

Bylaws
of
Temple of Wholeness, Inc.

A California Nonprofit Religious Corporation

ARTICLE 1 NAME

Section 1.1 Corporate Name

The name of this corporation is Temple of Wholeness, Inc. (the “Temple”).

ARTICLE 2 OFFICE

Section 2.1 Principal Office

The principal office of the Temple may be established at any place within or without the state of California by resolution of the Board.

ARTICLE 3 PURPOSES

Section 3.1 General Purpose

The Temple is a religious corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Religious Corporation Law of California (“California Nonprofit Religious Corporation Law”) exclusively for religious purposes.

Section 3.1 Specific Purpose

The specific purpose of the Temple shall include without limitation, to establish and maintain a spiritual temple and thriving congregation devoted to praising and celebrating our essential nature and the Spirit that unites us all in Love, by all available means, both in local and global communities, and to provide a space where our inherent Wholeness, Unity and Beauty may be fully honored and experienced.

ARTICLE 4 STATEMENT OF FAITH

Section 4.1 Statement of Faith

The Temple and its Members believes in our essential nature, the Spirit that unites us all in Love, and that all beings as whole, sovereign, and interwoven. The Temple advocates for compassion to be fully expressed within all spheres of civilization including global policy, economics, and culture.

Section 4.2 Form of Worship

The Temple workshops through the freely available means that bring us into closer contact with and to celebrate our Lord for the Spirit that unites us all, such as meditation, song, dance, written word, spoken word, celebratory and healing ceremonies, and public service projects to nourish and uplift our broader community.

ARTICLE 5 LIMITATIONS

Section 5.1 Political Activities

The Temple has been formed under California Nonprofit Religious Corporation Law for the religious purposes described in Section 3 of these Bylaws and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Temple shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Temple shall not

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participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

Section 5.2 Prohibited Activities

The Temple shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article 3. The Temple may not carry on any activity for the profit of its Officers, Directors or other persons or distribute any gains, profits or dividends to its Officers, Directors or other persons as such. Furthermore, nothing in Article 3 shall be construed as allowing the Temple to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE 6 DEDICATION OF ASSETS

Section 6.1 Property Dedicated to Nonprofit Purposes

The property of the Temple is irrevocably dedicated to religious purposes. No part of the net income or assets of the Temple shall ever inure to the benefit of any of its Directors or Officers, or to the benefit of any private person, except that the Temple is 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 3 hereof.

Section 6.2 Distribution of Assets Upon Dissolution

Upon the dissolution or winding up of the Temple, its assets remaining after payment, or provision of payment, of all debts and liabilities of the Temple shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, and/or religious purposes and which has established its tax exempt status under Section 501(c)(3) of the Code.

ARTICLE 7 MEMBERS

Section 7.1 Members

The Temple shall have one class of "members" within the meaning of Section 5056 of the California Nonprofit Corporation Law, and all members shall be afforded all rights and privileges conferred upon them by the California Nonprofit Corporation Law.

Section 7.2 Candidacy for Membership

Any person may request membership to the Temple at any public worship service of the Temple by making his or her desire known to the Priestess or a member of the ministerial staff.

Section 7.3 Election

Election to membership shall be by a majority vote of the Board of Directors present and voting. Once elected to membership, the Member has all rights conferred upon him or her by these Bylaws and by Section 5056 of the California Nonprofit Corporation Law.

Section 7.4 Voting Rights of Members

Members shall have the right to vote on the following matters:

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- (a) The Election of Directors;
- (b) The Appointment and selection of the Priestess;
- (c) The disposition of significant corporate assets;
- (d) Merger;
- (e) Dissolution;
- (f) Amendments to any corporate governing documents.

Section 7.5 Discipline and Removal

- (a) The practice of the Temple shall be to emphasize to its members that every reasonable measure will be taken to assist any troubled member. The Priestess and the rest of the ministerial staff are available for counsel and guidance. Should a serious condition exist which would cause a member to become a liability to the welfare of the Temple, the Priestess and the ministerial staff will take every reasonable measure to resolve the problem.
- (b) If the member fails to correct the problem despite the counsel of the Priestess and ministerial staff, the Temple may by majority vote of Members present and voting in a Regular or Special Meeting declare the member to be “out of fellowship with the Temple” and the members shall be automatically removed from membership in the Temple.
- (c) Any person previously excluded may be restored to membership by a majority vote of Members present and voting in a Regular or Special meeting upon request of the excluded person and evidence of repentance and reformation with respect to the matter prompting his or her exclusion

Section 7.6 Termination of Membership

Membership shall be terminated in any of the following ways:

- (a) Death;
- (b) Transfer of membership to another Temple of like faith and order;
- (c) Exclusion by action of this Temple, according to the provisions of Section 8.5 of these Bylaws;
- (d) Written request by a member that his or her membership be terminated.

