

SAMPLE

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[PLEASE READ CAREFULLY AND ADAPT TO NEEDS OF  
YOUR ORGANIZATION. ]

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[NAME OF ORGANIZATION]  
BY-LAWS

**Article I**

**Name and Purposes**

**Section 1. General.** The name and purposes of the Society shall be as set forth in the Articles of Incorporation.

**Section 2. Study and Practice of the Spiritist Doctrine.** Consistent with the purposes described in the Articles of Incorporation, the basic objectives of the Society shall be the study and practice of the Spiritist Doctrine, as codified by Allan Kardec, as well as the conduct of benevolent activities in the spiritual, moral and material fields, to benefit needy persons, in particular the elderly and children.

**Article II**

**Offices**

The principal office of the Society shall be at [ADDRESS]. The Society may also have offices at such other places within the State of [NAME] the Board of Directors may from time to time determine or as the activities of the Society may require.

## Article III

### The Members, their Rights and Duties

**Section 1. Qualifications.** Each member of the Society shall be above the age of 18, an adherent to the Spiritist Doctrine, shall be willing to accept the obligations set forth in these By-Laws and in any Internal Regulations promulgated by the Board of Directors. Individuals will qualify for membership without distinction as to sex, race or nationality. No limit is imposed on the number of individuals who may be admitted to membership in the Society.

**Section 2. Classes of Membership.** The membership shall be classified into two categories:

(a) **Contributing members**--those members who offer their financial support, in monthly installments, in amounts established by the Board of Directors;

(b) **Enrolled Members**--those members who, while unable to make any financial contribution, provide services to the Society which, in the opinion of the Board of Directors, entitles them to enjoy the rights accruing to contributing members.

**Section 3. Duties.** The following shall be the duties of the members:

(a) to study the Spiritist Doctrine seriously and to seek to guide their behavior by its moral rules;

(b) to provide their moral and material cooperation to the Society, aiming to fulfill its objectives; and

(c) to faithfully fulfill and help to fulfill the provisions of these By-Laws and of any Internal Regulations that have been approved by the Board of Directors.

**Section 4. Rights.** The following shall be the rights of the members:

(a) to vote for, and be elected to, the elective posts;

(b) to deliberate and vote at the General Assemblies on the matters discussed therein, subject to the exception provided in Article IV, Section 5; and

(c) to propose the admission of new members.

**Section 5. Admission to Membership.** In order to become a member of the Society, the candidate shall be required to sign the admission proposal subscribed by a member in full exercise of his/her rights in the Society except that those persons who have signed the act founding the Society and approving its By-Laws shall be exempt from this requirement. Membership shall only be effective after approval by the Board of Directors.

**Section 6. Termination.** Any contributing member who for more than six consecutive months has failed to pay his/her contribution shall be deemed to have relinquished his/her rights and his/her capacity as a member of the Society.

**Section 7. Change in Category.** A contributing member shall be entitled, for appropriate reasons of his/her own choosing, to request that he/she be transferred to the category of enrolled member. Likewise, upon the cessation of the reasons for the transfer, he/she may request that he/she revert back to the previous category.

## **Article IV**

### **The General Assembly**

**Section 1. Ordinary Meetings.** The General Assembly shall meet:

- in the month of \_\_\_\_\_ of each year, to examine and judge the accounts of the Board of Directors; and

- every two years, in the month of \_\_\_\_\_, for the election and assumption of the posts on the Board of Directors and the Auditing Council.

Ordinary meetings of the General Assembly shall be held at the principal office of the Society or at such other place or places as the Board of Directors may from time to time designate by resolution.

**Section 2. Extraordinary Meetings.** An Extraordinary General Assembly may be convened by the President, by the Board, by unanimous decision of the Auditing Council, or by one third of the members with a right to vote, to address a specific matter. An Extraordinary General Assembly shall be convened through a notification published in the press or placed on the bulletin board at the main office of the Society, clearly listing the specific matters to be discussed, and the date, place and time of the meeting. Individual notice to each member shall not be required and attendance at an Extraordinary Assembly by a member shall constitute a waiver of any objections as to notice. An Extraordinary Assembly shall only deliberate on the matter for which it was convened.

**Section 3. Quorum.** Members holding one-third of the total votes that may be cast at any General Assembly shall constitute a quorum at such Assembly for the transaction of business. A member present at an Assembly shall be counted in determining whether a quorum is present regardless of whether that member, as a

member of the Board of Directors or of the Auditing Council, may not be entitled to vote on one or more matters coming before the Assembly. Attendance at an Assembly may either be in person or by a conference telephone call permitting all members to hear, speak and be heard by all others.

**Section 4. Approval of Accounts; Rendering of Judgment.** Prior to any deliberations by the Assembly over the approval of the accounts of the Board or of any other act of the Board, a Member who is neither a member of the Board nor a member of the Auditing Council shall be elected by the members in attendance as Chairman of the Assembly and shall, immediately upon his or her election, assume that position and preside over the Assembly. The Chairman shall appoint another member in attendance to act as secretary for the proceedings.

