

Black Hills Spiritual Center for Peace

By Laws

The By-laws of the Black Hills Spiritual Center for Peace (BHSCP) are adopted for the purpose of prescribing and defining the means and methods by which the BHSCP, its membership, its board, and its officers shall function and carry out their respective duties, obligations, and purposes. The provisions herein shall govern and control how the BHSCP functions and determine the rules, guidelines and norms that apply. If the specific provisions of the By-laws do not cover any purpose or action that may be deemed necessary or for the best interest of the BHSCP, the applicable provisions of the Corporation, statutes of the State in and under which the BHSCP is organized as a Corporation will apply.

ARTICLE I- PURPOSE, VISION AND MISSION

PURPOSE STATEMENT

Fostering fellowship, spiritual growth and a unified commitment to peace, love and harmony.

The Black Hills Spiritual Center for Peace is organized exclusively for religious and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

VISION STATEMENT

We envision, at the Black Hills Spiritual Center for Peace, a community where every individual unites in authenticity, mutual respect and shared purpose - nurturing a safe, sacred space for growth, love, kindness, and transformation.

MISSION

The Black Hills Spiritual Center for Peace is an inclusive, heart-centered community that embraces, inspires and unites all ages, cultures and spiritual beliefs. We do this through joyful celebration, uplifting music, meditative practices, special events, and enrichment classes and workshops. These are all designed to encourage and empower personal exploration.

Black Hills Spiritual Center for Peace

By Laws

ARTICLE II - POLITICAL POLICY

The BHSCP supports liberty, justice and equality for all people regardless of position, race, background, sexual identity or expression, gender identity or expression, national origin, ethnicity, religion or lack of, age, economics and/or mental or physical ability. The BHSCP stands for and supports a world that works for everyone. We acknowledge and accept this responsibility as a place of spiritual leadership.

This BHSCP shall in no way be active in carrying on propaganda nor in any other manner attempt to influence legislation. In addition, this BHSCP shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. The BHSCP may and should, when called, speak out regarding issues of injustice, ethics, discrimination and principle in our community, country, and world. When actions, policies and events are out of principle and alignment with the highest good of humanity BHSCP shall speak out.

ARTICLE III - ANNUAL MEETING OF FELLOWSHIP

The annual Fellowship meeting date shall be established by the Board of Directors and is to be held before March 1 of each year. At such meeting, reports of the affairs of the BHSCP shall be presented to include, but not be limited to:

- A. Annual financial reports;
- B. Reports from established committees/activities;
- C. Board report;
- D. Report BHSCP accomplishments.
- E. Review and re-affirm The BHSCP Code of Ethics.

Notice of time and place of such meetings shall be given by public announcement during the Sunday services, not less than two (2) consecutive Sundays preceding the date of each meeting.

Black Hills Spiritual Center for Peace By Laws

ARTICLE IV - BOARD OF DIRECTORS

SECTION 1 - GENERAL

Subject to limitations of the Articles of Incorporation, these By-laws, and applicable laws the business and affairs of the BHSCP shall be the responsibility of the Board of Directors.

The Board of Directors shall have the right to purchase, acquire or lease, sell, transfer or otherwise dispose of any personal property of the BHSCP upon approval of a majority vote of the Board.

The Board of Directors shall elect, appoint, employ, supervise, evaluate, and remove the officers, agents, employees, volunteers and representatives of the BHSCP and fix their compensation.

The Board of Directors shall promote the Vision, Mission and Values of The BHSCP and oversee the development of goals, objectives, strategies and policies. They may establish committees to make planning and policy recommendations prior to implementation. The Board shall be responsible for the implementation of all planning and policy decisions.

SECTION 2 - NUMBER OF MEMBERS

The Board of Directors shall consist of at least five (5) to seven (7) lay Directors in addition to the Ministerial Council. The number may be changed by amendment of these By-laws or by repeal and adoption of new By-laws.

