

**BYLAWS**  
**OF**  
**THE TEMPLE OF THE ROSES**

**ARTICLE ONE**

**Name, Location and Offices**

1.1 Name. The name of this religious corporation is THE TEMPLE OF THE ROSES (hereafter, the “Corporation” or the “Temple”).

1.2 Resident Agent. The Corporation shall have a resident agent located in the state of Maryland, in accordance with the requirements of the laws of Maryland.

1.3 Offices. The principal office and any other offices of the Corporation shall be located in such place or places, within Maryland or in other jurisdictions, as the Board of Trustees (“Board”) may determine from time to time or as the affairs of the Corporation may require or make desirable.

**ARTICLE TWO**

**Purposes of Governing Instruments**

2.1 Nonstock Religious Corporation. The Temple shall be organized and operated as a nonstock, nonprofit religious corporation under the laws of Maryland as set forth in its articles of incorporation.

2.2 Section 501(c)(3) Only. As provided more fully in the Temple’s articles of incorporation, the Temple shall be operated exclusively for those purposes set forth in section 501(c)(3) of the Internal Revenue Code of 1986 (“Code”).

2.3 Governing Instruments. The Temple shall be governed by its articles of incorporation, its bylaws and its plan.

(a) The articles of incorporation constitute the organizing document for purposes of the laws of the State of Maryland.

(b) The bylaws set forth the internal operating rules to guide and govern the Temple consistent with the Book of Roses which is a collection of public and private information regarding the Temple including but not limited to: Membership, Ceremonies, Directory of Members, Meeting Minutes, Financial Information, and any other publications. The bylaws also describe specific actions and behaviors expected of all members of the Temple; prescribe codes of conduct and ethical standards for Trustees and officers; and establish methods for the sustainable growth of the Temple and the wise stewardship of its resources consistent with Wiccan values of freedom and responsibility; and with clear standards of legitimacy, transparency, accountability, inclusion, equality, mutual support, dignity, and self-determination.

(c) The plan sets forth the purposes of the Temple, the name of the Temple, the time and manner for election and succession of the trustees and the exact qualifications of individuals eligible to vote at elections and to be elected to office

## **ARTICLE THREE**

### **Members**

3.1 Members. The Temple shall have one class of members (who may also be referred to as “Practitioners”).

3.2 Donations. To meet the expenses of the Temple and to facilitate its development, all members are requested to make donations at least annually in the amount and in the frequency as the Board may determine from time to time.

3.3: Criteria for Membership. Membership is available to all worthy persons regardless of race, religious affiliation, sex or sexual orientation. An individual may be deemed a

member of the Temple if she/he/they satisfy the following criteria:

(a) A written request to join the Temple, including the applicant's name, email address, cell phone number, address, applicant's written agreement to abide by the Temple's articles of incorporation, bylaws and its plan, must be submitted to and be approved by the Board or an appointed committee..

(b) The individual must be eighteen (18) years of age or older.

3.4 Levels of Membership. Each member is assigned a level of membership, each preceding the next as follows:

(a) Seeker - a new member of the Temple who has not applied for or completed the introductory events required for Dedicant.

(b) Dedicant – an active member who has not yet been ordained as a Priest of the Temple.

(c) Priest/Priestess – an active eligible member who has completed the “year and a day” requirements of attendance, examination and committee service and has been ordained as a Priest/Priestess of the Temple.

(d) High Priest – a Priest/Priestess who

- has been ordained by the Temple of the Roses
- is an active, eligible member
- has been elected, and currently serving on the Board of Trustees

(e) High Priest Emeritus - a Priest/Priestess who

- has been ordained by the Temple of the Roses
- has previously been elected, and has served on the Board of Trustees
- not currently serving on the Board of Trustees

3.5: Status of Membership. A membership roll will be maintained with the name and status of each member. No member should ever be deleted from the roll.

(a) Active/Eligible - a member who is current on annual dues and has not been determined inactive by the Board of Trustees

(c) Inactive Members – members who have been verified as inactive by the Board due to non-payment or lack of from voting and will not count for quorum. Members may be re-activated as “Active/Eligible” by the Board of Trustees.

