

MERGING HEARTS SPIRITUAL CENTER BYLAWS

Approved by 2/3 majority vote of the Membership on November 17, 2019

ARTICLE I – NAME

The name of this organization shall be **Merging Hearts Spiritual Center, Incorporated**, hereafter referred to as MHSC.

INCORPORATION: MHSC is a nonprofit corporation organized under the laws of the State of Ohio on May 1, 2008 and is exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. MHSC operates in compliance with the Ohio Revised Code and Ohio Administrative Code. (Previously known as Merging Hearts Holistic Center.)

ARTICLE II – MISSION STATEMENT / PURPOSE

STATEMENT: MHSC is a nonprofit spiritual, educational and cultural center offering opportunities to nurture the mind, heal the body and awaken the spirit.

PURPOSE: The purpose of MHSC shall be to provide a forum for individuals to discuss and explore the essence of spirituality, metaphysics, and for the exchange of teachings and practices of spiritual and healing knowledge through meditation, education, lectures, seminars, workshops and publications.

ARTICLE III – LOCATION / GOVERNANCE / MEMBER / FISCAL YEAR

SECTION 1 – EXECUTIVE OFFICE LOCATION: The office of MHSC shall be located in Stark County, Canton, Ohio

SECTION 2 – GOVERNANCE: The governing body of MHSC shall be the Board of Directors

SECTION 3 – MEMBER: In this document the term “Member” is used in reference to those individuals who have contributed either financially or with services that further the mission of MHSC, in accordance with Article IX, Sections 1 & 2

SECTION 4 – FISCAL YEAR:

The fiscal year shall be in accordance with the calendar year: January 1 to December 31

ARTICLE IV – ADMINISTRATIVE BODY / OFFICERS TERMS / ELECTIONS

SECTION 1 – ADMINISTRATIVE BODY: OFFICERS / EXECUTIVE COMMITTEE

A. The Administrative body of MHSC shall be its duly elected Officers, to be collectively known as the Executive Committee. The Executive Committee with the elected and appointed Board Members and appointed Advisors shall be known as the Board of Directors

B. The Executive Committee shall consist of the President, Vice President, Treasurer and Secretary. The immediate past President shall serve as a Member of the Executive Committee for one (1) year following his/her term as President

SECTION 2 – ADMINISTRATIVE BODY: BOARD OF DIRECTORS / COMPOSITION

A. The Board of Directors shall be composed of no more than fifteen (15) elected and appointed Members, including the Executive Officers and appointed Advisors; excluding Apprentices

B. Advisors are voting Members of the Board of Directors who bring either past knowledge or professional experience to the Board of Directors, in accordance with Article VII, Section 1D

C. Apprentices are non-voting Members or non-members with potential interest in a future Board of Directors position as defined in Policies and Procedures, in accordance with Article VII, Section 1E

D. No spouse or significant other shall serve on the Board of Directors at the same time as his/her spouse or significant other

SECTION 3 – ADMINISTRATIVE BODY: ELECTIONS / TERMS OF OFFICE

A. The Board of Directors shall be elected by the Membership to serve a one-year (1) term, conforming to the administrative year of the MHSC, and each shall be eligible to succeed him/herself, not to exceed a period of three (3) consecutive years

B. All elected Members of the Board of Director shall assume their positions on January 1st of the following year

C. Advisors serve a minimum one (1) year term and shall be eligible to succeed him/herself, not to exceed a period of three (3) consecutive years

D. Apprentices serve for a maximum of one (1) year

SECTION 4 – ADMINISTRATIVE BODY: OFFICERS / BOARD OF DIRECTOR / MEMBERS / VACANCIES

A. In the event the office of the President becomes vacant, the Vice President shall assume the duties of the President while retaining the responsibility of the office of Vice President for the unexpired portion of those terms, or until such time as the Board of Directors appoints a new President

B. Any vacancy, unless otherwise provided for, shall be filled immediately by the Board of Directors. The newly appointed Officer or Board Member shall serve the duration of the administrative year

ARTICLE V – EXECUTIVE COMMITTEE

EXECUTIVE COMMITTEE: DUTIES / VOTING / QUORUM

The Executive Committee shall meet in Executive Session to discuss confidential matters in accordance with *Robert's Rules of Order*.

