Article One: Name of the Corporation
The name of this Corporation shall be Celebration Circle of San Antonio (hereinafter “the Circle” or “the Corporation”).

Article Two: Purpose of the Corporation
The purpose for which this Corporation is organized is to be a spiritual community that honors and nurtures the Sacred in ourselves, each other and all of Creation.

Article Three: Membership
A. This Corporation shall have no members.

B. The larger Circle community shall be known as the “Circle Family.” This term shall include those who attend weekly meetings of the Circle spiritual community or other Circle events, or are otherwise involved in the Circle’s vision and mission.

C. The Circle affirms and promotes the full participation of persons in all of our activities and endeavors, including programs and hiring practices, without regard to age, race, ethnicity, gender, physical or mental challenge, religious background, affectional or sexual orientation, class or national origin.

Article Four: Meetings of the spiritual community
Regular meetings of the Circle shall be open to all and shall be held weekly at a regular time and place to be determined by the Council of Stewards.

Article Five: Council of Stewards
The Council of Stewards (hereinafter “the Council”) shall serve as the Board of Directors governing the Circle.

A. Eligibility: a person eligible to serve as a member of the Council (“Steward”) or Executive Officer shall be legally independent, having no financial interests in the Circle and no conflicts of interest.

B. Term of service: The Council shall consist of at least ten (10) Stewards with each Steward serving a two (2) year term. Stewards shall serve no more than three (3) consecutive terms, unless this rule is waived by the Council. Terms of office for Stewards begins at the January meeting of the Council.

C. Selections: Stewards shall be selected in a meeting of the sitting Council to be held no later than November 30 each year. Selections shall be held annually and terms of office shall be staggered. A slate of nominees shall be presented to the Council at least thirty (30) days before the Council meeting at which the selection...
will occur.

D. **Vacancies** on the Council may occur:

   a) When the normal term of a Steward or Officer expires.

   b) When a Steward or Officer resigns. A Steward or Officer may resign by notifying the Chair in writing of the intention to do so.

   c) When a vacancy is declared by the Council. A vacancy on the Council may be declared by consensus of the Council at any time.

   d) Vacancies shall be filled by selection of the Council. The term of office of a Steward or Officer filling a vacancy shall be the remainder of the term of the vacating Steward or Officer.

E. **Expense Reimbursement:** Steward and Officers shall not receive compensation for service on the Council, but they may be reimbursed for expenses incurred while fulfilling their duties as Stewards or Officers. Expenses must be approved by the Council.

F. **Insurance:** The Circle shall maintain Directors' and Officers' liability insurance coverage.

G. **General duties of Stewards and Officers** are based on the following standards and principles which are in line with the mission of the Circle:

   a) **The Duty of Care:** Requires a Steward to exercise the same care that an ordinary, prudent person would exercise in a like position or under similar circumstances.

   b) **The Duty of Loyalty:** Requires a Steward to act in good faith, be faithful to the Circle and pursue the organization’s best interests. Stewards must be dedicated to the Circle’s mission and put the interests of the Circle above self interest while conducting any business of the Council.

   c) **The Duty of Integrity:** Requires a Steward to act in accordance with Celebration Circle’s procedures and policies, and in furtherance of its goals as stated in the mission statement, articles of incorporation and bylaws. It requires compliance with State and Federal laws at all times when acting as a representative of or on behalf of the Circle.

   d) **Other duties of Stewards** shall include but are not limited to:

      1. Participation in the community life of the Circle.
2. Attendance at all meetings of the Council to the extent possible.

3. Reading of proposed agenda and minutes prior to each Council meeting.

4. Maintenance of confidentiality of Council in regards to sensitive issues, as allowed or required by law.

5. Other duties as outlined in policies and procedures for the Circle.

H. The Council of Stewards shall be responsible for:

a) Setting the mission and vision of the Circle.

b) Setting the fiscal year of the Circle.

c) Creating all professional staff positions of the Circle, including hiring, setting compensation, evaluation, oversight, disciplining and termination of all employees.

d) Overseeing volunteers.

e) Setting all policies and procedures, including approving and modifying procedures developed by staff.

f) Authorizing all decisions and commitments on behalf of the Circle, either by standing policy, procedural authorization, delegation through job descriptions, or explicitly through a decision recorded in minutes of a Council meeting, including establishment of all Circle programs and activities.

g) Other responsibilities as outlined in written policies and procedures documents.

