

BYLAWS OF THE ACADIANA SPIRITUAL ASSOCIATION

Article I. Intent

Section 1: Incorporation

The name of this corporation is the Acadiana Spiritual Association (truncated: ASA). The corporation is organized and operated exclusively for charitable purposes and will:

- A. Operate under the tax exemption status established by Section 501(c) of the United States Internal Revenue Code (26 U.S.C. § 501(c)) which provides that religious, charitable, and education organizations are exempt from some federal income taxes.
 1. Acadiana Spiritual Association is organized exclusively for **religious, charitable, and education** purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of Acadiana Spiritual Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 purpose clause hereof.
 2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
 3. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
 4. Acadiana Spiritual Association is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its purposes. No part of the receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.
- B. Comply with the laws of the United States law, Louisiana law, parish law, city and/or local ordinance.

Article II. Purposes

Section 1: Statement of Purpose

The primary purposes of the Acadiana Spiritual Association is a fellowship of alternative, non-mainstream religious practitioners of tribal, primitive, ancient, neopagan, and/or reconstructionists who cooperate to promote common values and goals for the betterment of themselves and their local religious, social, political, familial, and work communities. The specific mission of the Acadiana Spiritual Association is as follows:

- A. To encourage constant reflection on and attainment of spiritual growth. Though the organization is primarily for individuals of a Pagan faith, all individuals who wish to expand their understanding of Pagan traditions and/or allow religious diversity to serve as a catalyst to their spiritual practices are invited to join.
- B. To contribute to the community at large by increasing the quality of life for all of Acadiana's members. ASA will host and participate in social justice programs, raise environmental awareness, and celebrate the religious diversity of our area. It attempts to manifest tolerance, balance, and equality within the community and environment while raising awareness of relevant environmental and social issues.
- C. To strengthen community bonds between local Pagans. It is our goal that the organization serve as a venue for finding and befriending like-minded Pagans. By creating a network of local Pagans, we hope to give all participants spiritual and social support. Through activism and awareness, this network also builds positive relationships between Pagan and nonPagan communities.
- D. To strive to establish a greater tolerance for all religions in Acadiana. Any person, regardless of faith (or the lack thereof) has a right to practice (or not to practice) a religion. No individual should suffer undo tragedy on the sole basis or absence of religious affiliations. ASA facilitates religious tolerance within the

Pagan communities and within the rest of Acadiana by raising awareness of religious diversity via social events and education and advocating for religious rights.

- E. To educate its members on various aspects of different Pagan traditions, magical systems, and religious philosophies through workshops, symposiums, member and guest presentations, and other mediums, many of which are open to the public. ASA will also attempt to educate members of the public on Pagan traditions to promote religious tolerance and awareness.
- F. Notwithstanding any other provision of the Articles or the Bylaws, the Acadiana Spiritual Association shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)3 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or a corresponding provision of any future United States Internal Revenue Law).

Article III. Offices

Section 1: Principal Office

The principal office of the corporation for the transaction is located in Broussard, Louisiana.

Section 2: Change of Address

The parish of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Community Council may, however, change the principal office from one location to another within the named parish by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws.

Section 3: Other Offices

The corporation may also have offices at such other places, within or without the State of Louisiana, where it is qualified to do business, as its business may require and as the Community Council may, from time to time, designate.

Article IV. Members

Section 1: Determination of Members

This corporation shall make no provisions for voting members, however, pursuant to Louisiana Revised Statute 12:217(C), if neither the articles nor the by-laws provide for members or shareholders, or if a corporation has, in fact, no shareholders, and no members other than the persons constituting its Community Council, the persons for the time being constituting the Councilors shall, for all intents and purposes, be taken to be the members of the corporation, and shall exercise all of the rights and powers of the members. Furthermore, all rights, which would otherwise vest in the members under law, the Articles of Incorporation or the Bylaws of this corporation, shall vest in the Councilors of this corporation.

Section 2: Duration of Membership

All memberships shall start on June 1st or later and shall expire on May 31st of the following year. Membership fees and dues are required upon submission of application. Resignation or termination does not constitute refund of membership fees, dues, or donations.

Section 3: Active Voting Membership Classification and Dues

There shall be classes of Active Voting Memberships as the Community Council shall, from time to time, establish. Dues, requirements, and qualifications for each class of members shall be in accordance with a schedule established by the Community Council. Termination of membership shall be the remedy for non-payment of fees.

- A. Basic requirements for membership shall be:
 - 1. Any person over the age of 18 years regardless of race, color, creed, gender, sexual orientation, nationality, religion, or disability.
 - 2. Any person within the heartland of Acadiana: Lafayette, St. Martin, Iberia, St. Mary, St. Landry, Vermillion, Acadia, and Evangeline parishes.
- B. Basic ineligibility of membership shall be:
 - 1. Any person who is currently actively engaged in felony activity.
 - 2. Any person who is or ever has been a registered sex offender.
 - 3. Any person who is deemed ineligible for any other reason articulated in the Code of Ethics that is not specified above.

