

**BY-LAWS of the SOCIETY
OF ELDER FAITHS**

Whereas we desire to worship the Old Gods and Goddesses, minister to the greater Pagan Community, foster communication and education with people of good will everywhere, train and ordain members of our Faith, and serve the Earth and Her children, we do establish this Society of Elder Faiths.

ARTICLE I

NAME, LOCATION, PURPOSES, FISCAL YEAR

NAME: The name of this corporation shall be the Society of Elder Faiths (SEF). The Society of Elder Faiths shall exist as a church and all references herein to the "corporation" shall be considered references to the church.

LOCATION: The principal office of the corporation shall be 208 Georgetown Road, Boxford, Massachusetts 01921 or such other location as the Board of Directors may subsequently establish and file with the Massachusetts Secretary of State's office.

PURPOSES: The corporation shall exist for the following purposes: to worship the Old Gods and Goddesses, to teach the principles of our faith, to celebrate the rites of our religion, to realize fellowship and unity within this church and among the elder faiths, to render loving service to the Earth and all Her inhabitants, to train and ordain clergy of our faith, and to promote the understanding of our faith. The corporation shall exist further to do all things necessary and proper to further the purposes and to carry on any business or other activity related to the purposes that may be lawfully carried on by a corporation organized under Massachusetts General Laws, Chapter 180; provided, however, that any and all activities undertaken by the corporation, shall be exclusively in furtherance of its religious, charitable and educational purposes, and provided further, that no activity shall be undertaken by the corporation that shall adversely affect the status of the corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code.

The following additional provisions, not inconsistent with law, are hereby established for the conduct and regulation of the activities of the corporation, for its voluntary dissolution, and for limiting, defining, and regulating the powers of the corporation, namely:

1. The corporation may apply for and receive from any source or sources outright, in trust or otherwise, by gift, devise, bequest or otherwise, and hold, cash, securities and real and personal property to the extent from time to time authorized by law .

2. The corporation may retain, may buy or otherwise acquire, renovate, improve, sell, lease, convey or otherwise dispose of, and may invest and reinvest its assets in any property, whether real or personal, within or without Massachusetts, including without limitation any stock, obligations, or other securities of any corporation, association or business trust, investment trust or investment company, provided, that none of the assets of the corporation shall be loaned directly or indirectly to any member of the Board of Directors.

3. The corporation may make contracts, incur liabilities, borrow money, make and endorse bonds, notes and other evidences of indebtedness, and mortgage, pledge or create any security interest in any real or personal property, and may lend money, invest and reinvest in funds and take and hold security, real or personal, therefore, all on such terms as the Board of Directors may determine.

4. The corporation may do business, carry on its operations, have offices and exercise the power granted by Massachusetts General Laws, Chapter 180, in Massachusetts or if necessary to further its corporate purposes, within or without the United States, although the corporation shall not be operated for the primary purpose of carrying on for profit a trade or business unrelated to its tax exempt purposes.

5. The corporation may be an incorporator of other corporations of any type or kind and may be a partner in any business enterprise which it would have power to conduct by itself.

6. It is intended that the corporation shall be entitled to exemption from federal income tax under Section 501(cu) of the Internal Revenue Code. All powers of this corporation shall be exercised only in such manner as will assure the operation of this corporation exclusively for said religious, educational and charitable purposes as so defined and all purposes and powers herein shall be interpreted and exercised consistent with this intention.

FISCAL YEAR: The fiscal year shall run from January 1 through December 31 of each year unless decided otherwise by the members.

ARTICLE II

MEMBERS

CLASSES: There shall be three classes of members and membership shall be perpetual subject to the provisions of "Dismissal", below. The three classes of membership shall be Full, Associate and Supporter. Each class of membership shall have distinct rights, privileges and responsibilities as set forth in the corporation's Membership Policy.