- A. The Executive Committee has the power to act unilaterally upon any emergency issue
- B. All matters discussed in Executive Session are confidential
- C. An Executive Session may include Members of the Board of Directors and invited non-voting guests, as determined by the President or Presiding Officer
- D. Written minutes of all Executive Sessions shall be recorded, secured in a confidential file, and be retrievable
- E. Voting of the Executive Committee shall be by all Committee Members unless one of those Members is disqualified by means of having violated one of MHSC Bylaws, Policies, or Procedures
- E. A quorum shall be required to conduct official business. For an Executive Committee of four (4) Members, a quorum shall be three (3), if five (5) Members, a quorum shall be four (4) Members
- F. The Executive Committee has the right to reject any submission for publication

ARTICLE VI – OFFICERS

SECTION 1 – OFFICERS: DUTIES OF PRESIDENT

- A. Serve as the official representative of MHSC
- B. Preside at all MHSC Membership meetings, the Executive Committee, and the Board of Directors; and perform duties that pertain to the management of MHSC
- C. Designate time and place of all meetings of the Executive Committee, Board of Directors, and other meetings, as required
- D. Prepare and distribute agendas prior to meetings
- E. May attend all Committees as a non-voting Member as needed, except the Nomination Committee
- F. Serve as liaison with legal counsel when necessary

SECTION 2 – OFFICERS: DUTIES OF VICE PRESIDENT

- A. Assist the President
- B. Preside in the President's absence
- C. May attend all Committees as a non-voting Member as needed, except the Nomination Committee
- D. Review, maintain, and update MHSC Policies and Procedures, with the prior approval of the Board of Directors
- E. Bring a copy of Bylaws, Policy, Procedures and *Robert's Rules of Order* to all meetings

SECTION 3 – OFFICERS: DUTIES OF TREASURER

- A. Assume responsibilities for all MHSC monies and securities
- B. Keep all financial records and make payments authorized by the Board of Directors
- C. Deposit and disburse funds subject to Board of Directors directives
- D. Track and pay all Federal and State fees, and ensure State and Federal 501(c)(3) filings are current

- E. Prepare and maintain a list of names of individuals with documented financial donations, e.g. Annual Membership Fees, financial pledges etc., in accordance with Article IX, Section 2
- F. Furnish Section 3E list to the Secretary for preparation of MHSC membership list
- G. Provide property donation letters to donors, when requested
- H. Prepare a projected budget for the next fiscal year by July 31, with input from the Board of Directors and Committee Chairs
- I. Prepare and distribute annual statements to individuals who have made financial pledges and donations, or have given financial gifts to MHSC during the fiscal year on or before year end
- J. Prepare financial records for the annual independent or internal audit prior to the end of each fiscal year

SECTION 4 – OFFICERS: DUTIES: DUTIES OF SECRETARY

- A. Record, distribute and file all meeting minutes of Board of Directors within ten (10) days of each meeting
- B. Present the minutes at each meeting of the Board of Directors for Board approval
- C. Have previously approved minutes available at all meetings
- D. Ensure each Board of Directors Member has a current copy of the Bylaws, Policies and Procedures
- E. Inform the President of the presence of a quorum at Board meetings and other meetings, as required
- F. Prepare and maintain a current Membership list, with input from the Treasurer's records and Committee Chairs
- G. Publicly post Membership list annually by July 31

