shall provide a period of prayer and silence.

## **ARTICLE IV Government**

### **Section 4.01 - Administration**

The government of Spiritual Awareness Community of the Cascades shall be vested in the Board of Trustees.

### **Section 4.02 - Board of Trustees**

- (a) **Structure.** The Board of Trustees shall consist of six trustees elected from the membership and up to two trustees appointed by the Board of Trustees as deemed necessary. Each elected Trustee shall hold office for three years, or until a successor is duly elected. The terms of two elected trustees shall expire annually at the conclusion of the Annual Membership Meeting. The newly elected trustees shall assume office at the conclusion of the Annual Membership Meeting. The term of an appointed trustee shall expire at the next Annual Membership Meeting. At that time, the appointed trustee may apply for election by the membership. No Board member shall be the relative of, or significant other of another Board member.
- (b) **Voting.** All members of the Board of Trustees shall have an equal vote on all matters before the Board, except for matters where a Board member, or relative of, or significant other of that Board member will receive financial gain.
- (c) **Prayer.** It is important that in addition to adhering to the normal procedures for the legal functioning set forth in these bylaws, that spiritual principles be utilized in the handling of decisions before the Board of Trustees. During the discussion of an item of business, any Board member may request time for prayer about an issue. Upon request, the chair shall provide a period of prayer and silence.
- (d) **Duties.** As representative of the Membership, the Board of Trustees shall:

- (1) Uphold the spiritual purpose of this Spiritual Community as stated in Section 1.01.
- (2) Uphold the highest interest of the membership in conducting the business of the Spiritual Community.
- (3) Be conversant with these bylaws and Board policies and procedures.
- (4) Be faithful in attendance at services, Board and membership meetings.
- (5) Make determination of the business needs of this Spiritual Community and authorize payment of monies for those purposes.
- (6) Administer the property of this Spiritual Community, both real and personal.
- (7) Make determinations on the sale, pledge, or proposed financing of real or personal property belonging to this Spiritual Community. All decisions in favor of the sale, pledge or proposed financing of real property exceeding \$5,000 in value must be presented to the membership at a properly constituted membership meeting to be voted on in accordance with Section 3.04.
- (8) Authorize the employment of all staff personnel of this Spiritual Community and set and approve their salaries.
- (9) Set dates for the fiscal year.
- (10) Each year cause to be prepared a complete financial statement with disclosures, which will set forth the fiscal conditions and operations of the Spiritual Community.
- (11) Secure a fidelity bond for persons handling church monies unless otherwise covered by liability insurance.
- (12) Approve applicants for membership in accordance with section 3.02.
- (13) Act to fill the unexpired term of any Board member in accordance with Section 4.04 (b).
- (14) Elect officers of the Board and their successors to fill any unexpired terms.
- (15) Ratify committees and the chairperson of each committee.
- (16) Consider other duties brought to their attention by the members or other Trustees.
- (17) Keep or cause to be kept an accurate record of membership.
- (18) Keep or cause to be kept accurate records of gifts to the Spiritual Community in compliance with the Internal Revenue Service regulations; and acknowledge in writing contributions in compliance with the Internal Revenue Service regulations.
- (19) Secure liability insurance for all Board of Trustee members.

#### **Section 4.03 - Board of Trustees, Election**

**(a) Qualifications.** Any person elected to the Board of Trustees must be an Active Member of Spiritual Awareness Community of the Cascades. He/she must be a person who:

- (1) Desires to serve on the Board.
- (2) Endeavors to live in accord with the universal principles of Love and Truth.
- (3) Furthers the work of this Spiritual Community through his/her active interest, love, and support.
- (4) Is a sincere and continuing student of spiritual principles consistent with the purpose of this Spiritual Community. See 1.01
- (5) Has demonstrated leadership capabilities.

**(b) Nominating Procedure.** At least 30 days before the Annual Meeting, the Board of Trustees shall make known the number of Board of Trustee positions to be voted upon at the Annual Membership Meeting and invite Active Members to present themselves to the Board for nomination. At or before the Annual Membership Meeting, nominees for the available Board

positions will be made known to all Active Members.

- (c) **Election.** Written ballots are required if there are any partial terms to be filled or there are more than two nominees. The two nominees receiving the largest number of votes shall be elected to the Board of Trustees to fill the longest termed available positions.

**Section 4.04- Board of Trustees: Vacancy & Replacement.**

- (a) **Vacancy.** The office of a Trustee can be vacated by any of the following means:

- (1) The resignation of the Trustee.
- (2) The Board of Trustees voting for the removal due to unapproved absences from three successive regular board meetings. Absences may be excused by the board upon written notification.
- (3) The Board of Trustees voting for removal because of failure to fulfill the duties of the office as specified in Section 4.02.
- (4) The Active Membership voting for removal because of failure to fulfill the duties of the office as specified in Section 4.02.

- (b) **Replacement.** Should a vacancy occur on the Board of Trustees, the Board shall proceed to select a replacement by ballot at its next regularly scheduled meeting. In case of emergency, a special meeting may be called. Only persons meeting the qualifications in Section 4.03 (a) may be considered as replacements. A majority vote of those present and voting shall be necessary to elect. The term of the new trustee shall expire at the next Annual Membership Meeting. At that time this position will be filled by election for the remainder of the term. A person appointed in this manner is not considered having served a complete term.

**Section 4.05- Board of Trustees; Meetings, Quorums**

- (a) **Regular Board of Trustees Meetings.** The regular business meeting shall be held at the headquarters of S.A.C., once a month or as deemed necessary on a day agreed by the Board.

