

Constitution and ByLaws
(Drafted August 2009)

Constitution

ARTICLE I *Name*

The name of this church shall be the Church of the Knotted Ash.

ARTICLE II *Affiliation*

The church is not affiliated with any governing religious body. The church will always strive to cooperate with others of like or different faith while maintaining its privilege of self-rule.

ARTICLE III *Confession of Faith*

The church believes in the privilege of all to seek and follow that which is right in their own faith. The church holds faith in the Nine Noble Virtues, the Sixfold Goal, and the Wiccan Rede.

ARTICLE IV *Purpose*

The purpose of the church shall be to assist fellow pagans in their communion with the Gods through various levels of instruction ranging from general reverence of divinity to serious clergy training. As a Clan we honor the Celtic and Norse Gods and Goddesses through ritual, meditation and study. We dedicate our work to the community, the Lord and Lady, and the Greater Good.

ARTICLE V *Membership*

Membership in the church is granted to those who qualify through our membership requirements.

ARTICLE VI *Officers*

The officers of the church shall be a president, a secretary, and a treasurer.

ARTICLE VII *Magisterium*

Section 1. The general administration of the church shall be vested in a body known as the Magisterium. In circumstances or where law requires action(s) by "Trustees" the Magisterium shall be known as "the Board of Trustees" and the members of it as "trustees."

Section 2. The Magisterium shall consist of six (6) members, as specified in the bylaws.

Section 3. The Magisterium shall organize itself including the election of church officers in a manner specified in the bylaws.

ARTICLE VIII *Business Meetings*

Section 1. Regular business meetings shall be held at stated intervals, but not less than annually. The annual business meeting shall be held during our annual retreat.

Section 2. Members shall be informed of all church business meetings not less than ten (10) days prior to the meeting. Such information shall include the date, time of meeting, and an agenda of business to be transacted.

ARTICLE IX *Property*

In the event of dissolution, the property and all assets of the church shall be distributed to such groups organized exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any subsequent law, as the Magisterium shall determine.

ARTICLE X *Amendments*

Amendments in harmony with this constitution and not in conflict with the confession of faith, may be adopted by a two-thirds vote of the Magisterium.

Bylaws

ARTICLE I *Offices*

Section 1. Principle Office

The principal office of the Church of the Knotted Ash is located in Erie County, State of New York.

Section 2. Change of Address

The designation of the county or state of the corporation's principle office may be changed by the amendment of these Bylaws. The Magisterium may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws.

New Address: _____

Dated: _____, 20____

New Address: _____

Dated: _____, 20____

New Address: _____

Dated: _____, 20____

Section 3. Other Offices

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Magisterium, from time to time, designate.

ARTICLE II *Not for Profit Purposes*

Section 1. IRC Section 501(c)(3) Purposes

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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.

Section 2. Specific Objectives and Purposes

The specific objectives and purposes of this corporation shall be to assist fellow pagans in their communion with the Gods through various levels of instruction ranging from general reverence of divinity to serious clergy training. As a Clan we honor the Celtic and Norse Gods and Goddesses through ritual, meditation and study. We dedicate our work to the community, the Lord and Lady, and the Greater Good

ARTICLE III *Board of Directors*

Section 1. Name

The Board of Directors shall be known collectively as the Magisterium. Members of the Magisterium shall be known as Directors.

Section 2. Number

The Magisterium will consist of two (2) Elders, of which one or both shall be Clan Heads, two (2) Third Degree Clan Members, one (1) Second Degree Clan Member, and (1) First Degree Clan Member. The First Degree will be limited as a non-voting director of the Magisterium.

Section 3. Qualifications

Directors shall be the age of majority in this state. Other qualifications for directors shall be as follows: they shall have attained the degree necessary to hold a position prior to the annual retreat, and shall be nominated by the Clan Heads.

Section 4. Powers

Subject to the provisions of the laws of this state and any limitations in the Certificate of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Magisterium.

Section 5. Duties

It shall be the duty of the Magisterium to:

1. Perform any and all duties imposed on them collectively or individually by law, by the Certificate of Incorporation, or by these Bylaws;
2. Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, in any, of all officers, agents, and employees of the corporation;
3. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
4. Meet at such times and places as required by these Bylaws;
5. Register their addresses with the Secretary of this corporation, and notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof;
6. The Magisterium will act in the capacity of an Ethics committee and will receive all notices of inappropriate action by Clan Members, will investigate such claims, and will dispense all discipline.

Section 6. Term of office

Directors will hold their term based on their degree. Elders for four (4) years, Third Degrees for three (3) years, Second Degrees for two (2) years, and First Degrees for one (1) year.