Section 4: Powers of Active Voting Members

The Active Voting Members possess the final decision power of the Acadiana Spiritual Association. The Community Council shall create and maintain a policy for voting and absentee voting annually. Active Voting Members have the right to elect the Community Council and the Board of Directors as well as approve the annual budget, excessive expenditures, lease agreements, and the ability of the Community Council to borrow money. Active Voting Members have the right to overrule any decision made by the Community Council with a two-thirds vote of the entire active voting membership body.

Section 5: Non-Voting Members

There shall be three types of non-voting members: inactive members, active non-voting members, and honorary members. Inactive Members are members who live within the eight Acadiana parishes but have not met all participation requirements outlined by membership requirements set by the Community Council. Active non-voting members are members who live outside of the eight Acadiana parishes or individuals who wish to be officially affiliated with the Acadiana Spiritual Association. Honorary memberships may be given to those persons who, in the judgment of the majority vote of the Board of Directors and the Community Council, have, in an outstanding and exemplary matter, furthered the purposes of the Acadiana Spiritual Association. "Non-voting members" and "honorary members" are not "members" as that term is defined in Louisiana Revised Statute 12:201(16).

Section 6: Other Classes of Membership

The Community Council may, by appropriate resolution from time to time, establish another class or other classes of members for the corporation. None of such other class or classes of members, nor the constituents thereof, shall be or have the rights and privileges of voting for statutory members as defined in Louisiana Revised Statute 12:201(17). The privileges, rights and duties of such other class or classes of members shall be as provided by the Community Council, subject to the terms of these Bylaws, as amended from time to time. The Community Council may determine from time to time an initial membership fee, and set such fees, dues and assessments for membership in the corporation as the Board, in its discretion, may determine. The Community Council may thereby confer specified rights on the members except as otherwise specified in the corporation's Article of Incorporation or Bylaws.

Section 7: Property Rights, Nonliability, and Nontransferability

No member shall have any right or interest in any of the property or assets of the corporation. No member shall be personally liable for the debts, liabilities, or obligations of the corporation. No member may transfer for value or otherwise a membership or any right arising therefrom; and all rights of member shall cease upon the member's death.

Section 8: Meetings of Members

The Acadiana Spiritual Association shall divide the yearly meeting schedule into four quarters:

- First Quarter: January 1st until March 31st
- Second Quarter: April 1st until June 31st
- Third Quarter: July 1st until September 31st

Fourth Quarter: October 1st until December 31st

The Community Council and the Board of Directors may provide for holding quarterly meetings of the members or duly announced meetings of the members whenever it may be considered necessary or desirable. The first quarter meeting will take place before February 15th. The second quarter meeting will take place at the annual Spiritual Spring Fling Picnic. The third quarter meeting will take place in August. The fourth quarter meeting will take place at the beginning of November.

Article V. Community Council

Section 1: Powers

Subject to the limitation of the Articles of Incorporation, of the Bylaws, and of the Nonprofit Public Benefit Corporation Law of the State of Louisiana, and subject to the duties of Councilors as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Community Council. So long as the Community Council shall be the sole class of voting members of the corporation, any action which requires approval of the members or approval of a majority of the members pursuant to the Nonprofit Public Benefit Corporation Law of the State of Louisiana shall require only the approval of the Community Council.

The Community Council governs and the Board of Directors administers the organization. The Community Council is responsible for setting policy and establishing goals for the Organization. The Board of Directors works for the Community Council and is the executive body who translates the policy into action. The Board of Directors and staff run the organization effectively, making the day-to-day decisions that affect the operation of the organization consistent with the goals established by the Community Council.

A. Legislative Powers

1. Develop policies, rules and regulations to serve as guidelines for the general management and administrative actions of the Acadiana Spiritual Association.
2. Establish the goals and objectives of the Acadiana Spiritual Association and the methods of financial support needed to reach those goals and objectives.
3. Establish membership regulatory policy.
4. Regulate negotiations and agreements with other organizations through a formal approval process of sponsorship proposals and sponsorship applications.

B. Appraisal

1. Evaluate the effectiveness of its policies and their implementation.
2. Hold the Board of Directors responsible for furnishing complete information necessary for the Community Council's evaluation of programs.
3. Establish a uniform rule of membership qualifications and reevaluate a member's status based on behavior if necessary.

C. Provision of Financial Resources

1. Adopt an annual budget, which will provide financial basis for personnel, facilities, materials and equipment to enable the organization to carry out its goals.
2. Accept donations of real property; it may also decline to accept such property as it may deem inappropriate or potentially burdensome.
3. Levy membership fees and dues.

D. Judiciary

1. Constitute tribunals for member disciplinary action for breach of code of ethics.
2. Collaborate with the Chief Administrative Advisor on all matters concerning the bylaws, such as legality of actions and distribution of powers.