ARTICLE VII - BOARD OF DIRECTORS DUTIES

SECTION 1 – BOARD OF DIRECTORS: DUTIES

- A. Govern, conduct business, set policy, and enforce Bylaws, Policies and Procedures of MHSC
- B. MHSC shall hold an Annual Meeting of the Membership in October or November for the specific purpose of holding elections
- C. Members will be notified in writing thirty (30) days in advance of the Annual Meeting with the agenda and slate of nominees
- D. Appoint no more than two (2) non-members or Members who bring professional experience as voting Advisors to the Board of Directors
- E. Appoint non-members or Members who have potential interest in future Board of Directors' positions as non-voting Apprentices
- F. Approve, monitor, and supervise MHSC activities as presented to the Board of Directors by Committees and/or Members
- G. Approve expenditures exceeding amount set by the Board of Directors
- H. Establish an Annual Membership Fee
- I. Annually appoint a Nominating Committee consisting of three (3), maximum five (5) Members to serve a term of one (1) year not to exceed three (3) consecutive years

- J. Annually appoint an Audit Committee of three (3) individuals to audit MHSC financial records prior to the end of each fiscal year
- K. Authorize employment as necessary, negotiate terms of employment, authorize hiring, monitor performance, and terminate employment as required
- L. Engage legal counsel, as required
- M. Appoint and maintain a registered Statutory Agent with the State of Ohio

SECTION 2 – BOARD OF DIRECTORS: MEETINGS

- A. Meetings of the Board of Directors may be conducted in person, via telephone or electronically
- B. A minimum of one (1) meeting per quarter shall be required. Other meetings shall be held at a time and place as designated by the President
- C. Any actions taken by vote shall be recorded in minutes by the Secretary
- D. Attendance is open to Members as non-voting guests, except when the Executive Committee is in Executive Session
- E. A guest may request an item be placed on the agenda a minimum of two (2) days in advance of scheduled meetings
- F. Floor privileges for a guest will be granted only for agenda items

SECTION 3 – PROCEDURE: REMOVAL OF OFFICER / BOARD MEMBER OR APPOINTED MEMBER

- A. The Executive Committee, or any Member of the Executive Committee, may set into motion an inquiry to remove an elected Officer or an elected Member of the Board of Directors, subject to the guidelines set forth in these Bylaws
- B. The unanimous vote of the Executive Committee (excluding any Member in question) is required to remove an elected Officer or an elected Member of the Board of Directors from office. Results are to be filed in a confidential, secured, retrievable file
- C. Appointed Board Members, Advisors and Apprentices can be removed by the Board of Directors

SECTION 4 – PROCEDURE: APPEAL

- A. The removed Officer/Board Member shall have ten (10) days to appeal the decision to the Executive Committee. Upon receipt of the written request for an appeal, a Special Meeting of the Executive Committee shall be called within fourteen (14) days to hear the appeal
- B. Notification of the Special Meeting shall be sent to all Members of the Executive Committee in writing three (3) days prior to scheduled meeting
- C. The President, or Immediate Past President, will preside over the Special Meeting
- D. The Executive Committee may elect to retain legal counsel with the prior approval of the Board of Directors
- E. The Member filing the appeal may elect to retain legal counsel at his/her expense
- F. Additional parties personally involved with the situation may be invited to attend the Special Meeting by the Member filing the appeal, the Executive Committee, or at the recommendation of legal counsel

- G.** Written notice of any additional parties for attendance at the Special Meeting shall be provided to the other parties involved at least three (3) days prior to the Special Meeting
- H.** The Executive Committee shall render its written, and final, decision on the appeal within thirty (30) days of receipt of the request for the appeal
- I.** All parties to the appeal shall be notified by written notice of the final decision of the Executive Committee within thirty (30) days of the Special Meeting
- J.** The decision of the Executive Committee will be final. When a decision to remove an Officer or Board Member is made, that action shall create a vacancy which shall be filled in accordance with Article IV, Section 4

SECTION 5 – BOARD OF DIRECTORS: REMOVAL OF ELECTED OFFICER/BOARD MEMBER / APPOINTED BOARD MEMBERS / ADVISOR /APPRENTICES

Causes for removal shall include, but not be limited to, the following:

- A.** Continued gross or willful neglect of the duties of the Office or violation of Bylaws, Policies and Procedures
- B.** Failure to comply with MHSC Conflict of Interest Statement, in accordance with Article XIII
- C.** Failure to comply with MHSC Confidentiality Statement, in accordance with Article XIV
- D.** Failure to comply with MHSC Non-Discrimination and Harassment Statement, in accordance with Article XV
- E.** Failure, or refusal to disclose, necessary information on matters of MHSC
- F.** Unauthorized expenditures or misuse of MHSC funds
- G.** Attacks on MHSC, any of its agencies, or any person serving MHSC in an elected, appointed, or employed capacity
- H.** Misrepresentation of MHSC, or any person serving MHSC, in an elected, appointed, or employed capacity
- I.** Failure to disclose relevant background information related to criminal offenses or falsification. The Board of Directors shall consider and evaluate the following crime related factors: the age of the person at the time of the offense, severity and nature of the offense, amount of time since the act(s) and/or release from jail, probation or parole, and any documentation or evidence showing rehabilitation such as expungement, annulment, pardon or state court issued Certificate of Qualification for Employment
- J.** Three (3) unexcused absences from Board of Director meetings in one (1) calendar year
- K.** Unauthorized use of MHSC facilities

ARTICLE VIII – VOTING

SECTION 1 – VOTING: PROCEDURE

These voting principles shall apply to meetings held by the Executive Committee, Board of Directors, Committees, Annual Membership and any other assembly formed for the purpose of decision-making that may require a vote and ratification of any action brought before that group.

- A. All actions taken by vote at any meeting shall be recorded in minutes of that meeting
- B. Voting electronically, by telephone, or mail is permitted for votes of the Board of Directors or the Executive Committee, at their discretion
- C. Voting by general consent, voice vote, hand vote, standing vote, roll call vote or ballot is permitted for other meetings at the discretion of the Chairperson
- D. Voting shall be by a majority of one (1), or more than half, of those Members present and voting
- E. All questions not provided for in this section shall be governed by the latest edition of *Robert's Rules of Order*

SECTION 2 – VOTING: ANNUAL MEETING

- A. If more than one nominee for Executive Office does not receive a majority of one (1) or more than half of ballots cast, the two nominees with the highest number of votes will be voted on again by ballot until a winner is determined
- B. If there is only one nominee for an Executive office, a majority of one (1) more than half the ballots cast is required for election
- C. Board Member nominees require a majority of one (1) or more than half the ballots cast for election
- D. Additional nominations from the floor for any position, except President and Vice President, shall be accepted only if nominee has granted approval prior to the meeting
- E. The election shall be conducted by ballot. Only Members present or represented by absentee ballot, who have been Members for a minimum of ninety (90) days, shall be entitled to vote, in accordance with Article IX, Section 3B
- F. Members wishing to vote by absentee ballot may make a request to MHSC Nomination Committee Chair ten (10) days prior to the Annual Meeting. Absentee ballots must be received by the Nomination Committee Chair before the scheduled meeting

ARTICLE IX – MEMBERSHIP

SECTION 1 – MEMBERSHIP: ELIGIBILITY / INTENT TO BELONG

Any person who shares the mission of MHSC and wishes to support the organization is eligible for Membership.

