

BYLAWS
OF
MAINE PAGAN CLERGY ASSOCIATION

ARTICLE I
NAME

The name of this corporation shall be MAINE PAGAN CLERGY ASSOCIATION.

ARTICLE II
GENERAL

Section 1. General. Maine Pagan Clergy Association shall be a non-profit religious corporation. Maine Pagan Clergy Association shall be an independent and autonomous organization. Maine Pagan Clergy Association may in its own discretion cooperate or partner with other organizations.

Section 2. Any noun or pronoun that may appear in these Bylaws shall be understood to refer to persons of either sex.

Section 3. Wherever written notice is required, notice by electronic mail shall constitute adequate written notice.

Section 4. Failure to respond to any communication requiring response within a specific time limit provided shall be deemed an abstention or no comment.

ARTICLE III
PURPOSES

The purposes for which Maine Pagan Clergy Association is established and shall operate are as follows:

Section 1. General. Maine Pagan Clergy Association is organized and shall be operated exclusively for charitable, religious and/or educational purposes.

No part of the net earnings thereof shall inure for the benefit of any private shareholder or individual; and no substantial Maine Pagan Clergy Association activity shall participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of a candidate for public office.

Section 2. Mission Statement. The purpose of this organization shall be: To provide support and information for those functioning as Pagan clergy in Maine. Maine Pagan Clergy Association welcomes all interested individuals self-proclaimed as Pagan clergy to attend all open meetings and functions.

Section 3. Specific Purposes. The specific purposes of Maine Pagan Clergy Association are:

- (a) Establishing standards and providing oversight for recognition, licensure and ordination for Pagan clergy in Maine;
- (b) Providing support for Pagan clergy;
- (c) Offering regular meetings at which clergy may meet and learn from one another;
- (d) Facilitating positive relationships with other Pagan and other religious groups and the larger community;
- (e) Maintaining an e-mail list for clergy;
- (f) Coordinating training programs, formal and informal, for clergy to improve their skills;
- (g) Other projects as needs are perceived and energy made available to meet those needs which are compatible with the above-stated purposes and which promote the above-stated mission of Maine Pagan Clergy Association.

ARTICLE IV FINANCES

Section 1. Maine Pagan Clergy Association shall raise funds by collection and receipt of gifts of money and property, administrative fees, dues, grants, contributions, donations, bequests, receipts and fees for services; provided, however, all such funds must be acceptable to the Board of Directors of Maine Pagan Clergy Association.

Section 2. All funds collected and received by Maine Pagan Clergy Association, together with the income there from, shall be held, retained, managed and conserved in a fund or funds deemed necessary by the Board of Directors, and used and applied within the sole discretion of the Board of Directors in accordance with the purposes described in Article III of these Bylaws.

- (a) Check authorizations. Monies shall be paid out by numbered check and signed by the Treasurer or the President.
- (b) Audits. The accounts of Maine Pagan Clergy Association shall be examined by an auditing committee or outside auditors at such intervals as authorized by and within the sole discretion of the Board of Directors; provided, however, nothing contained herein shall require an annual outside audit of the accounts of Maine Pagan Clergy Association unless directed by the Board of Directors.

ARTICLE V MEMBERSHIP

Maine Pagan Clergy Association shall be a membership organization. Membership is for the purpose of authority to vote, serve as elected official, or to serve on committees. Maine Pagan Clergy Association welcomes all interested individuals self-proclaimed as Pagan clergy to attend all open meetings and functions. Members shall be organized as follows:

Section 1. Regular members shall include current Board Members and all current Maine Pagan Clergy Association Licensed and Recognized clergy.

Section 2. Regular membership may be granted to probationary members with approval by the Board of Directors by meeting one of the following criteria:

- (a) Completing Maine Pagan Clergy Association Recognition status;
- (b) After probationary membership is approved, attendance at 2 additional consecutive Maine Pagan Clergy Association meetings, a written request, and regular member sponsorship by a regular Maine Pagan Clergy Association member who is not a member of the applicant's primary local religious organization (e.g. Coven, Grove, Circle, etc.) and is not a member of the same local religious organization as the probationary membership sponsor, if applicable.

