

# Sanctuary of the Phoenix

## Constitution and Bylaws

**Table of Contents:**

Preamble . . . . . 2

ARTICLE 0 – Articles of Incorporation as Addendum . . . . . 2

ARTICLE 1 – Name . . . . . 2

ARTICLE 2 – Purpose and Powers . . . . . 3

ARTICLE 3 – Membership . . . . . 4

ARTICLE 4 – Coven Leadership Team (Board of Directors) . . . . . 7

ARTICLE 5 – Committees . . . . . 12

ARTICLE 6 – Officers . . . . . 15

ARTICLE 7 – Sanctuary, Coven, and Clergy . . . . . 17

ARTICLE 8 – Contracts, Checks, Loans, Indemnification, and Related Matters . . . . . 29

ARTICLE 9 – Miscellaneous . . . . . 30

ARTICLE 10 – Counterterrorism, Due Diligence, and Entities Prohibited from Affiliation . . . . . 31

ARTICLE 11 – Document Retention Policy . . . . . 32

ARTICLE 12 – Transparency and Accountability . . . . . 34

ARTICLE 13 – Code of Ethics and Whistleblower Policy . . . . . 36

ARTICLE 14 – Amendment of Articles of Incorporation . . . . . 37

ARTICLE 15 – Ceremonial Rites . . . . . 37

Exhibit A – Statement of Faith . . . . . 37

Exhibit B – Distinct Religious History . . . . . 37

Exhibit C – Summary of Beliefs . . . . . 37

Exhibit D – Creed . . . . . 38

Exhibit E – Rituals . . . . . 38

Exhibit F – Code of Doctrine and Discipline . . . . . 39

Certificate of Adoption of Constitution and Bylaws . . . . . 40

## **Preamble**

This Constitution and these Bylaws are intended to provide a simple but adequate form to govern our Organization, Coven, and Sanctuary. To advance strong Covenantal relationships, and to assure that any issues that do arise will be quickly addressed and remedied through their application. Accordingly, Sanctuary of the Phoenix, a Michigan Domestic Non-Profit Corporation, by the solemn and unanimous action of its Board of Directors, hereby adopt these Bylaws. The Board of Directors and its members willingly submit to be governed by them so that Sanctuary of the Phoenix may effectively carry out the vision of the Organization, Coven, and Sanctuary. Furthermore, these Bylaws shall constitute and evidence the agreement by and among the Board of Directors, that its governance, business, and activities shall be conducted as provided by these Bylaws in this constitution.

## **Article 0 – Articles of Incorporation as Addendum**

### **0.01 Articles of Incorporation as Addendum**

The Articles of Incorporation are a separate set of documents that are required by Federal and State government. They are our founding documents and are maintained and developed separately from this constitution and these bylaws. The Articles of Incorporation shall be an addendum to this internal document as Article 0. Our Articles of Incorporation are available by request from the Executive Director. The Articles of Incorporation are in the State of Michigan’s LARA Business Entity Search and can be found by searching for Sanctuary of the Phoenix. This constitution and these bylaws shall reflect the spirit and mission that is outlined in our Articles of Incorporation. Portions of this constitution and these bylaws may be adopted into our Articles of Incorporation, but the entirety of our Articles of Incorporation is adopted in this constitution and these bylaws as Article 0.

## **Article 1 – Name**

### **1.01 Name**

The name of this corporation shall be Sanctuary of the Phoenix. The business of the corporation may be conducted as Sanctuary of the Phoenix, Gender Fluid Support Network, Grand Rapids Pride Celebration, WyndStorm, or Odin Wynd.

## **Article 2 – Purposes and Powers**

### **2.01 Purpose**

Sanctuary of the Phoenix is a domestic non-profit corporation and shall be operated exclusively for religious 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.

Sanctuary of the Phoenix’s purpose is to provide religious instruction, a place of worship, religious services, and a religious structure in an Eclectic Pagan belief system and to create charitable programs to address needs identified by our Board of Directors in the communities we are located in.

We believe “Need knows no faith”, this guiding value means we respect and understand that need can impact any individual regardless of their faith, and it is our spiritual responsibility to help all in need without imposing our beliefs upon any individual seeking our assistance.

Understanding the needs of the communities we operate in are spiritually diverse, we dedicate space in our Sanctuary to be a LGBTQ+ Friendly Chapel to worship, meditate, contemplate, and coexist peacefully regardless of faith or absence thereof.

Furthermore, it is our goal to aid in the elimination of prejudice and discrimination in our communities and around the world, establish in our sanctuaries and online various peer support groups and a community center, create charitable programs to address concerns we identify in our community and around the world, and to create community events to raise awareness about and celebrate the Pagan and LGBTQ+ communities and the individuals who are part of it.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for religious and charitable purposes.

At times, per the discretion of the Board of Directors, we may provide internships or volunteer opportunities which shall provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

### **2.02 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 religious and charitable purposes, for which the corporation is organized. 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.

### **2.03 Nonprofit Status and Exempt Activities Limitation.**

**(a) Nonprofit Legal Status.** Sanctuary of the Phoenix is a Michigan domestic non-profit 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 our Constitution and Bylaws.

**(c) Distribution Upon Dissolution.** Upon termination or dissolution of the Sanctuary of the Phoenix, 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 Sanctuary of the Phoenix 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 Sanctuary of the Phoenix, 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 Michigan.

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 Sanctuary of the Phoenix, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Michigan to be added to the general fund.

## **Article 3 – Membership**

### **3.01 No Membership Classes**

The corporation shall have no members who have any right to vote or interest in or to the corporation, its properties and franchises.

### **3.02 Non-Voting Affiliates**

The Board of Directors may approve classes of non-voting affiliates with rights, privileges, titles, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The board, a designated committee of the board, High Clergy, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the Board of Directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website. Affiliates have no voting rights and are not members of the corporation. Affiliates are recognized as a member of the affiliate class or classes they are accepted into.

### **3.03 Dues**

Any dues for affiliates shall be determined by the Board of Directors.

### **3.04 Affiliate Classes**

Our Sanctuary establishes these Affiliate Classes to impart the rights thereof to our Coven. The term “Member” in this section is defined to distinguish them as a Member of an Affiliate Class.

#### **3.04.01 Guest Member**

- (a) Guest Members are welcome to observe Open Rituals and allowed to participate if invited to do so.
- (b) Guest Members are any individual in attendance that are not a member of the Coven.
- (c) Guest Members are to be treated with kindness and respect.
- (d) Guest Members may ask Clergy for Spiritual guidance and request Basic or Minor Membership.
- (e) Guest Members have no spiritual obligation to the Sanctuary or Coven.

#### **3.04.02 Minor Member**

- (a) Minor Members must be no younger than 13 years of age or older than 18 years of age.
- (b) Minor Members require the permission of 1 parent to be granted Minor Membership.
- (c) Minor Members are to be given the same respect as a Basic Member.
- (d) Minor Members may quietly observe Open Rituals and Closed Rituals.
- (e) Minor Members may be invited to participate in Open Rituals and Closed Rituals.
- (f) Minor Members may be required to attend age appropriate study during Rituals.
- (g) Minor Members automatically become Basic Members on their 18<sup>th</sup> Birthday unless they have expressed a desire to become a Full Member or a Clergy Member.
- (h) Minor Members have made a spiritual obligation to learn and begin to live a devout Pagan lifestyle with loving core values.

#### **3.04.03 Basic Member**

- (a) Basic Members are to be 18 years of age or older.
- (b) Basic Members may participate in Open Rituals.
- (c) Basic Members may be invited to observe or participate in Closed Rituals.
- (d) Basic Members may ask Clergy for spiritual guidance and request Full Membership.
- (e) Basic Members have made a spiritual obligation to live a devout Pagan lifestyle with loving core values.

#### **3.04.04 Full Member**

- (a) Full Members are to be 18 years of age or Older.
- (b) Full Members may participate in Open Rituals.
- (c) Full Members may participate in Closed Rituals.
- (d) Full Members may receive the Title of “Initiate” after a Pagan Litmus Test and Initiation Ritual.
- (e) Full Members may ask Clergy for spiritual guidance and request to become Clergy.
- (f) Full Members have made a spiritual obligation to live a devout Pagan lifestyle with loving core values.