QUALIFICATIONS:

Full Member: A member who has reached the age of majority as defined by the Commonwealth of Massachusetts, who will currently or in the future become a member of the Board of Directors, or Clergy ordained by the Society of Elder Faiths. To obtain Full membership, applicant must be sponsored by a Full Member, have been an Associate Member in good standing, and an application must be submitted and approved by the Board of Directors.

Associate Member: A member who has not received Full membership, and has paid dues for the current fiscal year.

Supporting Member: A member who has not reached the age of majority as defined by the Commonwealth of Massachusetts.

Membership is open to qualified persons without restrictions as to race, sex, gender identity, ethnic background, and/or sexual orientation. Membership is not transferable.

ELECTION OF FULL MEMBERS: The initial membership of the corporation shall be eight (8) members. Thereafter, an individual may, upon the approval of a 2/3 vote of the Board of Directors at a duly scheduled Board of Directors meeting, be admitted to full membership on terms established by the Board of Directors. New Full Members must complete the requisite application forms and must be sponsored by one or more Full Members of the corporation.

Any full member may withdraw from membership at any time and without penalty, such withdrawal to take effect upon notice of withdrawal in writing at the principal office of the corporation.

DISMISSAL: A Full, Associate, or Supporting Member of the corporation may be dismissed by the Board of Directors upon a majority vote for: (1) violation of the code of ethics; (2) non-payment of dues; (3) failure to fulfill the requirements of the member's class of membership; (4) acting in any manner which the Board of Directors determine detrimental to the corporation; (5) acting in any manner contrary to the faith of the members of the corporation.

MEETINGS: All meetings of the members shall be held at such place within the United States of America as is named in the call. There shall be an annual meeting of the voting membership, which shall be held on or about the last Saturday in February at a time and place as determined by the Board of Directors. The purposes for which the annual meeting is to be held, in addition to those prescribed by law, by the Articles of Organization, and by these Bylaws, may be specified by the Board of Directors. If, in any year, a meeting of the members is not held at such time and place, any action to be taken may be taken at any later meeting of the members with the same force and effect as if held or transacted at such regularly scheduled annual meeting. Meeting of the membership shall be scheduled by the Board of Directors. Special meetings of the members may be called by the presiding officer or by a majority of the directors, and shall be called by the clerk, or in the case of the death, absence, incapacity or refusal of the clerk, by any other officer, upon written application of three or more members entitled to vote thereat. In case none of the officers are able and willing to call a special meeting, the supreme judicial or superior court,

upon application of three or more members entitled to vote thereat, shall have jurisdiction in equity to authorize one or more of such members to call a meeting by giving such notice as is required by law.

NOTICE: Written notice of all meetings of the members, stating the place, day and hour for the meeting and the purpose thereof, shall be given by the clerk to each member at least seven days' prior to each meeting . Notices shall be mailed postpaid to, and/or emailed, and/or posted on the corporation's website, and/or delivered at the addresses of the members provided by the members to the corporation.

Notice of any meeting may be waived by a member in writing before or after the meeting, and every member present at any meeting shall be conclusively presumed to have received due notice thereof.

QUORUM:

Quorum of Board of Directors: A quorum is two-thirds of the Board of Directors with a minimum of three.

Quorum of Voting Membership:

Ten percent of the voting membership or ten voting members, whichever is lesser, shall constitute a quorum. If a quorum of the voting membership cannot be obtained, the Board of Directors is empowered to vote with a two-thirds majority of the Board of Directors.

VOTING RIGHTS: Every Full and Associate Member is entitled to one vote at any membership meeting. Supporting Members, being under the age of majority as defined by the Commonwealth of Massachusetts, are not entitled to a vote. At all meetings of the members every voting member shall be entitled to one vote. When a quorum is present at any meeting, the vote of a majority of the members represented thereat shall decide any question brought before the meeting, except where a larger vote may be required by law to decide any question brought before the meeting. Members may vote on matters previously determined by the Board of Directors by proxy in writing dated not more than six months before the meeting named therein, which shall be filed with the clerk of the meeting, or any adjournment thereof, before being voted.