(c) Pending Members – members who have applied for membership but have not yet been accepted by the Board.

(e) Revoked – members who are ineligible to retain their membership and/or priesthood and ordination, with the Temple by vote of the Board of Trustees.

## **ARTICLE FOUR**

### **Board of Trustees**

#### 4.1 Authority and Responsibility of the Board.

(a) The supreme authority of the Temple and the government and management of the affairs of the Temple shall be vested in the Board. All of the powers, duties and functions of the Temple as conferred by the articles of incorporation, these bylaws, the plan, state statutes, common law, court decisions, or otherwise, shall be exercised, performed or controlled by the Board.

(b) The Board shall exercise legal and administrative stewardship over the Temple, supervise, control, direct and manage the affairs and property of the Temple; shall determine its policies or changes therein; shall actively prosecute its purposes and objectives; and shall supervise the disbursement of its funds. The Board may adopt, by majority vote, such rules and

regulations for the conduct of its business and the business of the Temple as shall be deemed advisable. Under no circumstances, however, shall any actions be taken which are inconsistent with the articles of incorporation, these bylaws and the plan.

(c) The Board shall review, approve, and implement plans for fundraising. The Board may delegate this responsibility to an individual or Fundraising Committee.

(d) The Board shall approve content to appear on the Temple's website or may delegate this responsibility to a Website Committee.

(e) The Board shall appoint moderators for social media pages, groups, and handles associated with the Temple and establish social norms and etiquette for social media communications involving the Temple. The Board may delegate this responsibility to a Social Media Committee.

(f) The Board or an appointed committee of the Board shall approve an annual budget for the Temple which shall be prepared by the Treasurer or by any other officer to whom the Board may delegate this task or to a Finance Committee.

(g) The Board shall not permit any part of the net earnings or capital of the Temple to inure to the benefit of any trustee, officer, member, or other private person or individual. However, the Temple shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Temple.

(h) The Board, from time to time, may appoint as advisors persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the Temple.

(i) The Board is authorized to employ such person or persons, including an executive director, attorneys, agents and assistants, as in its judgment are necessary or desirable for the administration and management of the Temple, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

4.2 Initial and Regular Board of Trustees. The regular Board shall consist of no fewer than four (4) nor more than seven (7) trustees. The initial trustees of the Temple shall be the four (4) persons identified in the articles of incorporation filed with the Maryland State Department of Assessments and Taxation on September 8, 2021.

The trustees shall include the current President, Vice-President, Secretary, Treasurer and Chair of the Synod as set forth in Article Seven below, to the extent these offices are occupied and provided such officers satisfy all criteria for serving as trustees of the Temple as provided herein.

4.3 Request for Decisions. Any member may submit, in writing, a Request for Decision to the Board. The Request should include the name of the requestor, names of all relevant parties, description of the request, and a suggested outcome. Requests for Decision may be deferred to a future hearing if further discussion is warranted to resolve the request. The Board will determine the appropriate audience should there be a need for further discussion. The requestor will be notified of the final decision of the Board.

4.4 Time and Manner for the Election of New Trustees. As set forth in the articles of incorporation and in the plan, individuals who are members in “active” status on the current membership roll of the Temple (“Eligible Members”) shall elect the trustees of the Temple pursuant to duly called meetings of the Eligible Members which shall occur at least as often as annually, or more often upon the request of two or more Eligible Members, on such days and at

such times as the Board may determine from time to time. This article 4.4 may be amended only if the corresponding provisions in the articles of incorporation and the plan are amended.

4.5 Qualifications of Those Eligible to be Elected as Trustees and/or Officers. To be eligible to be elected as a Trustee and/or an officer of the Church, individuals must be Eligible Members. This article 4.5 may be amended only if the corresponding provisions in the articles of incorporation and in the plan are amended.

4.6 Qualifications of Those Eligible to Vote for Trustees and Officers. To be eligible to vote in an election, individuals must be Eligible Members. This article 4.6 may be amended only if the corresponding provisions in the articles of incorporation and in the plan are amended.