Any powers not directly assigned to the Community Council in this section must be granted by the members. Permission to obtain such power can be asked by the Community Council during a general assembly meeting of the members. The Community Council shall inform the membership body via internal communication channels and a vote shall be held at the following general assembly meeting of the members

Section 2: Officers of the Community Council

The Community Council shall elect a Chairman to speak on behalf of the Community Council. The Chairman shall have the following powers:

- A. Arrange the agenda to be submitted to the Chief of Internal Affairs
- B. Communicate regularly with the Councilors of the Community Council and the Chief of Internal Affairs both formally and informally
- C. Report concerns of the Community Council to the Chief of Internal Affairs
- D. Guide discussions at Community Council meetings
- E. Recognize motions at Community Council meetings
- F. Count votes at Community Council meetings
- G. Call special meetings
- H. Receive complaints and counter statements from members whenever the Chief of Internal Affairs cannot serve in his elected capacity
- I. Supervise the creation of committees
- J. Any other powers given to the Chairman through legislation of the Community Council

The Community Council shall elect a Financial Observer to co-sign checks with the Chief Administrative Advisor in the name of the Acadiana Spiritual Association.

Section 3: Title and Management of Property

All of the property funds, and assets received or acquired by the Acadiana Spiritual Association, shall be taken, held, managed and expended in such a manner, as directed by the Community Council. Title to all property, funds, and assets of the Acadiana Spiritual Association shall at all times be and remain vested in said Community Council and their successors in office jointly.

Section 4: Composition and Number

The Community Council shall be comprised of seven members but no less than three at any given time. If the composition of the Community Council reduces to five or less, then a special election shall be called to fill vacant seats. No council shall be comprised of more than half by any given spiritual group/organization, unless unopposed, in a ranking vote.

Section 5: Community Council Nomination & Election

Candidates for appointment to the Community Council shall be nominated by the members and approved by ranking vote of the members. Nominations shall be announced at the third quarter assembly meeting. The election of the councilors shall occur at the fourth quarter meeting of the members. Members vote in a secret ballot during the general assembly meeting. The council, or appointed election officials, count the votes publically during the general assembly meeting.

Section 6: Term of Office

Councilors shall serve for term of one year or until their successors have duly taken office. Councilors shall take their individual seats at the first general assembly meeting of the members of the new year, occurring no later than February 15th.

Section 7: Vacancies

Vacancies on the Community Council shall exist on the resignation, removal, or death of any Councilor. If vacancies occur before June 21st, then a special election is held to replace that individual; however, if an elected official resigns or is removed after June 22nd, then the administration will nominate an appointee which will then be approved unanimously by the council. If a unanimous vote cannot be reached, the Community Council will deliberate in a closed-door session and then vote again publicly. Only a majority vote is required for the second-

round of approval. Upon approval, the new council member will take his seat immediately. The person so appointed shall hold office for the unexpired term of his predecessor.

Section 8: Regular Meetings

There shall be regular meetings of the Community Council at a date and time as designated by the council. A minimum of one administrator from the Board of Directors is required to attend regular meetings of the Community Council. Regular meetings are open to the public.

Section 9: Special Meetings

In addition, the Board of Directors, or majority of the Community Council, may call a special meeting of the Community Council by written notice to all Councilors at least ten working days prior to the special meeting.

Section 10: Quorum

At all meetings of the Community Council, two-thirds of the total current number of Councilors, but never less than three if the number of current Councilors drops below five, shall constitute a quorum. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Community Council at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the council shall entertain at such meeting is a motion to adjourn. However, a majority of the Councilors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the council.

The Councilors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Councilors from the meeting, provided that any action thereafter must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required law, or the Articles of Incorporation or Bylaws of this corporation.

Section 11: Majority Action As Council Action

Every act or decision done or made by a majority of the Councilors present at a meeting duly held at which a quorum is present is the act of the Community Council.

Section 12: No Action Without Meeting

Any action which, under any provision of the Louisiana General Corporation Law, may be taken at a meeting of the members, may be taken without a meeting if authorized by a written statement signed by all of the persons who would be entitled to vote upon such action at a meeting, and filed with the Chief Administrative Advisor immediately.

Section 13: Unexcused Absences

Any council member having two unexcused absences in a year will be automatically dropped from the council. Validation of excused absences will be determined by the council and incorporated in the minutes of the meetings.

Section 14: Fees and Compensation

Councilors shall not be compensated for serving on the Community Council. Councilors shall be entitled to reimbursement of expenses incurred on behalf of the corporation if such reimbursement is approved in advance by vote of the council. Members of committees may receive such reimbursement for expenses as may be fixed or determined by resolution of the Community Council.

Section 15: Standards of Conduct

A Councilor shall perform the duties of a Councilor, including duties as a member of any committee of the council upon which the Councilor may serve, in good faith, in a manner such that the Community Council believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances. In performing the duties of a Councilor, a Councilor shall be entitled to rely on information, opinions, reports or statements including financial statements and other financial data, in each case prepared or presented by:

- A. Board of Directors of the corporation whom the Councilor believes to be reliable and competent in the matters presented;
- B. Counsel, independent accountants or other persons as to matters which the Councilor believes to be within such person(s) professional or expert competence; or
- C. A committee of the council upon which the Councilor does not serve, as to matters within its designated authority, which committee the Councilor believes to merit confidence. Provided, that in any such case, the Councilor acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Section 16: Self-Dealing Transactions