ARTICLE 8 PRIESTESS

Section 8.1 Duties

The Priestess is responsible for leading and equipping the Temple to function in its spiritual capacity. The Priestess shall be especially concerned to provide leadership in the areas of preaching, teaching, and the care of the congregation.

Section 8.2 Selection

A Priestess shall be chosen and elected by the Temple whenever a vacancy occurs. The election shall take place at a Special Temple Meeting of the Members pursuant to Section 9 of these Bylaws, where each Member has one vote and the Priestess is chosen by a two thirds (2/3) majority vote of the Members at a duly held meeting at which a quorum is present.

Section 8.3 Resignation

The Priestess may relinquish the office of Priestess by giving at least two (2) weeks' notice at the time of her resignation.

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Section 8.4 Removal

The Priestess may be dismissed by a two-thirds (2/3) majority vote of the Members present and voting in a Special Temple Member Meeting. Such a vote shall be by ballot. The termination shall be immediate.

ARTICLE 9 TEMPLE MEETINGS

Section 9.1 Location

Temple Meetings shall be held at any place designated by the Members of the Temple. In the absence of any designation, Temple meetings shall be held at the principal office of the Temple.

Section 9.2 Categories

There shall be two categories of Temple meetings: Worship Services and Member Temple Meetings.

Section 9.3 Worship Services

The following meetings will be classified as Worship Services of the Temple:

- (a) Regular Worship Services: Regular Worship Services shall be held publicly on Sunday at the time designated by the Temple;
- (b) Special Worship Services: Special Worship Services may be set from time to time as approved by the Temple.

Section 9.4 Member Temple Meetings

The following meetings will be classified as Member Temple Meetings:

- (a) Regular Member Temple Meetings: Every year, the Temple shall hold, at minimum, one (1) Regular Member Temple Meeting in a month to be designated by resolution of the Board;
- (b) Special Member Temple Meetings: Special Member Temple Meetings may be held at any time to consider special matters of significant or urgent nature.

9.4.1 Special Member Temple Meetings

A Special Member Temple Meeting may be called by any one of the following:

- (a) Priestess;
- (b) Fifteen (15) percent or more of the Members of the Temple.

9.4.2 Notice of Special Member Temple Meetings

Notice of all Special Member Temple Meetings shall be given in such a way that the general nature of the business to be transacted is clearly described, along with a statement of the time, date, and place of the meeting. Notice of the Special Member Temple Meeting may be given by any of the following methods:

- (a) Personal delivery of oral or written notice at least forty-eight (48) hours before the meeting;
- (b) First-class mail, postage paid, deposited into a United States mail box at least four (4) days before the meeting;
- (c) Telephone, including a voice messaging system or other system or technology designed

to record and communicate messages at least forty-eight (48) hours before the meeting;
(d) Facsimile, electronic mail ("e-mail") or other means of electronic transmission if the recipient has consented to accept notices in the manner.

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Section 9.5 Quorum and Action of the Members

9.5.1 Quorum

A majority of Members then in good standing shall constitute a quorum for the transaction of business.

9.5.2 Minimum Vote Requirements for Valid Action by Members

Every act taken or decision made by a vote of the majority of the Members present at a meeting duly held at which a quorum is present is the act of the Members, unless a greater number is expressly required by California Nonprofit Corporation Law, the Articles of Incorporation, or these Bylaws.

ARTICLE 10 DIRECTORS

Section 10.1 Number

The authorized number of directors of the Temple ("Directors") shall be not less than three (3) or more than fifteen (15); the exact number to be fixed, within these limits, by resolution of the Board.

Section 10.2 Terms; Election of Successors

All Directors shall be elected at each annual Regular Member Temple Meeting, to hold office until the next annual meeting. However, if a vacancy occurs, Directors may be elected at any Special Member Temple Meeting held for that purpose or by written ballot. Each director, including a director elected to fill a vacancy or elected at a Special Member Temple Meeting shall hold office until expiration of the term for which elected and until a successor is elected and qualified.

Section 10.3 Vacancies

10.3.1 Events Causing Vacancy

A vacancy or vacancies on the board of directors shall occur in the event of (i) the death, removal, or resignation of any director; (ii) the declaration by board resolution of a vacancy of the office of a director who has been convicted of a felony or declared of unsound mind by a court order; (iii) the removal of a director for fraudulent acts in an action in Superior Court under Corporations Code §9223; (iv) the vote of the members to remove a director, provided that, if any provision of the articles or bylaws entitles the members of a class or members within an organization unit or geographic grouping, voting as such, to elect one or more directors, those directors may be removed only by vote of the members of that class, unit, or grouping; (v) the increase of the authorized number of directors; or (vi) the failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors to be elected at that meeting.

10.3.2 Removal

The Members may by resolution declare vacant the office of a Director who has been declared of unsound mind by an order of court, or convicted of a felony.

Directors may be removed with or without cause by a majority vote of the

Members. 10.3.3 Resignations

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Any Director may resign by giving written notice to the Chairperson, the President, the Secretary, or the Board. Such a written resignation will be effective on the later of (1) the date it is delivered or (2) the time specified in the written notice that the resignation is to become effective.