I. Stewards, Circle employees and others in the Circle family may make decisions or commitments on behalf of Circle only as authorized within their respective job duties (as defined by Job Descriptions, Policies or Procedures) or when explicitly authorized by the Council.

Article Six: Executive Offices of the Circle

A. The Executive Offices of the Circle shall be Chair, Secretary and Treasurer.
B. Individuals serving as Executive Officers shall be selected from the current Stewards.

C. Individuals serving as Executive Officers shall serve renewable one-year terms and shall be selected by the Council using the same procedures specified in these By-Laws (and any applicable policies or procedures as adopted by the Council) for the selection of Stewards.

D. Chair
   a) The duties of the Chair shall be to:
      1. Serve as leader of the Council of Stewards.
      2. Preside at all Council meetings.
      3. Prepare the agenda for each Council meeting, and distribute it in advance to the Stewards.
   b) The office of Chair may be shared by up to three (3) co-chairs with the consent of the Council, but shall only have one vote in Executive Committee meetings.

E. Secretary
   a) The duties of the Secretary shall be to:
      1. Preside at meetings of the Council in the absence of the Chair, including preparing the agenda.
      2. Accurately record minutes from Council meetings and distribute them in a timely fashion to the Council.
      3. Maintain the general calendar.
      4. Oversee maintenance of archives, including record retention and destruction
      5. Oversee and/or maintain current participant lists for all programs, volunteer activities and committees.
   b) The Secretary may have one or two adjunct secretaries, with the consent of the Council, but shall only have one vote in Executive Committee meetings.
F. **Treasurer**

a) The duties of the Treasurer shall be to:

1. Oversee all the financial business of the Circle, including budgets, receipts and disbursement of funds.
2. Ensure that an accurate and detailed account is kept of all monies raised and expenditures made.
3. Report to the Council at monthly meetings on the Circle’s finances and prepare an annual financial report.
4. Serve on the Community Abundance Committee and oversee financial records of all fundraising activities.

b) The Treasurer may have one or two adjunct Treasurers, with the consent of The Council, but shall have only one vote in Executive committee meetings.

**Article Seven: Committees**

A. **Standing Committees**

a) **The Executive Committee**

The Executive Committee shall consist of the Executive Officers of the Corporation. The Executive Committee shall have authority to provide day-to-day supervision to any employees of the Circle.

b) **The Leadership Development Committee**

The Leadership Development Committee shall consist of two (2) or more Stewards and two (2) or more other individuals from the Circle Family. Duties of the Leadership Development Committee shall include but are not limited to:

1. Identifying and developing the talents and resources of the Circle Family, including creation of educational opportunities.
2. Developing and nominating candidates for selection as Stewards and Officers.

c) **The Community Abundance Committee**

The Community Abundance Committee shall consist of the Treasurer or adjunct treasurer, at least one additional Steward, and two or more other individuals from the Circle Family. The duties of the Community Abundance Committee shall include but are not limited to:
1. Developing resources for the support of the Circle Family, including but not limited to financial resources.

2. Overseeing fundraising event committees and individual fundraising efforts.

3. Coordinating and overseeing the relationship of the Circle Family with other organizations and the wider community.

d) The Social Media and Marketing Committee
The Social Media and Marketing Committee shall consist of at least one (1) Steward, and two (2) or more other individuals from the Circle Family. The duties of the Social Media and Marketing Committee shall include but are not limited to:

1. Developing or approving all communication materials (in any form) of the Circle, including social media, publicity in media publications, Circle newsletters and other forms of communication, and monitoring their use. The Committee may establish guidelines and delegate this responsibility to another individual or a committee.

2. Overseeing all other forms of internal communication within the Circle Family and external communication with other organizations and the wider community.

B. Special Committees

a) The Council may select or appoint volunteers and special committees to serve the Circle Family as needed.

b) Each such committee shall consist of at least one (1) Steward and at least one (1) other individual from the Circle Family.

c) An Audit Committee shall be formed at least once every other year for the purpose of completing an internal financial audit.