ACTION BY CONSENT: Any action required or permitted to be taken at any meeting of the voting members may be taken without a meeting if all the voting members consent to the action in writing and the written consents are filed with the records of the meetings of the voting members of the corporation. Such consents shall be treated for all purposes as a vote at a meeting.

ARTICLE III

OFFICERS AND DIRECTORS

POWERS: The powers of the corporation shall be managed by the Board of Directors who shall have and may exercise all the powers of the corporation except as otherwise prohibited by law, the Articles of Organization or these Bylaws. Each officer shall have, in addition to the duties and powers herein set forth and subject to law, to the Articles of Organization and to the provisions of these Bylaws, such duties and powers as are commonly incident to his/her office and such duties and powers as the Directors may from time to time designate. The business and affairs of the corporation shall be managed by the Board of Directors. The Board may appoint an executive committee to oversee the operations of the corporation, to consist of all officers and any other directors which the Board may designate. The Board may from time to time, to the extent permitted by law, delegate any of its powers to other committees, officers, boards of advisors' attorneys or agents of the corporation, subject to such limitations as the Board of Directors may impose.

ENUMERATION: The corporation shall have a Board consisting of not less than five Directors who shall have the powers and duties of a Board of Directors under Massachusetts law. The initial number of Directors shall be eight. The Board of Directors may elect a Full member to serve as a Director of the Board of Directors. New Directors must be ratified by a majority vote by the voting members at the annual meeting. The corporation may have such advisory boards as the Board of Directors may choose to create.

QUALIFICATIONS: Only Directors and Full Members are eligible to be officers. Two or more offices may be held by the same person, except that no person shall hold the offices of President and Treasurer simultaneously. The clerk shall be a resident of Massachusetts.

DIRECTORS: The initial Directors shall be those persons named as Directors in the Articles of Organization. Full members may nominate a Full Member to serve as a Director on the Board of Directors. Directors shall serve for a term of four (4) years but may be reelected for additional successive terms.

OFFICERS: The initial officers shall be those persons named as officers in the Articles of Organization. A voting member may nominate a Full Member for the office of President or Treasurer, and/or Clerk. Election of President, Treasurer, and Clerk shall be ratified by the voting members at the next annual meeting. The officers of the corporation shall be a President, a Treasurer, a Clerk, and such other officers as the Directors shall appoint. Officers shall serve for a period of two years, unless otherwise determined by a vote of a majority of the Board of Directors. Interim Officers shall be elected at the annual meeting of the membership. Officers may be removed from their respective offices with or without cause by vote of a majority of the Board of Directors then in office but only after reasonable notice and opportunity to be heard before the Board of Directors.

RESIGNATION and VACANCIES: Any Director or officer may resign at any time by giving their resignation in writing to the President or Clerk. A vacancy because of resignation or removal may be filled by the Board of Directors at its sole discretion by a majority vote, subject to ratification by the voting members at the next annual meeting. Said vacancy shall be filled for the remaining term of the Director or officer who has resigned or been removed.

PRESIDENT: The President shall be the chief executive officer of the corporation and as such shall have charge of the affairs of the corporation subject to the supervision of the Board of Directors and shall preside at all meetings at which they are present . The President shall also have such other powers and duties as customarily belonging to the office of President or as may

be designated from time to time by the Board of Directors. The President shall serve as the official representative of the corporation to the public.

Vice President: The Vice President shall act as President when the President is absent, unable, or unavailable to fulfill the duties of President, and shall also have such other powers and duties as customarily belong to the office of Vice President or as may be designated from time to time by the Board of Directors. The Vice President may not sign checks unless specifically authorized to do so by the Board of Directors. In the event of death, removal, or resignation of the President, or a majority vote of the Board of Directors agree in a meeting of the Board of Directors the President's absence will be longer than the time until the next annual meeting. In the presence of the President, the Vice President acts as a Director of the Board of Directors.

