

Carolina Spirit Quest, Inc. Bylaws
Amended through April 18, 2004

ARTICLE I. Name, Affiliation and Status

The name of this non-profit religious organization shall be Carolina Spirit Quest, Inc. (CSQ). CSQ shall be incorporated in the state of North Carolina.

ARTICLE II. Purposes

The purpose of CSQ shall be to devote its resources to religious and educational activities which encourage networking and the building of community spirit among Pagans in the Carolinas and surrounding area. To accomplish this, CSQ shall sponsor various programs for adults and children, including an event which shall be held each spring.

ARTICLE III. Fiscal Year

III.1. The fiscal year of CSQ shall be from August 1 through July 31.

III.2. At the conclusion of each fiscal year, the financial records of CSQ will be audited or reviewed - as determined by the Board of Trustees - by a qualified individual who is not a member of the Coordinating Staff or Board of Trustees of CSQ. As soon as the audit or review is completed, the report of the audit or review will be presented to the Board of Trustees.

ARTICLE IV. Board of Trustees

IV.1. The Board of Trustees (hereafter "Board") shall make overall policy for carrying out the purposes of CSQ and shall direct and control its affairs.

IV.2. The Board shall consist of the following members:

IV.2.a. Six (6) participants of CSQ Spring Program elected At-Large, three of which shall be elected each year for a two-year term;

IV.2.b. The Treasurer, who may or may not be an elected trustee;

IV.2.c. The Director(s) and Director(s)-elect of programs for which the Board has determined that such program Directors meet criteria for Board membership;

IV.2.d. The most recent Director(s)Emeritus (Emeriti) of all programs in accordance with Article VI, Programs and Directors. The term of office of a Director Emeritus (Emeriti) expires on the first anniversary of the end of the event, or series of events, for which s/he was Director; and

IV.2.e.No person shall have more than one (1) vote.

IV.3. Elected trustees shall take office at midnight of the final day of the spring event of their election and shall serve for terms of two (2) years, or until their successors are elected. No trustee shall serve more than two consecutive two-year terms. For purposes of determining length of service on the Board, a partial term shall not count as a full-term.

IV.4. Each voting member of the board shall reside in North Carolina, South Carolina, or Virginia upon initial election or appointment to the board.

IV.5. A vacancy in the position of elected trustee may be filled by appointment by the Board, and the Board is not required to do so.

IV.6. Trustees shall attend the Spring Program, and all meetings of the Board held during their terms of office. For good and sufficient reason, the President of the Board may excuse absences of members from Board Meetings. The Board at its discretion may disqualify a member for unexcused absences from Board meetings and may declare that member's position vacant. Such disqualification will require an affirmative vote by two thirds of the voting Board members present at a meeting for which this item of business has been placed on a written agenda distributed to all members of the Board at least two weeks in advance of the meeting.

IV.7. Board Meetings:

IV.7.a. The Board shall hold a minimum of two regular meetings each fiscal year. Additional meetings shall be scheduled at the discretion of the Board. Regular Board meetings shall be held in the states of North Carolina, South Carolina or Virginia.

IV.7.b. Special meetings of the Board may be called at the discretion of the President, and shall be called by the President when requested by four or more trustees.

IV.7.c. A majority of the entire voting membership of the Board shall constitute a quorum for the transaction of business.

IV.7.d. Meetings of the Board shall be conducted by the rules of consensus proceedings, unless the Board decides to follow, in a specific instance, Robert's Rules of Order.

IV.7.e. The corporate budget will be approved not later than one month after the end of the fiscal year, at a regularly called meeting of the Board.

IV.7.f. Conference calls and E-mail voting may be utilized at the discretion of the Board. The Secretary shall record such action in appropriate minutes.

IV.7.g. A member in good standing is one who has paid the annual membership fee as set by the Board. The cost of the fee shall be offset by a voucher for the same monetary value, applicable to any CSQ event registration.

IV.7.h. Members in good standing may attend any board meeting at their own expense.

IV.7.i. The Board may decide to meet in Executive Session to discuss personnel matters.

IV.8. Members of the Board shall not receive compensation for their services to the Board and shall not be reimbursed for expenses incurred in attending CSQ Programs as a member of the Board. Trustees may be reimbursed, as determined by the Board, for other expenses incurred in the performance of their duties, including attendance at meetings of the Board.