#### **3.04.05 Clergy Member**

- (a) Are expected to participate in all Rituals.
- (b) Must follow a prescribed course of study and take Litmus Tests.
- (c) May be ordained once they achieve the Title of Priest or Priestess.
- (d) Are to assist in spiritual guidance with all members and be a point of contact before a member speaks with the High Priest or High Priestess in a spiritual guidance capacity.
- (e) If ordained, may only carry out religious duties authorized by both the High Priest and High Priestess.
- (f) If ordained, may not use their ordination independently from the Sanctuary or Coven.
- (g) If ordained, must renounce any previous ordainment.
- (h) Clergy Members have made a spiritual obligation to live a devout Pagan lifestyle with loving core values.
- (i) Until our Ordination is ready, all Clergy must obtain Universal Life Church (ULC) Ordination, no one is required to buy ULC packages. A screenshot, email, or digital copy of the sample ordination certificate image must be supplied for verification. When our Ordination is ready, this provision is to sunset and be removed.
- (j) Until Sanctuary of the Phoenix is well established, all of our Clergy may retain a secondary Ordainment from ULC and conduct Pagan Religious services independently of Sanctuary of the Phoenix. At no time are independent religious functions to be promoted while actively discharging duty for or representing Sanctuary of the Phoenix. This provision is to sunset and be removed at such time as High Clergy or the Executive Director deems Sanctuary of the Phoenix as well established.
- (k) A provision may be made to allow certain exceptions after we are well established, for Clergy to continue their Independent services, and/or to allow Clergy from other properly vetted Pagan religious entities to provide religious instruction and services.

#### **3.05.01 Participation**

Participation is generally encouraged; we wish to help Pagans practice Magick safely and learn rituals in many paths. Participation also helps with our inclusive nature and helps our members and guests to learn and practice their path.

## **Article 4 – Coven Leadership Team (Board of Directors)**

### **4.01 Function**

The Coven Leadership Team (who may also be known as the “Board of the Directors” or the “Board of Directors”) shall provide both spiritual guidance and shall manage the affairs of the Corporation.

### **4.02 Number of Directors**

Sanctuary of the Phoenix shall have a Board of Directors consisting of at least 3 and no more than 15 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.

### **4.03 Powers**

All corporate powers shall be exercised by or under the authority of the Coven Leadership Team and all affairs of Sanctuary of the Phoenix including but not limited to business and properties real or intellectual shall be managed under the direction of the Coven Leadership Team, except as otherwise provided by law. Directors shall be natural persons of a devout Pagan faith.

#### **4.04.01 Terms**

- (a)** All Directors shall be elected to serve a one-year term; however, the term may be extended until a successor has been elected.
- (b)** Director terms shall be staggered so that approximately half the number of Directors will end their terms in any given year.
- (c)** Directors may serve terms in succession.
- (d)** The term of office shall be considered to begin January 1 and end December 31 of the second year in office, unless the term is extended until such time as a successor has been elected.
- (e)** Positions held by a founding Director are not up for election until such time as a founding Director is no longer serving in that position.
- (f)** Positions held by an individual granted lifelong appointment by the founding Executive Director are not up for election until such time as the appointee is no longer serving in that position.
- (g)** The presiding Executive Director must ensure all electoral candidates are duly qualified and of a devout Pagan faith.
- (h)** When less than 2 electoral candidates are running for a position that is open, a duly qualified individual of a devout Pagan faith may be appointed. If the position is fulfilled, item **(a)** of Section **4.04.01** is to be observed.

#### **4.04.02 Founding Director Terms**

- (a)** Founding Board Members are granted lifelong appointment to their founding position, subsequent positions, titles, and all privileges thereof.
- (b)** No Founding Board Member may be terminated from their post through any means, or otherwise encouraged to resign beyond suggestion or request. The only exceptions are if they leave Pagan belief systems, celebrate aspects of any faith that has a doctrine in any way harmful towards Pagans, hold any secondary faith that has a doctrine that is in any way harmful towards Pagans, or embrace a prohibited Pagan path.
- (g)** Only the Founding Executive Director may otherwise grant a lifelong appointment.
- (h)** If a Director who held a lifelong post resigns or becomes deceased, that position may be appointed to a duly qualified individual until the following election.
- (i)** In the event the Founding Executive Director is incapable of the discharge of their duties, the Founding Vice Executive Director shall serve as interim Executive Director. In the event the Founding Executive Director is deceased, the Founding Vice Executive Director is sworn in as the new Executive Director with all rights and privileges of the Founding Executive Director as long as they shall live.

#### **4.05 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 or older, an affiliate within affiliate classifications created by the Board of Directors, a natural person who is a devout Pagan, must adhere to the prerequisites of being an Acolyte outlined in Section **5.02**, must adhere to the expectations of being Coven Staff outlined thorough these Articles, and are capable or professionally qualified to discharge the duties of their intended position . 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 November of each year.

The Executive Director may appoint duly qualified individuals in an interim as need arises.

Installation of elected Directors is to take place in January proceeding the election at any time chosen by the Executive Director between January 1<sup>st</sup> and the proceeding Saturday.

#### **4.06 Duties**

The duty of the Coven Leadership Team is to govern the Coven, which shall include the following:

- (a)** Direct all the affairs of the Sanctuary to ensure that the mission is accomplished in a spirit of unity, including business decisions enacted upon the advice of the Council of Overseers.
- (b)** Oversee the provision of the physical facilities needed by Sanctuary of the Phoenix, including the buying and selling of real estate and securing real estate leases.
- (c)** Be responsible for any construction project (The actual coordination of a construction project may be delegated to a Building Team.)

- (d) Work in cooperation with the Council of Overseers as a Clergy Search Team to assist in locating new Priests, Priestesses, Pastors of Coexistence, and High Clergy.
- (e) Appoint Initiates.
- (f) Appoint Acolytes.
- (g) Appoint Priests, Priestesses, Pastors of Coexistence, and High Clergy.
- (h) Vote on amendments to the Articles of Incorporation and this Constitution and Bylaws.
- (i) The purchase or sale of any asset(s), real, intellectual, or personal.
- (j) Disaffiliation/Affiliation with an Affiliate or Affiliate Network.
- (k) Approval of the annual budget.

#### **4.07 Appointment of Directors**

The Executive Director shall appoint persons whom they deem qualified to serve on the Board of Directors in the event no qualified candidates are up for election and at the sole discretion of the Executive Director.

#### **4.08 Vacancies**

The Executive Director shall fill any and all vacancies occurring on the Coven Leadership Team. Vacancies reducing the number of Directors to less than 3 shall be filled with an interim Director as soon as humanly possible. The Corporation's Coven Leadership Team shall be comprised solely of Staff Clergy of a Pagan Belief System. However, if it becomes such that a Non-Clergy Staff must be appointed to fill a vacancy, which shall only occur if it is necessary to raise the number of Directors to at least three, said replacement shall only serve as long as necessary before a suitable Staff- Clergy replacement can be located and must be a devout Pagan. The Executive Director may increase the number of Directors or decrease the number of Directors to no less than 3 as they see fit to properly conduct the affairs of Sanctuary of the Phoenix. The Executive Director may appoint a duly qualified individual who is a devout Pagan to serve in previously unfilled positions until an election can be held, subject to the maximum number of Directors under these Bylaws.

(a) Unexpected Vacancies. Vacancies in the Board of Directors due to resignation, death, or removal shall be appointed by the Executive Director until an election may be held, unless otherwise covered by Section **4.04.02** of this Constitution and Bylaws.

#### **4.09.01 Removal of Directors**

A Director may be removed by a two-thirds vote of the Board of Directors then in office, if:

(a) The Director is absent and unexcused from two or more meetings of the Board of Directors in a twelve-month period. The Executive Director is empowered to excuse Directors from attendance for a reason deemed adequate by the Executive Director. The Executive Director shall not have the power to excuse themselves from the board meeting attendance and in that case, the Vice Executive Director shall excuse the Executive Director.

**(b)** For cause or no cause, if before any meeting of the board at which a vote on removal will be made of a Director in question, said Director 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.

**(c)** A Founding Board Member or a Board Member with a Lifelong Appointment may not be removed except through the provisions outlined in Section **4.04.02** of this Constitution and Bylaws.

#### **4.09.02 Removal of Clergy**

**(a)** Removal of the High Priest. The High Priest may only be removed for good cause upon unanimous vote of the Coven Leadership Team.

**(b)** Removal of the High Priestess. The High Priestess may only be removed for good cause upon unanimous vote of the Coven Leadership Team.

**(c)** Removal of an Anointed Priest. An Anointed Priest may only be removed for good cause upon unanimous vote of the High Clergy.

**(d)** Removal of an Anointed Priestess. An Anointed Priestess may only be removed for good cause upon unanimous vote of the High Clergy.