SECTION 3 - ROLE OF THE BOARD

The role of the Board of Directors includes, but is not limited to the following:
A. Promote the Vision, Mission and Values of the BHSCP;

Black Hills Spiritual Center for Peace

By Laws

- B. Establish policies;
- C. Support established policies;
- D. Guide and monitor the operation of the BHSCP;
- E. Review and assist in the implementation of programs and ideas developed by members of the Ministerial Council;
- F. Oversee and manage the financials of the BHSCP;
- G. Ensure the financial stability of the BHSCP;
- H. Provide guidance and oversight toward achievement of goals and objectives.

SECTION 4 - QUALIFICATIONS OF DIRECTORS

The qualifications of the Board of Director Members include, but are not limited to the following:

- A. Dedication to living New Thought and Science of Mind principles;
- B. Dedication to the mission of The BHSCP;
- C. Dedication to implementation of policy requirements;
- D. History of participation and commitment to the Community;
- E. Demonstrated leadership skills;
- F. Demonstrated respect for others;
- G. Team member consciousness;
- H. Good communication skills;
- I. Dedication to building financial support for the BHSCP;
- J. Compliance with and dedication to the BHSCP Code of Ethics.

SECTION 5 - ELIGIBILITY OF DIRECTORS

The eligibility requirements for the Board of Director Members include, but are not limited to the following:

- A. BHSCP employees may not serve on the Board;
- B. Board members may not be a close relative of or have a live-in relationship with any employee of The BHSCP;
- C. The Board may waive these standards at the request of the candidate by 100% agreement among the voting members of the Board;
- D. Any Board member serving by waiver must abstain from any discussions or decisions about the relative/partner/spouse or employee.

SECTION 6 - DUTIES OF THE BOARD

Black Hills Spiritual Center for Peace By Laws

The duties of the Board of Director Members include, but are not limited to the following:

- A. Perform any and all duties identified by law, by the Articles of Incorporation of this Corporation, or by these By-laws;
- B. Hire employees, determine their compensation, and, should the need arise, terminate employees;
- C. Oversee all officers and agents of The BHSCP to assure that their duties are performed in accordance with the Vision, Mission and Values of the BHSCP.
- D. Meet at such times and places as required by these By-laws.

SECTION 7 - TERMS OF OFFICE

The term of office for the Board of Director Members is:

- A. Each Director shall hold office for a period of two years;
- B. Board members may serve longer than the 2 year period as long as they continue to bring value to the center and the board.
- C. Any member of the BHSCP community who meets the qualification and eligibility requirements for board membership is encouraged to apply to serve on the Board of Directors:
- D. All Directors, unless removed or they resign, will hold office until their successors are properly elected and installed.

SECTION 8 - TERMINATION AND RESIGNATION

The termination and resignation requirements for Board of Director Members are:

- A. A Board member may be terminated by adoption of a resolution approved by a majority vote of the other members; the Board member in question must abstain from the vote.
- B. The Board of Directors may by resolution declare vacant the seat of any Director who:
 - 1. Fails to perform the assigned duties of a Director;
 - 2. Fails to attend 3 consecutive regular board meetings without a valid excuse approved by a vote of the members and recorded in the minutes of at least one meeting;
 - 3. Is absent 4 meetings in a 12-month period without a valid excuse approved by a vote of the members and recorded in the minutes of at least one meeting.

Black Hills Spiritual Center for Peace

By Laws

C. Written notice signed by the Board President and Secretary shall be sent, via certified mail, return receipt requested, to the terminated board member regarding such action taken by the Board.

D. Any Director may resign effective immediately upon written notice to the President, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation.

SECTION 9 - REGULAR BOARD MEETINGS

Regular meetings of the Board of Directors shall be held monthly.

SECTION 10 - SPECIAL MEETINGS

Special meetings of the Board of Directors for any purpose may be called at the discretion of the Board.

SECTION 11- QUORUM FOR MEETINGS

A majority of the authorized number of Directors shall constitute a quorum for the transaction of business. Every action taken or decision made by a majority of the Directors present at a duly held meeting, at which a quorum is present, shall be the act of the Board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

SECTION 12 - MAJORITY ACTION AS BOARD ACTION

Every act or decision made by a majority of Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or By-laws of this Corporation deem otherwise.