Section 10.4 Regular Board Meetings

Each year, the Board shall hold at least one meeting, at a time and place fixed by the Board, for the purpose of appointment of Officers, review and approval of the corporate budget, and transaction of other business. Other regular meetings of the Board may be held at such time and place as the Board may fix from time to time by resolution.

Section 10.5 Special Board Meetings

Special Board Meetings for any purpose may be called at any time by the President, Vice President (if any), or the Secretary, or any two (2) Directors.

Section 10.6 Notice of Meetings

Notice of all Special Board Meetings shall be given in such a way that the general nature of the business to be transacted is clearly described, along with a statement of the time, date, and place of the meeting. Notice of the Special Board Meeting may be given by any of the following methods:

- (e) Personal delivery of oral or written notice at least forty-eight (48) hours before the meeting;
- (f) First-class mail, postage paid, deposited into a United States mail box at least four (4) days before the meeting;
- (g) Telephone, including a voice messaging system or other system or technology designed to record and communicate messages at least forty-eight (48) hours before the meeting;
- (h) Facsimile, electronic mail ("e-mail") or other means of electronic transmission if the recipient has consented to accept notices in the manner.

Section 10.7 Quorum and Action of the Board of Directors

10.7.1 Quorum

A majority of Directors then in good standing shall constitute a quorum for the transaction of business.

10.7.2 Minimum Vote Requirements for Valid Board Action

Every act taken or decision made by a vote of the majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless a greater number is expressly required by California Nonprofit Corporation Law, the Articles of Incorporation, or these Bylaws.

ARTICLE 11 TEMPLE STAFF AND OFFICERS

Section 11.1 Temple Staff

The Temple shall call or employ such staff members as the Temple shall determine it needs. Such positions include, but are not limited to, custodians, nursery workers, and other non ministerial staff.

Section 11.2 Secretary

The Temple shall elect a Secretary (the “Secretary”) to keep a suitable record of the actions of the Temple. The Secretary shall be responsible for the following:

- (a) The Secretary shall certify and keep at its principal office a copy of the Bylaws as amended to date;
- (b) The Secretary shall keep a minute book for the Temple;
- (c) The Secretary shall give notice of all meetings of the Board of Directors and membership in accordance with these Bylaws;
- (d) Upon request, the Secretary shall exhibit or cause to be exhibited at all reasonable times to any Director, to his or her agent or attorney, or to any Member, these Bylaws and minute book.

Section 11.3 Treasurer

The Temple shall elect a Treasurer (the “Treasurer”) that shall attend to the following:

- (a) The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the Temple, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements;
- (b) The Treasurer shall prepare, or cause to be prepared the financial statements to be included in any required reports;
- (c) Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Temple with such depositories as may be designated by the Board; shall disburse, or cause to be disbursed, the funds of the Temple as may be ordered by the Board; shall render, or cause to be rendered to the President and Directors, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the Temple; and shall have other powers and perform such other duties incident to the office of Treasurer as may be prescribed by the Board or these Bylaws.

Section 11.4 Chief Executive Officer

The Chief Executive Officer of the Temple (the “Chief Executive”) shall be the general manager of the Temple, and subject to the control of the Board, shall supervise, direct, and control the Temple’s day-to-day activities business, and affairs. The Chief Executive shall have the power to hire, supervise, and fire all of the employees of the Temple, under such terms and having such job responsibilities as the Chief Executive shall determine in his or her sole discretion, subject to the rights, if any, of the employee under any contract of employment.

ARTICLE 12 COMMITTEES

Section 12.1 Committees of Directors

The Board may, by resolution adopted by a majority of the Directors then in office, create one or more Board Committees (“Committees”), including an executive committee, each consisting of two or more Directors, to serve at the discretion of the Board.

Section 12.2 Advisory Committees

The Board may create one or more advisory committees to serve at the pleasure of the Board. Appointments to such advisory committees need not, but may, be Directors. The Board shall appoint and discharge advisory committee members. All actions and

recommendations of an advisory committee shall require ratification by the Board before being given effect.

ARTICLE 13 AMENDMENTS

Section 13.1 Amendments

Changes in these Bylaws may be made at a Regular Member Temple Meeting or a Special Member Temple Meeting.

Section 13.2 Vote Required

Amendments to these Bylaws shall receive at least two-thirds (2/3) vote of the Members present at a duly held meeting at which a quorum is present.

Section 13.3 Effective Date

Amendments to these Bylaws shall take effect immediately upon approval unless provided otherwise at the time of the Member vote on the amendment.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Temple of Wholeness, Inc. a California nonprofit religious corporation; that these Bylaws, consisting of 8 pages, are the Bylaws of this temple as adopted by the Members on _____; and that these Bylaws have not been amended or modified since that date.

Executed on at California.

Alexis Neely
Secretary