



Constitution and Bylaws of *SISTERHOOD OF AVALON, INC.*

CONSTITUTION

The Sisterhood of Avalon acknowledges that all women are reflections of the Divine Feminine and seeks to create a home where women can journey together on the path to self-discovery, spiritual awakening and personal wisdom.

We gain inspiration from the Celtic Triad: “The three foundations of Spirituality: Hearth as altar, work as worship and service as sacrament” to guide women to the path of Avalon and her shores.

We claim the belief in the Welsh Pantheon of Goddesses, who guide women on the journey to wholeness and sovereignty.

We honor the sacred ground of our ancestral motherline, as well as the land we are set upon today, using its bounty to aid us in our workings while treating it with respect and sanctity.

We affirm the responsibility of each woman to seek her own truth and to contribute to the collective wisdom of the Sisterhood.

In accordance with the rhythm of Nature and the greater cycle, we recognize the holy days of Calan Gaeaf, Gwyl Mair, Calan Mai, and Gwyl Awst, as well as the sacred times of the full and dark moon, upon which we call women to ritual.

Therefore, the Sisterhood of Avalon comes together as one entity, made up of women who seek the Goddess above and within themselves, and adopt for our administration and service the following Constitution and Bylaws.

ARTICLE I - NAME

The name of this corporation shall be Sisterhood of Avalon, Inc. The Sisterhood of Avalon (SOA) is incorporated in the State of Georgia (domestic nonprofit) and is seeking 501(c)(3) status.

ARTICLE II - PURPOSE

2.1. The Sisterhood of Avalon (SOA) is formed exclusively as a religious Corporation in the Avalonian Tradition of Women’s Mysteries. The purpose of this Corporation is to provide its all-women membership with a variety of online and in-person opportunities for spiritual edification including spiritual education, religious ordination through the

Avalonian Theological Seminary, regional intensive training, worship and healing services, rites of passage facilitation, and community outreach.

2.2. The Corporation is empowered to accept and administer grants, gifts and monies from foundations, government, industry, and individuals to implement objectives with the purpose of this Article.

2.3. The Corporation shall have power to authorize, bestow, convey, grant, issue or revoke certificates, charters, degrees, credentials, diplomas, franchises, licenses, memberships, or ordinations through the Corporation, or any subsidiary corporation created by this Corporation, including cemeteries.

2.4. The Corporation shall have power to publicize, publish, promote, celebrate, teach, research, and explore any and all material, which may bear upon its beliefs, philosophies, theology, and religious history, ancient or modern.

2.5. The Corporation shall have the power to apply for and receive grants, accept bequests and to establish and maintain an endowment fund.

2.6. The Corporation shall have the power to own property, for the purpose of carrying out the above.

2.7. Notwithstanding the above statements of purpose and powers, the Corporation shall not engage in activities that in themselves are not a furtherance of the purposes set forth in this article.

2.8. The Corporation shall conduct its activities in accordance with Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE III – CORE BELIEFS

3.1. We follow a Goddess-centered path and work with the Welsh pantheon.

3.2. We work strictly within the confines of the Avalonian Tradition. While we do not require complete commitment to the Avalonian path in exclusion of all others, we do ask that those workings are kept separate from those of the Avalonian Tradition.

3.3. We believe in the importance of understanding the culture from which the Avalonian Tradition emerged. Therefore, we encourage all areas of study concerning the ancient Britons, especially as transmitted through Welsh Celtic culture.

3.3.1. We work to understand and intimately know the powers of Land, Sea, and Sky, for through them we can understand the ways in which energy works both within and without.

3.3.2. We seek the illumination of Awen through our workings and as part of our quest for wholeness and understanding both of Self and Goddess.

3.3.3. We follow the lunar cycles for our holy day workings and observe the lunar holy days of Calan Gaeaf, Gwyl Mair, Calan Mai and Gwyl Awst .

3.4. We believe that a foundation in the application of techniques found in the Western Mystery Tradition is essential in gaining access to the realms of Avalon.

3.5. Whilst we believe the Goddesses of Avalon work with us to effect inner change, we believe that all true shifts of consciousness and initiation to the Mysteries come only from the hand of the Lady.

3.5.1. We embrace, as our highest ideal, the concept of personal empowerment and the recognition of the Divine within.

3.5.2. We seek to achieve personal empowerment and honor the Divine within through inner transformation, issue resolution, and soul healing.

3.5.3. We recognize our limitation to see the breadth of life's full tapestry and trust in the Goddess' ability to maintain order and balance.

