

ROOTED SPIRIT SANCTUARY MINISTRIES
A California Non-Profit Corporation

CHURCH BYLAWS AND CODE OF CONDUCT

ARTICLE I
NAME

1.01 Name

The name of this corporation shall be Rooted Spirit Sanctuary Ministries. The business of the corporation may be conducted as Rooted Spirit Sanctuary Ministries or Rooted Spirit Sanctuary.

ARTICLE II
EXEMPT PURPOSE, STATEMENT OF FAITH AND DOCTRINE, AND POWERS

2.01 Exempt Purpose

Rooted Spirit Sanctuary Ministries is a non-profit corporation and shall be operated exclusively for religious, educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

2.02 Statement of Faith and Code of Doctrine

We are a religious community rooted in the Unitarian Universalist tradition. We affirm that: 7 Principles

1. Truth is ever-unfolding, and no single tradition holds all answers.
2. We draw wisdom from many sources, including:
 - a. Direct experience of transcending mystery and wonder;
 - b. Words and deeds of prophetic people;
 - c. Wisdom from world religions, including Christianity, Judaism, Buddhism, Hinduism, Indigenous traditions, and Earth-centered spirituality;
 - d. Humanist teachings;
 - e. Science and reason
3. We affirm the inherent worth and dignity of every person, and uphold the interdependent web of all existence.
4. Our community gathers for shared worship, spiritual development, and ethical action in the world.

Although we do not have a single creed, our spiritual life includes:

1. Regular worship services that include prayer, meditation, music, readings, and reflection;
2. Ministers or lay leaders offering spiritual guidance;
3. Rites of passage (weddings, memorials, child dedications);
4. Religious education for children and adults;
5. Small groups for spiritual growth, reflection, and service;
6. Commitment to social justice, environmental stewardship, and compassion in action;
7. Celebrations of seasonal and interfaith holidays, such as Solstice, Easter, Passover, and Indigenous Remembrance Day

2.03 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.04 Nonprofit Status and Exempt Activities Limitation

(a) Nonprofit Legal Status. Rooted Spirit Sanctuary Ministries is a California non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

(c) Distribution Upon Dissolution. Upon termination or dissolution of the Rooted Spirit Sanctuary Ministries, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Rooted Spirit Sanctuary Ministries hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Rooted Spirit Sanctuary

Ministries, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of California.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Rooted Spirit Sanctuary Ministries, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of California to be added to the general fund.

ARTICLE III

CHURCH MEMBERSHIP

3.01 Eligibility

Any person who is in sympathy with the mission and values of this congregation, who is at least 18 years of age, and who seeks to participate in the religious life of the community may become a member.

Membership is not dependent on adherence to any particular creed or belief.

3.02 Reception

A person becomes a member by:

- 1) Attending an orientation or meeting with a minister or lay leader;
- 2) Signing the congregation's membership book and covenant of commitment; and
- 3) Making a recorded financial contribution of record, unless waived due to financial hardship

3.03 New Member Orientation

New church members will be expected to participate in the church's new member orientation program as developed and implemented by the church.

3.04 Rights of Members

Members are entitled to:

1. Vote in congregational meetings;
2. Participate fully in the life, programs, and decision-making of the congregation; and
3. Be eligible to serve on the Board and in leadership roles

Members are expected to:

1. Support the congregation with their time, talents, and financial resources to the extent they are able;
2. Attend worship services and community events regularly; and
3. Engage in ongoing spiritual growth and service.

3.05 Termination of Membership

Membership shall be terminated in the following ways:

1. the member's written request;
2. death;
3. inactivity for more than one year (as determined by the Board or minister); or
4. removal by a two-thirds vote of the Board for conduct that significantly harms the congregation, following a fair process.

ARTICLE IV **BOARD OF DIRECTORS**

4.01 Number of Directors

Rooted Spirit Sanctuary Ministries shall have a board of directors consisting of at least 3 and no more than 7 directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

4.02 Powers

All corporate powers shall be exercised by or under the authority of the board and the affairs of the Rooted Spirit Sanctuary Ministries shall be managed under the direction of the board, except as otherwise provided by law.

4.03 Terms

All directors shall be elected to serve a one-year term, however the term may be extended until a successor has been elected.

Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year.

Directors may serve terms in succession.

The term of office shall be considered to begin January 1 and end December 31 of the same year in office, unless the term is extended until such time as a successor has been elected.

4.04 Qualifications and Election of Directors

In order to be eligible to serve as a director on the Board of Directors, the individual must be 18 years of age and a member within membership classifications created by the Board of Directors. Directors may be elected at any Board meeting by the majority vote of the existing Board of Directors. The election of directors to replace those who have fulfilled their term of office shall take place in December of each year.

4.05 Vacancies

The Board of Directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled Board position, subject to the maximum number of directors under these Bylaws.

Vacancies in the Board of Directors due to resignation, death, or removal shall be filled by the Board for the balance of the term of the director being replaced.

4.06 Removal of Directors

A director may be removed by two-thirds ($\frac{2}{3}$) vote of the Board of Directors then in office, if:

- The director is absent and unexcused from two or more meetings of the Board of Directors in a twelve month period. The Board president is empowered to excuse directors from attendance for a reason deemed adequate by the Board president. The president shall not have the power to excuse themselves from the Board meeting attendance and in that case, the Board secretary shall excuse the president. Or:
- For cause or no cause, if before any meeting of the Board at which a vote on removal will be made the director in question is given electronic or written notification of the Board's intention to discuss their case and is given the opportunity to be heard at a meeting of the Board.

4.07 Board of Directors Meetings

(a) Regular Meetings. The Board of Directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the Board. Board meetings shall be held upon seven (7) days notice by electronic mail, or delivered personally or by telephone. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

(b) Special Meetings. Special meetings of the Board may be called by the president, secretary, treasurer, or any two (2) other directors of the Board of Directors. A special meeting must be preceded by at least 2 days' notice to each director of the date, time, and place, but not the purpose, of the meeting.

(c) Waiver of Notice. Any director may waive notice of any meeting, in accordance with California law.

4.08 Manner of Acting

(a) Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board. No business shall be considered by the Board at any meeting at which a quorum is not present.

(b) Majority Vote. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

(C) Hung Board Decisions. On the occasion that directors of the Board are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on their discretion.

(d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

4.09 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as directors. The Board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

4.10 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the Board Conflict of Interest policy and state law.

ARTICLE V **COMMITTEES**

5.01 Committees

The Board of Directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

1. Take any final action on matters which also requires board members' approval or

- approval of a majority of all members;
2. Fill vacancies on the Board of Directors of in any committee which has the authority of the Board;
 3. Amend or repeal Bylaws or adopt new Bylaws;
 4. Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
 5. Appoint any other committees of the Board of Directors or the members of these committees;
 6. Expend corporate funds to support a nominee for director; or
 7. Approve any transaction:
 - a. to which the corporation is a party and one or more directors have a material financial interest; or
 - b. between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

5.02 Meetings and Action of Committees

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

5.03 Informal Action By The Board of Directors

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes valid writing. The intent of this provision is to allow the Board of Directors to use email to approve actions, as long as a quorum of Board members gives consent.

ARTICLE VI

OFFICERS

6.01 Board Officers

The officers of the corporation shall be a Board president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the Board of Directors. Each Board officer shall

have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of an officer authorized by the Board to prescribe the duties and authority of other officers. The Board may also appoint a vice-president and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. One person may hold two or more Board offices, but no Board officer may act in more than one capacity where action of two or more officers is required.

6.02 Term of Office

Each officer shall serve a one-year term of office and may not serve more than three (3) consecutive terms of office. Unless unanimously elected by the Board at the end of their three (3) year terms or to fill a vacancy in an officer position, each Board officer's term of office shall begin upon the adjournment of the Board meeting at which elected and shall end upon the adjournment of the Board meeting during which a successor is elected.

6.03 Removal and Resignation

The Board of Directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

6.04 Board President

The Board president shall be the chief volunteer officer of the corporation. The Board president shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors.

6.05 Secretary

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Board president. The secretary may appoint, with approval of the Board, a director to assist in performance of all or part of the duties of the secretary.