Pursuant to Louisiana Revised Statute 12:228, no contract or transaction between a corporation and one or more of its directors or officers, or between a corporation and any other nonprofit, business or foreign corporation, partnership, or other organization in which one or more of its directors or officers are directors or officers or have a financial interest, shall be void or voidable solely for this reason, or solely because the common or interested director or officer was present at or participated in the meeting of the board or committee thereof which authorized the contract or transaction, or solely because his or their votes were counted for such purpose. The Acadiana Spiritual Association shall not be a party to a transaction in which one or more of its Councilors has a material financial interest unless:

- A. The material facts as to his interest and as to the contract or transaction were disclosed or known to the board of directors or the committee, and the board or committee in good faith authorized the contract or transaction by a vote sufficient for such purpose without counting the vote of the interested director or directors; or
- B. The material facts as to his interest and as to the contract or transaction were disclosed or known to the members entitled to vote thereon, and the contract or transaction was approved in good faith by vote of the members; or
- C. The contract or transaction was fair as to the corporation as of the time it was authorized, approved or ratified by the board of directors, committee, or members.

Article VI. Board of Directors

Section 1: Number of Board of Directors

The Board of Directors of the Acadiana Spiritual Association shall consist of a Chief of Public Relations, a Chief of Internal Affairs, and a Chief Administrative Advisor who shall be members of the Acadiana Spiritual Association but not members of the Community Council. All members shall serve without compensation.

Section 2: Nomination

Directors are nominated amongst members of the Acadiana Spiritual Association. Nominations shall be made in the third-quarter general assembly meeting of the members.

Section 3: Election

The election of the Directors shall occur at the fourth-quarter general assembly meeting of the members. Members shall vote in a secret ballot during the meeting. The Community Council Chairman shall count the votes publicly in front of the members in the general assembly meeting.

Section 4: Term of Office

Directors shall serve for term of one year or until their successors have duly taken office. Directors shall take office at the first general assembly meeting of the members of the new year, occurring no later than February 15th.

Section 5: Vacancy

An appointee by the Community Council will fill the position until a special election can be held. A vacancy in any office shall be filled by a special election. Nominations will be presented at a general assembly of the members. Voting will be conducted at the following general assembly meeting of the members. The individual filling the vacant seat shall hold that office until the end of his predecessor's term.

Section 6: Chief of Internal Affairs

The Chief of Internal Affairs shall embody the duties as chief parliamentarian and administrator of the organization's schedule, events, and internal relations and communications. The Chief of Internal Affairs shall perform the following duties:

- A. Schedule meetings and update the community calendar
- B. Achieve effective cooperation and communication among members, staff, Community Council, and Board of Directors
- C. Supervise the operation and maintenance of facilities and equipment, materials, and supplies
- D. Investigate the cost of venues, permits, supplies, lecturers, and so on and reports these costs
- E. Find and schedule volunteers to work fundraisers
- F. Ensure that the integrity of the Acadiana Spiritual Association is maintained through a system of internal discipline where fairness and justice are assured by an objective and impartial investigation and review
- G. Preside over council meetings through maintaining order via parliamentary procedure, by following an agenda and keeping council discussion on-task, and by casting the tie-breaking vote when necessary
- H. Receive proposed agenda from Community Council, arranges it into proper format with time slots, and released agenda to the Council and Board
- I. Serve as liaison between the Community Council and the Board of Directors
- J. Receive membership application and approve membership via a selection process outlined by the membership requirements
- K. Oversee the behavior and conduct of members by receiving and documenting reports of misconduct
- L. Plan the future needs of the community by reviewing recommendations from members and forwarding such recommendations to the Community Council for action
- M. Create and maintain an effective, dynamic public information program to keep the community fully and accurately informed about the organization's progress toward its goals, policies, program objectives, and need-based priorities, as well as about all opportunities for community involvement in determining or assessing these areas
- N. Supervise the planning of large-scale events
- O. Direct dissemination of information to members
- P. Create the ballots for every election
- Q. Keep an accurate list of members who wish to volunteer for particular programs and elicit their aid when needed
- R. Review logs and ledgers of funds
- S. Employ and discharge personnel to assist in the duties of this office as well as define the duties of the staff, supervise their performance, and establish titles, and delegate those responsibilities of

management as shall, in his or her best judgment, be in the best interest of the public relations branch of the Acadiana Spiritual Association

- T. Have such other powers and duties as may be prescribed from time to time by the Community Council

Section 7: Chief Administrative Advisor

The Chief Administrative Advisor shall be the chief executive officer of budget and legal affairs as well as file clerk and registrar of membership. The Chief Administrative Advisor shall have the following duties:

- A. Responsible for all reports required by law or by regulation for the State of Louisiana.
- B. Organize and file all paperwork produced by all branches of the Acadiana Spiritual Association
- C. Investigate legal matters regarding the organization of the group
- D. Responsible for the preparation, presentation, and administration of the budget
- E. Maintain the budget for fundraisers
- F. Keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions
- G. Keep, or cause to be kept, a book of minutes at the principal office of all meetings of the Community Council, Board of Directors, and members Produce a quarterly budget report to the Board of Directors, Community Council, and the members
- H. Posts council meeting agenda to the ASA members mailing list
- I. Serve as an ex-officio member of all council committees
- J. Input member information digitally, file hardcopy membership forms, and reevaluate the status of individual members yearly
- K. Ensure that the rights of all members are respected
- L. Provide a continuous appraisal of all policies originating with or approved by the Community Council, and make recommendations to the Community Council which, in his judgment, would clarify and improve Community Council policies
- M. Initiate studies on effectiveness of programs in the community by appropriate personnel and report studies, conclusions, and recommendations to council
- N. Create and operate small-scale workshops and seminars
- O. Direct dissemination of information to the Board of Directors and the Community Council
- P. Count the votes in membership general assembly meeting
- Q. Approve sponsorship applications
- R. Create logs and ledgers of funds
- S. Employ and discharge personnel to assist in the duties of this office as well as define the duties of the staff, supervise their performance, and establish titles, and delegate those responsibilities of management as shall, in his or her best judgment, be in the best interest of the public relations branch of the Acadiana Spiritual Association
- T. Have such other powers and duties as may be prescribed from time to time by the Community Council

Section 8: Chief of Public Relations

The Chief of Public Relations shall embody the duties as chief administrator of the organization's communication of information to influence viewpoints or actions of the Acadiana community. The Chief of Public Relations shall perform the following duties:

- A. Act as dignitary to other groups and organizations in the name of the Acadiana Spiritual Association
- B. Develop administrative principles and procedures for implementing Community Council policies
- C. Go out into the community and seek individuals, groups, or corporations who wish to support the mission of the Acadiana Spiritual Association
- D. Propose a prioritized list of programs and the estimated cost of these programs
- E. Organize fundraisers
- F. Ensure that the positive reputation of Acadiana Spiritual Association is maintained to the public through measures taken to offset or minimize damage to reputation, credibility, or public image caused by a controversial act, remark, or revelation
- G. Issue reports on success of individual programs, sponsorship data, and advertisement
- H. Post council meeting agenda to the public

- I. Develop, implement, and assess progress toward annual goals for the Acadiana Spiritual Association
- J. Recruit new members through advertisement
- K. Ensures that all members have equal access to opportunities in the community
- L. Organize and facilitate exploratory workgroups of members who participate in social justice programs, raise environmental awareness, and educate the public on religious diversity
- M. Conduct a comprehensive program to improve community relations, including regular cooperation with all news media, coordination with social service agencies, established volunteer organizations, and other public bodies, and effective working relationships with the local government.
- N. Create and operate volunteer programs
- O. Direct dissemination of information to the public from the Acadiana Spiritual Association
- P. Reports the outcome of an election
- Q. Keep and maintain an accurate list of members' skills as well as create and maintain a list of all members who are ordained legally and want to provide services to the public
- R. Find sponsors
- S. Employ and discharge personnel to assist in the duties of this office as well as define the duties of the staff, supervise their performance, and establish titles, and delegate those responsibilities of management as shall, in his or her best judgment, be in the best interest of the public relations branch of the Acadiana Spiritual Association
- T. Have such other powers and duties as may be prescribed from time to time by the Community Council

Article VII. Mediators

Section 1: Powers

The office of the Mediators shall embody the power of arbitration and preside over any misunderstanding between two members which affects the goals of Acadiana Spiritual Association or any charge of any member against another member which is deemed a breach of contract of the Code of Ethics.

Section 2: Qualifications & Nominations

Any solitary member, regardless of position or elected office, shall be qualified for the office of Mediator. The Community Council can make exceptions for non-biased, non-solitary members whenever necessary.

Three mediators are nominated by the Board of Directors. Nominations will be forwarded to the Community Council by the third-quarter general assembly meeting.

Section 3: Election

The Community Council will unanimously select and arranged according to preference: primary mediator, secondary mediator, and tertiary mediator.

- A. The primary mediator, known as "the Mediator," will constitute the office of Mediator unless he cannot serve in this capacity.
- B. If the Mediator cannot serve as arbiter of a conflict, then the secondary mediator will be chosen to serve as mediator in that dispute.
- C. If the secondary mediator cannot serve as arbiter of the conflict, then the tertiary mediator will be chosen to serve ad mediator in that dispute.

Section 4: Temporary Mediator

If no mediator currently serving in the mediator office is able to serve as mediator of a conflict, then the Community Council shall select a member and appoint them to the position of "Temporary Mediator" for that conflict only.

Section 5: Vacancy

An appointee by the Board of Directors will fill the position until a special election can be held. A vacancy in any office of the mediator shall be filled by a special election following the next general assembly meeting. Nominations

by the Board of Directors will be presented at a general assembly meeting of the members. Voting will be conducted immediately following general assembly meeting of the members at the next Community Council meeting. The individual filling the vacant seat shall hold that office until the end of his predecessor's term.

Section 6: Term of Office

Mediators shall serve for term of one year or until their successors have duly taken office. Mediators shall take office at the first general assembly meeting of the members of the new year, occurring no later than February 15th.