3.5.4. We believe that it is not for us to change the paths of others.

3.6. Above all, we believe that the Avalonian Tradition is both a belief and a practice. We must each actively seek our wisdom. The Avalonian path is experiential and we are ever-unfolding, ever-seeking to part the mists which obstruct our sight.

ARTICLE IV – ORDINANCE AND SPIRITUAL PRACTICE

4.1. We hold to the wisdom of the Celtic Triad which states, "The three foundations of Spirituality: Hearth as altar, work as worship and service as sacrament."

4.2. Members of the Sisterhood are encouraged to commune with the Goddesses of Avalon at appropriate times in the Lunar Cycle as well as on the Four Celtic Fire Festivals, either in community or at their personal altar.

ARTICLE V – MEMBERSHIP

5.1. ELIGIBILITY

A person is eligible for membership in this congregation who is a woman of at least eighteen years of age. An exception to the age requirement may be made with the consent of the Morgen and the board of trustees, along with the written permission of the minor's SOA member parent or guardian.

5.2. APPLICATION PROCESS AND RECEPTION OF MEMBERS

The application process as outlined below applies both to new applicants and past members seeking re-membership, regardless of departing circumstances.

5.2.1. A woman seeking to become a member of the Sisterhood of Avalon has the opportunity to do so during designated times of the year.

5.2.2. The applicant must submit in writing that she wishes to become a member, using an application form prescribed by the Sisterhood of Avalon and submitting

the required membership fee.

5.2.3. By completing the membership application, applicants are affirming that they are in agreement with the principles, responsibilities, and ideas set forth in Article III, above, and the Sisterhood of Avalon Bylaws.

5.2.4. The board secretary shall present the names of those who apply for membership to the Membership Committee.

5.2.5. All persons who shall meet the membership requirements will be part of an online orientation process for several weeks where they will become familiar with Sisterhood of Avalon policy and protocol.

5.2.6. Once the orientation period is complete, these women receive full membership status and become part of the Sisterhood of Avalon community at large, with access to all its offerings. Until such time, women participating in orientation are not official members of the Sisterhood of Avalon, and may be asked to depart in the event that it appears that the woman seeking membership and the Sisterhood of Avalon are not well suited to one another. All final decisions will rest with the Council of Nine and the Morgen.

5.3. THE STANDARDS OF MEMBERSHIP

All members of the Sisterhood of Avalon are expected to adhere to the standard of ethics as set forth below.

5.3.1. We tell the truth always and honor ourselves in doing so.

5.3.2. We respect the intellectual property rights, ideas and thoughts of others.

5.3.3. The maintenance of safe space is paramount and sacred in the Avalonian Tradition. Because of the personal and oftentimes sensitive nature of the sharings that characterize the Avalonian path, the dissemination of any information outside of SOA forums is strictly prohibited unless written permission is specifically granted by its author.

5.3.4. We understand the value of self-directed learning in order to develop an individual relationship with Avalonian tools. In doing so, we gain lasting knowledge that helps us grow in our quest toward personal sovereignty.

5.3.5. The sowing of discord, including circulation of rumor or gossip, will not be tolerated in the Sisterhood of Avalon.

5.4. DISCIPLINE

The Sisterhood of Avalon reserves the right to remove anyone from membership who is not in compliance with our ethical standards and/or spiritual philosophies.

5.4.1. Breaking of any of the Sisterhood of Avalon ethics or policies and procedures, including Standards of Membership (Article V, 5.3., above), may result in loss of

position and membership within the Sisterhood of Avalon.

5.4.2. Upon notice of the infraction, the Council of Nine will contact and communicate with the member(s) directly involved. The Council of Nine will then hold discussions and render a final decision.

5.4.3. If the member(s) in question choose not to address the issue or concerns to the satisfaction of the Council of Nine, the Council has the option to dismiss the members(s) concerned without additional discussion.

5.4.4. The Council of Nine is empowered to remove, without warning, any member who is deemed to be harming to the membership, or to be in willful contention with the organization, or whose removal is deemed in the best interests of the individual herself and/or the Sisterhood, or that the further participation of that member is a detriment to the sisterhood of Avalon and impedes its ability to serve its other members.

5.4.5. All final decisions will rest with the Council of Nine and the Morgen.

5.5. DOCUMENTATION OF INACTIVE MEMBERSHIP

The Morgen, board secretary, and board of trustees shall be authorized to revise the membership roll of the corporation, and shall be authorized to revise the membership roll of the congregation at least once a year, and to remove from the list of active members those sisters who fall under the following categories:

- a. Voluntary withdrawal from membership.
- b. Deceased during the year.
- c. Dismissed by Council of Nine.
- d. Those who have not contributed annually to the financial support of the organization, within their ability, through the payment of dues nor advised the board secretary through formal channels of a request for dues waiver.