TREASURER: The Treasurer shall be the chief financial officer of the corporation. The Treasurer shall also have such powers and duties as customarily belonging to the office of Treasurer or as may be designated from time to time by the Board of Directors or by the President. The Treasurer shall have custody of all funds and securities of the corporation and shall make all disbursements as directed by the Board of Directors.

CLERK: The Clerk shall record all proceedings of the Board of Directors and of all meetings. The Clerk shall maintain a register of all members. The Clerk shall attend to all correspondence as directed by the Board of Directors unless otherwise provided for, post necessary notices of meetings and perform all other duties normally and customarily associated with the office of Clerk. In the event that the Clerk is either removed from office or moves from the Commonwealth of Massachusetts, the Board of Directors shall appoint a resident agent for the purpose of accepting service of process.

ARTICLE IV

SIGNATURE ON CHECKS

All checks drawn on bank accounts of the corporation in an amount of \$1000 or less may be signed on its behalf by either the President or the Treasurer. All checks drawn on bank accounts of the corporation in amounts in excess of \$1,000 must be signed by both the President and the Treasurer, provided,

however, that other persons may be authorized to sign checks in any amount from time to time by a vote of the Board of Directors.

ARTICLE V

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The corporation shall indemnify any and all persons who may serve or who have served at any time as Directors or officers of the corporation or at any time have served as Directors or officers of another organization in which the corporation at such time owned or may own shares or of which the corporation was or may be a creditor, against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such Directors or officers in connection with any proceeding in which they may become involved, by reason of their being or having been Directors or officers of the corporation or of such other organization; such indemnification shall include payment by the corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if she or he shall be adjudicated to be not entitled to indemnification under this article; provided that no indemnification shall be provided for any Director or officer with respect to any matter as to which she or he shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that her or his action was in the best interests of the corporation . The terms "Directors" and "officers" as used herein shall include the offices of President, Treasurer, Clerk and Auditor and heirs, executors and administrators of such directors and officers. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled. Indemnification of other employees or agents of the corporation may be provided to the extent authorized by the Directors subject to the same limitations as are herein imposed on the indemnification of Directors and officers.

ARTICLE VI

AMENDMENT OF BY-LAWS

The Board of Directors may propose amendments or repeal the By-laws. All changes to the By-Laws must be ratified by a majority of the voting members at

the annual membership meeting. Changes to the By-Laws do not take effect until ratified.

ARTICLE VII

MISCELLANEOUS PROVISIONS

DISSOLUTION: A two-thirds majority vote of the Board of Directors is required to dissolve the corporation. In the event of dissolution, and upon payment of any and all outstanding liabilities, debts and taxes, if any, any remaining assets of the corporation may be donated, free of charge, to any other organization exempt under Section 501(a) of the Internal Revenue Code, as amended; provided, further, that the Office of the Attorney General of the Commonwealth of Massachusetts, Public Charities Division, shall disburse any such remaining assets to such other exempt organization as it determines should the Board of Directors fail to designate such an exempt organization.

DONATIONS: Except as otherwise provided or prohibited by law, by the Articles of Organization or by these by-laws, the Board of Directors may, by a 2/3 vote, from time to time, make reasonable donations of the assets of the corporation to other organizations exempt under Section 501(a) of the Internal Revenue Code, as amended.

EXECUTION OF PAPERS: All deeds, leases, transfers, contracts, bonds, notes, releases, checks, drafts and other obligations authorized to be executed on behalf of the corporation shall be signed by the President or the Treasurer except as these by-laws otherwise provide or as the Board of Directors may generally or in particular cases otherwise determine.

EVIDENCE OF AUTHORITY: A Certificate by the Clerk as to any matter relative to the Articles of Organization, By-Laws, records of the proceedings of the Incorporators, Board of Directors, or any committee of the Board of Directors, or as to any action taken by any person or persons as an officer or agent of the corporation, shall, as to all persons who rely thereon in good faith, be conclusive evidence of the matters so certified.