Section 7. Compensation

Directors shall serve without compensation.

Section 8. Place of Meetings

Meetings shall be held at the principal office of the corporation unless otherwise provided by the Magisterium or at such other place as may be designated from time to time by resolution of the Magisterium.

Section 9. Regular Meetings

Regular meetings of the Magisterium shall be held at our annual retreat.

Section 10. Special Meetings

Special meetings of the Magisterium may be called by any member of the Magisterium as deemed necessary. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

Section 11. Notice of Meetings

Unless otherwise provided by the Certificate of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Magisterium:

1. Regular Meetings. No notice need be given of any regular meetings of the Magisterium.
2. Special Meetings. At least one week prior notice shall be given by the Secretary of the corporation to each director of each special meeting of the Magisterium. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by facsimile machine, or by email, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile or email notification, the director to be contacted shall acknowledge personal receipt of the notice by a return message or telephone call within twenty-four hours of the first transmission.

Section 12. Quorum for Meetings

A quorum shall consist of a majority of directors in office.

Except as otherwise provided under the Certificate of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Magisterium at any meeting at which the required quorum is not present, and the only motion which the Clan Heads shall entertain at such meeting is a motion to adjourn.

Section 13. Majority Action As Magisterium Action

Every act or decision done or made by a majority of the Magisterium present at a meeting duly held at which a quorum is present is the act of the Magisterium, unless the Certificate of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Magisterium.

Section 14. Conduct of Meetings

Meetings of the Magisterium shall be governed by Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Certificate of Corporation, these Bylaws, or with provisions of law.

Section 15. Filling of Vacancies

Vacancies on the Magisterium shall exist (1) on death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the Clan Heads, the President, the Secretary, or the Magisterium, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this State.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited in the Certificate of Incorporation, these Bylaws, or provisions of law, vacancies on the Magisterium may be filled by appointment by the Clan Heads. A person appointed to fill a vacancy on the Magisterium shall hold office until the next election at the annual retreat.

Section 16. Nonliability of Directors

The directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

Section 17. Indemnification by Corporation of Director and Officers

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Section 18. Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the Magisterium may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Certificate of Incorporation, these Bylaws or provisions of law.

ARTICLE IV *Officers*

Section 1. Designation of Officers

The officers of the corporation shall be a President, a Secretary, and a Treasurer. The corporation may also have additional officers with such titles as may be determined from time to time by the Magisterium.

Section 2. Qualifications.

Officers of the church shall be members in good standing who are active in the support of the total works of the church.

Section 3. Election and Term of Office

Officers shall be elected by the Magisterium, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 4. Removal and Resignation

Any officer may be removed, either with or without cause, by the Magisterium, at any time. Any officer may resign at any time by giving written notice to the Magisterium or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Magisterium relating to the employment of any officer of the corporation.

Section 5. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification or otherwise, of any officer shall be filled by the Magisterium. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Magisterium shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Magisterium may or may not be filled as the board shall determine.

Section 6. Duties of President

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Magisterium, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Certificate of Incorporation or by these Bylaws or which may be prescribed from time to time by the Magisterium. Unless another person is specifically appointed as Chairperson of the Magisterium, the President shall preside at all meetings of the Magisterium and, if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the Certificate of Incorporation or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Magisterium.

Section 7. Duties of Secretary

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.

Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request thereof, the Bylaws, the membership book and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Certificate of Incorporation or by these Bylaws or which may be assigned to him or her from time to time by the Magisterium.

Section 8. Duties of Treasurer

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Magisterium.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Magisterium, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request thereof.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Certificate of Incorporation of the corporation or by these Bylaws or which may be assigned to him or her from time to time by the Magisterium.

Section 9. Compensation

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Magisterium. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation.

ARTICLE V *Execution of Instruments, Deposits and Funds*

Section 1. Execution of Instruments

The Magisterium, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Magisterium, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

Section 3. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Magisterium may select.

Section 4. Gifts

The Magisterium may accept on behalf of the corporation any contribution, gift, bequest or devise for the nonprofit purposes of this corporation.

ARTICLE VI *Corporate Records, Reports and Seal*

Section 1. Maintenance of Corporate Records

The corporation shall keep at its principal office:

1. Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof;
2. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
3. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
4. A copy of the corporation's Certificate of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

Section 2. Corporate Seal

The Magisterium may adopt, use and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Directors' Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all corporate books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Certificate of Incorporation, other provisions of these Bylaws and provisions of law.

Section 4. Members' Inspection Rights

If this corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

1. To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested.
2. To obtain from the Secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the Secretary of the corporation, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list

has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available within a reasonable time after the demand is received by the Secretary of the corporation or after the date specified therein as of which the list is to be compiled.