5.6 LIMITATION OF CORPORATE MEMBERSHIP

Membership in the Sisterhood of Avalon is limited.

5.6.1. The Sisterhood of Avalon subscribes to a nonvoting membership.

5.6.2. Voting in the corporation is limited to those individuals permitted to vote by the constitution and bylaws of the corporation.

5.6.3. The general qualifications for corporate membership are a firm and consistent adherence to the Core Beliefs (Article III, above); the Standards of Membership (Article 5.3., above); and the Nine Keys of Community (provided during SOA Orientation).

5.6.4. The specific qualifications for corporate membership shall consist of the present and evident ability to meet the current needs of the church as perceived by the Board of Trustees, the Council of Nine, and the Morgen.

ARTICLE VI – THE MORGEN

The Morgen is the primary authoritative spokesperson for the theological direction of the Sisterhood of Avalon.

6.1. Barring extraordinary circumstance (see Articles 7.7. and 7.8., below), the Morgen will hold this position until such time as she chooses to step down from this post, when she will then become Morgen Emeritus and hold an advisory position for the Council of Nine.

6.2. The Morgen will have the ability to name her successor, barring 2/3 vote of dissension from the Council of the Nine. A newly appointed Morgen will be chosen from past or present members of the Council of the Nine.

6.3. The Morgen shall attend all Council of Nine Meetings, sit on the Board of Trustees, and be an ex-officio member of all Committees.

6.4. In the event that the Morgen is unable to name a successor, the decision will rest with the Council of Nine by unanimous vote.

ARTICLE VII - THE COUNCIL OF NINE

7.1. POWERS AND RESPONSIBILITIES

All theological direction for the Sisterhood of Avalon shall be from the Council of the Nine.

7.1.1. The Council has the authority to supersede and override all secular offices and officers in matters that are deemed by the Council of Nine to be of a spiritual nature.

7.1.2. The Council has the authority to intercede on all matters that may inappropriately impact the beliefs and philosophies of the Sisterhood of Avalon.

7.1.3. The Council provides aid, comfort, instruction, guidance, and correction to the membership, as well as counsel, wisdom, and fellowship to the Morgen and board of trustees when requested.

7.1.4. The Council may, on a case-by-case basis, and through majority vote, waive any SOA membership or policy requirements when that alteration will serve the best interests of the individual and/or the SOA.

7.1.5. The Council is empowered to remove any member from the membership rolls when it deems that such a removal is in the best interests of the individual and/or the SOA, or that the further participation of that member impedes the ability of the SOA to focus on and fulfill its purpose.

7.1.6. The board of trustees may call the Council of Nine into session.

7.1.7. In accordance with Article 5.4., above, the Council of Nine is the only entity to have the authority to dismiss the Morgen from her position.

7.1.8. In the event that the Morgen is unable to act due to serious or severe illness, the Council of Nine will act as "Morgen" in her stead until such a time as the Morgen is able to resume her duties.

7.2. STRUCTURE

7.2.1. The Council of Nine shall consist of members from active membership who have had at least five (5) years experience in the SOA and have displayed an uncompromising commitment to the Goddess.

7.2.2. Manner of appointment. At such time as a Council position becomes vacant, the Morgen shall nominate a candidate from active membership. The Council of Nine shall confirm said candidate by majority vote.

7.2.3. Term. The duration of appointment is nine (9) years (except in the case of the Morgen, see above). There is no limit to the number of consecutive appointments.

7.2.4. Meetings. The proceedings of all officially called meetings of the Council of Nine shall be recorded by a Council of Nine member. This member shall also create minutes of the meeting and present them to the Council of Nine within one week (seven days) after the meeting has come to a close.

7.2.5. Any member of the Council of Nine may be replaced or removed at any time deemed necessary by request of the Morgen, with a majority vote by the remainder of the Council's members.

7.3. QUORUM

Two-thirds of the Council of Nine must be present to constitute a quorum.

7.4. HEARTHS AND HEARTH MOTHERS

7.4.1. The Sisterhood of Avalon supports the establishment of new congregations or places of gathering known as hearths.

7.4.2. Hearths fall under the auspices of the Council of Nine.

7.4.3. Hearths are managed by a hearth mother who is approved by and accountable to the hearth matron of the Council of Nine.

7.4.4. Hearth mothers shall consist of members from active membership who have had at least one (1) year experience in the SOA; have attended at least one (1) Sisterhood of Avalon training intensive; and have displayed an uncompromising commitment to the Goddess.