Article VIII. Standards of Conduct for Members

Section 1: Code of Ethics

The standards of conduct of the organization shall be guided by the Code of Ethics of the Acadiana Spiritual Association. The Code of Ethics shall be attached to every membership form and signed by every member. The members agree to remain fully bound until their membership expires, notwithstanding any extension, modification, waiver, or other indulgence or discharge or release of any obligor. The terms of the Code of Ethics is subject to the interpretation of the Community Council and is a fundamental and dynamic article of the bylaws. The signing of the membership form represents the understanding of the entire Code of Ethics and is intended as a complete and exclusive statement of the terms of membership. Any modification of the Code of Ethics must be made by an unanimous vote of the Community Council and applicable only to new members and membership renewals. The Code of Ethics of the Acadiana Spiritual Association is:

- A. Equity in attitude
 - 1. I will be fair, just, and impartial in all my actions.
 - 2. I will accord others the respect I wish for myself.
 - 3. I will respect others' beliefs, opinions, and ideas.
- B. Trustworthiness in stewardship
 - 1. I will represent a positive image of alternative spirituality to the broader community.
 - 2. I will work to ensure prudent and accountable use of the Acadiana Spiritual Association resources.
 - 3. I will make no personal promise or take private action that may compromise or discredit the organization as a member of the Acadiana Spiritual Association.
- C. Honor in conduct
 - 1. I will tell the truth.
 - 2. I will be forthcoming with information which directly affects the Acadiana Spiritual Association.
 - 3. I will share my views while working for consensus.
 - 4. I will honor the majority decision while maintaining respect for the minority position.
 - 5. I will base my decisions on fact rather than supposition, gossip, or rumor.
- D. Integrity of character
 - 1. I will refrain from speaking ill of any individual or group at the expense of the Acadiana Spiritual Association as a whole.
 - 2. I will consistently uphold all laws (federal, state, parish, and local) and uphold the bylaws of affects the Acadiana Spiritual Association.
 - 3. I will keep confidential information that is privileged by law or that will needlessly harm the Acadiana Spiritual Association or anyone associated with the Acadiana Spiritual Association if disclosed.
- E. Commitment to service
 - 1. I will focus my attention on fulfilling the mission of the Acadiana Spiritual Association.
 - 2. I will diligently prepare for and attend meetings.
 - 3. I will commit myself to community service, charity, awareness, activism, and furthering the cause of religious tolerance.
 - 4. I will seek continuing education that will enhance my ability to fulfill my duties and spiritual growth effectively.

Section 2: Conflict Resolution

The Acadiana Spiritual Association shall take necessary steps to resolve any conflict which inadvertently affects the goals and operation of the organization.

A. Due Process

(1) Filing a Complaint

- i. Any member or group holds the power to file a complaint against another member or group with the Chief of Internal Affairs. A complaint form must be obtained from the Chief of Internal Affairs, detailed, properly and completely filled and signed. The form is then returned to the Chief of Internal Affairs.
- ii. Once a complaint is filed, the Chief of Internal Affairs will contact the party which the complaint was filed against within three days. The defendant must make a counter statement in writing and signed and submitted back to the Chief of Internal Affairs.

(2) Determination of Dispute

- i. If the complaint is a personal quarrel which affects the goals of Acadiana Spiritual Association, then the Chief of Internal Affairs will forward the complaint and the counter statement to the Mediator within five days. If the personal quarrel has nothing to do with the Acadiana Spiritual Association, the complaint will be filed and noted; no further action will be taken.
 1. If the Mediator is biased toward one party or the other, the primary Mediator can be replaced by a secondary, tertiary, or temporary appointee.
 2. The Chief of Internal Affairs will select the appropriate mediator.
 3. If the Chief of Internal Affairs is involved in the dispute, the Chairman of the Community Council will receive the complaint and the counterstatement.
- ii. If the complaint is a breach of the Code of Ethics, then the Chief of Internal Affairs will forward the complaint to the Chairman of the Community Council.

B. Constitution of a Tribunal

(1) Personal Quarrel

- i. The Mediator will set a time and date for both parties to meet on neutral ground in private session within five days.
- ii. The members must agree to allow the Mediator to act as arbitrator of the dispute. If a member refuses, that member will lose membership in the Acadiana Spiritual Association, will not be welcomed to any events hosted by the Acadiana Spiritual Association, and will not receive a refund of any fees, dues, or donations paid.
- iii. The Mediator will hear both sides of the story from the plaintiff and the defendant. Empirical evidence can be submitted to backup individual claims, which consist of written and signed testimonies, verbal witness' testimony before the tribunal, unaltered transcripts of communication, or any other such evidence deemed appropriate by the Mediator.
- iv. The mediator can rule in favor of the plaintiff, in favor of the defendant, or dismiss the case. All decisions by the mediator are final. Both parties shall sign a Resolution of Conflict statement, detailed with the terms of the arbitration, and shall be submitted to the Chief of Internal Affairs within five days.