SECTION 13 - CONDUCT OF MEETINGS

Board members agree to conduct themselves in accordance with the Spiritual Principles of the BHSCP and the meeting norms established by the group.

Black Hills Spiritual Center for Peace

By Laws

A. Meetings shall be governed by Robert's Rules of Order. Such rules may be revised from time to time or amended by the Board of Directors insofar as such rules are not consistent with or in conflict with these By-laws, with the Articles of Incorporation, or with provisions of law;

B. The President may make or second motions in conducting meetings of the Board of Directors.

SECTION 14 - ACTION BY WRITTEN CONSENT, EMAIL OR TELEPHONE POLL WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing, by email or other electronic transmission, communication or telephone poll to such action. Such written, electronic or telephone consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written, electronic or telephone consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which related to action so taken shall state that the action was taken by unanimous written, email or telephone poll of the Board of Directors without a meeting and that the By-laws of this Corporation authorize the Directors to so act, and such statements shall be prima facie evidence of such authority.

SECTION 15 - VACANCIES

A. Vacancies of the Board of Directors shall exist:

1. Upon the death, resignation, removal of any Director or expiration of term;
2. Whenever the Board of Directors is acting without the minimum numbers of Directors as defined in Article II, Section 2;
3. Whenever the number of authorized Directors is increased.

B. Vacancies on the board may be filled by approval of a majority of the directors then in office.

SECTION 16 - NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

SECTION 17 - INSURANCE FOR CORPORATE AGENTS

Black Hills Spiritual Center for Peace

By Laws

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, officer, employee or other agent of the Corporation) against any liability other than for violating provision of law.

ARTICLE V - OFFICERS

SECTION 1 - NUMBER OF OFFICERS

The officers of the Board of Directors shall be a President, a Vice President, a Secretary, and a Treasurer. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President of the Board.

SECTION 2 - ELECTION OF OFFICERS

The election for the Board of Director Officers shall be as follows:

Any Director may serve as an officer of this Corporation. The officers shall be elected by the Board and each shall serve at the pleasure of the Board. Elections of officers will take place each year at the January Board meeting or as needed.

SECTION 3 - DUTIES OF BOARD PRESIDENT

The President shall be the Chief Executive Officer of The BHSCP and shall, subject to the control of the Board of Directors, monitor and guide the affairs of The BHSCP and the activities of the officers. The President shall perform all duties incident to the President's office and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these By-laws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as President of the Board of Directors, the President shall preside at all meetings of the Board of Directors. If applicable, the President shall preside at all meetings of the fellowship. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these By-laws, the President shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

Black Hills Spiritual Center for Peace

By Laws

SECTION 4 - DUTIES OF VICE-PRESIDENT

In the absence of the President, or in the event of the President's inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so acting

shall have all the powers of and be subject to all the restrictions on the President. The Vice-President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these By-laws, or as may be prescribed by the Board of Directors.

SECTION 5-DUTIES OF THE SECRETARY

The Secretary shall keep, or cause to be kept, at the principal office and in an electronic format or such other place as the Board of Directors may order, the Minutes of all meetings of Directors and members, with the time and place of holding whether regular or special and, if special, how authorized, the notice thereof given, the names of those present at Directors' meetings, the number of persons present at members' meetings, and the proceedings thereof.

The Secretary shall keep, or cause to be kept, electronic fellowship records. These records remain the property and responsibility of the BHSCP and must be protected from unauthorized disclosure, sale or release.

The Secretary shall give, or cause to be given, notice of all the meetings of the Board of Directors as required by the By-laws or by State law. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the By-laws.

The Secretary shall notify the Secretary of State of all changes to Board Members and their contact information.