**(e)** Removal of a Priest. A Priest may only be removed for good cause upon unanimous vote of the High Clergy.

**(f)** Removal of a Priestess. A Priestess may only be removed for good cause upon unanimous vote of the High Clergy.

**(g)** Removal of an Acolyte. An Acolyte may only be removed for good cause upon unanimous vote of the High Clergy.

**(h)** Removal of an Initiate. An Initiate may only be removed for good cause upon unanimous vote of the High Clergy.

**(i)** Removal of the Pastor of Coexistence. The Pastor of Coexistence may only be removed for good cause upon unanimous vote of the Coven Leadership Team and High Clergy.

#### **4.09.03 General Removal**

The Coven Leadership Team reserves the right to at any time terminate affiliation, title, or office of any individual, organization, business, or entity who has left Paganism or participates in Abrahamic or non-Pagan religious observances.

**(a)** Special accommodation is made to allow any affiliate and anyone in our Coven to attend Weddings and Funerals outside of Pagan belief systems.

#### **4.10 Board of Directors Meetings**

The Coven Leadership Team is responsible for all decisions for Sanctuary of the Phoenix. The Executive Director shall preside over all decisions.

The Executive Director shall preside over all meetings of the Coven Leadership Team. If it is not possible for the Executive Director to attend, then the Executive Director shall designate a chairperson for the meeting. All decisions require a simple majority of those present. Any motions passed and recorded in a meeting without the Executive Director may not take effect without the consent of the Executive Director or until the following meeting if the Executive Director is present and the minutes of the previous meeting are approved.

**(a) Annual Meetings.** The Board of Directors shall have one (1) annual meeting each calendar year at times and places fixed by the board or to coincide with Grand Rapids Pagan Pride. Annual meetings shall be held upon four (4) days' notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours' notice delivered personally, by instant message, by text message, or by telephone. If sent by mail, facsimile transmission, instant message, text message or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified. Meetings shall be held the Saturday proceeding the forty-eight (48) hours' notice and to coincide with Grand Rapids Pagan Pride.

**(b) Regular Meetings.** The Board of Directors shall have a minimum of one (1) regular meeting each calendar year at times and places fixed by the board. Board meetings shall be held upon four (4) days' notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours' notice delivered personally, by instant message, by text message, or by telephone. If sent by mail, facsimile transmission, instant message, text message or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified. Meetings shall be held the Saturday proceeding the forty-eight (48) hours' notice.

**(c) Special Meetings.** Special meetings of the board may be called by the Executive Director, Vice Executive Director, Secretary, Treasurer, Community Services Director or any two (2) other Directors of the Board of Directors. A special meeting must be preceded by at least 10 days' notice to each Director of the date, time, and place, but not the purpose, of the meeting.

**(d) Emergency Meetings.** Emergency meetings of the board may be called by the Executive Director or Vice Executive Director. An emergency meeting must be preceded by at least 2 hours' notice to each Director of the date, time, and place, but not the purpose, of the meeting. If any Director is unable to attend, the meeting may occur so long as a quorum of Directors are available to attend, or the meeting may be rescheduled to a more reasonable time for all Directors or as a special meeting minus 1 notice day.

**(e) Waiver of Notice.** Any Director may waive notice of any meeting, in accordance with Michigan law.

#### **4.11 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. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Directors required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the Directors present may adjourn and reconvene the meeting one time without further notice.

**(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 Executive Director or Vice Executive Director 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 or communicate by text in real time during the meeting, including in person, internet video meeting, instant messaging, or by telephonic conference call.

**(e)** Proxies. Voting by proxy is prohibited.

**(f)** Action by Consent of Board Without Meeting. Any action required or permitted to be taken by the Coven Leadership Team may be taken without a meeting, and with the same force and effect as a unanimous vote of Directors, if all members of the Board consent in writing, e-mail, text, or instant message to the action. Such consent may be given individually or collectively. If a board member is on leave, active board members may also use Action by Consent of Board Without Meeting but must be approved by the Executive Director.

#### **4.12 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.

#### **4.13 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.

#### **4.14 Limits of Authority**

**(a)** Limitations on Constitution and Bylaws Amendments. Any amendments to these Articles and Exhibits must gain final approval by the Executive Director or a quorum of the Board of Directors. No amendments to Articles or Exhibits may be made that disrupt the spiritual mission of Sanctuary of the Phoenix or interfere in the observance of a devout Pagan faith.

### **ARTICLE 5 – 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:

**(a)** Take any final action on matters which also requires the approval of the Board of Directors or a majority of the members of the Board of Directors approval.

**(b)** Fill any vacancy on the Board of Directors or in any committee which has the authority of the Board of Directors.

**(c)** Amend or Repeal Bylaws or Adopt new Bylaws.

- (d) Amend or Repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable.
- (e) Appoint any other committees of the Board of Directors or the members of these committees.
- (f) Expend corporate funds to support a nominee for Director.
- (g) Approve any transaction.

#### **5.02.01 Meetings and Action of Committees**

Meetings and actions of the committees shall be governed by and held and taken in accordance with the provisions of **Article 4** 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 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.

#### **5.02.02 Informal Action by The Board of Directors**

Any action required or permitted to be taken by the Board of Directors 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 a valid writing. The intent of this provision is to allow the Board of Directors to use email to approve actions, so long as a quorum of Board Members gives consent.

### **5.03 Special Committee – Council of Overseers**

#### **5.03.01 Function**

The Council of Overseers serves for the purpose of supporting, encouraging, and providing accountability for the fulfillment of the Sanctuary's vision. They shall vote on ratification of the following decisions:

- (a) Give the Board of Directors guidance on the selection of the Executive Director, Pastor of Coexistence, High Priest, and High Priestess.
- (b) Altering terms of employment of employees during an interim period between Executive Directors.
- (c) Termination and/or discipline of the Executive Director, Vice Executive Director, Pastor of Coexistence, High Priest, and High Priestess. Termination of the Executive Director must be confirmed by a vote of The Coven Leadership Team without the presence of the Executive Director. Termination of High clergy must have the approval of the Executive Director. The Founding Executive Director or Founding Vice Executive Director may not be Terminated.
- (d) Compensation review, advising the Executive Director in staff compensations and setting the High Priest's, High Priestess's, and Pastor of Coexistence's Compensation.

### **5.03.02 Eligibility**

The members of the Council of Overseers must be Clergy of Sanctuary of the Phoenix in good standing who know and love Sanctuary of the Phoenix, its High Priest, and High Priestess. They must agree to make themselves available at their own expense to serve Sanctuary of the Phoenix if requested by the Acolytes, High Priest, High Priestess, Pastor of Coexistence, Executive Director or Coven Leadership Team and must be willing to provide spiritual protection to the Sanctuary through Rituals, spells, or blessings and by living an honorable Pagan lifestyle.

### **5.03.03 Oversight by Council of Overseers**

Upon informing the Executive Director of their intended action, Sanctuary of the Phoenix may seek advice and assistance from the Council of Overseers in dealing with or mediating issues within the Sanctuary upon the request of any of the following:

- (a)** The Executive Director;
- (b)** At least two of the Coven Leadership Team; or
- (c)** Unanimous request of the Clergy by signed petition.

### **5.03.04 Appointment and/or Removal**

The Executive Director shall name the persons to serve as the Council of Overseers. The members of the Board of Directors shall affirm the appointments. The Board of Directors has the sole authority to remove such Overseers designated with Coven oversight for Sanctuary of the Phoenix. In the event an Overseer resigns or is removed, a replacement will be asked immediately by the Executive Director and affirmed at the next Coven Leadership Team meeting. If disciplinary action is being considered, changes in the Board of Overseers may not be made until its work is completed.

### **5.03.05 Compensation**

The Council of Overseers shall not receive any compensation for their services on the Council but may be reimbursed for substantiated, out-of-pocket expenses incurred while serving the Sanctuary in their Advisory capacity.

### **5.03.06 Number**

The number of Overseers shall not be fewer than three.

**(a)** The Board of Directors may act as the Council of Overseers through unanimous vote until the Council of Overseers is properly established or if the Council of Overseers has less than 3 members and no immediate replacement is available. If the Council of Overseers is established but drops below 3 members, the unanimous vote of the Board of Directors shall take place of any missing votes.

**(b)** The Conflict of Interest policy is to be followed at any such time a board member is on the Council of Overseers.

### **5.03.07 Meetings**

The Executive Director shall preside over all meetings of the Council of Overseers. If it is not possible for the Executive Director to attend, then the Council of Overseers shall elect an acting chairperson for the meeting. All decisions require a simple majority of those present. The Overseers will meet once a year and may meet more at the discretion of the Executive Director. Meetings may be in person, via teleconference, or web conference.