**Section 5. Voting.** The act of a majority of the members present at an Assembly at which a quorum is present shall be the act of the Assembly. Members present at an Assembly who are not entitled to vote on a matter coming before the Assembly shall not be counted in determining whether a majority of the members present approved or disapproved the proposed act. Members who are members of the Board of Directors or of the Auditing Council shall not have the right to participate in the vote of an Assembly to approve or disapprove the accounts of the Board or any other act of the Board.

## **Article V**

### **The Board of Directors**

**Section 1. Responsibility.** The Board of Directors shall be responsible for the direction and implementation of the objectives of the Society.

**Section 2. Composition.** The Board of Directors shall be composed of the President, Vice President, Doctrinal Director, Mediumistic Director, Communications Director, Financial Director, Director First Secretary, and Director Second Secretary.

**Section 3. Election and Terms of Office.** The members of the Board of Directors shall be elected at a General Assembly for a term of office of \_\_\_\_\_ years and may be reelected for additional two-year terms.

**Section 4. Quorum and Voting.** A majority of the members of the Board of Directors must be present at a meeting to constitute a quorum. The act of the majority of the directors present at a meeting at which a quorum is present is the act of the Board.

**Section 5. Regular Meeting.** A regular meeting of the Board of Directors shall be held without notice, other than by this by-law, immediately after and at the same place as each Ordinary General Assembly. The Board of Directors may provide, by resolution, the time and place of additional regular meetings without notice other than the resolution.

**Section 6. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or on written petition of three Board members.

**Section 7. Notice of Meetings.** Notice of special meetings of the Board of Directors shall be through a notification published in the press or placed on the bulletin board at the main office of the Society. Individual notice to each director will not be required although the Secretary will attempt to individually reach each director by telephone. Attendance of a director at a meeting constitutes a waiver of any objections the director may have as to notice, except when the director states, at the beginning of the meeting that he or she is attending only to express his or her objection to the transaction of business.

**Section 8. Attendance.** Attendance at a meeting of the Board of Directors may either be in person or by a conference telephone call permitting all directors to hear, speak and be heard by all others.

## Article VI

### Officers

**Section 1. General.** The members of the Board shall be the officers of the Society and have the individual responsibilities associated with their office.

**Section 2. The President.** The President shall have the following responsibilities:

- (a) to have the final responsibility for the Society;
- (b) to fulfill, and see to the fulfillment of, these By-Laws;
- (c) to convene the General Assembly, with a minimum of 15 days of advance notification, and to preside over it, except in the case of rendering of accounts and passing judgment upon the acts of the Board of Directors;
- (d) to chair the meetings of the Board of Directors;
- (e) to appoint eventual replacements for any vacancies on the Board of Directors on account of death, resignation or relinquishment of the post by the principal director; to install in office elected alternates of the Auditing Council on account of death, resignation or relinquishment of the post by the principal auditor;
- (f) to submit, after having been apprised of the recommendation of the Auditing Council, the report on the work of the Society and the management accounts each year for appraisal and judgment by the General Assembly; and
- (g) to represent the Society actively and passively, in all business and legal matters, pursuant to the powers set forth in these By-Laws.

**Section 3. The Vice President.** The Vice President shall have the following responsibilities:



(a) to safeguard, preserve and control the material assets of the Society and to substitute for the President;

(b) to promote disciplined and proper use of those assets;

(c) to administer the assets of the Society;

(d) to hire and dismiss employees;

(e) to guide and direct fundraising campaigns to provide material assistance to needy people, including the elderly and children; and

(f) to buy and sell items, whenever appropriate, including publications for a book store and goods for a food bazaar.

**Section 4. The Doctrinal Director.** The Doctrinal Director shall have the following responsibilities:

- to implement programs and provide guidance for the doctrinal meetings involving study, home prayer meetings, youth group, pre-youth group, and Christian moral classes for children.

**Section 5. The Mediumistic Director.** The Mediumistic Director shall have the following responsibilities:

- to implement programs and provide guidance for the mediumistic meetings to assist the obsessed, mediumistic education, spiritual guidance, spiritual healing, in addition to the analysis and preliminary evaluation of mediumistic messages and of the appropriateness of their dissemination. The Mediumistic Director shall also be responsible for orienting and directing visits to sick people in hospitals, and passes

at public meetings, mediumistic meetings, homes and spiritual assistance activities in general.

**Section 6. The Communications Director.** The Communications Director shall have the following responsibilities:

- to implement programs and provide guidance in work and activities aimed at integrating the members of the Society, developing a team spirit among them, fostering relations with the Society's peer institutions, as well as integrating with the community and spiritist entities of the United States of America and other countries. A further responsibility of the Communications Director shall be the management of any means of written communication (journals, newsletters, etc.), the Book Club, and dissemination among the members of news and information of general interest.