SECTION 6- DUTIES OF TREASURER

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the financial status of the BHSCP in accordance with generally accepted accounting principles. The Book of Accounts shall be open at all reasonable times for review. The Treasurer shall be responsible for the preparation and distribution

Black Hills Spiritual Center for Peace

By Laws

of financial statements/reports of the BHSCP. The Treasurer shall also cause to be prepared other financial statements as may be requested by the Ministerial Council or Board of Directors from time to time.

ARTICLE VI - MINISTERIAL COUNCIL

SECTION 1 - ROLE OF THE MINISTERIAL COUNCIL

The role of the Ministerial Council is as follows:

- A. Provide leadership in setting the Vision, Mission and Values of the BHSCP;
- B. Provide ongoing direction in planning and conducting spiritual services and classes;
- C. Represent the BHSCP in outreach to the community;
- D. Participate in decisions and provide direction about the day to day operations of the BHSCP, as appropriate;
- E. Participate in supervision of BHSCP activities and volunteer programs, as appropriate;
- F. Abide by and support the policies, procedures, goals and objectives adopted by the Board of Directors.
- G. Abide by the BHSCP Code of Ethics adopted by the Board of Directors; Attempt to have least one member at all board meetings;
- H. The entire council gets one vote at board meetings.

SECTION 2 - QUALIFICATIONS OF THE MINISTERIAL COUNCIL

Members of the Ministerial Council shall demonstrate consistent support of the Mission and Vision of BHSCP in accordance with these By-laws.

SECTION 3 - TERMINATION

Notwithstanding any provision of these By-laws, any member of the Ministerial Council who fails to meet the outlined standards of conduct and community engagement or fails in any way to adhere to the adopted Code of Ethics, will be excluded unconditionally from the Ministerial Council.

ARTICLE VII - COMMITTEES

Black Hills Spiritual Center for Peace

By Laws

SECTION 1- EXECUTIVE COMMITTEE

The Executive Committee shall be composed of the President, Vice President, Secretary, Treasurer and Executive Committee meetings may be called by any member thereof, upon notice to the members of the Executive Committee of the time and place of such meeting. Minutes of each meeting of the Executive Committee shall be created

and maintained by the secretary. Any decisions shall be submitted to the Board of Directors for final determination. A majority of the authorized number of members of the Executive Committee shall constitute a quorum for the transaction of business.

SECTION 2 - OTHER COMMITTEES

The Board of Directors may appoint committees, as deemed necessary in order to carry out the work and purpose of the BHSCP and may confer upon them such authority,

powers and duties as it may deem appropriate. The final responsibility and duty for management of the affairs, assets, properties, and employees of this BHSCP shall rest upon the Board of Directors.

SECTION 3 - MEETINGS AND ACTION OF COMMITTEES

Meetings and actions of the committees of the Board shall be governed by, held, and taken in accordance with the provisions of these By-laws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined by the Board representative and committee chair. The

Board shall adopt rules for the governance of any committee that are consistent with these By-laws.

ARTICLE VIII - CORPORATE RECORDS AND REPORTS

SECTION 1- DIRECTORS' INSPECTION RIGHTS

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation. Anyone exercising such right of inspection shall notify the President or Vice President of the Board 24 hours prior to the inspection. The President or Vice President of the Board shall appoint a Director to be present at such inspection. Each

Black Hills Spiritual Center for Peace

By Laws

Director shall be bound by strict rules of confidentiality in the event clearly confidential information is obtained or learned in the course of such inspection or in any other activity related to their function as a Board member.

SECTION 2 - ANNUAL REPORT

The Board shall cause an annual report to be furnished to all Directors of the Corporation not later than sixty (60) days after the close of The BHSCP's fiscal year, which is the calendar year. This report shall contain the following information in appropriate detail:

- A. The assets and liabilities, of the Corporation as of the end of the fiscal year;
- B. The principal changes in assets and liabilities, during the fiscal year;
- C. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- D. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year;
- E. Any information required by Section 3 of this Article.

SECTION 3 - ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS

All Directors, Ministers or employees shall deliver to the Board a statement within sixty (60) days after the close of the fiscal year a report which briefly describes the amount and circumstances of any indemnification or any transaction in which the Corporation was a party, and in which they had a direct or indirect financial interest.