7.4.5. Appointed hearth mothers will govern the affairs of their local hearth and be accountable to the hearth matron of the Council of Nine and the treasurer of the board of trustees.

ARTICLE VIII - BOARD OF TRUSTEES

8.1. POWERS AND RESPONSIBILITIES

All administrative direction for the Sisterhood of Avalon shall be from the board of trustees.

8.2. STRUCTURE

8.2.1. The board of trustees shall consist of at minimum:

- a. Officers: president, vice president, secretary, treasurer, and administrative director.
- b. Trustees: three (3) trustee members. (The number of trustees may increase if determined by the board that there is need.)
- c. The Morgen and Speaker for the Nine.

8.2.2. Each board member, including the Morgen and the Speaker for the Nine, shall have one vote.

8.2.3. Manner of appointment. All members of the board, with the exception of the Morgen and the Speaker for the Nine, shall be nominated and elected by the board. In the case of a tie vote, the Council of Nine will cast the deciding vote.

8.2.4. The board of trustees shall consist of members from active membership: nominations for officer positions from members who have had at least three (3) years experience in the SOA; and nominations for trustee positions from members who have had at least one (1) year experience in the SOA.

8.2.5. Term. The duration of appointment of a term is three (3) years. Officers and trustees may be re-elected to subsequent terms with the following conditions:

- a. There is a two-term consecutive limit for the offices of president, vice president, secretary, and administrative director.
- b. There is no limit to the number of consecutive terms the treasurer may serve.
- c. There is a two-term consecutive limit for trustees.
- d. There is no limit to the number of terms any officer or trustee may serve non-consecutively as long as there is at least one year separating their terms.

8.2.6. Meetings. The president will call official board meetings to discuss the direction of the corporation and shall set dates and times for board meetings.

Board meetings may take place through electronic means, thus allowing board members from different geographical locations to participate as if they were physically at the meetings. Likewise, electronic means of attendance at a board meeting, voting, unanimous written consent by email, as well as all other meeting business shall be acceptable.

- a. A minimum of two-thirds of the board of trustees shall be present for an official board meeting to exist.
- b. With the approval of the Morgen and/or the president, the board may have invited guests present at any meeting.
- c. The secretary shall keep an accurate account of the minutes that were discussed at any board meeting and submit them at the next board meeting for discussion.
- d. Upon approval by the majority of the board of trustees, the minutes shall be adopted and all policy and procedure in them will continue to be enforced.

8.2.7. Any member of the board of trustees may be replaced or removed at any time deemed necessary by request of the Morgen and confirmation by the Council of Nine.

8.2.8. The corporation year shall coincide with the calendar year beginning on January 1, and running through December 31.

8.3 QUORUM

Two-thirds of the board of trustees must be present to constitute a quorum.

8.4. COMMITTEES

There shall be (as the occasion may demand) operational committees appointed by the Morgen or president to serve under the supervision of the board of trustees in the capacity of facilitating the work of the Sisterhood of Avalon.

8.5. FREELANCE AGENTS

Freelance agents may be contracted from time to time under the supervision of the board of trustees in order to carry out work for the Sisterhood of Avalon.

ARTICLE IX - FINANCE

9.1. The standard of membership of this congregation shall include a willingness to contribute annually to the support of the organization through:

- a. The payment of annual membership dues.
- b. By freewill offerings of the members and friends of the corporation.

c. By all other subordinate groups affiliated with the corporation (including hearths)

d. By fundraisers that are recognized by the Morgen and the board of trustees.

9.2. If an SOA member is financially unable to contribute annual membership dues, she must express this in writing to the board secretary (see 5.5. (d), above).

9.3. All financial transactions pertaining to monies collected by the Sisterhood of Avalon shall be in U.S. dollars.

ARTICLE X – REVIEW OF RECORDS

To ensure the trust of the membership and to also ensure that a public interest is being served, all financial records of the Sisterhood of Avalon are available upon request for membership review.

10.1. Request. Any questions by any members shall be addressed to the treasurer either in writing or by scheduled appointment.

10.2. Provisions. The request must state the name of the member, the reason for the request and that the information shall in no way be made public or shared with any other member in a way.

10.3. Fee. If requested by a member of the congregation, a photocopy of any financial transaction in question shall be given. The member shall pay a reasonable fee of \$1.00 per copy (per sheet of paper).

10.4. Confidentiality. In order to keep the records of the Sisterhood of Avalon confidential, records shall not be released to any outside agency, person or entity unless due process has been served and a certified subpoena has been personally delivered. This includes the IRS, except under the provisions of section 7611 which shall be limited only to information deemed to be relevant to the inquiry being made.

