

SOPHIA SANCTUARY BYLAWS

Article I: Purpose

This corporation shall be organized and operated exclusively for charitable, scientific, literary, religious and educational purposes. Subject to limitations stated in the Articles of Incorporation, the purpose of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and 501(c)(3) of the Internal Revenue Code of 1954 (or its corresponding future provisions). The primary purpose of this corporation shall be religious.

Article II: Non-membership

This corporation shall have no members as that term is defined by Oregon Revised Statutes Chapter 65, but shall have members for other purposes. These members shall have none of the rights or duties described in ORS Chapter 65 (or any corresponding future statute.)

Article III: Board of Directors

Section 1: Duties

The affairs of the Corporation shall be managed by the Board of Directors.

Section 2: Number (and Qualifications)

The number of directors may vary between a minimum of three women and a maximum of fifteen women. If the board falls to less than six board members, a meeting of the congregation will be called to recruit 2 or more board members. It is recommended that the board maintain a minimum of six members.

Section 3: Term and Election

The term of office for Directors shall be a minimum of 9 months and a maximum of 2 years with the option to renew. All new and returning members are subject to consensus of the Board. A Director shall not consense on her own position.

Section 4: Removal

Members of the board can be removed by consensus of the board. The woman/women under consideration for removal must abstain from the consensus procedure.

Section 5: Vacancies

Vacancies on the Board of Directors will be filled by consensus vote of the current Board of Directors.

Section 6. Quorum and Action

A quorum at a board meeting requires six members of the Board to be present. If the Board falls to less than six members, then all members must be present or represented by proxy. If a quorum is present, action is taken by a consensus vote of the Directors present. Where the law requires a majority vote of the directors in office to establish committees to exercise Board functions, to amend the Articles of Incorporation to sell assets not in the regular course of business, to merge, or to dissolve, or for other matters, such action is taken by that majority as required by law.

Section 7. Regular Meetings

Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required.

Section 8. Special Meetings

Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place and purpose of the meeting, shall be delivered to each Director personally or by telephone not less than two days prior to the special meeting.

Section 9. Meeting by Telecommunication

Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications in which all Directors participating may hear each other.

Section 10: No Salary

Directors shall not receive salaries for their Board Service, but may be reimbursed for expenses related to Board Service.

Section 11. Action by Consent

Any action required by law to be taken at a meeting of the board, or any action which may be taken at a board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors.

Article IV: Committees

Section 1. Executive Committee

The Board of Directors may elect an Executive Committee. The Executive Committee shall have the power to make on-going decisions between Board meetings and shall have the power to make financial and budgetary decisions.

Section 2. Other Committees

The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors or may be advisory committees.

Section 3. Composition of Committees Exercising Board Functions

Any committee that exercises any function of the Board of Directors shall be composed of two or more Directors, elected by the Board of Directors by consensus.

Section 4. Quorum and Action

A quorum at a Committee meeting exercising Board functions shall be composed of:

- a) A majority of all Committee members in office immediately before the meeting begins and which includes
- b) all Board members or their proxies assigned to this Committee. If a quorum is present, action is taken by a consensus vote.

Section 5. Limitations on the Powers of Committees

No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

Article V: Officers

Section 1: Titles

The officers of this corporation shall be the president, the secretary and the treasurer.

Section 2: Election

The Board of Directors shall select by consensus the president, secretary and treasurer to serve one-year terms. An officer may be reelected by consensus without limitation on the number of terms she may serve.

Section 3: Vacancy

A vacancy of the office of president, secretary or treasurer shall be filled not later than the second regular meeting of the Board of Directors following the vacancy.

Section 4: Other Officers

The Board of Directors may select by consensus other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 5: President

The president shall have any powers and duties as may be prescribed by the Board of directors.

Section 6: Secretary

The secretary shall have overall responsibility for all record keeping. The secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors meetings and actions; (b) provision for notice of all meetings of the Board of Directors; (c) authentication of the records of the corporation and (d) any other duties as may be prescribed by the Board of Directors.

Section 7: Treasurer

The treasurer shall have overall responsibility for all corporate funds. The treasurer shall perform, or cause to be performed, the following duties: (a) the keeping of full and accurate accounts of all financial records of the corporation; (b) deposit of monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (c) disbursement of all funds when proper to do so; (d) making financial reports as to the financial condition of the corporation to the Board of Directors; and (e) any other duties as may be prescribed by the Board of Directors.

Article VI: Corporate Indemnity

This corporation will indemnify its officers and directors to the fullest extent allowed by Oregon law.

Article VII: Amendments to Bylaws

These Bylaws may be amended or repealed, and new Bylaws adopted, by the Board of Directors by consensus vote of directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least two weeks notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.