SECTION 2 – MEMBERSHIP: MEMBER

A Member is a person who has demonstrated support of MHSC through one or more of the following:

- A. Payment of an Annual Membership Fee, to be established by the Board of Directors
- B. Documented financial donation or financial pledge
- C. Documented committee service

SECTION 3 – MEMBERSHIP: PRIVILEGES OF MEMBERSHIP

A Member has the right to:

- A. Receive all MHSC communications
- B. Vote after ninety (90) days of Membership
- C. Attend all meetings, except Board of Directors Executive Sessions
- D. Attend Board Meetings as a non-voting guest
- E. Serve on the Board of Directors after one (1) year of Membership
- F. Receive benefits as defined in Policies and Procedures

SECTION 4 – MEMBERSHIP: MEETINGS

- A. A scheduled assembly of any group of two (2) or more representing MHSC
- B. Special Meetings of the Membership may be held at the call of the President
- C. Special Meetings require an advance ten (10) day written notice
- D. Votes taken at any meeting require a majority of one (1) more than half of those Members present

SECTION 5 – MEMBERSHIP: MEMBER CONDUCT

Members must conduct themselves in a manner supportive of MHSC and in accordance with Bylaws, Policies, and Procedures.

SECTION 6 – MEMBERSHIP: REMOVAL OF A MEMBER

- A. The MHSC Executive Committee reserves the right to ask any Member to discontinue his/her Membership following a thorough investigation into any breach of Bylaws, Policies, or Procedures
- B. The Secretary, or another Officer appointed by the President, shall record confidential minutes and keep record of Member(s) who have been removed and the reason(s) for removal

SECTION 7 – MEMBERSHIP: REINSTATEMENT

A Member who requests reinstatement shall apply to the Executive Committee in writing; shall agree to comply with all applicable Bylaws, Policies, and Procedures; and be approved by MHSC Executive Committee.

ARTICLE X – STANDING COMMITTEES

Standing Committees are permanent bodies responsible for the development and implementation of strategic and operation plans that address the area of responsibility delegated to that committee and are accountable to the Board of Directors.

SECTION 1 – STANDING COMMITTEE: NOMINATION COMMITTEE / COMPOSITION

- A. The immediate past Board President shall serve as Chairperson of the Committee for a minimum of one (1) year
- B. A Member may serve on the Committee for a period not to exceed three (3) consecutive years
- C. The President and Vice President shall not be eligible to serve on the Committee
- D. A Member of the Committee is eligible for nomination

SECTION 2 – STANDING COMMITTEE: NOMINATION / DUTIES

- A. Identify MHSC nominees who are qualified and show interest to serve as an elected Executive Officer or Member of the Board of Directors
- B. Inform the Board of Directors of the slate of nominees a minimum of thirty (30) days prior to the Annual Meeting
- C. Provide absentee ballots to Members, as requested, prior to the Annual Meeting
- D. Maintain a list of absentee ballots distributed
- E. Collect absentee ballots and include them in the final count
- F. Introduce the slate of nominees at the Annual Meeting
- G. Call for nominations from the floor in accordance with Article VIII, Section 2D
- H. Distribute ballots, count all ballots cast and announce the duly elected Executive Officers and Board of Director Members for the coming fiscal year

SECTION 3 – STANDING COMMITTEE: AUDIT COMMITTEE

Conduct Audit at the end of the current fiscal year and present results to the Board of Directors prior to the Treasurer taking possession of the financial records for the coming year.

ARTICLE XI – OPERATING COMMITTEES

Operating Committees are those established by the Board of Directors as needed. Committees plan and carry out tasks to accomplish committee responsibilities and report activities and membership to the Board of Directors.

ARTICLE XII – INDEMNIFICATION

SECTION 1 – INDEMNIFICATION: DEFINITION

Each Officer, Director, Board Member, Committee Member, employee, and other agent of MHSC shall be held harmless and indemnified against all claims and liabilities and all costs and expenses, including attorney's fees, reasonably incurred or imposed upon such person in connection with or resulting from any action, suit, proceedings, or the settlement or compromise thereof to which such person may be made a party by reason of any action taken, or omitted to be taken, by such person as an Officer, Committee Member, employee, or other agent of MHSC in good faith.

SECTION 2 – INDEMNIFICATION: EXTENDED INDEMNIFICATION

This right of indemnification shall exist whether or not such person is an Officer, Board Member, Committee Member, employee, or agent at the time such liabilities, costs, or expense are imposed or incurred and, in the event of such person's death, shall extend to such person's legal representatives.