6.06 Treasurer

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the Board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The treasurer shall perform all duties properly required by the Board of Directors or the Board president. The treasurer may appoint, with approval of the Board, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

6.07 Non-Director Officers

The Board of Directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

ARTICLE VII

CONTRACTS, CHECKS, LOANS,

INDEMNIFICATION AND RELATED MATTERS

7.01 Contracts and other Writings

Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

7.02 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board.

7.03 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the board or a designated committee of the Board may select.

7.04 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

7.05 Indemnification

(a) **Mandatory Indemnification.** The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which they were a party because they are or were a director of the corporation against reasonable expenses incurred by them in connection with the proceedings.

(b) **Permissible Indemnification.** The corporation shall indemnify a director or former director made a party to a proceeding because they are or were a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify them has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

(c) **Advance for Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of their good faith belief that they are entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that they are entitled to be indemnified by the corporation in these Bylaws.

(d) **Indemnification of Officers, Agents and Employees.** An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with California Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

ARTICLE VIII **MISCELLANEOUS**

8.01 Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by Board of Directors without a meeting, and a record of all actions taken by committees of the Board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

8.02 Fiscal Year

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

8.03 Conflict of Interest

The Board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with Board-delegated powers.

8.04 Nondiscrimination Policy

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to real or perceived race, creed, ancestry, marital status, gender identity, sexual orientation, age, physical disability, veteran status, political service or affiliation, color, religion, or national origin. It is the policy of Rooted Spirit Sanctuary Ministries not to discriminate on the basis of real or perceived race, creed, ancestry, marital status, gender identity, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

8.05 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors then in office at a meeting of the Board, provided, however,

1. That no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,
2. That an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds ($\frac{2}{3}$) vote of a quorum of directors at a Board meeting.
3. That all amendments be consistent with the Articles of Incorporation.

ARTICLE IX **COUNTERTERRORISM AND DUE DILIGENCE POLICY**

In furtherance of its exemption by contributions to other organizations, domestic or foreign, Rooted Spirit Sanctuary Ministries shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, Rooted Spirit Sanctuary Ministries willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

Rooted Spirit Sanctuary Ministries shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to

combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE X

DOCUMENT RETENTION POLICY

10.01 Purpose

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of Rooted Spirit Sanctuary Ministries records.

10.02 Policy

(a) General Guidelines. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, Rooted Spirit Sanctuary Ministries may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

(b) Exception for Litigation-Relevant Documents. Rooted Spirit Sanctuary Ministries expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or the Rooted Spirit Sanctuary Ministries informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

10.03 Minimum Retention Periods for Specific Categories

(a) Corporate Documents. Corporate records include the corporation's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(b) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents

concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

(c) Employment Records/Personnel Records. State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

(d) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the corporation.

(e) Press Releases/Public Filings. The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.

(f) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

(g) Marketing and Sales Documents. The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

(h) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation:

- (i) derives independent economic value from the secrecy of the information; and
- (ii) has taken affirmative steps to keep the information confidential.

The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

(i) Contracts. Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(j) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

(k) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

(l) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

(m) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

10.04 Electronic Mail

E-mail that needs to be saved should be either:

- printed in hard copy and kept in the appropriate file; or
- downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

ARTICLE XI

TRANSPARENCY AND ACCOUNTABILITY

DISCLOSURE OF FINANCIAL INFORMATION WITH THE PUBLIC

11.01 Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, Rooted Spirit Sanctuary Ministry practices and encourages transparency and accountability to the general public. This policy will:

1. indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public;
2. indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public; and
3. specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follow:

11.02 Financial and IRS documents (The form 1023 and the form 990)

Rooted Spirit Sanctuary Ministries shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

11.03 Means and Conditions of Disclosure

Rooted Spirit Sanctuary Ministries shall make “Widely Available” the aforementioned documents on its internet website: www.rootedspiritsanctuary.org to be viewed and inspected by the general public.

1. The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
2. The website shall clearly inform readers that the document is available and provide instructions for downloading it.
3. Rooted Spirit Sanctuary Ministries shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
4. Rooted Spirit Sanctuary Ministries shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

11.04 IRS Annual Information Returns (Form 990)

Rooted Spirit Sanctuary Ministries shall submit the Form 990 to its Board of Directors prior to the filing of the Form 990. While neither the approval of the Form 990 nor a review of the 990 is required under Federal law, the corporation’s Form 990 shall be submitted to each member of the Board of Directors via hard copy or email at least 10 days before the Form 990 is filed with the IRS.