10.5. Request denial. The board of trustees reserves the right to deny such a request for any of the following reasons:

a. The request is considered by the board of trustees and deemed to be frivolous.

b. The member making the request has a history of being divisive.

c. The member does not adequately provide the required information on the request as stated in Articles 10.1. and 10.2., above.

d. The person making a request is a non-member or a person whose membership was terminated.

ARTICLE XI - AMENDMENTS

Amendments to this constitution may be made by a two-thirds majority vote of the board of trustees, including the Morgen's and president's approval.

BYLAWS

ARTICLE I - ORDER

For the purpose of conducting business, the Morgen and president shall, in an orderly manner, preside over all of the affairs of the corporation.

ARTICLE II - HEARTH, GROUPS, AND COMMITTEES

The corporation shall hereby provide for hearths, committees, and groups to be created as needs may require. All shall be under the general supervision of the Morgen, Council of Nine, or board of trustees. The Morgen and president, or in her absence, the vice president, shall be an ex-officio member of all committees.

2.1. DEFINITIONS

Sisterhood of Avalon hearths are groups of local women joined together in person to build community as women walking a shared path. There are three designations of hearth groups.

2.1.1. Learning circle. A learning circle consists of a group of three or more members in good standing in the SOA. Learning circles may include non-members.

2.1.2. Novice hearth. A novice hearth consists of a group of three or more members in good standing in the SOA. Novice hearths are facilitated by a hearth mother who has met the necessary criteria for position of novice hearth mother as defined by the hearth matron and the Council of Nine.

2.1.3. Hearth. A hearth consists of a group of three or more members in good standing in the SOA. Hearths are facilitated by a hearth mother who has met the necessary criteria for the position of hearth mother as defined by the hearth matron and the Council of Nine.

Sisterhood of Avalon groups consist of SOA members joined together online to build community as women walking a shared path. There are two designations of groups.

2.1.4. Created by the Council of Nine. These groups are created on an as-needed basis for the purpose of facilitating a structured path of study.

2.1.5. Created by the board of trustees. These groups are created for the purpose of facilitating free-flowing community discussion.

Sisterhood of Avalon committees are formed by the board of trustees and consist of SOA members organized for the purpose of providing a service to the SOA.

2.2. HEARTHS

2.2.1. Each hearth within the Sisterhood of Avalon is, for the most part, autonomous. Hearths must abide by the SOA Core Beliefs and the Standards of Membership of this Constitution and Bylaws.

2.2.2. Prospective hearths must apply to the board of trustees under the relevant hearth designation (learning circle, novice hearth, or hearth).

2.2.3. Charters will be granted by the board of trustees pursuant to recommendation of the Council of Nine.

2.2.4. The Council of Nine will conduct an annual review of all hearths.

2.2.5. Hearths of all designations must submit an annual report to hearth matron of the Council of Nine. The report should include the following:

- a. Any changes in the location of the hearth meetings.
- b. Any changes in organization or personnel of the hearth, including contact information.
- c. Confirmation of hearth mother contact information.
- d. Statement of hearth actions and activities.

2.2.6. The board of trustees, pursuant to recommendation of the Council of Nine, may change a hearth's designation (learning circle, novice hearth, or hearth) upon review of the annual report, or at any other time.

2.2.7. Hearths of all designations must submit quarterly financial statements to the treasurer of the board of trustees, or at any time, upon request.

2.2.8. Charters may be suspended or revoked by the board of trustees pursuant to recommendation of the Council of Nine based on secular or theological issues, including, but not limited to:

- a. Conduct found to be incompatible with the purpose of the corporation.
- b. Conduct or actions contrary to the laws of the state or country in which the hearth is located.
- c. Conduct or statements that discredit the Sisterhood of Avalon, its purpose, or members.
- d. Failure to submit or failure to disclose hearth financial documents.

2.2.9. Hearths of all designations shall not have the power to incur debt in the name of the Sisterhood of Avalon.

2.2.10. Hearths that wish to disband must send written notification from the hearth mother to the Council of Nine's hearth matron indicating the hearth's intention to disband and forward all hearth records where instructed.