3. To inspect at any reasonable time the books, records or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Certificate of Incorporation, other provisions of these Bylaws and provisions of law.

Section 5. Right To Copy And Make Extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 6. Periodic Report

The Magisterium shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE VII *IRC 501(c)(3) Tax Exemption Provisions*

Section 1. Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE VIII *Membership*

Section 1. Classes of Membership

1. Clan Heads – The founders of the Church of the Knotted Ash. Successors will be appointed by the current Clan Heads. In such event that the Clan Heads are unavailable to appoint successors the Clan Heads will be the next two highest ranking members of the Church.
2. Clan Members – Individuals who have been Dedicated within the Church of the Knotted Ash.
3. Grove Members – Individuals invited to specific Church of the Knotted Ash gatherings.
 - a. Spouses of Clan Members.
 - b. Minor children of Clan Members.
 - c. Advanced students of Clan Members by invitation only.
 - d. Honored guests of Clan Members by invitation only.

Section 2. Qualifications of Members

Applicants will have shown certain qualities and meet the following requirements: completion of Wicca 101, attendance of a minimum of four (4) Sabbat or six (6) Esbat Rituals sponsored by the Church of the Knotted Ash within one (1) calendar year, beginning 201 studies, and be at least the age of majority (18).

Section 3. Admission of Members

Persons interested in being Dedicated within the Church of the Knotted Ash shall complete a written application. If approved, applicants shall be admitted as members upon Dedication.

Section 4. Special Admissions

If a student under the age of majority has shown certain requirements and has written permission from their parent or legal guardian a vote of the Magisterium will determine eligibility for probationary admission as a Dedicant under the guidance of a Sponsor.

Section 5. Sponsors

Sponsors are Clan members that have been appointed to oversee certain aspects of membership. The following members shall be appointed a sponsor: members under the age of majority in this state, members eligible to form a coven, members seeking ordination.

Section 6. Number of Members

There is no limit on the number of members the corporation may admit.

Section 7. Nonliability of Members

A member of the corporation is not, as such, personally liable for the debts, liabilities or obligations of the corporation.

Section 8. Nontransferability of Memberships

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

Section 9. Responsibility of Membership

All members accept responsibility for their own actions as they reflect upon the name of the church. Members are responsible for living life in a manner that inspires respect for the church. Members respect the faith of all people and the right of all to choose a path which is correct for them.

Section 10. Discipline

If a Clan Member has broken Clan Law a meeting of the Magisterium will be convened to determine disciplinary action. Actions may include: remediation, suspension, or separation from the Church of the Knotted Ash.

Section 11. Termination of Membership

1. In the event a Clan Member chooses to leave the Church of the Knotted Ash while a Dedicant, they may do so with the blessings of the Clan. All lessons and written materials must be returned upon departure. Re-admission may be considered.
2. In the event a Clan Member chooses to leave the Church of the Knotted Ash after reaching at least a First Degree, they may do so with the blessing of the Clan. All lessons and written materials must be returned upon departure and a separation ritual will be performed. Re-admission will not be considered.
3. In the event a Clan Member is asked to leave the Church of the Knotted Ash at any level, all lessons and written materials must be returned upon departure and a separation ritual will be performed. Re-admission will not be considered. No other Clan Member shall have contact with the separated person for One Year and One Day.
4. In the event of separation, if the Clan Member has received their Third Degree, they will retain the right to the Church of the Knotted Ash lineage.

Section 12. Membership Dues

All Clan Members holding at least a Dedicant status will be required to pay membership dues annually. Dues will be determined by the Magisterium and announced during the State of the Clan address at our annual retreat for the following year.

ARTICLE IX *Meetings of Members*

Section 1. Regular Meetings

A regular meeting of members shall be held at our annual retreat, for the purpose of electing directors and transacting other business as may come before the meeting. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each voting member shall cast one vote, with voting being by ballot only. The annual meeting of members for the purpose of electing directors shall be deemed a regular meeting.

Other regular meetings of the members shall be considered services and rituals as defined in Article XIII.

Section 2. Special Meetings of Members

Special meetings of the members shall be called by the Magisterium, the Clan Heads or the President of the corporation, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the members.

Section 3. Notice of Meetings

Unless otherwise provided by the Certificate of Incorporation, these Bylaws or provisions of law, notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage prepaid. Personal notification includes notification by telephone, by facsimile machine, or by email, provided however, in the case of facsimile or email notification, the member to be contacted shall acknowledge personal receipt of the notice by a return message or telephone call within twenty-four hours of the first transmission.

