

The School of the Spirit Ministry

Bylaws

**Adopted by the Board of Directors
June 17, 2016**

Section I - Name, Background Information and Intention

1: Name - The name of this corporation is The School of the Spirit Ministry, a Michigan Non-Profit Corporation.

2: Background Information and Intention – This ministry has been active since 1990, continuously offering programs in the contemplative tradition of the Religious Society of Friends (Quakers). Until 2016 “A Ministry of Prayer and Learning Devoted to the School of the Spirit” has been a working group under the umbrella of Philadelphia Yearly Meeting, a church registered in the state of Pennsylvania. In 2016, by mutual consent, The School of the Spirit Ministry incorporated in the state of Michigan and will seek recognition by the IRS as a 501(c)(3) organization. These bylaws are adopted by the incorporated entity with the intention that it may continue without interruption the principles, practices and organization of The School of the Spirit Ministry as they existed at the time of its incorporation and as may evolve in the future. For this reason these bylaws are intentionally brief.

3. To preserve the intention embedded in its original name, The School of the Spirit Ministry non-profit corporation shall continue to refer to itself in media as “A Ministry of Prayer and Learning Devoted to the School of the Spirit.”

Section II - Purpose

The corporation is organized exclusively for religious, charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal code. The purpose of The School of the Spirit Ministry is:

- (a) To serve all those who wish to be more faithful listeners and responders to the work of Christ, the Inward Teacher, as understood in the contemplative tradition of the Religious Society of Friends, also known as Quakers.
- (b) To facilitate programs and distribute materials that will disseminate knowledge and understanding, increase awareness and appreciation, and will encourage and facilitate the practice of this tradition today.
- (c) To conduct all activities within the organization in a manner consistent with this tradition.

- (d) To deepen and broaden thereby the spiritual foundation of the Religious Society of Friends.

Section III – Core Characteristics

The Core Characteristics of The School of the Spirit Ministry attempt to define the seamless garment by which we conduct our life as a ministry, whether it be around the table of the Board, within the teams of teachers and retreat facilitators, or among the community of each program's participants. In all these venues, the Ministry:

- (a) Is rooted, grounded, and lived out in prayer and expectant waiting upon Divine guidance.
- (b) Understands our spirituality and spiritual journeys in the context of the ongoing Judeo-Christian story.
- (c) Combines a clear Christian grounding with the ability to listen and recognize spiritual openings and committed journeys in whatever form they appear. This rare combination helps to lead one into deeper spiritual understanding and brings forth a greater tenderness with each other.
- (d) Fosters a deeper appreciation of the rhythms of the contemplative life as lived out within a faith community.
- (e) Strengthens understanding and appreciation of the roots of Quakerism, its theology, practices, and traditions.
- (f) Enhances the understanding of the life of a faith community grounded in God and the service of members within it, thereby building up the Religious Society of Friends.

Section IV - Governance, Officers, Committees and Employees

1: Governance - The School of the Spirit Ministry shall be governed according to the principles and practices of the Religious Society of Friends (Quakers) as they now exist and as they may evolve in the future.

2: Board of Directors - The business and affairs of the corporation shall be managed by a Board of Directors. The number of directors shall be no less than seven (7) and no more than twenty (20) persons.

3: Officers - There shall be three (3) officers of the Board: the Presiding Clerk, the Recording Clerk, and the Treasurer, of which the Presiding Clerk and the Recording Clerk shall be members of the Board.

4: Directors - New directors are named by the Board and invited to serve for a two (2) year term with the possibility of renewal without limitation, relying on an individual and corporate discernment of the call to service.

5: Meetings - The Board of Directors shall meet in person at least once annually. The Board may meet at other times either in person or by other means agreed upon by the Board. Directors shall be notified of each meeting of the Board at least 14 days in advance.

6: Decisions – A quorum consists of a majority of current Board members. Such a quorum may take decisions on behalf of The School of the Spirit Ministry, using the traditional Quaker practice of contemplative discernment in which a group commits to collectively reach beyond their individual preferences or opinions in order to wait on direction from God.

7: Committees, Employees, and Independent Contractors – The School of the Spirit Ministry may appoint committees, hire employees, and contract with independent contractors as needed to carry on its work.

8: Elders – As discerned by the Board of Directors, elders may be named who have faithfully served the ministry and who continue to hold in prayer the life of the ministry.

9: Conflict of Interest - The Corporation shall adopt a Conflict of Interest Policy that is consistent with federal and state laws and guidelines and our testimony of integrity, and such policy shall be amended as necessary to remain current with legal requirements of a not for profit, tax-exempt organization.

Section V - Liability Protection and Indemnification

1: Liability Protection - Officers and Directors shall not be personally liable, as such, for monetary damages for any action taken unless: (1) the Officer or Director has breached or failed to perform the duties of his or her office, and (2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the foregoing limitation of liability shall not apply to (a) the responsibility or liability of an Officer or a Director pursuant to any criminal statute; or (b) the liability of an Officer or a Director for the payment of The School of the Spirit Ministry taxes pursuant to federal, state or local law.

2. Indemnification - The corporation shall indemnify any person against all expenses, costs (including reasonable attorney fees) judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by such persons in any action, suit, or proceeding to which such director, officer, or employee is made a party by reason of his or her serving as a director, officer, employee, non-director volunteer, or agent of the corporation and to the fullest extent allowed by the laws of the State of Michigan. This indemnification shall also cover expenditures incurred in good faith in anticipation of, in preparation for, or settlement of threatened or proposed civil litigation, criminal, administrative and investigative proceedings. These indemnification provisions shall apply only if such person acted in good faith, in a manner such person reasonably believed to be not opposed to the best interest of the corporation, and (in case of a criminal proceeding) had no reasonable cause to believe his or her conduct was unlawful. With respect to any employee of the corporation who is not a director or officer of the corporation at the time of such employment, these indemnification provisions shall not apply unless expressly provided either by separate resolution of the director or directors of the corporation or in a written agreement pertaining to employment signed by an officer on behalf of the corporation.

3: Repeal - No amendment or repeal of the provisions of this Article shall be given adverse effect with respect to any person who would have been entitled to benefits hereunder prior to the amendment or repeal without reasonable prior written notice to such person, and no such amendment or repeal shall be given adverse effect with respect to the conduct of any such person occurring prior to the approval of the amendment or repeal.

Section VI - Corporate Powers and Limitations

1: Distributions - The Corporation may make distributions of dividends or assets only to organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 or its successors. This does not preclude payment of reasonable compensation, benefits, pensions, or reimbursements.

Section VII - Amendments

The School of the Spirit Ministry in annual or called session may alter or amend these Bylaws, except as limited by law or by the Articles of Incorporation, at any time provided that written notice of the substance of the proposed action and of the meeting at which the action may be taken shall be given to the Board of Directors at least 90 days in advance of that meeting.