### **5.03.08 Limitations on Formation**

Until such time as Sanctuary of the Phoenix has obtained and established a permanent place of worship and is sustainably funded, the Board of Directors shall provisionally be the Council of Overseers. The Council of Overseers is designed to be a check and balance after a place of worship is obtained and well-funded. At any such time as the Sanctuary of the Phoenix lacks a headquarter place of worship or is under financial crisis, the Board of Directors shall take over all duties of the Council of Overseers to make reasonable acquisition and adjustments for the survival of the Organization, Sanctuary, and Coven without undue strain or contention.

## **ARTICLE 6 – Officers**

### **6.01 Board Officers**

The officers of the corporation shall be a Executive Director, vice-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 additional vice-presidents 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 his/her 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 Executive Director**

The Executive Director shall be the chief volunteer officer of the corporation. The Executive Director 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. They must be the High Priest or High Priestess.

#### **6.05 Vice Executive Director**

In the absence of the Executive Director, the Vice Executive Director shall perform the duties of the Executive Director. When so acting, the Vice Executive Director shall have all the powers of and be subject to all the restrictions upon the Executive Director. The Vice Executive Director shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the Executive Director. The Vice Executive Director shall normally accede to the office of Executive Director upon the completion of the Executive Director's term of office. They must be the High Priest or High Priestess.

#### **6.06 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 Executive Director. 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.

#### **6.07 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 Executive Director. 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.

#### **6.08 Community Services Director**

The Community Services Director shall be the lead Director for oversight of community services and programs operated by Sanctuary of the Phoenix except in community services or programs the Executive Director or Vice Executive Director provides direct oversight.

The Community Services Director shall perform all duties properly required by the Board of Directors or the Executive Director. The Community Services Director may appoint, with approval of the board a qualified member of the staff to assist in performance of all or part of the duties of the Community Services Director.

#### **6.09 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 7 – Sanctuary, Coven, and Clergy**

#### **7.01 Sanctuary**

Sanctuary of the Phoenix is an Eclectic Pagan Sanctuary, also known as a “Temple” or “Church”.

Sanctuary of the Phoenix primarily uses the term “Sanctuary” but occasionally uses the words “Temple” or “Chapel” for areas of the Sanctuary, and the word “Covenstead” is at times used to refer to the headquarter Sanctuary. The word “Church” is strictly prohibited except for State and Federal documentation and filings as it is linked to derogatory and abusive treatment of Pagans through history.

#### **7.02 Participants**

The word “Participant” is used in these Bylaws as a term solely reflecting the individuals who participate in the spiritual activities and ministries of Sanctuary of the Phoenix.

#### **7.03 Covenstead**

The “Covenstead” is any property used or leased by the High Priest and High Priestess in their “Coven District” to convey the deity-given spiritual mission of Sanctuary of the Phoenix. This includes, but is not limited to Sanctuary buildings, ritual properties, gardens, and leased or rented spaces used by High Clergy for spiritual and or religious purposes within their “Coven District”.

#### **7.04 Coven**

The spiritual congregation body of Sanctuary of the Phoenix is called a “Coven” and comprises of affiliates of an Initiate title or higher and Clergy.

#### **7.05 Coven District**

A “Coven District” is a geographical area designated by the Coven Leadership Team as being under the Spiritual Leadership of Anointed Clergy under the approval of High Clergy. Each District shall have one (1) Anointed Priest and one (1) Anointed Priestess. Any geographical area not designated as a district is under the direct Spiritual Leadership of High Clergy. If at any time there is less than one (1) Anointed Priest and one (1) Anointed Priestess in a district, that district shall be directly operated by High Clergy until the missing Anointed Clergy can be replaced with a new member

of Anointed Clergy. All Buildings, Properties, Real Estate, Intellectual Properties, or any other property physical or intellectual shall be owned, leased, or licensed by Sanctuary of the Phoenix and otherwise conform to conditions outlined in section 4.03 and throughout this Constitution and Bylaws. Each Coven District shall have a designated number to identify it. The Coven District in which the Covenstead resides in shall always be District 1.

## **7.06 Chapter Sanctuary**

A “Chapter Sanctuary” also simply called a “Sanctuary” is any Sanctuary of the Phoenix owned, leased, or rented property or building used for the spiritual and religious mission and vision of Sanctuary of the Phoenix. There shall be one “Chapter Sanctuary” in each “Coven District”. If a “Chapter Sanctuary” is comprised of more than one location within a district, the primary location of worship shall be known as the “Chapter Sanctuary” and any other location shall be known as a “Chapter Sanctuary Annex” and also simply called a “Sanctuary Annex”.

### **7.06.01 Chapter Sanctuary Annex**

A “Chapter Sanctuary Annex” also known as a “Sanctuary Annex” shall be given a designated number for each location within a “Coven District” and may be given a loving name by local Coven members with approval from High Clergy.

### **7.07.01 Spiritual Leadership in a Coven District**

The term “Spiritual Leadership” in regard to a “Coven District” is defined as the oversight of Anointed Clergy in that geographical area. Anointed Clergy is vested with the responsibility of representing and discharging duties on behalf of the High Clergy while also communicating the Deity-given instruction and guidance of the High Clergy to Coven members within that Coven District when High Clergy is not present in that Coven District to do so personally.

## **7.08 Initiates**

Initiates shall be all people who officially Coven together and agree, in writing to fulfill the vision of Sanctuary of the Phoenix. The word and title "Initiate" shall not be deemed to hold any ownership in Sanctuary of the Phoenix. Likewise, the word "Initiation" referenced herein reflects only a spiritual unity and shall not be deemed to have any legal status under any State or Federal law except what is provided therein section 3.03.04 of this Constitution and Bylaws.

### **7.08.01 Eligibility for Initiates**

Individuals at Sanctuary of the Phoenix may become Initiates in good standing if they satisfy the following criteria:

- (a)** Be of a Pagan Path, giving evidence of a consistently devout Pagan life in line with the moral principles of their Path.
- (b)** Complete and adhere to the standards of the Leadership/Initiation Course, as administered by the leadership of the Sanctuary at various opportunities in the calendar year.
- (c)** Fully subscribe to the Statement of Beliefs as set forth in these Articles and Exhibits.
- (d)** Be at least eighteen years of age.
- (e)** Regularly attend Ritual services.
- (f)** Contribute to the financial support of Sanctuary of the Phoenix when able.

- (g) Must not subscribe to any faith not of a Pagan belief system or any prohibited path.
- (h) Be of the “Full Member” affiliate class or higher and in good standing.
- (i) Complete successfully a Pagan Litmus Test.
- (j) Complete the Initiation Ritual.

#### **7.08.02 Appointment and Removal of Initiates**

Individuals who possess the above qualifications and desire to officially participate in the vision and mission of Sanctuary of the Phoenix as an Initiate shall attend all required classes and or meetings as determined by the Coven Lead Team, then present their names to the High Clergy or Anointed Clergy for approval. Their names added to the Coven roster after they have met the requirements of Initiation. Those approved for Initiation by the High Clergy or Anointed Clergy shall be encouraged to attend a primary service to be received into the Sanctuary publicly. The High Clergy shall have the right to remove any Initiate that fits into the following criteria:

- (a) An Initiates’ conduct, and lifestyle is violating Pagan and/or Coven standards and the individual refuses correction.
- (b) An Initiate is excommunicated from Sanctuary of the Phoenix.
- (c) An Initiate makes a request to be removed of their Title.
- (d) Six months pass without any record of contribution or attendance. In this case the Initiate is telling Sanctuary of the Phoenix that they are resigning their initiation due to inactivity.
- (e) An Initiate is not in harmony with the vision or leadership of Sanctuary of the Phoenix or the High Clergy.

#### **7.08.03 Duties of Initiates**

Initiates shall provide advice in respect to proposals made by the Coven Leadership Team for matters that affect the spiritual health and mission of Sanctuary of the Phoenix. Regarding all major decisions of Sanctuary of the Phoenix, the Coven Leadership Team may seek non-binding advice from the Initiates in whatever format they deem necessary at the time; however, the decision of the Coven Leadership Team on matters shall be final and at its sole discretion.

#### **7.08.04 Initiate Meetings**

The High Clergy or Anointed Clergy shall preside over and solely call all Initiate meetings.

- (a) Initiate meetings may be called by the High Priest or High Priestess in cooperation with the Coven Leadership Team. Due notice shall be given for two (2) successive Saturdays immediately preceding the meeting by Sanctuary publication and announcement. Notice of said meetings shall state the purpose for such meeting.
- (b) Initiate meetings of the Sanctuary shall be governed by **Article 5 - Committees** and keeping within the spirit of Pagan love and fellowship.
- (c) It is understood that all active Initiates should be able to voice any concern or seek additional information from the High Clergy, Anointed Clergy, or Coven Leadership Team prior to official meetings.
- (d) Initiates will meet at least once per year to hear the heart of the High Priest and High Priestess.