11.05 Board

All Board deliberations shall be open to the public except where the Board passes a motion to make any specific portion confidential.

All Board minutes shall be open to the public once accepted by the Board, except where the Board passes a motion to make any specific portion confidential.

All papers and materials considered by the Board shall be open to the public following the meeting at which they are considered, except where the Board passes a motion to make any specific paper or material confidential.

11.06 Staff Records

All staff records shall be available for consultation by the staff member concerned or by their legal representatives.

No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.

Within the corporation, staff records shall be made available only to those persons with

managerial or personnel responsibilities for that staff member, except that

Staff records shall be made available to the board when requested.

11.07 Donor Records

All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.

No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.

Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that ;

donor records shall be made available to the board when requested.

ARTICLE XII

CODES OF ETHICS AND WHISTLEBLOWER POLICY

12.01 Purpose

Rooted Spirit Sanctuary Ministries requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Rooted Spirit Sanctuary Ministries to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieve compliance with various laws and regulations.

12.02 Reporting Violations

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of Rooted Spirit Sanctuary Ministries is in violation of law, a written complaint must be filed by that person with the board secretary or the board president.

12.03 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

12.04 Retaliation

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Rooted Spirit Sanctuary Ministries and provides the Rooted Spirit Sanctuary Ministries with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

Rooted Spirit Sanctuary Ministries shall not retaliate against any director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of Rooted Spirit Sanctuary Ministries or of another individual or entity with whom Rooted Spirit Sanctuary Ministries has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

Rooted Spirit Sanctuary Ministries shall not retaliate against any director, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of Rooted Spirit Sanctuary Ministries that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

12.05 Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

12.06 Handling of Reported Violations

The board president or secretary shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staff or employees and they shall have the opportunity to ask questions about the policy.

ARTICLE XIII

AMENDMENT OF ARTICLES OF INCORPORATION

13.01 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE XIV

CHURCH EMPLOYMENT

14.01 Ministers

(a) Call of a Minister. The minister shall be called by a vote of the membership at a duly called congregational meeting. A minimum of 85% affirmative vote of those present and voting is required, unless otherwise specified.

(b) Duties. The minister shall provide spiritual leadership, conduct worship services, offer pastoral care, support religious education, and represent the congregation in the wider community. The minister shall also work in collaboration with the Board of Directors and committees.

(c) Term and Accountability. The minister shall serve without a fixed term unless otherwise negotiated by contract. The minister is accountable to the congregation and may be evaluated annually by the Board or a designated committee.

(d) Dismissal. A minister may be dismissed by a two-thirds vote of the members present at a special congregational meeting called for that purpose, with at least 30 days' notice.

14.02 Other Paid Staff

(a) Hiring Authority. The Board of Directors shall have authority to hire, supervise, evaluate, and dismiss paid staff in accordance with the congregation's budget and staffing needs.

(b) Types of Positions. Paid positions may include, but are not limited to:

- a. Director of Religious Education
- b. Music Director
- c. Administrative Assistant or Office Manager
- d. Youth Program Coordinator
- e. Lay Pastoral Care Team Leader

(c) Employment Practices. All hiring, supervision, and termination shall comply with applicable federal, state, and local employment laws. The congregation is an equal opportunity employer and does not discriminate based on race, ethnicity, gender, sexual orientation, age, disability, or religious or spiritual identity.

(d) Job Descriptions and Evaluation. All staff shall have written job descriptions and be evaluated at least annually by their supervisor or the Board's designee. Personnel policies shall be adopted by the Board and made available to all employees.

14.03 Volunteers and Independent Contractors

The congregation may engage volunteers and independent contractors to support its mission. These roles shall be clearly defined and shall not conflict with the responsibilities of employed staff. Independent contractors shall be paid according to written agreements and receive IRS Form 1099 when applicable.

ARTICLE XV

CHURCH MEETINGS AND WORSHIP SERVICES

15.01 Worship Services

The church shall meet Sunday evenings for music, meditation, prayer, shared reflection, and spiritual readings. These meetings will be open to everyone and support personal growth, community building, and connection with the sacred. Worship shall be conducted under the direction of the minister.