Any statement required by this Section shall briefly describe the names of interested persons involved in such transactions, stating each person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

ARTICLE IX - FISCAL YEAR

The fiscal year of the Corporation shall begin on January 1st and end on December 31st of each year.

Black Hills Spiritual Center for Peace

By Laws

ARTICLE X - AMENDMENT OF BY-LAWS

This Corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first directors of this Corporation nor the names and addresses of its initial agent,

except to correct an error in such statement or to delete either statement after the Corporation has filed a "Statement by a Domestic Nonprofit Corporation".

These By-laws may from time to time be amended by affirmative vote of a majority of the Directors at any regularly scheduled and noticed meeting.

A. The Secretary shall keep a current record of any amendments made to such By-laws and shall at the time of the annual report each year provide a copy of the current By-laws to each Director. This may be done electronically.

B. New and pending Directors shall be provided with a current copy of the By-laws immediately upon assuming office. This may be done electronically.

C. Any By-law provision found to conflict with any state or federal statute, regulation, or policy or decision of a court of competent jurisdiction, shall be void, but shall not render void any other provision of these By-laws not in conflict therewith.

ARTICLE XI - PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, director, officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these By-laws and is fixed by resolution of the Board of Directors.

No such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on the dissolution of the Corporation. All members, if any, of the Corporation shall be deemed to have expressly consented and agreed that on such dissolution, whether voluntarily or involuntarily, the assets of the Corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this Corporation and not otherwise.

Black Hills Spiritual Center for Peace

By Laws

SECTION 1 - FINANCIAL MANAGEMENT

If authorized by the Board of Directors, a Board Member may use BHSCP funds for routine expenses and reimbursements up to \$250 without the express approval of the Board of Directors.

Routine expenses greater than \$250 (i.e., guest speakers, musical talent, workshops, etc.), and unusual or recurring expenses greater than \$100 must be approved by the Board of Directors. Routine operating expenses such as rent and utilities do not require approval.

BHSCP funds can only be donated to registered 501@3 organizations. Exceptions are allowed, but must be approved by all Board Members.

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

SECTION 2 - CONFLICT OF INTEREST

Volunteers, including Board members, may receive non-financial compensation (i.e., free or discounted classes, class materials, meals etc.) as authorized by the Board of Directors.

Board members may not vote, and must excuse themselves, in matters that would create a conflict of interest.

ARTICLE XI - POLICIES AND PROCEDURES

SECTION 1 - POLICY DETERMINATIONS

Policy determination is the responsibility of the Board of Directors alone. This responsibility derives from the legal status of the Board. Board actions establish policies and directions for the total organization.

SECTION 2 - POLICY IMPLEMENTATION

Black Hills Spiritual Center for Peace

By Laws

Policy implementation is the responsibility of The Board of Directors and Ministerial Council. Others may be involved and assist in implementation at the discretion of the Board of Directors.

SECTION 3 - POLICY MONITORING

Periodic policy monitoring is the responsibility of the Board of Directors, committees and/or professional staff members.

WRITTEN CONSENT OF DIRECTORS ADOPTING BY-LAWS

We, the undersigned, are all of the persons named as the current directors in the Articles of Incorporation of the BHSCP, a South Dakota Non Profit pursuant to the authority granted to the directors by these By-laws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing By-laws as the By-laws of this Corporation, dated:

President, Board of Directors

BY:

Kelly Webb

Vice President, Board of Directors

BY:

Karla A. Wagner

Treasurer, Board of Directors

BY:

Lorie Eichert

Secretary, Board of Directors

BY:

Danielle Dekker

Member at Large, Board of Directors

BY:

Brandon Sterling

**Black Hills Spiritual Center for Peace
By Laws**

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the By-laws of the Corporation named in the title thereto and that such By-laws were duly adopted by the Board of Directors of said Corporation on the date set forth below.

Dated:

President, Board of Directors

BY:

Kelly Webb