### **7.08.05 Establishing Initiation**

For the purpose of adopting this Constitution and Bylaws, provisional Initiation shall be granted to the founding Coven Leadership Team.

### **7.09 Acolytes**

Acolytes are a specialized group of Initiates who are appointed by the High Clergy or Anointed Clergy to assist in the spiritual ministry of Sanctuary of the Phoenix. They are to be considered Servant Leaders and are selected to serve as such due to their already proven value and ministry in the Sanctuary. They are the spiritual lay backbone of Sanctuary of the Phoenix and Clergy in training.

#### **7.09.01 Eligibility for Acolytes**

Being an Initiate in good standing is a prerequisite for serving as an Acolyte. Furthermore, in order to be eligible to serve in said roles, an Initiate must possess the following qualities:

- (a)** Adhere to the expectations for Initiates.
- (b)** Take a Litmus Test for this rank and Title.
- (c)** Demonstrate the calling, character, competence, chemistry, and culture of leadership conducive to the Sanctuary of the Phoenix environment.
- (d)** Support the Clergy and refrain from divisive attitudes and behavior.
- (e)** Have wisdom, a good reputation, exemplary conduct, and self-control.
- (f)** Be committed to his/her/their spouse if married.
- (g)** Manage their own household wisely – being attentive to his/her/their own children, having their respect, and keeping them under control with true dignity.
- (h)** To abstain from all illegal drugs.
- (i)** To abstain from recreational use of any mind-altering substance while discharging duties.
- (j)** Abstain from all non-consensual forms of extra-marital sensual behavior.
  - (1)** For those who Practice Polyamory, they may not utilize Sanctuary of the Phoenix to prospect or solicit intimate encounters or find additional partners regardless of marital status.
  - (2)** Must not engage in any non-consensual forms of sensual, intimate, or otherwise sexual contact, behavior, or act. This applies to any individual regardless of marital status.
- (k)** Be knowledgeable of various Pagan belief systems.
- (l)** Be an Initiate for at least six months
- (m)** Hold firmly to a sound Pagan doctrine so that they will be able to exhort and encourage others to good works and disprove those who speak against the Tenets of Faith of Sanctuary of the Phoenix.
- (n)** Contribute in tithes and offerings to the mission of Sanctuary of the Phoenix when able.

- (o) Must not subscribe to any prohibited path.

### **7.09.02 Appointment and Removal of Acolytes**

Individuals who possess the above qualifications and desire to officially participate in the vision and mission of Sanctuary of the Phoenix as an Acolyte shall attend all required classes and or meetings as determined by the High Clergy or Coven Leadership Team, then present their names to the High Clergy or Anointed Clergy for the approval to ascend to the rank and title of Acolyte. Those approved to be an Acolyte by the High Clergy or Anointed Clergy shall be encouraged to attend a primary service at the Sanctuary to receive their rank and title publicly. There are no term limits; their appointment lasts as long as they, the High Priest, or High Priestess so desires. The High Priest or High Priestess may remove any Acolyte at its sole discretion at any time unless otherwise specified herein.

### **7.09.03 Duties of Acolytes**

The duties of the Acolytes include the following:

- (a) Blessing and intercession for the Coven Leadership Team, High Clergy, Anointed Clergy, and Sanctuary of the Phoenix.
- (b) Special Ministry projects as directed from the High Clergy or Anointed Clergy.
- (c) Blessing and counseling of the Sanctuary Participants and Initiates.
- (d) Adhere to the Duties of an Initiate.
- (e) The Acolytes can call on Clergy to review a moral or ethical problem involving the High Priest, High Priestess, or Pastor of Coexistence that is documented by more than one witness. A signed petition for intervention by all Acolytes must be sent to the Council of Overseers and a copy sent to the Executive Director.

### **7.09.04 Acolytes Meetings**

The High Clergy or Anointed Clergy shall preside over and solely call all Acolyte meetings.

- (a) Acolyte meetings may be called by the High Priest or High Priestess in cooperation with the Coven Leadership Team. Due notice shall be given for two (2) successive Saturdays immediately preceding the meeting by Sanctuary publication and announcement. Notice of said meetings shall state the purpose for such meeting.
- (b) Acolyte meetings of the Sanctuary shall be governed by **Article 5 - Committees** and keeping within the spirit of Pagan love and fellowship.
- (c) It is understood that all active Acolytes should be able to voice any concern or seek additional information from the High Clergy, Anointed Clergy, or Coven Leadership Team prior to official meetings.
- (d) Acolytes are expected to also attend Initiate meetings.
- (e) Acolytes will meet at least once per year to hear the heart of the High Priest and High Priestess.

### **7.10 Priests, Priestesses, and Priestxes**

Priests, Priestesses, and Priestxes are a specialized group of Acolytes who are appointed by the High Clergy or Anointed Clergy to assist in the spiritual ministry of Sanctuary of the Phoenix. They are to be considered Servant Leaders and are

selected to serve as such due to their already proven value and ministry in the Sanctuary. They are the spiritual lay Clergy backbone of Sanctuary of the Phoenix.

Priests, Priestesses, and Priestxes may be collectively called “General Clergy”.

#### **7.10.01 Eligibility for Priests, Priestesses, and Priestxes**

Being an Acolyte in good standing is a prerequisite for serving as a Priest, Priestess, or Priestx. Furthermore, in order to be eligible to serve in said roles, an Acolyte must possess the following qualities:

- (a)** Adhere to the expectations for Initiates and Acolytes.
- (b)** Take a Litmus Test for this rank and Title.

#### **7.10.02 Appointment and Removal of Priests, Priestesses, and Priestxes**

Individuals who possess the above qualifications and desire to officially participate in the vision and mission of Sanctuary of the Phoenix as a Priest, Priestess, or Priestx shall attend all required classes and or meetings as determined by the High Clergy or Coven Leadership Team, then present their names to the High Clergy or Anointed Clergy for the approval to ascend to the rank and title of Priest, Priestess, or Priestx also making known their title preference. Those approved to be a Priest, Priestess, or Priestx by the High Clergy or Anointed Clergy shall be encouraged to attend a primary service at the Sanctuary to receive their rank and title publicly. There are no term limits; their appointment lasts as long as they, the High Priest, or High Priestess so desires. The High Priest or High Priestess may remove any Priest, Priestess, or Priestx at its sole discretion at any time unless otherwise specified herein.

#### **7.10.03 Duties of Priests, Priestesses, and Priestxes**

The duties of the Priests, Priestesses, and Priestxes include the following:

- (a)** Blessing and intercession for the Coven Leadership Team, High Clergy, Anointed Clergy, and Sanctuary of the Phoenix.
- (b)** Special Ministry projects as directed from the High Clergy or Anointed Clergy.
- (c)** Blessing and counseling of the Sanctuary Participants, Initiates, and Acolytes.
- (d)** Adhere to the Duties of an Initiate.
- (e)** The Priests, Priestesses, and Priestxes can be called on by Acolytes or other Priests, Priestesses, and Priestxes to review a moral or ethical problem involving the High Priest, High Priestess, or Pastor of Coexistence that is documented by more than one witness. If Clergy unanimously agrees that an investigation needs to be opened, they shall do so in accordance with section **7.10.03 (f)**.
- (f)** The Priests, Priestesses, and Priestxes can call on the Council of Overseers to review a moral or ethical problem involving the High Priest, High Priestess, or Pastor of Coexistence that is documented by more than one witness. A signed petition for intervention by all Clergy must be sent to the Council of Overseers and a copy sent to the Executive Director.
- (g)** A Priest can change their title to Priestess or Priestx, a Priestess may change their title to Priest or Priestx, and a Priestx may change their title to Priest or Priestess as desired to best conform with their Gender Identity. However, in discharging duties as a Priest one must discharge their duties with Masculine energy, in discharging duties as a Priestess one must discharge their duties with Feminine energy, in discharging duties as a Priestx one must be flexible to

discharge their duties with Masculine, Feminine, or Unisex energy as needed to maintain balance. The natural state of energy discharged by a Priestx is Unisex.

**(h)** General Clergy must maintain a 1:1 ratio of Masculine and Feminine energy being discharged. When only one member of General Clergy is present, they must discharge a Unisex energy in their duties.

When Priest to Priestess ratio is evenly 1:1, all Priestxes must discharge their duties with Unisex energy. An individual Priestx may also proxy for a Priest or Priestess to maintain the 1:1 ratio of Masculine and Feminine energy with the remaining Priestxes discharging a Unisex energy.

#### **7.10.04 General Clergy Meetings**

The High Clergy or Anointed Clergy shall preside over and solely call all General Clergy meetings.