15.02 Special Services

All church meetings which are essential to the promotion of the objectives of the church shall be placed on the church calendar, published in the church newsletter at least once prior to the meeting being held and announced at all services on the Sunday prior to the special service being held.

15.03 Regular Church Meetings

Regular church meetings shall be held quarterly on the second Wednesday night of the month. Matters of significant nature must be publicized.

15.04 Special Church Meetings

A specially called church meeting may be held to consider matters of a significant nature. Notice of the subject, date, time and location must be published in the church newsletter or bulletin for the specially called business meeting at least one week before the meeting and announced at all services on the Sunday prior to the special business meeting.

Moderator, who will be the President of the Board, shall appoint a parliamentarian whose responsibility it will be to assure compliance with Robert's Rules of Order, the constitution, and the bylaws when it is in the best interest of the fellowship.

ARTICLE XVI

RITUALS OF MEANING

16.01 Flower Communion

Flower Communion is a ritual of interconnection, diversity, and shared spiritual beauty, created by Rev. Norbert Čapek, a Unitarian minister in Czechoslovakia, in the 1920s.

1. Flower Communion shall be observed at the Spring Equinox each year.
2. Each congregant will bring a flower to the service and place it in a communal vase.
3. At the end of the service, each person will take a different flower home.
4. This symbolizes giving and receiving within the community, and the uniqueness and

value of each individual.

16.02 Child Dedication Ceremony

A Child Dedication Ceremony welcomes a child into the congregation and the broader human family, honors the role of family and community in the child's spiritual growth, and affirms the inherent worth and dignity of every child.

1. The child is presented to the community.
2. Parents, congregation, and minister affirm their commitment to support the child's spiritual development.
3. A blessing of flower petals is offered to the child.

ARTICLE XVII CHURCH PROGRAMS AND MINISTRIES

17.01 Church Religious Programs

All program organizations of the church shall be under the church's Board of Directors' control. These programs may include:

- Sunday School
- Discipleship Training
- Music Ministry

17.02 Ministries

The church shall evaluate, plan, organize, and implement such ministries as the church deems necessary.

ARTICLE XVIII CHURCH DISCIPLINE POLICY

18.01 Purpose

The purpose of this policy is to establish and communicate the guidelines for correcting inappropriate church member behavior at Rooted Spirit Sanctuary Ministries.

18.02 Scope

This document contains Rooted Spirit Sanctuary Ministries's policy for corrective action and restoration of a church member(s) who has behaved inappropriately and the church leadership deems it necessary to take action. The policy outlines the reasons for, purpose of, and process for

church discipline.

18.03 Responsibility

As with all policies, procedures, and other documentation contained in the Management System, it is the responsibility of all ministry area leaders to ensure the details of this policy are known and followed by all Rooted Spirit Sanctuary Ministries paid staff and ministry area volunteers. The primary responsibility for this policy rests with the executive staff (Board officers and Ministers).

18.04 Definitions

- (a) *Church Member* – An individual attending Rooted Spirit Sanctuary Ministries who has read and signed the church's membership covenant.
- (b) *Executive Staff* – The highest level of "church staff" including both the Board officers and Ministers.
- (c) *Membership Roll* – The collection of all individuals with the status of "member."

18.05 Church Discipline Description

- Church Discipline is the process whereby the executive staff of Rooted Spirit Sanctuary Ministries takes action to correct a church member's behavior adversely affecting both them and the church as a whole.
- In cases where a member becomes unwilling to adhere to the covenant of commitment, that member shall be disciplined by the church staff.

18.06 Reasons for Church Discipline

Unitarian Universalist communities are rooted in covenant, and disciplinary action may be necessary if a member engages in ongoing or serious breach of covenantal behavior.