(2) Breach of Code of Ethics

- i. The Chairman will set a date and time of a special meeting of the Community Council to conduct a formal tribunal within ten days.
- ii. The defendant(s) must agree to allow the Community Council to act as arbitrator of the dispute. If the defendant(s) refuse(s), the defendant(s) will lose membership in the Acadiana Spiritual Association and will not be welcomed to any events hosted by the Acadiana Spiritual Association.
- iii. The Community Council will hear the evidence against the member collected by the Chief of Internal Affairs. The defendant can counter argue each point made by the Chief of Internal Affairs only. Empirical evidence can be submitted to backup individual claims, which consist of written and signed testimonies, verbal witness'

- testimony before the tribunal, unaltered transcripts of communication, or any other such evidence deemed appropriate by the Community Council.
- iv. The Community Council can rule in favor of the prosecution, in favor of the defendant, or dismiss the case. A unanimous vote is required to remove a member from the Acadiana Spiritual Association; a majority vote is required to rule in favor of the defendant or to dismiss the case. All decisions by the Community Council are final.

Section 3: Recall of an Individual from Elected Office

Any member has a right to demand a recall of any elected office through the recall process:

- A. Notice of Intention to Recall: Any member can inform the Chief of Internal Affairs of a wish to recall any elected official. The Chief of Internal Affairs shall inform the Chairman of the Community Council of the intentions of the member.
- B. Petition Form: The member filing the complaint against the elected official must obtain the proper petition form from the Chief Administrative Advisor.
- C. Signature Requirements: A petition requires at least one-half of the signatures of the members to constitute a response from the Community Council.
- D. Filing a Recall Petition: The Recall Petition must be filed within thirty days of inquiry with the Chief of Internal Affairs.
- E. Community Council Determination of the Sufficiency of the Recall Petition: The Community Council shall convene in special session to determine the validity of the recall. If the recall is determined to be valid, the general membership shall be notified immediately.
- F. Recall Election: A recall election is scheduled within forty-five days after the Community Council certifies the sufficiency of the recall petition. The purpose of the election is to determine whether to remove the elected official from office. If the number of members voting "FOR" the removal of the elected official is greater than the number voting "AGAINST", then the official is removed from office, and the office is filled by a Board of Directors appointee until a subsequent special election may be held to fill the remainder of the official's term.
- G. Special Election to Fill a Vacancy: A special election to fill the remainder of the official's term will be called as prescribed in that position's vacancy clause.

Section 4: Removal of an Individual from Elected Office for Misconduct

If an elected official is accused of committing a felony while in office, misuse of governing powers, accepting bribes, incompetence, or gross negligence of duty, then the Community Council may proceed with removing the elected official from office.

- A. Motion of No Confidence: Any council or board member can petition the Community Council at any meeting of the misbehavior of any elected official. Upon hearing the grievance, the Chief of Internal Affairs will be responsible into investigating the claim and will report the results at the next Community Council meeting.
- B. Community Council Determination of the Sufficiency of the Motion of No Confidence: The Community Council shall convene in special session to determine the validity of the Motion of No Confidence. If the motion is determined to be valid, the general membership shall be notified immediately.
- C. No Confidence Election: A no confidence election is scheduled within forty-five days after the Community Council certifies the sufficiency of the no confidence motion. The purpose of the election is to determine whether to remove the elected official from office. If the number of members voting "FOR" the removal of the elected official is greater than the number voting "AGAINST", then the official is removed from office, and the office is filled by a Board of Directors appointee until a subsequent special election may be held to fill the remainder of the official's term.
- D. Special Election to Fill a Vacancy: A special election to fill the remainder of the official's term will be called as prescribed in that position's vacancy clause.

Article VIII. Committees & Workgroups

Section 1: Committees & Workgroups of Members, Councilors, and Directors

- A. The Board of Directors shall establish workgroups, committees of members to carry out administrative matters and the planning of particular events, by executive order of the chief of the administrative branch, to the extent provided in said resolution, and shall have and exercise the authority of the Board of Directors in the management of the Acadiana Spiritual Association.
- B. The Community Council, by resolution adopted by a majority of the Councilors in office, may designate one or more committees, each of which shall consist of one or more councilors, to the extent provided in said resolution, to exercise the authority of the council to determine the viability of proposals before presentation to the Community Council.

Section 2: Chair of Committees

- A. All workgroups shall be chaired by a director.
- B. All committees shall be chaired by a councilor.

Section 3: Term of Office

Each member of a committee or workgroup shall continue as such until the next election of directors and councilors unless the committee or workgroup shall be sooner terminated, or unless such member be removed from the committee or workgroup, or until such member shall cease to qualify as a member thereof.

Section 4: Vacancies

Vacancies in the membership of any committee or workgroup may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5: Quorum

Unless otherwise provided in the resolution of the Community Council designating a committee or the Board of Directors designating a workgroup, a majority of the whole committee or workgroup shall constitute a quorum.

Article IX. Fiscal Policy

Section 1: Budget

A budget, prepared by the Chief Administrative Advisor, must be proposed to the Community Council by the third quarter meeting of the membership. The Community Council must vote to adopt a budget before the fourth quarter general assembly meeting of each year for the following year.