**(a)** General Clergy meetings may be called by the High Priest or High Priestess in cooperation with the Coven Leadership Team. Due notice shall be given for two (2) successive Saturdays immediately preceding the meeting by Sanctuary publication and announcement. Notice of said meetings shall state the purpose for such meeting.

**(b)** General Clergy meetings of the Sanctuary shall be governed by **Article 5 - Committees** and keeping within the spirit of Pagan love and fellowship.

**(c)** It is understood that all active Priests, Priestesses, and Priestxes should be able to voice any concern or seek additional information from the High Clergy, Anointed Clergy, or Coven Leadership Team prior to official meetings.

**(d)** Priests, Priestesses, and Priestxes are expected to also attend Initiate and Acolyte meetings.

**(e)** General Clergy will meet at least once per year at Annual Meeting to hear the heart of the High Priest and High Priestess.

#### **7.11 High Clergy**

The High Priest and High Priestess, known as “High Clergy” shall serve as the Spiritual Overseer of Sanctuary of the Phoenix and are provisional members of the Board of Directors (Coven Leadership Team). Only a High Priest or High Priestess may be the Executive Director or Vice Executive Director. At any given time, there must be one (1) High Priest and one (1) High Priestess.

##### **7.11.01 Eligibility for High Clergy**

The High Clergy must be Ordained Clergy in good standing possessing the rank and title of Anointed Priest or Anointed Priestess. All other qualifications of the High Clergy will be determined by the Council of Overseers and the Executive Director.

##### **7.11.02 Appointment and Removal of High Clergy**

In the event a member of High Clergy is deceased while in office, incapacitated indefinitely, resigns, or if the position becomes vacant for any other reason, then the Council of Overseers shall work cooperatively with the remaining Coven Leadership Team members to locate a new member of High Clergy; Both bodies jointly functioning as one Clergy Search Team. If the member of High Clergy resigns or is in good standing with the Coven and wishes to be a part of the clergy search process they may do so long as it is not deemed a conflict of interest by the Council of Overseers. Given the

latitude for leadership the High Clergy is given under these Bylaws and the leadership and ministry qualities needed by the High Clergy to empower the Sanctuary, the process of selection of a new member of High Clergy shall be conducted in the most careful manner. Once the team has determined its choice of a member of High Clergy, they shall present their Appointment to Sanctuary of the Phoenix at a duly called meeting or Public service. If a situation should arise where immoral or illegal conduct is committed, it shall be the duty of the Council of Overseers to take appropriate actions while seeking input from the Coven's Clergy. If the Council of Overseers finds the level of the offense to be of extreme nature, they will call for the resignation of the member of High Clergy. If the remaining High Clergy member is less than the Executive Director, they become the new Executive Director from seniority.

### **7.11.03 Duties of the High Clergy**

The Duties of the High Clergy include the following:

- (a) Spiritual Oversight:** The High Clergy shall work cooperatively with the Council of Overseers, the Coven Leadership Team, Acolytes, Initiates, Priests, Priestesses, Anointed Clergy, Pastor of Coexistence, and Participants. The High Clergy shall establish and communicate the Deity-given vision and mission of the Sanctuary. Oversee and coordinate the day-to-day ministry and Coordinate the day-to-day administration of the Sanctuary. They are also in charge of selecting the members of the Counsel of Overseers.
- (b) Corporate Oversight:** The Executive Director shall serve as the Chief Executive Officer of the Corporation, Chairperson of the Coven Leadership Team, and Chairperson of Initiate Meetings, according to the Articles of Incorporation. He shall oversee all the ongoing activities related to the development, the implementation, and the maintenance of the spiritual and temporal mission and business of the Sanctuary. They shall follow and adhere to the policies and procedures, both assumed and specifically outlined by these Bylaws herein, in compliance with federal, state, and municipal laws.
- (c) The Executive Director shall preside over all meetings of the Coven Leadership Team who serve as the Board of Directors for the Corporation, assuring that all orders and resolutions of that team are fulfilled. The Executive Director shall also call the meetings for the Coven Leadership Team and determine the agenda for each meeting. They shall execute in the name of Sanctuary of the Phoenix all deeds, contracts, loans and other documents under the advice of the Treasurer and confirmation from the Coven Leadership Team. They shall also serve as an ex-officio member of the Acolytes as well as all Ministry Teams, connection groups or any other group that meets within the body of Sanctuary of the Phoenix and shall have the general powers and duties of supervision and management usually vested in the executive office of any corporation.**
- (d) Budget and Expenditures:** Since the High Clergy is primarily responsible for the spiritual life of Sanctuary of the Phoenix, they shall also have corporate authority to make expenditures, within the approved budget by the Coven Leadership Team and upon the advice of the Council of Overseers, ensuring that financial strength is directed toward the ministry directives of the Coven Leadership Team. The Executive Director, with the assistance of the Treasurer, shall be responsible for the preparation of an annual budget and its submission to the Coven Leadership Team, upon the approval of the Council of Overseers.
- (e) Compensation:** The Council of Overseers will serve as the Compensation Team for the function of the review of salary packages for all staff of the Sanctuary, which is determined by the Executive Director or their designee.
- (f) Must discharge their duties with reverence.**
- (g) To provide spiritual guidance to the Coven.**
- (h) To be knowledgeable of many Pagan belief systems.**

- (i) To continue to learn about the different Pagan belief systems.
- (j) To facilitate inter-Coven alliances and community actions.
- (k) Must not subscribe to any faith not of a pagan belief system or any prohibited path and must be exclusively Pagan.
- (l) Must not participate in or endorse any Abrahamic or otherwise Anti-Pagan Observances, holidays, or rites.
- (m) Duties of High Priest:
  - (1) Regardless of Gender Identity or Biological Sex must discharge their spiritual duties with masculine energy.
  - (2) Must work in an equal capacity to the High Priestess in all Ritual, ceremonial, and otherwise spiritual duties.
  - (3) To be a Spiritual Father Figure to Coven Members.
- (n) Duties of High Priestess:
  - (1) Regardless of Gender Identity or Biological Sex must discharge their spiritual duties with feminine energy.
  - (2) Must work in an equal capacity to the High Priest in all Ritual, ceremonial, and otherwise spiritual duties.
  - (3) To be a Spiritual Mother Figure to Coven Members.

#### **7.11.04 Transition between members of High Clergy**

To ensure the unity of the Sanctuary by a smooth transition between High Clergy appointments, the following procedures shall be followed:

- (a) Governance During the Interim: At their discretion, the Coven Leadership Team, under the counsel of the Council of Overseers, may select an Interim member of High Clergy from outside or inside the Coven Leadership Team to fulfill the basic duties of the member of High Clergy until a new member of High Clergy is selected.
- (b) Function and Limits of an Interim member of High Clergy: The Interim member of High Clergy shall not alter the philosophy of Sanctuary of the Phoenix to reflect their own personal views. The Interim member of High Clergy shall cover the primary Ritual schedule, discharge the basic Coven care duties, and ensure that the ministries of Sanctuary of the Phoenix continue to function. The Interim member of High Clergy shall not possess any other corporate powers granted to the members of High Clergy by these Bylaws unless they are already on the Coven Leadership Team, in which case their role and title and all privileges thereof are preserved. If an Interim member of High Clergy is secured from outside Sanctuary of the Phoenix, they shall be remunerated for their service at a fair salary mutually agreed upon by the Interim member of High Clergy and the Coven Leadership Team under the counsel of the Treasurer and the Council of Overseers.
- (c) Administration during the Interim Period: During the interim period between High Clergy appointments, members of the Coven Leadership Team are to continue in their positions. Should leadership or financial problems arise, the Interim member of High Clergy shall have the authority to alter the duties, roles, and/or terms of employment of all employees and the terms of service for all volunteer leadership positions, including dismissal if necessary, upon the ratification of the Council of Overseers and confirmation by the Coven Leadership Team. Any employees serving under a previous member of High Clergy shall tender their resignations or request to continue in their employment to the new member of High Clergy immediately upon their appointment. The new member of High Clergy shall have up to six months to accept or reject said resignations or requests. When the new member of High Clergy is in place, they have full authority to select their staff, replacing existing staff members if they should so choose.

### **7.11.05 Establishing Ordainment of High Clergy**

Ordainment is provisionally granted to the founding High Clergy through Sanctuary of the Phoenix. Their Ordainment shall be confirmed upon completion of the Ordination course when offered by the Coven Leadership Team.

### **7.12 Anointed Clergy**

The Anointed Priest and Anointed Priestess, also known as “Anointed Clergy” shall serve as the Spiritual Representatives of Sanctuary of the Phoenix’s High Clergy within a Coven District.