Disruptive Behavior – Behavior that significantly undermines community trust and cohesion may be grounds for disciplinary action. Such behavior may include:

- Repeated or extreme disruption of workshop services, meetings, or events;
- Aggressive or intimidating behavior toward other members, staff, or guests;
- Harassment (verbal, physical, or sexual)

Violations of Safe Congregation Policies – The safety of congregants at services, meetings, and events is of the utmost importance. Church members sign and agree to abide by a set of safety policies, and violation of these policies is grounds for disciplinary action. Examples of unacceptable behavior according to Rooted Spirit Sanctuary Ministries's Safe Congregation

Policies include, but are not limited to:

- Violent or threatening actions;
- Boundary violations by leaders or volunteers in positions of trust;
- Breaches of confidentiality in ministerial or leadership roles

Consistent Violation of the Covenant – Commitment to the Covenant of Rooted Spirit Sanctuary Ministries is what keeps the church unified in worship and spiritual community. The Church recognizes that members will experience “imperfect practice”, but persistent violations may result in disciplinary action. Some examples that may qualify for disciplinary action include:

- Repeated, harmful conduct despite invitations to return to covenant;
- Refusal to engage in resolution or accountability processes;
- Undermining the mission, safety, or spiritual health of the community

18.07 The Purpose of Church Discipline

Discipline is not punitive in nature, but is intended to:

- Restore covenant when possible
- Protect the safety and spiritual health of the congregation
- Offer opportunities for reflection, growth, and return to community;
- Uphold accountability in service of love and justice.

18.08 The Process of Church Discipline

The church discipline process at Rooted Spirit Sanctuary Ministries is informed by “Safe Congregations”, a resource published by Unitarian Universalist Association. The church prioritizes compassion over condemnation, accountability over punishment, restoration over exclusion, and justice, equity, and due process.

Step One: Informal Resolution – Any member, friend, staff member, or leader may raise concerns about behavior that appears to violate the covenant, disrupt congregational life, or compromise the safety of others. The minister or designated leader may meet privately with the involved parties to seek clarity, offer pastoral guidance, and encourage a return to covenantal behavior. If appropriate, a mediator may assist in resolving the conflict through restorative conversation or facilitated dialogue.

Step Two: Formal Review – If informal resolution is unsuccessful or the concern involves serious misconduct, the issue may be brought to the Board of Directors for formal review. The individual in question shall receive written notice of the concern and be given a reasonable opportunity to respond in writing or in person at a Board meeting. The Board may investigate the

matter, consult with the minister and relevant parties, and request input from a designated committee (e.g. Safe Congregation Team or Right Relationship Team).

Step Three: Disciplinary Action – Upon completion of the review, the Board may, by a two-thirds vote, take one or more of the following actions:

- Issue a written warning
- Require limitations on participation (e.g. restrictions from programs, leadership roles, or events)
- Offer a path to restoration, such as counseling, training, or a written recommitment to the covenant
- Suspend membership or participation temporarily
- Remove the individual from membership in cases of serious, sustained, or unrepentant misconduct

Any disciplinary decision shall be communicated in writing, with a summary of the reasons and, if applicable, terms for return or appeal.

Step Four: Right to Appeal – The individual may request a reconsideration of the Board's decision within 30 days by submitting a written appeal. The Board may grant or deny the appeal at its discretion and shall provide a final written response.

18.09 Restoration Process

Rooted Spirit Sanctuary Ministries affirms the possibility of return to right relationship. While each restoration process will vary, the path to restoration will include at minimum:

- ***Meeting with the Minister and/or Board*** – The executive staff will meet with the church member in question and present him/her with the details of the case against them. If the church member acknowledges and repents of their behavior they will be asked to sign a document outlining their commitment to the following:
- ***Making Amends*** – The church member will personally make amends to everyone they have affected with their behavior. A list will be generated at the initial meeting of such people to contact. The executive staff will follow up with the parties the church member agreed to contact to ensure this has happened.
- ***Written Recommitment to the Covenant*** – The church member will recommit to the Covenant in a personal written statement submitted to the Board.

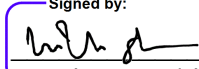
18.10 Confidentiality and Care

All proceedings under this policy shall be handled with respect for privacy, compassion for all involved, and commitment to justice and fairness. The minister may provide pastoral care throughout the process.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of Rooted Spirit Sanctuary Ministries were approved by the Rooted Spirit Sanctuary Ministries board of directors on 8-14-2025 and constitute a complete copy of the Bylaws of the corporation.

Signed by:



Monica Maghiar, Secretary

Date: 8/14/2025