IV.9. Each year, in a timely manner, the Board shall:

IV.9.a. Affirm the Director(s)-Elect of all programs who shall become Director(s) at the conclusion of the prior year's event.

IV.9.b. Appoint a Treasurer.

IV.9.c. Confirm sites for all programs for the next year.

ARTICLE V. Officers and Duties of Officers:

V.1. General. The officers of CSQ shall be a President, who shall be chairperson of the Board; a Vice President, who may act as President in the absence of the President, or with approval of two thirds of the members of the board; a Secretary, who shall keep a full and fair account of the transactions of the Board; and a Treasurer, who shall function as Treasurer for all programs as well as for the Board. Each officer shall perform all duties usually pertaining to the office, and the President or the Board may assign other such duties as needed.

V.2. The President: The President shall preside at all meetings of the Board. In consultation with the Board, the President shall appoint all committees not elsewhere provided in these bylaws. The President is the Chief Executive Officer of CSQ and is invested with all of the powers and privileges customarily associated with that position. With the consent of the Board, the President is empowered to speak for and in behalf of CSQ in all legal proceedings and to serve as Contracting Officer of CSQ, his/her signature being legally binding for CSQ on contracts, etc., when affixed thereto by direction of the Board. These powers may be delegated at the discretion of the President, (e.g., to the Director of the program, or to other officers), but the President remains responsible to the Board for the appropriateness of their use.

V.3. The officers shall be elected by the Board from among the trustees - except that the Treasurer may be someone not on the Board prior to being elected Treasurer. The

President shall be elected by the Board prior to the election of the Members-at-Large each year and shall take office at the conclusion of that year's Spring Program. The Vice President and the Secretary shall be elected at the first meeting of the Board after the conclusion of the spring event. The Treasurer shall take office at the beginning of the fiscal year. The officers shall serve terms of one year, or until their successors are elected. Officers may be removed from their positions for good and sufficient reason by an affirmative vote of two-thirds of the voting Board members present at a meeting for which this item of business has been placed on a written agenda distributed to all members of the Board at least two weeks in advance of the meeting. In the event of such removal, the position will be filled by vote of the Board, the new occupant of said position serving until the next regularly scheduled election of officers.

V.4. The President shall be responsible for preparing a written annual report of the state of CSQ, which report shall be available to the members.

ARTICLE VI. Nominations, Elections and Appointments to the Board.

VI.1. The Secretary shall supervise the nomination and election procedure and shall appoint a Tellers Committee consisting of three people, one of whom shall be a member of the Board, and not the Secretary. This committee shall count ballots and perform other routine observing duties.

VI.2. Each year, the Secretary shall notify by mail all names on the current CSQ mailing list of the positions to be filled by election at the current Spring Program and of the procedures for nomination.

VI.3. Nominations must be delivered to the Secretary in writing, and shall state the full name, address, phone number of both the nominee and three nominators. The nominators must certify that the nominee is willing to serve on the Board.

VI.4. Voting shall take place during the Spring Program and shall be by written ballot, except that, in the case an election be uncontested, election by acclamation shall be permitted. Ballots shall be cast only by persons eleven years old or older who shall have registered for the Spring Program by Midnight (12:00AM) of the first evening of the program. Absentee voting will not be allowed.

VI.5. The election shall be decided by a plurality vote (the candidate receiving the most votes wins). If a tie occurs, there shall be a runoff election between the two candidates vying for the remaining position. In the event of a further tie, the Board shall select the winning candidate.

ARTICLE VII: Programs and Directors

VII.1a. Program Directors shall be appointed by the Board.

VII.1b. Program Directors shall serve at the pleasure of the Board.

VII.1c. The Board shall evaluate each Program to determine if its Director(s) meet(s) criteria for Board membership.

VII.2. The Director(s) shall prepare for presentation to the Board written recommendations for:

VII.2.a. Plans for committees and staff organizations for all programs; and

VII.2.b. Program budgets.

ARTICLE VIII. Amendments

These Bylaws may be amended by a two-thirds vote of the Board, followed by confirmation by two thirds of the members present at the next CSQ Annual Meeting.

ARTICLE IX. Dissolution

In the event that the Carolina Spirit Quest (CSQ) shall be dissolved without incorporation into another entity or hold no meetings of the Board for a period of three (3) years, the Treasurer shall pay over and deliver such assets as may be the property of CSQ, to the Covenant of Unitarian Universalist Pagans, a corporation of the state of Ohio, or its successors or assigns.