ARTICLE XIII – CONFLICT OF INTEREST STATMENT

Members of the Board of Directors who serve in elected, appointed, or employed positions do so in a representative or fiduciary capacity that requires loyalty to MHSC.

Before accepting an elected, appointed or employed position, a nominee, candidate, or applicant shall agree to disclose, and shall disclose immediately and confirm annually, any situation which might be construed as placing himself/herself in a position of having an interest that may conflict with his/her duties to MHSC as a whole. In addition, Members of the Board of Directors shall:

- A. Comply with the Conflict of Interest Statement Requirements in this section as applicable to his/her office or position and shall report immediately, and shall confirm annually, any situation in which a potential conflict of interest may arise
- B. Avoid placing himself/herself in a position where personal, professional, or business interests may conflict with MHSC
- C. Avoid obtaining or using information learned through such office or position for improper personal gain or advantage

ARTICLE XIV – CONFIDENTIALITY STATEMENT

Members who serve in elected, appointed, volunteer or employed positions do so in a representative or fiduciary capacity that may require confidentiality of information. Violation of MHSC's Confidentiality Statement may result in removal from his/her position and/or disciplinary action against a Member pursuant to these Bylaws.

ARTICLE XV – NON-DISCRIMINATION AND HARASSMENT STATEMENT

MHSC is committed to provide an inclusive and welcoming environment for Members, guests, presenters, vendors, consultants, and contractors. MHSC strives for, and insists upon, a discrimination-free and harassment-free environment. Discrimination on the basis of gender, disability, sexual orientation, race, ethnicity, national origin, age, religion, marital status, military status, or any other legally protected characteristics will not be tolerated. Allegations of any such misconduct should be promptly submitted, preferably in writing, to any Officer or Board Member for consideration, and appropriate enforcement when applicable.

ARTICLE XVI – AMENDMENTS TO BYLAWS

These Bylaws may be amended providing Bylaw amendment(s) have been reviewed and approved by the Board of Directors with a two-thirds (2/3) vote, and a notice for such purpose to

amend having been publicly posted to the Membership fifteen (15) days in advance of the Membership meeting.

The amendment(s) shall be presented at a Membership meeting for vote; a two-thirds (2/3) majority of those Members present or represented by absentee ballot is required to accept the amendment(s).

ARTICLE XVII – PARLIAMENTARY AUTHORITY

The current edition of *Roberts Rules of Order* shall govern MHSC in all parliamentary situations that are not provided for in law, or in MHSC's Bylaws, Policies or Procedures.

ARTICLE XVIII – DISSOLUTION CLAUSE

In the event of sustained inactivity and/or the inability to obtain and fiscally sustain Membership, the Board of Directors shall determine and fulfill the requirements for dissolution of MHSC in accordance with their fiduciary responsibilities, Federal law, and laws of the State of Ohio. All the remaining fiscal assets, and real and personal property of MHSC shall, after necessary appraisals and payment of all necessary financial and legal expenses, be equitably distributed to such Ohio organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Tax Code, have a similar mission or purpose and be rated in the top tier of charities evaluated by at least two (2) reputable charity evaluation organization

FIRST AMENDMENT TO THE MERGING HEARTS SPIRITUAL CENTER BYLAWS

Approved by 2/3 majority vote of the Membership on November 15, 2020

The following **Article IV, SECTION 3 – A. a.** has been added by this amendment.

Article IV, SECTION 3 – A. a. ADMINISTRATIVE BODY: ELECTIONS / TERMS OF OFFICE

a. The current President of the MHSC Board of Directors (Lisa Miller), may be elected by the Membership to serve one (1) additional term as President: January 1, 2021 – December 31, 2021, and shall **not** be eligible to succeed herself as an elected or appointed Board of Directors Member for a period of at least one (1) year. This amendment shall expire on December 31, 2021