**Section 7. The Financial Director.** The Financial Director shall be responsible for the following:

- to implement programs and provide guidance on treasury work, financial planning, revenue and expenditures control, bookkeeping and accounting documents, as well as to be responsible for the Society's bank accounts. The Financial Director shall be authorized to sign, alone or together with the President, all documents relating to the Society's finances and to execute checks drawn on the Society's bank accounts.

**Section 8. The Director First Secretary.** The Director First Secretary shall be responsible for the following:

- to implement programs and provide guidance in the work of the Secretariat, preparation of the minutes of meetings of the Board of Directors and General Assembly, registration and general control of members, correspondence, press releases, files and similar matters.

**Section 9. The Director Second Secretary.** The Director Second Secretary shall be responsible for the following:

- to substitute for the First Secretary whenever he/she is unable to act and to help him/her in all of his/her duties. The Second Secretary shall only attend the meetings of the Board when he/she is called upon to substitute for the Director First Secretary.

## **Article VII**

### **The Elections**

**Section 1. Timing.** The elections to the Board of Directors and to the Auditing Council shall take place in the month of March every two years.

**Section 2. Nomination.** Members wishing to become candidates to elective posts must submit their candidacy in a ballot containing the names for all of the posts of the Board of Directors and of the Auditing Council.

**Section 3. Qualifications.** Contributing members and enrolled members may present themselves as candidates, provided that they fulfill the following requirements cumulatively:

(a) that they have already been members for more than one year and that they are up to date in their obligations to the Society;

(b) that they have been taking part regularly in the activities of the Society for a period of at least one year;

(c) that they have been nominated in writing by five members who fulfill the requirements under “a” and “b” of this Section.

**Section 4. Manner of Voting.** The voting shall be:

(a) secret, if there is more than one slate of candidates;

(b) by acclamation, if there is only one slate of candidates.

**Section 5. Additional Procedural Regulations.** The Board may adopt Internal Regulations to govern the electoral process.

## **Article VIII**

### **The Auditing Council**

**Section 1. Composition and Election.** The Auditing Council shall be composed of three members and three alternates. The members and alternates of the Auditing Council shall be elected together with the members of the Board of Directors, with a term of office of two years, and they may be reelected.

**Section 2. Meetings.** The Auditing Council shall meet every six months and whenever necessary, and shall be convened by its Chairman, by the President of the Society, or by the Board of Directors.

**Section 3. Responsibilities.** The Auditing Council shall have the following responsibilities:

(a) to elect its Chairman;

(b) to monitor the acts of the Board of Directors;

(c) to examine the monthly balance sheets of revenue and expenditures, as well as the rendering of accounts of the Board of Directors, recommending or not recommending their approval by the General Assembly;

(d) to convene the General Assembly, by unanimous decision, to examine a matter in its area of competence;

(e) to suggest measures to the Board of Directors that safeguard the interests of the Society.

## **Article IX**

### **Committees**

The Board of Directors may appoint such committees, including an executive committee, consisting of two or more directors and, if desired, persons who are not directors, as the Board may deem desirable to assist and advise it in the conduct of the affairs of the Society. Such committees may be continuing or temporary, shall act under the supervision of the Board of Directors, and shall have such powers and duties as the Board may from time to time determine. Meetings of such committees may be called and held in whatever manner the persons on the committee, or the directors, may determine. Persons appointed to committees may be removed at any time by the Board of Directors, and any committee may be terminated at any time by the Board.

## **Article X**

### **General Provisions**

**Section 1. Compensation of Directors and Officers.** The exercise of the posts of the Society shall be absolutely free of any remuneration of any kind.

**Section 2. Limitation of Liability.** The members of the Society, including the members of the Board of Directors, shall not be held jointly and severally liable for the obligations that have been entered into expressly or intentionally in the name of the Society.

**Section 3. Assets.** The fixed or movable assets of the Society shall not be pledged or mortgaged and shall be inalienable, without the specific authorization of the General Assembly. The Board of Directors may authorize the alienation of movable goods of relatively small value, if they are unserviceable or useless.

**Section 4. Dissolution.** In the event of the termination of the Society, which shall occur in the absence of members, or through unanimous decision of the members, or else by legal decree, the assets of the Society shall be transferred to an entity with similar objectives to those set forth in Article I, Section 2 of these By-Laws. In no event, however, shall the assets be transferred differently than as provided by Article FIFTH of the Society's Articles of Incorporation or to an entity that has failed to fulfill the charitable objectives of the **[NAME OF INSTITUTION]**.

## **Article XI**

### **Amendments**

Amendments to these By-Laws may be made at any Ordinary General Assembly or at an Extraordinary General Assembly convened for the purpose of adopting such amendments. The affirmative vote of a majority of the members

present at the General Assembly shall be sufficient for the proposed amendment to be adopted.

## **Article XII**

### **Adoption**

These By-Laws were adopted by act of the General Assembly of  
**[DATE]**.

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