2.2.11. Finances. The corporation shall not be responsible to finance hearths. Hearth sisters are welcome to contribute according to their ability and as frequently or infrequently as they wish. Once donated or collected, all money becomes property of the local hearth and by extension, of the corporation, with the following considerations:

- a. Except in instances where the collection of fees or dues is necessary to provide a meeting place for a hearth to gather (rental space, for example), there are no required fees/dues associated with being a member of a hearth. In these instances, each hearth will set their own fees or dues policy.
- b. Monies acquired through hearth donations may be used for a variety of hearth-related purposes provided that such use is not prohibited by federal regulations.
- c. Each hearth shall elect/appoint a hearth treasurer (who is not the hearth mother) to track donations and expenses. If the hearth treasurer position becomes open, the hearth mother may fill in briefly with permission from the board of trustees.
- d. The hearth treasurer must make hearth financial records available to other hearth members upon request.
- e. Bank accounts must bear the hearth's name and reference the Sisterhood of Avalon on the account with hearth treasurer and hearth mother as signing officers.
- f. Disputes regarding hearth funds that cannot be satisfactorily resolved within the hearth should be brought to the attention of the hearth matron. If need be, the matter can be escalated to the board of trustees, and finally to the Council of Nine.
- g. If the hearth should disband, all monies remain the property of the SOA and will be handed over to the board treasurer. Members of the disbanding hearth may make a written request to the board of trustees as to how they would like to see the funds appropriated. The final decision rests with the board of trustees.

2.3. GROUPS

2.3.1. Groups created for the purpose of facilitating a structured path of study shall be created at the discretion of the Council of Nine.

2.3.2. At such time as an SOA member discerns the need for the creation of a new community discussion group, the prospective group facilitator must submit a

written request to the board of trustees and follow proper procedure prior to forming the group.

2.3.3. Groups of all designations must submit a report to board of trustees in the following circumstances:

- a. Change of group facilitator.
- b. Desire to dissolve the group.

2.4. COMMITTEES

All committees shall be created by the board of trustees on an as-needed basis and can be dissolved by the board of trustees when their purpose is no longer required or necessary.

ARTICLE III - FINANCES

3.1. BUDGET

The funds for the maintenance of the corporation shall be provided for by the freewill offerings of friends of the corporation, established congregations, by all other subordinate groups affiliated with the Sisterhood of Avalon, and by recognized fund-raisers. All offerings are subject to approval by the board of trustees. If approved, an offering shall be passed on to the treasurer for deposit in the corporation's treasury.

3.2 AUDIT

An internal audit shall be completed by the treasurer and/or other board appointed person. This audit of all financial records shall be made after the close of the calendar year, prior to the end of February.

3.3 WITHDRAWALS

Only the treasurer, under the supervision of the Morgen or president, shall make all withdrawals from the regular corporation treasury. In the event that the treasurer is unable for a period of time to make deposits or withdrawals, she may authorize the Morgen or president to make deposits or withdrawals from the corporation's treasury. In such a case, the authorization shall be in written form and the board of trustees shall receive a copy. The notice shall state the dates for which the Morgen or president can make withdrawals, not to exceed two weeks.

3.4 SALARIES

3.4.1. The Morgen shall be given a regular and reasonable salary as determined by agreement of the board of trustees. Her salary shall be reviewed each year during the last meeting of the calendar year.

3.4.2. No part of the net earnings of the Corporation 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 Article II of the Constitution.

ARTICLE IV - PROPERTY RIGHTS

4.1. All property, including land and transferable property, shall be taken, held, sold, transferred or conveyed in the Corporation's name.

4.2. No land or transferable property of the Corporation shall be sold, leased, mortgaged, or otherwise alienated without authorization of the Morgen.

4.3. The Morgen of the Corporation shall certify in such conveyances, leases, or mortgages.

4.4. In the event of dissolution of the Corporation, the board of trustees shall, after the payment of all the liabilities of the organization, dispose of all of the assets of the organization exclusively for the purposes of the organization in such manner, or to such organizations operated exclusively for charitable, educational, religious or scientific purposes as shall qualify as an exempt organization as the board of trustees, in consultation with the Council of Nine, shall determine.

4.5. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, officers, directors, or any person except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE V - GOVERNMENT AND OFFICIAL FUNCTIONS: BOARD OF TRUSTEES

The business of the Sisterhood of Avalon shall be conducted by a board of trustees (Article VIII of the Constitution). The board shall review on an ongoing basis, the long-range plans, policy, procedures and other guiding principles of the Sisterhood of Avalon and be empowered to make changes to the aforementioned when deemed appropriate. The board shall consist of the following positions.

5.1. MORGEN

The Morgen is the primary authoritative spokesperson for the theological direction of the Sisterhood of Avalon (Article VI of the Constitution), and shall attend board meetings as a voting member.

5.2. SPEAKER FOR THE NINE

The Speaker for the Nine acts as the voice of the Council of Nine, serving as liaison between the two SOA governmental bodies and supporting the Morgen to maintain the spiritual center in all administrative matters of the organization.