#### **7.12.01 Eligibility for Anointed Clergy**

The Anointed Clergy must be ordained clergy in good standing. All other qualifications of the Anointed Clergy will be determined by High Clergy.

#### **7.12.02 Appointment and Removal of Anointed Clergy**

Anointed Clergy are appointed or removed at the pleasure of the High Clergy. If a member of Anointed Clergy resigns or becomes deceased within a Coven District, High Clergy will seek replacements for Anointed Clergy at their earliest convenience. In the interim, High Clergy will preside directly in their stead.

#### **7.12.03 Duties of the Anointed Clergy**

The Duties of the Anointed Clergy include the following:

- (a)** Spiritual Oversight: The Anointed Clergy shall directly represent the will of the High Clergy within a Coven District. The High Clergy shall establish and communicate the Deity-given vision and mission of the Sanctuary and Coven to the Anointed Clergy to impart in discharging their duties.
- (b)** The High Clergy shall preside over all meetings of the Anointed Clergy.
- (c)** Compensation: The Council of Overseers will serve as the Compensation Team for the function of the review of salary packages for all staff of the Sanctuary, which is determined by the Executive Director or their designee.
- (d)** The Anointed Clergy is to operate any Covenstead that the High Clergy is not physically at as the Minister of the will and representative of High Clergy.
- (e)** Must discharge their duties with reverence.
- (f)** To provide spiritual guidance to the Coven.
- (g)** To be knowledgeable of many Pagan belief systems.
- (h)** To continue to learn about the different Pagan belief systems.
- (i)** Must not subscribe to any faith not of a pagan belief system or any prohibited path.
- (j)** Must be exclusively Pagan.

**(k) Duties of Anointed Priest:**

- (1)** Faithfully represent the will of the High Priest and yield to their spiritual decree.
- (2)** Regardless of Gender Identity or Biological Sex must discharge their spiritual duties with masculine energy.
- (3)** Must work in an equal capacity to the Anointed Priestess in all Ritual, ceremonial, and otherwise spiritual duties.
- (4)** To be a Spiritual Father Figure to Coven Members.

**(l) Duties of Anointed Priestess:**

- (1)** Faithfully represent the will of the High Priestess and yield to their spiritual decree.
- (2)** Regardless of Gender Identity or Biological Sex must discharge their spiritual duties with feminine energy.
- (3)** Must work in an equal capacity to the Anointed Priest in all Ritual, ceremonial, and otherwise spiritual duties.
- (4)** To be a Spiritual Mother Figure to Coven Members.

**(m)** May use title “Anointed Clergy” or “Anointed Priestx” when they are the sole Anointed Clergy of a Coven District. Regardless of chosen energy, singular Anointed Clergy must discharge their duties in Unisex energy for Sanctuary of the Phoenix.

**(n)** Anointed clergy may elect to use the title “Anointed Clergy” or “Anointed Priestx” to better align to their Gender Identity, however, must discharge their duties with their chosen energy of Masculine or Feminine when working with another member of Anointed Clergy.

**(o)** The energy a member of Anointed Clergy has chosen, either Masculine or Feminine may not be changed once chosen without cause. If both members of Anointed Clergy in a coven district wish to trade energy alignment, it must be approved by High Clergy and may only occur once in a 12-month period.

**(p)** Individuals who use the title “Anointed Clergy” or “Anointed Priestx” are still internally documented as an Anointed Priest or Anointed Priestess only for purposes of identifying if the energy they discharge is Masculine or Feminine and so they are aware of the duties of that discharge of energy.

### **7.13 Pastor of Coexistence**

The pastor of Coexistence is to perform low level clergy work in regard to individuals seeking spiritual guidance who are Guest Members or individuals of a Non-Pagan faith. There is to be only one (1) Pastor of Coexistence per Coven District.

#### **7.13.01 Eligibility for Pastor of Coexistence**

The Pastor of Coexistence must be ordained clergy in good standing. All other qualifications of the Pastor of Coexistence will be determined by High Clergy.

### **7.13.02 Appointment and Removal of Pastor of Coexistence**

The Pastor of Coexistence is appointed or removed at the pleasure of the High Clergy. If the Pastor of Coexistence resigns or becomes deceased within a Coven District, High Clergy will seek replacements for the Pastor of Coexistence at their earliest convenience with consult and feedback from the Anointed Clergy of the Coven District requiring a Pastor of Coexistence. In the interim, High Clergy or Anointed Clergy will preside directly in their stead.

### **7.13.03 Duties of the Pastor of Coexistence**

The Duties of Pastor of Coexistence:

- (1)** To be the clergy and staff for the Coexistence Chapel
- (2)** To provide chaplain services to those seeking them who are of any faith or no faith.
- (3)** To assist individuals of faiths not of a Pagan Path in finding a congregation in their faith.
- (4)** To be well versed in Pagan belief systems and academically knowledgeable in Abrahamic belief systems.
- (5)** To learn about all faiths academically, taking priority in learning about a faith to chaplain an individual.
- (6)** To facilitate inter-faith friendships between the Sanctuary and other places of worship.
- (7)** To facilitate inter-faith friendships between our Clergy, and that of other places of worship.
- (8)** To oversee any inter-faith action on our end with guidance from the High Clergy or the Executive Director.
- (9)** Must put the needs and views of Sanctuary of the Phoenix before that of the Chapel.
- (10)** Must profess a Pagan Path as their exclusive faith and be ordained in a Pagan belief.
- (11)** Oversee and Administer the Coexistence Database of inclusive places of worship.
- (12)** To be available to chaplain all in need regardless of faith in the community.
- (13)** To be available to anyone requesting chaplain services or speaking of faith in any of our charitable programs.
- (14)** Work directly with High Clergy and the Executive Director to honor their requests of adding and removing entries from the Coexistence Database from High Clergy or the Executive Director.
- (15)** To be allowed to use the chapel for blessings or sermons that are respective of all faiths but exclusive of no faith.
- (16)** To promote the end of prejudice and bias towards Pagans by other belief systems.
- (17)** To cooperate with High Clergy in warding the Coexistence Chapel to protect the Sanctuary as a whole from any spiritual activities conducted by guests that may cause harm such as prayer and to spiritually cleanse the Coexistence Chapel after every use for the loving comfort and respect of all who use it.

## **ARTICLE 8 – Contracts, Checks, Loans, Indemnification, and Related Matters**

### **8.01 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.

### **8.02 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.

### **8.03 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.

### **8.04 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.

### **8.05 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 he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

**(b) Permissible Indemnification.** The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her 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 his or her good faith belief that he or she is 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 he or she is 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 Michigan 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 9 – Miscellaneous**

### **9.01 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.

### **9.02 Fiscal Year**

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

### **9.03 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.

### **9.04 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 age, sex, race, religion, national origin, gender identity, and sexual orientation. It is the policy of Sanctuary of the Phoenix not to discriminate on the basis of race, creed, ancestry, marital status, sex, gender identity, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

### **9.05 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,

- (a) 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,
- (b) 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 vote of a quorum of directors at a Board meeting.
- (c) that all amendments be consistent with the Articles of Incorporation.

## **ARTICLE 10 – Counterterrorism, Due Diligence, and Entities Prohibited from Affiliation**

### **10.01 Counterterrorism and Due Diligence Policy**

In furtherance of its exemption by contributions to other organizations, domestic or foreign, Sanctuary of the Phoenix 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, Sanctuary of the Phoenix 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.

Sanctuary of the Phoenix shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by preexisting 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.

### **10.02 Entities Prohibited from Affiliation**

In order to ensure that the charitable deeds and community actions we partake in are respective with core values in our faith we ratify **Article 10**.

No entity (business, corporation, organization, individual, group, congregation, coven, sanctuary, place of worship, or persons) conducting, condoning, supporting, advertising, or financing any of the following activities or ideologies may be affiliated with our Organization or Sanctuary in any capacity whatsoever:

**10.02.1** Hate Speech towards: Pagans, Sexual Orientation, Biological Sex, Gender Identity, Ethnicity, or Race.

**10.02.2** Entities that provide Conversion Therapy or any other form of mental torture or extortion towards Pagan individuals to change their faith or otherwise convert them and/or towards LGBTQ+ individuals to change their sexual orientation or gender identity.

**10.02.3** Entities with an ideology that deems homosexuals, transsexuals, or any gender identity that does not conform to biological sex as immoral.

**10.02.4** Entities with an ideology that demands there is only one true faith or only one path to spiritual salvation

**10.02.5** Entities that are against Same Sex Marriage for any reason.

**10.02.6** Entities that aid and abet in eluding law enforcement, courts, or otherwise harbor or assist fugitives or suspects.