- (b) **Special Board of Trustees Meetings.** Special meetings of the Board of Trustees shall be called by the President under any of the following conditions:

- (1) By request of two or more Trustees.
- (2) As the president deems necessary.

The request shall be filed in writing with the Secretary of the Board. Reasonable effort must be made to notify all Board members of any special meetings.

- (c) **Quorum.** A majority of the current Board shall constitute a quorum for transaction of business.

- (d) **Non-trustee Attendance and Participation.** All Board of Trustees meetings are open for observation to all members of the Spiritual Awareness Community except when personal or confidential issues are discussed, in which case the non-trustee may be asked to leave the meeting. The right for non-trustees to participate in discussion must be approved by a two-thirds affirmative vote of the Board.

- (e) A **Special Board Meeting** may be called by a majority vote of the current Board of Trustees. All proceedings of the Special Board Meeting shall be confidential and attendance is limited to Board members.

Paragraph (f) added by a vote of the Membership at the annual meeting on February 23, 2014.

- (f) Special Meetings of the Board that are called as provided in this Section 4.05 may be held in person, by telephone conference or by email provided that only items requiring urgent action shall be considered at such meetings.**

#### **Section 4.06 - Board of Trustees, Officers**

Officers of the Board shall consist of a President, Vice-president, Secretary, and Treasurer. All officers shall be selected in a manner decided by the Board, at the first Board meeting after the annual meeting, or at a special meeting called for the purpose of selecting officers. Officers shall hold their respective offices until the Board meeting following the next Annual Membership Meeting.

- (a) **President.** The president shall:

- (1) Preside at all Board meetings.
- (2) Preside at all Membership meetings.
- (3) See to the appointment of committees in accordance with Section 5.01.
- (4) Sign such papers and documents as may be necessary.
- (5) Be responsible for the planning of Board orientation, retreats, and workshops.

- (b) **Vice-president.** The vice-president shall:

- (1) Perform all the duties of the President in his/her absence.
- (2) Become President in case the office of President becomes vacant. In such a case a new Vice-president shall be elected from the remaining Board members to fill the remainder of the term.

- (c) **Secretary.** The secretary shall:

- (1) Keep or cause to be kept an accurate record of the minutes of all Board meetings and membership meetings.
- (2) Hold in custody and be responsible for all reports, contracts, other legal papers, minute books, and the corporate seal, which items shall be kept in the Spiritual Community office at all times, or in such depository as prescribed by the Board of Trustees.
- (3) Attend to all official business required by the Board of Trustees or delegate such business to another.

- (d) **Treasurer.** The treasurer shall:

- (1) Be the custodian of the funds of the Spiritual Community. He/she shall pay out, or cause to be paid out, funds authorized by the Board of Trustees for the proper operation of the Spiritual Community. See Section 4.02 (d).
- (2) Keep or cause to be kept a record of all financial transactions and assure the presentation of a monthly financial report at each regular Board meeting.
- (3) Assure the submittance of a financial report covering the last complete fiscal period at the

Annual Membership Meeting.

- (4) Count, or cause to be counted by appointment of qualified persons, all funds received, and be responsible for their deposit. When counting Spiritual Community funds there should be at least two persons present.
- (5) Place or cause to be placed the funds of this Spiritual Community in the bank or other depository approved by the Board of Trustees.

## **ARTICLE V Committees**

### **Section 5.01 - Formation**

The Board of Trustees may establish committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors or may be advisory committees.

### **Section 5.02 – Composition of Committees Exercising Board Functions**

Any committee that exercises any function of the Board of Trustees shall be composed of one or more Trustees, elected by the Board of Trustees by a majority vote of the Trustees.

### **Section 5.03 – Quorum and Action**

A quorum at a Committee meeting exercising Board functions shall be a majority of Committee members. If a quorum is present, action is taken by a majority vote of members present.

### **Section 5.04 – Limitations on the Powers of Committees**

No committee may authorize payment of a dividend or any part of the income or profit of SAC to its directors or officers; may approve dissolution or merger, or the sale, pledge or transfer of all or substantially all of SAC's assets; may elect, appoint, or remove trustees or fill vacancies on the Board or on any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Trustees.

## **ARTICLE VI Corporate Seal**

### **Section 6.01 - Description**

The Corporate Seal of this Spiritual Community shall include the name of the Spiritual Community in a circle, which encloses the name of the city, state, and date of incorporation.

## **ARTICLE VII Dissolution**

### **Section 7.01 - Assignment of Assets**

Should this corporation dissolve, all property and funds remaining after payment of the debts of the corporation shall be disposed of by a court of Competent Jurisdiction of the county in which the principal office of this corporation is then located, exclusively for such purpose or to such organization(s), as said court shall determine, which are organized and operated exclusively for purposes set out in Section 5.01 © (3) of the Internal Revenue Code. of 1954.

## **ARTICLE VIII**

## **Meeting Procedures**

### **Section 8.01 - Rules of Order**

The latest edition of Robert's Rules of Order shall be the authority of this Spiritual Community on parliamentary law and its usage, unless otherwise provided by these Bylaws.

## **ARTICLE IX**

### **Bylaws Amendments**

#### **Section 9.01 - Procedure**

Amendments to these Bylaws must be made by voting members of this corporation at a legally constituted membership meeting. Written notice setting forth the proposed amendments must be mailed to all active members at least ten days prior to the required membership meeting. An affirmative vote of two-thirds of all members present and voting (includes absentee ballots received prior to the meeting) shall be necessary to pass any amendment to these Bylaws. These Bylaws fully supersede all previous rules and/or Bylaws adopted previously by this Spiritual Community.