5.2.1. The Speaker for the Nine shall be selected from the Council of the Nine by the Council of the Nine and shall serve for a one-year term.

5.2.2. The Speaker for the Nine shall attend board meetings as a voting member.

5.3. PRESIDENT

The president is responsible for ensuring that the board of trustees and its members are aware of and fulfill their governance responsibilities; comply with applicable laws and bylaws; and conduct board business effectively and efficiently.

5.3.1. General responsibilities. The president presides over meetings; proposes policies and practices; sits on various committees; monitors the performance of officers; proposes the creation of committees; appoints members to such committees; and performs other duties as the need arises.

5.3.2. Accountability. The president is accountable to the board of trustees and may delegate specific duties to board members and committees as appropriate in the capacity of facilitating the work of the Sisterhood of Avalon.

5.3.3. Specific duties. The president's duties shall include, but are not limited to, the following:

a. Meetings. The president shall ensure that an agenda is planned for board meetings and preside of such meetings.

b. Board committees. The President shall serve as an ex-officio, non-voting member of committees.

c. Community relations. The president (along with the Morgen) shall ensure that the Corporation maintains positive and productive relationships with media, funders, donors, and other organizations. The president shall ensure timely and appropriate reporting of board decisions and actions to SOA members.

d. Signing officer. The president may be designated by the board of trustees as one of the signing officers. In this capacity, the president may be authorized or required to sign or countersign checks, correspondence, applications, reports, contracts or other documents on behalf of the organization.

e. Annual address. The president shall issue an annual SOA address to the membership.

5.3.4. The retiring president of the Sisterhood of Avalon shall automatically become an ex-officio, non-voting member of the board of trustees to act in an advisory and consultative capacity for a one year period.

5.4. VICE PRESIDENT

5.4.1. General responsibilities. The vice president shall assume the office of president should the president be unable to execute her duties, including presiding over meetings if the president is unavailable.

5.4.2. Specific duties. The vice president's duties shall include, but are not limited to, the following:

a. Active membership. The vice president shall oversee activities directly related to the membership and shall be listed as the contact person for group moderators and members when board of trustees' input is required.

b. Membership recruitment. The vice president shall oversee activities related to membership recruitment, i.e. portal openings.

c. SOA Orientation. The vice president shall be included as a member on the SOA Orientation list, and shall report any significant incidences to the board.

c. Outreach. The vice president shall oversee public relations activities, i.e. conferences, distribution of information on the SOA, and press; and shall present further outreach opportunities to the board.

5.4.3 The vice president shall work in concert with the board secretary to ensure all matters related to membership and or new members are addressed and managed, and when appropriate, communicated to the board.

5.5. SECRETARY

5.5.1. General responsibilities. The Secretary is responsible for ensuring that accurate and sufficient documentation exists to meet legal requirements, and to enable authorized persons to determine when, how, and by whom the board of trustees' business was conducted.

5.5.2. Specific duties. The vice president's duties shall include, but are not limited to, the following:

a. Meetings. The secretary is responsible for coordinating meetings including the following areas:

i. Ensuring that an up-to-date copy of the bylaws is available at all meetings.

ii. Ensuring that proper notification of upcoming board and board /Council of Nine meetings is communicated to all persons required at said meetings.

iii. In the absence of the president and vice president, the secretary shall call the meeting to order and preside over the meeting.

iv. In the case of extended absence of the president and vice president, the secretary shall preside over all meetings until a temporary chairperson is elected.

b. Meeting minutes. The secretary is responsible for ensuring that accurate minutes of meetings are taken, approved, and signed. Minutes should include at a minimum:

i. Date, time, location of meeting.

- ii. List of those present and absent.
- iii. List of items discussed.
- iv. List of reports presented.
- v. Text of motions presented, description of their disposition, and voting results.

c. Custodian of records. The secretary ensures that the records of the organization are maintained as required by law and made available when required by authorized persons. These records may include founding documents, i.e. articles of incorporation, lists of officers, board meeting minutes, financial reports, and other official records.

d. Membership records. The secretary ensures that official records and roster of membership are maintained and that these records are available to authorized persons.

e. Correspondence. The secretary shall manage the general correspondence of the board of trustees except for such correspondence assigned to others.

f. Filing of documents. The secretary may be the registered agent with respect to the laws of the jurisdiction; the person upon whom legal notice to the Corporation may be served; and may be responsible for ensuring that documents necessary to maintain the Corporation are filed.

5.5.3 The secretary shall work in concert with the vice president to ensure all matters related to membership and or new members are addressed and managed, and when appropriate, communicated to the board.