Section 3. Probationary membership may be granted by the Board of Directors by meeting one of the following criteria:

- (a) Attendance at 4 consecutive quarterly meetings of Maine Pagan Clergy Association and written request for probationary membership;
- (b) Attendance at 2 consecutive quarterly meetings of Maine Pagan Clergy Association, probationary member sponsorship from a regular member, and a written request for probationary membership. It is preferred, but not required that the probationary sponsoring member not be a member of the applicant's primary local religious organization (e.g. Coven, Grove, Circle, etc.).

Section 4. Membership is contingent on compliance with all provisions of Maine Pagan Clergy Association Constitution and Bylaws.

ARTICLE VI BOARD OF DIRECTORS

Section 1. General. The Directors shall be responsible for setting policies to fulfill the purposes and to carry out the mission of Maine Pagan Clergy Association. They shall serve without compensation, although Maine Pagan Clergy Association may reimburse Directors for expenses incidental to the conduct of business for Maine Pagan Clergy

Association as may be authorized by the Directors. Directors should recuse themselves in the event of a conflict of interest as defined by Internal Revenue Code 501(c)3.

- (a) Membership. The Board of Directors (the "Board") shall consist, to the extent feasible, of not less than five (5) Directors and not more than thirteen (13) Directors. Directors will represent diverse Pagan perspectives and bring to the Board a variety of points of view and experience.
- (b) Election & Terms. Term of office shall be for two years, or as determined by the Board. Appointments to fill vacancies, as possible, will be made from a pool of candidates who have been reviewed and recommended by the Board Development Committee.
- (c) Vacancies. Directors nominated to fill a vacancy for an incomplete term shall be elected at any Regular or Special Meeting of the Board.

Section 2. Powers of the Board. The Board shall have all the powers to conduct the business of Maine Pagan Clergy Association as conferred upon them by the Articles of Incorporation, Constitution, and these Bylaws. The Board shall also have the power and authority to:

- (a) Receive and hold by purchase, gift, devise, bequest or grant, real or personal property for purposes connected with Maine Pagan Clergy Association and/or for the benefit of Maine Pagan Clergy Association.
- (b) Sell, mortgage, lease or otherwise use and dispose of the property of Maine Pagan Clergy Association in such manner as the Directors shall deem most conducive to the purpose of Maine Pagan Clergy Association;
- (c) Upon vote of two-thirds (2/3) of the Board of Directors in place less the number of Directors in question, declare vacant the seat of any Director who does not attend and participate appropriately in meetings of the Board of Directors to a degree that such absence, in the exclusive discretion and opinion of the Board of Directors, is detrimental to the welfare of Maine Pagan Clergy Association;
- (d) Approve the annual budget, or any amendment thereof, for Maine Pagan Clergy Association;
- (e) Confer such awards or other honors as may be deemed appropriate on behalf of Maine Pagan Clergy Association, which are in accordance with the purposes of Maine Pagan Clergy Association; and
- (f) Approve probationary and regular memberships;
- (g) Appoint committees, as deemed necessary by the Board of Directors; and

(h) Call an Executive Session to discuss matters requiring confidentiality.

Section 3. Publicity Policy. In order to ensure that members of the public receive the most accurate and timely information and that MPCA is represented in a positive light, all publicity activities including but not limited to distributing literature at public and private events, contact with media, and electronic communications such as email, blogs, and web posts should be conducted by members of the Board of Directors or their designees. All requests for information, statements to the press, or questions about the organization or its activities should be directed to a Board member or the information email address (info@mainepaganclergy.org). This stated, the Board of Directors may give long-standing, active members temporary “license” to distribute literature on behalf of the organization at certain public events, at its discretion. MPCA does not endorse any statements not made consistent with this Publicity Policy.

ARTICLE VII OFFICERS

Section 1. General. The officers of Maine Pagan Clergy Association shall consist of a President, Vice President, Secretary and Treasurer and such other officers as the Board may designate from time to time.