4.7 Term of Office. Each trustee shall take office as of the close of such meeting of the Eligible Members at which the trustee was elected and shall continue in office for a term of one (1) year and thereafter until his or her successor has been elected and qualified or until his or her earlier death, resignation, retirement, disqualification or removal.

4.8 Nominations. Any trustee, officer or Eligible Member may present to the Eligible Members one or more nominations for each seat on the Board which is vacant or about to expire. Additional nominations may be made from the floor at any meeting of the Eligible Members. The Eligible Members may create a nominating committee or such other means to assist in the recruitment of candidates for trustees.

4.9 Removal. Any trustee may be removed with or without cause at any time during his or her term by majority vote of the Eligible Members.

4.10 Resignation. Any trustee may resign by providing written notice to the Board, the President or the Secretary. Such written notice shall contain the effective date of the trustee's resignation or shall be deemed effective upon actual receipt.

4.11 Vacancies. Any vacancy on the Board arising at any time and from any cause, including the authorization of an increase in the number of trustees, may be filled for the unexpired term at any meeting of the Eligible Members. Before such meeting shall occur, the Board may appoint an interim trustee to fill the vacancy until the newly elected trustee is seated. Each trustee so elected shall hold office until the election at the next annual meeting of the Eligible Members and the qualification of his or her successor.

4.12 Committees of the Board.

The Board may create one or more other committees, including, but not limited to, an executive committee, a fundraising committee and any other committees it deems appropriate. The executive committee, if any, may exercise the powers of the Board, between meetings of the Board, as permitted by the Maryland General Corporation Law and the resolution of the Board creating the executive committee. However, a committee may not by itself: (a) approve action that requires full Board approval; (b) fill vacancies on the Board or any of its committees; (c) amend the articles of incorporation or the plan; (d) adopt, amend or repeal the bylaws; (e) approve a plan of merger, consolidation or dissolution or transfer of assets of the Temple; or (f) employ or discharge from employment the President or any other officer of the Temple.

4.13 Compensation. No trustee of the Corporation shall receive, directly or indirectly, any compensation for services as a trustee but may be reimbursed for reasonable expenses incurred in connection with attending meetings of the Board. Individuals who serve as trustees and who also serve as officers or otherwise perform services on behalf of the Corporation may receive reasonable compensation for services rendered in capacities other than as trustees, e.g., as independent contractor, officer or employee.



## **ARTICLE FIVE**

### **Meetings of the Board of Trustees; Meetings of the Eligible Members**

5.1 Place of Meeting. Meetings may be held at any place within or outside the State of Maryland, as set forth in the notice thereof or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the principal office of the Temple. Meetings of the Board and meetings of the Eligible Members may be, but need not be, held on the same date and at the same place. As used in this Article Five, “meetings” refers to both forms of meetings unless otherwise distinguished.

5.2 Annual Meeting; Notice; Addresses. The annual meeting shall be held at the principal office of the Corporation or at such other place as shall be designated in the notice of meeting. Unless waived as contemplated in Articles 5.5 or 6.2, notice of the time and place of such annual meeting shall be given by the Secretary of the Corporation either personally, by mail, by telecopier (“fax”) or by electronic mail (“e-mail”) not fewer than ten (10) nor more than sixty (60) days before such meeting. Trustees and Eligible Members are responsible for providing in writing, respectively, to the Secretary their current residential or business addresses, fax numbers, and e-mail addresses. Trustees and Eligible Members similarly are responsible for providing written updates as to any changes.

5.3 Regular Meeting; Notice. Regular meetings may be held from time to time between annual meetings at such times and at such places as the Board and Eligible Members may prescribe. Notice of the time and place of each such regular meeting shall be given by the

Secretary of the Corporation either personally, by telephone, by mail, by fax, or by e-mail no fewer than seven (7) nor more than thirty (30) days before such regular meeting.