**10.02.7** Entities that discriminate against legal immigration or refugees.

**10.02.8** Entities that promote genocide or ethnocide.

**10.02.9** Entities of Government Institution that do not observe a constitutional separation of Church and State, or a limited public forum where all faiths or absence thereof is respected on equal merit.

### **10.03 Paths Prohibited from Inclusion**

**10.03.1** Our Sanctuary and Coven strictly prohibits observing Paths or Belief Systems that promote genocide, ethnocide, inequality, prejudice, or bias towards any ethnicity, sexual orientation, biological sex, or gender identity. Supremacy of any ethnicity, sexual orientation, biological sex, or gender identity is prohibited.

**10.03.2** Our Sanctuary and Coven strictly prohibits any form of sacrifice involving any living being or living creature.

**10.03.3** As we do our best to be as inclusive as possible, if you feel a path or belief system is unfairly prohibited or can be revised or reformed for inclusion, please contact the High Clergy.

## **ARTICLE 11 – Document Retention Policy**

### **11.01 Purpose**

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

### **11.02 Policy**

#### **Section 1. 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, Sanctuary of the Phoenix 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.

#### **Section 2. Exception for Litigation Relevant Documents**

Sanctuary of the Phoenix 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 Sanctuary of the Phoenix 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.

### **Section 3. 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.

**Section 4. Electronic Mail. E-mail that needs to be saved should be either:**

**(i)** printed in hard copy and kept in the appropriate file; or

**(ii)** 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 12 – Transparency and Accountability**

### **Disclosure of Financial Information with The General Public**

#### **12.01 Purpose**

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

(a) indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public

(b) indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public

(c) specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follow:

#### **12.02 Financial and IRS documents (The form 1023 and the form 990)**

Sanctuary of the Phoenix 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.

#### **12.03 Means and Conditions of Disclosure**

Sanctuary of the Phoenix shall make “Widely Available” the aforementioned documents on its internet website: <https://www.sanctuaryphoenix.com/501c3/> to be viewed and inspected by the general public.

(a) 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).

(b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.

(c) Sanctuary of the Phoenix 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).

(d) Sanctuary of the Phoenix 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.

#### **12.04 IRS Annual Information Returns (Form 990)**

Sanctuary of the Phoenix 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 or a review of the 990 is required under Federal law, the corporations Form 990 shall be submitted to each member of the board of director's via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

#### **12.05 Board**

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

(b) 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.

(c) 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.

#### **12.06 Staff Records**

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

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

(c) Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that

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

#### **12.07 Donor Records**

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

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

(c) 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 ;

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

## **ARTICLE 13 – Code of Ethics and Whistleblower Policy**

### **13.01 Purpose**

Sanctuary of the Phoenix 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 Sanctuary of the Phoenix 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 achieving compliance with various laws and regulations.

### **13.02 Reporting Violations**

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of Sanctuary of the Phoenix is in violation of law, a written complaint must be filed by that person with the Vice Executive Director or the Executive Director.

### **13.03 Acting in Good Faith**

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

### **13.04 Retaliation**

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Sanctuary of the Phoenix and provides the Sanctuary of the Phoenix 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.

Sanctuary of the Phoenix 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 Sanctuary of the Phoenix or of another individual or entity with whom Sanctuary of the Phoenix 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.

Sanctuary of the Phoenix 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 Sanctuary of the Phoenix 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.

### **13.05 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.

### **13.06 Handling of Reported Violations**

The Executive Director or Vice Executive Director 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, staffs or employees and they shall have the opportunity to ask questions about the policy.

## **ARTICLE 14 – Amendment of Articles of Incorporation**

### **14.01 Amendment**

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

## **ARTICLE 15 – Ceremonial Rites**

Ceremonial Rites such as but not limited to Weddings, Birth blessings, Funeral services, and Burial services are for Coven Members of a Basic Membership or higher. Such services are not offered to individuals who are not of a Pagan faith. Some services may be provided to individuals who are not a member of the Coven, but services will strictly observe a Pagan nature. All Weddings, Funeral services, and Burial services conducted by our Ordained Clergy must be approved and authorized by High Clergy.

### **Exhibit A – Statement of Faith**

Our Sanctuary follows an Eclectic Path. Eclectic Pagans take portions of beliefs and practices from other denominations of Paganism to mold their life, morals and spiritual path. Each practitioner forms their own beliefs on afterlife or non-existence thereof. Eclectic Pagans follow a duotheism, monotheistic, polytheistic, or earth-based theology. Our Sanctuary is a place of worship where most paths of Paganism can be taught or practiced with reverence.

### **Exhibit B – Distinct Religious History**

Our Sanctuary and Coven are of an Eclectic Pagan Path. We follow the teachings and Rituals of various belief systems in Paganism.

### **Exhibit C – Summary of Beliefs**

We are required to respect that there is no singular Path or Faith that grants a spiritual salvation or afterlife. We observe exclusively belief systems in Paganism with reverence and devotion. We believe that if a spiritual salvation or afterlife is part of a Path, then it is attained through observation of that Path. As an Eclectic Path, we may elect the kind of spiritual salvation or afterlife we most identify with if we so choose. As an Eclectic Sanctuary and Coven, we are to respect the diversity of Paths our members may observe, and their choice to observe more than one Path in an Eclectic manner if they desire.

## Exhibit D – Creed

We, The Sanctuary of the Phoenix, embrace Pagan Paths of the Past, Present, and Future.

We seek to be a binding conduit in the unification of all loving Pagan belief systems in an organized voice.

We, in a devout and reverent nature, diligently reconstruct and reform Lost Paths of Paganism into a relevant modern context.

We respect the diverse belief systems within our Coven and Sanctuary, to independently observe a specific Path, or a collective of Paths in accordance with The Testament of Shadows.

We as a Coven and Sanctuary bind together our shared values in a unified and organized belief system.

## Exhibit E – Rituals

### Basic Eclectic Ritual

1. The High Priest and High Priestess cleanse the Ritual space with burning sage as well as the participants as they enter the circular Ritual space, following a clockwise motion around the circle.
2. Once all participants are in the circle, the High Priest and High Priestess walk in a circular clockwise motion dripping water and sprinkling salt to begin to cast the spiritual circle.
3. Facing each of the cardinal directions one at a time, we call out to the elements and the Gods/Goddesses of those elements, beginning with Earth in the North, Wind to the East, Fire to the South, and Water to the West.
4. Facing to the North again, we begin to call out to the watchtowers of the directions, asking them to join us in our Ritual, and turn in a clockwise motion from north to east, south, and ending in the west.
5. The High Priest and High Priestess offer the opportunity for the participants to invoke or invite their deity or deities of their choosing to join us for the Ritual and to protect us within the spiritual circle.
6. Once the deities of the participants have been invited, we open Ritual to do any spiritual work, speak of ancient wisdom, teach history on the Gods and Goddesses, and deliver any sermon.
7. We make offerings to the Gods and Goddesses with a food and a drink, then walk in a clockwise motion to each participant giving them each an offering ushering them to never hunger, and to never thirst.
8. We finish on any other spells that need to be cast and begin to open the spiritual circle.
9. Starting in the west, we call to the watchtowers of the directions to thank them for joining us and wish them farewell, moving in a counter-clockwise motion ending facing the north.
10. Facing the west, we thank the elements and the Gods/Goddesses of those elements for joining us and bid them farewell, moving in a counter-clockwise motion, ending facing the North.
11. We walk around the outside of the circle in a clockwise motion while stating, “The circle is open, but unbroken, may the love of the goddess be ever in your heart, merry meet, and merry part, and merry meet again, blessed be.”
12. End of Ritual.

We welcome rituals from all Pagan Paths and observe more than just our basic ritual. Other rituals observed by our Sanctuary and Coven are outlined in The Testament of Shadows and in our other publications.

## **Exhibit F – Code of Doctrine and Discipline**

1. Do as you will and harm none, unless in defending yourself or your family.
2. Do not judge the lifestyles of others or their spiritual path unless it brings you harm.
3. Do not utilize Magick to interfere with free will.
4. Use no Hex or Curse on anyone who causes no harm.
5. Protect those weaker than yourself and nature.
6. Celebrate life and honor the deceased.
7. Do not use Magick you do not understand.
8. Cultivate a respectful relationship with nature.
9. Maintain an accountable responsibility for yourself, your words, and your actions.
10. Live life in accordance with The Testament of Shadows.

**Certificate of Adoption of Constitution and Bylaws**

I do hereby certify that the above stated Constitution and Bylaws of Sanctuary of the Phoenix were approved by the Sanctuary of the Phoenix's Board of Directors on **Saturday, May 18, 2019** and constitute a complete copy of the Constitution and Bylaws of the Corporation and our Sanctuary.

Executive Director:  Date: 06/22/20