- (a) Election/Removal. Officers shall be elected or removed from office by a simple majority vote of the Board at the Annual Meeting. In the event that a need to elect or remove officers arises, prior to the Annual Meeting, said election or removal may be addressed at the next regularly scheduled meeting, or by special meeting consistent with the provisions of Article X, Section 1.
- (b) Terms of Office. As of the Annual Meeting, officers elected at that meeting or meetings following the last Annual meeting shall serve a term of up to two (2) years.
- (c) Vacancies. In case of a vacancy of the office of President, the Vice-President shall thereupon become President. Other vacancies shall be filled by the Board.

Section 2. Duties of the Officers.

- (a) President. The President is the principal officer of Maine Pagan Clergy Association and shall preside at all meetings. The President shall appoint committees as noted in Article IX, and as appropriate to the needs of Maine Pagan Clergy Association, and designate their chairs. The terms of the standing committees shall be two (2) years and shall coincide with the annual year. The President shall appoint such other committees as are required to conduct the business of Maine Pagan Clergy Association. The President shall, when directed by the Board, sign with the proper officers of Maine Pagan Clergy Association, all contracts, easements, conveyances to or from Maine Pagan Clergy Association, securities and any other obligations in the name of Maine Pagan Clergy Association. She shall do and perform such other duties as may from time to time be assigned by the Board of Directors and shall have a general oversight over the affairs and finances of Maine Pagan Clergy Association.

- (b) Vice President. Vice President shall assist the President in the discharge of her duties as the President may request. In the case of the absence or disability of the President, the duties of the office of President shall be performed by the Vice President.
- (c) Secretary. The Secretary shall keep the minutes of all meetings and proceedings of Maine Pagan Clergy Association, and attend to the giving and serving of all notices for Maine Pagan Clergy Association. The Secretary shall maintain the membership roster. She shall conduct the correspondence of Maine Pagan Clergy Association. She shall attest the signatures of the proper officers of Maine Pagan Clergy Association on all contracts, securities and other obligations of Maine Pagan Clergy Association in the name of Maine Pagan Clergy Association. In the absence of the Secretary, the duty may be so designated by the Board of Directors to be performed by another.
- (d) Treasurer. The Treasurer shall be responsible for the safekeeping of Maine Pagan Clergy Association's funds and for maintaining adequate financial records. As part of her duties, the Treasurer or her designee shall
- (i) Collect fees and other monies and deposit them with a financial institution in the name of Maine Pagan Clergy Association;
 - (ii) Render a report at the Annual Meeting and at all other meetings of the Board as requested; and
 - (iii) Perform such other duties as the Board may direct.

ARTICLE VIII COMMITTEES

Section 1. Board Development. The Board shall appoint a Board Development Committee of three (3) or more Board Members. They shall review and recommend potential board members, reporting on demonstrated Pagan commitment and ability to participate in and enhance the goals and mission of Maine Pagan Clergy Association.

Section 2. Licensure, Ordination, and Recognition Committee. The Licensure, Ordination, and Recognition Committee shall be a standing Committee and is authorized to establish bylaws independent of, but consistent with, the bylaws of Maine Pagan Clergy Association.

Section 3. Executive. The Executive Committee shall consist of the four elected officers and the Chair of the Licensure, Ordination, and Recognition Committee. The Executive Committee shall have the power of the full Board between regular or special meetings to (i) accept appropriate donations, (ii) financial decisions, (iii) grant applications, and conditions for grant awards or donations, and (iv) any other contracts or agreements which ordinarily require full Board approval. It shall be understood that any such action so taken by the Executive Committee shall be conditioned upon subsequent simple majority approval by the full Board and shall be presented to the Board at its next regular or special meeting for formal action.

(a) Quorum. A majority of the Executive Committee present shall constitute a quorum at regular or special meetings.

(b) Meetings. Meetings shall be called by the President as needed.

Section 4. Other Committees. Other committees may be constituted and appointed by the President (membership, development, education, etc).