The notice of any meeting of members at which directors are to be elected shall also state the names of all those who are nominees or candidates for election to the Magisterium at the time notice is given.

Section 4. Quorum for Meetings

A quorum shall consist of one third of the voting members of the corporation.

Except as otherwise provided under the Certificate of Incorporation, these Bylaws or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the Clan Heads shall entertain at such meeting is a motion to adjourn.

Section 5. Majority Action As Membership Action

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the Certificate of Incorporation, these Bylaws or provisions of law require a greater number.

Section 6. Voting Rights

Each member that has achieved First Degree is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of Directors, however, shall be by written ballot.

Section 7. Conduct of Meetings

Meetings of members shall be presided over by the Clan Heads, or, if there is no Chairperson or, in his or her absence, by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Robert's Rules of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the Certificate of Incorporation, these Bylaws or with provisions of law.

ARTICLE X *Clergy*

Section 1. Qualifications

The clergy of the church shall include those members that have been ordained. Once a Clan Member has elevated to Third Degree, they have the option to continue their studies to become legally ordained Clergy. Clergy applicants will be assigned a Sponsor by the Clan Heads to complete the clergy training program. The

clergy training program will consist of required lessons, a thesis paper shall be written on a topic as discussed between the Clan Member and their Sponsor, a requisite of 75 hours of community service, and complete the clergy test. Such examination may be written or oral and may include any such material as the Magisterium may from time to time establish as requisite knowledge of the clergy of this church. Any member requesting admission to the clergy that does not meet the requirements of the examination will be guided and aided by their Sponsor until they are accepted. Once they have completed the Clergy Program requirements an Ordination Ceremony will be scheduled.

Section 2. Duties

The clergy shall be devoted to the service of the church, teaching what they know, administering ceremony, and faithfully giving themselves to the needs of the church. They shall provide the church with an accurate record of their ministerial acts and present a written report to the congregational annual business meeting. They shall practice good administrative procedures and cooperate with the Magisterium. All clergy of the church are expected to perform those rites and services normally expected of ministers whenever asked to do so.

Section 3. Co-operation

The clergy shall, both in word and precept, work in harmony with the Clan Heads, the Magisterium, and the membership of the church.

Section 4. Ordination

The clergy shall be ordained at a special church meeting, the purpose of which shall be announced at least two weeks in advance.

ARTICLE XI *Ecclesiastical Structure*

Section 1. Coven Practice

A Coven is a group of two or more people who meet regularly to study and perform rituals together. Members are required to complete the study requirements as stated in the Lesson Structure and are eligible to receive any and/or all degrees as they complete all the degree requirements. Coven membership is by invitation only.

Section 2. Solitary Practice

A Solitary is an individual that practices outside of the formal Coven structure within the Church of the Knotted Ash. Solitaries are required to complete the same study requirements as Coven members and are eligible to receive the same degrees. Solitary members shall be assigned a Sponsor within the Church of the Knotted Ash.

ARTICLE XII *Coven formation (Charters)*

Section 1. Leadership

Covens may be started by a Third Degree with the approval of the Magisterium. All Covens may form their own laws and codes of conduct in accordance with Clan Law and Leadership.

Section 2. Coven Names

Coven names will be determined by combination of color and totem animal.

Section 3. Facilitator's Manual

All Clan Members that have formed their own Coven shall receive a copy of the Facilitator's Manual.

ARTICLE XIII *Services & Rituals*

Section 1. Sabbats

The Church of the Knotted Ash will hold eight (8) Sabbat Rituals per year. Sabbat Rituals will be open by invitation.

Section 2. Esbats

Covens within the Church of the Knotted Ash will hold two (2) esbats per month for the New and Full Moons on the evening designated by the Coven. These rituals will be limited to those within each Coven.

Section 3. Clan Camping

Clan camping is a weekend retreat held annually. Attendance is mandatory for all Clan Members. The annual "State of the Clan" address and meeting will be held during Clan Camping. Prior to the annual meeting, written progress reports shall be submitted by each coven and by each committee of the church to the Clan Heads. At the annual meeting the treasurer for the church and each of its organizations shall submit financial reports. Officers of the Magisterium for the ensuing year shall be elected as stated in the bylaws.

ARTICLE XIV *Amendment*

Amendments to these bylaws not in conflict with the constitution may be adopted at any regular congregational business meeting, or at a special business meeting called for that purpose, by a two-thirds vote of the members present and voting, providing that such amendments have been presented in writing to the Magisterium and at a preceding regular congregational business meeting.

ARTICLE XV *Construction and Terms*

If there is any conflict between the provisions of these Bylaws and the Certificate of Incorporation of this corporation, the provisions of the Certificate of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Certificate of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.