Section 2: Major Activities

- A. The Chief Administrative Advisor, with consent of the Community Council appointed Financial Observer, shall make all expenditures within the yearly budget in a timely manner.
- B. All new ventures in the activities of the Acadiana Spiritual Association, such as a major financial obligation in excess of \$1,500, must be approved by a majority vote of the members present at a general assembly meeting and any expenditure in connection therewith shall be specifically authorized for such purposes by the Community Council before disbursement may be made for such purpose.
- C. Any recurring expense exceeding \$500 monthly and encompassing specific time constraints requires a majority vote of the members present at a general assembly meeting and any expenditure in connection therewith shall be specifically authorized for such purposes by the Community Council before disbursement may be made for such purpose.
- D. Any amount of money borrowed in the name of the Acadiana Spiritual Association must be approved by a majority vote of the members present at a general assembly meeting and any expenditure in connection

therewith shall be specifically authorized for such purposes by the Community Council before disbursement may be made for such purpose.

Section 2: Excess Funds

Whenever the cash balances of the Acadiana Spiritual Association are deemed to be in excess of current needs, the Community Council may authorize the investment of any such funds for interest earning purposes in United States Government Bonds and/or federally insured savings account deemed appropriate by the Community Council. Such deposits shall be made in the name of the Acadiana Spiritual Association with the authority for making of deposits and withdrawals vested in the Chief Administrative Advisor and the Financial Observer cooperatively. The Community Council is further empowered to authorize donations, sponsorships, and establish scholarship funds to other cooperating associations therein when deemed advisable.

Section 3: Disbursements

All checks, drafts or other payment of money, contracts, leases, notes or other evidences of indebtedness issued in the name of or payable to the corporation and requiring signature shall be signed or endorsed by the Chief Administrative Advisor and the Financial Observer.

Section 4: Annual Audit

The Acadiana Spiritual Association shall require an annual audit of its accounts by the Community Council or a certified public accountant. The Department of Interior shall be duly authorized to audit the records and review the internal controls of the business operations.

Section 5: Fiscal Year

The fiscal year of the Acadiana Spiritual Association shall commence on the 1st day of January and end on the 31st day of December.

Article X. Amendments to Bylaws

Power to repeal or amend these Bylaws and adopt additional Bylaws is hereby delegated to Active Voting Members. Changes in these Bylaws or the adoption of additional Bylaws may be made at any general assembly meeting shall be adopted only by an affirmative vote of two-thirds of all Active Voting Members. However, before new bylaws or changes in existing Bylaws may be adopted, notice of changes shall be first given by the Board of Directors and/or the Community Council to the general membership via internal communication channels 30 days prior to the general assembly meeting.

Article XI. Limitation of Liabilities

Section 1: Limitation

Nothing herein shall constitute Councilors of the Acadiana Spiritual Association as partners for any purpose. No Councilor, Director, agent or employee of the Acadiana Spiritual Association shall be liable for his acts or failure to act on any part of any other Councilor, Director, agent or employee of the Association; nor shall any Councilor, Director, agent or employee be liable for his acts or failure to act under these Bylaws, excepting only acts or omissions to act arising out of his willful misfeasance.

Section 2: Volunteer Councilors & Directors

There shall be no personal liability to a third party of a volunteer Councilor or volunteer Director of the Acadiana Spiritual Association caused by the Councilor's or Director's negligent act or omission in the performance of that person's duties as a Councilor or Director, if all of the following conditions are met:

- A. The act or omission was within scope of the Councilor's or Director's duties;
- B. The act or omission was performed in good faith;
- C. The act or omission was not reckless, wanton, intentional, or grossly negligent

This limitation on the personal liability of a volunteer Councilor or Director does not limit the liability of the Acadiana Spiritual Association for any damages caused by acts or omissions of a volunteer Councilor or volunteer Director, nor does it eliminate the liability of a Councilor or Director in pursuant of Louisiana Revised Statutes 12:219 and 12:226 in any action or proceeding brought by the Attorney General. It is the intent of the Acadiana Spiritual Association to eliminate the personal liability of each Councilor and Director to the fullest extent allowed by law.

Section 3: Liability Insurance

In order to obtain the full benefit of the limitation of liability set forth in subsection (2) above, the corporation and the Councilors shall make all reasonable efforts in good faith to maintain liability insurance, if possible, in the form of a general liability policy for the corporation and/or a Councilor's and Director's liability policy.

Section 4: Indemnity for Litigation

The Acadiana Spiritual Association hereby agrees to exercise the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Councilor, Director, employee, member, or other agent (as defined in Louisiana Revised Statutes 12:227) of the Association, to the full extent allowed under the provisions of said RS 12:227 relating to the power of a corporation to indemnify any such person. The amount of such indemnity shall be so much as the Community Council determines and finds to be reasonable, or, if required by said RS 12:227, the amount of such indemnity shall be so much as the court determines to be reasonable.

Article XII. Dissolution

Upon dissolution of the Acadiana Spiritual Association by a majority vote of all voting members, in accordance with Louisiana Revised Statute 12:141, all properties and assets shall be liquidated and the resulting funds donated to any nonprofit organization selected by the membership.

Article XII. Limitations of these Bylaws

These Bylaws shall be in effect from the date signed until altered by the Board of Directors, proposed to the Community Council, and approved by a super-majority of members at a general assembly meeting.