5.6. TREASURER

5.6.1. General responsibilities. The treasurer shall oversee all aspects of the financial considerations of the Corporation including all deposits and withdrawals from the SOA bank account(s), credit cards, and other service providers, including accounting services.

5.6.2. Specific duties. The treasurer's duties shall include, but are not limited to, the following:

a. Financial transactions.

i. The treasurer shall collect the dues of members and all subscription donations and allocations of monies to the SOA.

ii. The treasurer shall pay out monies of the SOA upon presentation of expenses and may make disbursements on behalf of the SOA under the following conditions: Expenses under \$200 require approval of

the Morgen, president, and administrative director; expenses over \$201 require board approval.

iii. The treasurer shall audit the Corporation's checking, savings, escrow, trust, and any other of its accounts.

b. Financial records. The treasurer shall keep, in a business-like manner, an itemized account of all receipts and disbursements of the SOA's monies.

c. Reporting.

i. The treasurer shall provide regular reports on the financial condition of the Corporation for all board of trustee meetings, and provide a copy of the record to the secretary for inclusion in the minutes.

ii. The treasurer shall prepare and complete, or arrange with an accountant for the preparation and completion of, all required reports to the Internal Revenue Service, as set forth by IRS guidelines and requirements.

5.6.3. The retiring treasurer of the Sisterhood of Avalon shall automatically become an ex-officio, non-voting member of the board of trustees to act in an advisory and consultative capacity for a one year period.

5.7 ADMINISTRATIVE DIRECTOR

The administrative director reports to the board of trustees and works with the board toward the corporation consistent achievement of its mission and financial objectives.

5.7.1. General responsibilities. The administrative director ensures sound board practices are in place; that effective board officers, with appropriate provisions for succession, are in place; and that regular board performance evaluations are held.

5.7.2. Specific duties. The administrative director's duties shall include, but are not limited to, the following:

a. Meetings. The administrative director, in conjunction with the president, shall ensure that regularly scheduled board meetings are planned, and work with the president in setting meeting agendas.

b. Communication.

i. The administrative director shall ensure that the board is informed on the issues and business of the organization, and all important, influencing factors.

ii. The administrative director shall establish sound working relationships and cooperative arrangements with SOA committees.

iii. The administrative director jointly, with the president and secretary shall conduct SOA correspondence.

c. Administration. The administrative director shall, with board officers, oversee the timely and appropriate reporting of necessary records and documents to ensure compliance with federal, state, and local regulations.

5.8. TRUSTEES

The board of trustees shall include three board-elected trustee positions.

5.8.1. General responsibilities. Trustees shall attend board meetings, contribute to board list discussions, and participative in motions requiring a vote.

5.8.2. Trustee realms of responsibility. A newly elected trustee shall determine, with board input, which of the following she will focus on as a particular realm of responsibility during her term, either directly involved or as liaison with a appropriate committee or individual. Areas of focus shall include, but are not limited to:

- a. Intensives
- b. Pilgrimages
- c. Fundraising
- d. Volunteers (including the Good and Welfare committee)
- e. Marketing and advertising
- f. Publishing (including Ninth Wave press)
- g. Retail (including online sales of SOA wares)
- h. Maintaining/updating SOA documents

ARTICLE VI - OTHER CONSIDERATIONS

Anything that has not been discussed in this constitution and bylaws shall be discussed and decided upon at an official board meeting.

ARTICLE VII - GOVERNMENT AND OFFICIAL FUNCTIONS: COUNCIL OF NINE

The theological direction of the Sisterhood of Avalon shall be conducted by the Council of Nine (Article VII of the Constitution). The Council of Nine shall consist of the following positions, each of which is a voting position.

7.1. MORGEN

7.2 LOREKEEPER MATRON

7.3 HEARTHKEEPER MATRON

7.4 ARTISAN MATRON

7.5 VISION MATRON

7.6 COMMUNICATIONS MATRON

7.7 CYCLE MATRON

7.8 GUARDIAN MATRON

7.9 COMMUNITY MATRON

7.10 HEALING MATRON

ARTICLE XIII- AMENDMENTS

Amendments to the Constitution and bylaws may be made by a 75 percent vote of the board of trustees and the Council of Nine, including the Morgen's approval.

These Constitution and bylaws adopted on this day make null and void all prior addendums and supersede and replace all previous Constitution and bylaws voted on prior to this day.

Certified and posted this 27th day of July, 2011 to be effective immediately.

Morgen, Sisterhood of Avalon and the Council of Nine

President, Sisterhood of Avalon and the board of trustees