ARTICLE IX MEETINGS

Section 1. Annual Meeting of the Board Members.

- (a) The Annual Meeting of the Directors shall be held once a year between the Autumnal Equinox and the Winter Solstice, colloquially known as the Samhain Meeting, on a date, time and place fixed by the Board.
- (b) Elections of Directors and Officers shall take place at the Annual Meeting, except the election of Directors to fill vacancies which may occur at any special or regular meeting of the Board.
- (c) At the Annual Meeting, the President and the Treasurer shall report on the activities and financial condition and the results of any audits ordered of Maine Pagan Clergy Association.
- (d) All Board Members shall be notified of the date, time, and place of the Annual Meeting and a description of any matter that must be approved by the Board Members, by electronic mail notice sent to the last known electronic mail address at least ten (10) days prior to the date of the Annual Meeting.

Section 2. Regular Meetings of the Board. Regular Meetings of the Board shall held be at least quarter-annually on a date to be determined by the Board. At least two days' written notice, either electronically or hard copy, of the date, time and place of the Regular Meeting, but not its purpose, must be given to each Director.

Section 3. Special Meetings of the Board. Special meetings of the Board, in addition to the quarterly Regular Meetings, may be called by the President or at the written request of three (3) Directors. Within two (2) days of the receipt of such petition, the President shall give at least two (2) days' written notice of the time, place and date of the special meeting of the Board of Directors to be held within two (2) weeks after the receipt of such petition. No business except that mentioned in the call shall be transacted at this meeting.

Section 4. Quorum, Proxy Voting & Parliamentary Procedure. One third of the Board Members then in place shall constitute a quorum for the conduct of business at any Regular, Special or Annual Meeting of the Board Members. There shall be no absentee

ballot or proxy cast at any meeting. The rules contained in Robert's Rules of Order Revised shall govern Maine Pagan Clergy Association in the conduct of all meetings.

ARTICLE X AMENDMENTS

The Bylaws may be amended at any meeting of the Directors by a majority vote of those present, provided written copies of the proposed amendment or amendments have been sent to all Board Members at least ten (10) days before the meeting. The Bylaws may be amended at other times by ballot, provided written copies of the proposed amendment or amendments have been sent to all Board Members at least three (3) weeks before the date by which they are to be returned.

ARTICLE XI DUE PROCESS

Any action taken by the Board of Directors to remove or sanction members, Board Members, or Officers shall follow the following due process:

- (a) Advance written notice of the action to be taken;
- (b) Establishing a date for a written response to the Board if the Member, Board Member, or Officer wishes to be heard; and
- (c) Final written notice of the Board's decision to the member, Board Member or Officer.
- (d) In the event an issue of due process arises not covered by the above or by the bylaws of the Licensure, Ordination, and Recognition Committee, such process shall conform to state and federal laws.

ARTICLE XII GRIEVANCE

In the event of a substantial, timely, written grievance of an action or actions relevant to Maine Pagan Clergy Association submitted to the Board by a Member, the Board shall follow Due Process as outlined in Article XI.

ARTICLE XIII DISSOLUTION

Maine Pagan Clergy Association may be dissolved and its business and affairs terminated upon a vote of a two-thirds (2/3rds) majority of its Board Members at a Special Meeting of which at least ten (10) days' written notice sent to each member shall be given. Such notice shall state the date, time, place and the purpose of the meeting. A certificate stating such facts shall be filed with the Secretary of State.

Upon the dissolution of Maine Pagan Clergy Association and after all its debts and expenses have been paid, all its assets which may be legally so distributed in conformity with these Bylaws and for the purposes set forth in Article III, supra. All remaining assets of Maine Pagan Clergy Association shall be conveyed or distributed to one or more organizations as may be designated by the Board of Directors of Maine Pagan Clergy Association, so long as such organization at the time of such conveyance or distribution qualifies as an organization described in Sections 501(c)(3) and 170(c) (2) of the Internal Revenue Code or any corresponding provision of any future Federal tax code.