Article Eight: Professional Staff Positions

A. When the Council is filling professional staff positions, a search committee shall be formed consisting of Stewards and other individuals from the Circle Family.

B. When an offer of employment is made by the Council, a Letter of Agreement, outlining the terms of employment, duties, compensation, vacation and other
benefits, and privileges of the position, shall be signed by the candidate indicating acceptance of the position under the terms specified.

a) **Spiritual Director**

   1. If the Council chooses to appoint a Spiritual Director, the Spiritual Director shall follow formal procedures adopted by the Council and shall be subject to the terms in the Letter of Agreement.

   2. The Spiritual Director shall be an ex-officio member of the Council and shall have a vote in the event one is called. The presence of the Spiritual Director does not count toward meeting a quorum for the purpose of conducting business at a Council meeting.

   3. The Spiritual Director shall not have a vote in matters that concern his/her employment or compensation or in any other matter where a conflict of interest exists.

b) **Executive Director**

   1. If the Council chooses to appoint an Executive Director, the Executive Director shall follow formal procedures adopted by the Council and shall be subject to the terms in the Letter of Agreement.

   2. The Executive Director is an ex-officio member of the Council and shall have a vote in the event one is called. The presence of the Executive Director does not count towards meeting a quorum for the purpose of conducting business at a Council meeting.

   3. The Executive Director shall not have a vote in matters that concern his/her employment or compensation or in any other matter where a conflict of interest exists.

c) **Other Professional Staff**

   The Council may create other positions to serve the needs of the Circle.

**Article Nine: Council Meetings**

A. The Council shall hold scheduled monthly meetings approximately 10 times a year. The annual calendar of meetings shall be set in advance by the Council at its October meeting. The annual calendar may be changed with the consent of the Council.

B. A quorum of Stewards shall be required to make any decisions at a Council
meeting. A quorum is defined as one half the current Council membership plus one, but not less than six (6) Stewards.

C. In the absence of a quorum at a meeting, Council business may be conducted by electronic or virtual means, including electronic polling or teleconferencing (as defined in a Virtual Meeting Policy).

D. If a quorum is not present at any meeting of the Council, the meeting may be conducted and recorded in Minutes, but all decisions shall be tabled until a later meeting at which quorum is present.

E. Business of all Council meetings shall be recorded in Minutes to be approved by the Council and archived for future reference.

F. Special meetings of the Council may be called by the Chair or by any three Stewards. The Stewards and Officers shall be given twenty four (24) hours notice of special meetings except in conditions of emergency.

**Article Ten: Other meetings**

A. The Annual Meeting of the Circle shall be held in February each year, and shall include the Council as well as others in the Circle Family.

B. Executive Committee meetings may be called by any member of the Executive Committee.

**Article Eleven: Decision-making Process of the Council**

A. In keeping with the inclusive vision of the Circle, the usual method of decision making by the Council shall be by consensus.

B. In the normal course of business, if consensus is not reached after a reasonable period, the matter may be tabled pending a revision of the measure to be decided.

C. In specific situations, the Council may choose to decide a matter by vote of Council members present. Decisions by vote shall require a two-thirds (2/3) to be brought to vote and to pass.

**Article Twelve: Dissolution of the Corporation**

A. The Corporation may be dissolved by act of the Council at any meeting where at least three quarters (¾) of the sitting Stewards are present.
B. At least 30 days advance written notice of intent to seek dissolution of the Corporation shall be given to all Stewards.

C. In the event of dissolution, after the payment of all legal debts, any remaining property or assets shall be distributed by the Council to other 501(c)(3) non-profit entities as required by law. Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future applicable federal laws and regulations) shall be followed in the disposition of assets.

Article Thirteen: Amendments of By-Laws

A. These By-Laws may be amended or repealed by a two-thirds (2/3) vote of the sitting Council at any regular meeting.

B. Proposed By-Law changes shall be distributed to all Stewards at least one month in advance of the meeting in which they are to be adopted.

C. By-Laws may also be amended at a special meeting of the full Council if 100% of the sitting Stewards are in written agreement and call a special meeting for this purpose.

D. The Council shall set the effective date of the amended By-Laws at the time of approval. The amended By-Laws shall be distributed with the effective date included in the text of the document.

E. Copies of these By-Laws shall be made available to persons requesting them at any time.