5.4 Special Meetings; Notices. Special meetings of the Board may be called by or at the request of the President or by any two (2) Trustees. Notice of the time, place and purpose of any special meeting of the Board shall be given by the Secretary either personally, by telephone, by mail, by fax, or by e-mail at least forty-eight (48) hours before such meeting.

Special meetings of the Eligible Members may be called by the Secretary or any two (2) Eligible Members. Notice of the meeting shall be provided as set forth in the preceding paragraph, *mutatis mutandis*.

5.5 Waiver. Attendance by a trustee or Eligible Member at a meeting shall constitute waiver of notice of such meeting, except where a trustee or Eligible Member attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called.

5.6 Quorum. At meetings, attendance by a minimum of two-thirds (2/3) of the trustees then in office or Eligible Members, as the case may be, shall be necessary to constitute a quorum for the transaction of business.

5.7 Vote Required for Action. Except as otherwise provided in these bylaws or by the articles of incorporation, the act of a majority of the trustees or Eligible Members present at a meeting at which a quorum is present at the time shall be effective for all purposes. Any requirements for membership may be modified or waived partially or in full by unanimous vote of the Board.

5.8 Action Without a Meeting. Any action required or permitted to be taken at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken,

is signed by all trustees or Eligible Members (as the case may be). Such consent shall have the same force and effect as a unanimous vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book. Consents may be provided in any written form, including by e-mail.

5.9 Telephone and Similar Meetings. Trustees or Eligible Members may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

5.10 Remote Communications.

Meetings of trustees and Eligible Members may be held by means of remote communication provided the trustees or Eligible Members have a reasonable opportunity to participate in the meeting and to vote on matters submitted to the trustees or to the Eligible Members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with the proceedings, and a record of the vote or other action is maintained by the Corporation.

5.11 Adjournments. A meeting, whether or not a quorum is present, may be adjourned by a majority of the persons attending to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

5.12 Presiding over Meetings. The President shall preside at all meetings of the trustees and Eligible Members. If the President is unable to attend any such meeting, the trustees or Eligible Members, as the case may be, shall select from among themselves someone else to preside over the meeting.

## **ARTICLE SIX**

### **Notice and Waiver; Writing Includes Electronic Mail for All Purposes**

6.1 Procedure. Whenever these bylaws require notice to be given to any trustee or Eligible Member, the notice shall be given as prescribed in Article Five. Whenever notice is given by mail, the notice shall be sent by first-class mail by depositing the same in a post office or letter box in a postage prepaid sealed envelope addressed to the person at his or her address as it appears on the books of the Corporation; and such notice shall be deemed to have been given at the time the same is deposited in the United States mail.

Notices provided by e-mail shall be deemed to have been given when sent electronically to the trustee or Eligible Member at the most recent e-mail address provided by the trustee or Eligible Member to the Corporation. Either (or both) postal notices or e-mail notices may be given in the discretion of the Secretary or other person providing notice. They are equally valid for all purposes, so long each is addressed to the most recent physical or e-mail address provided by the trustee or Eligible Member.

6.2 Waiver. Whenever any notice is required to be given to any trustee or Eligible Member by law, the articles of incorporation, or by these bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the meeting to which the waiver pertains, shall be deemed equivalent thereto.

## **ARTICLE SEVEN**

### **Officers**

7.1 Number and Qualifications. As set forth below, the officers of the Corporation shall consist of a President, a Vice President, a Secretary and a Treasurer. Officers need not be trustees but may be trustees provided that all officers satisfy the criteria concerning who may serve as trustees as set forth in the articles of incorporation and in the plan.

7.2 Election and Term of Office. The initial President, Vice President, Secretary, Treasurer and Chair of the Synod shall be elected by the initial trustees of the Corporation and shall serve until the first annual meeting of the Board and until their successors have been elected and qualified in accordance with these bylaws. Thereafter, such officers shall be elected annually by the Board. Such officers shall serve for a term of one (1) year and, thereafter, until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement, or disqualification. The same individual may not hold the offices of President and Secretary simultaneously.

7.3 Other Officers/Assistant Officers. The Board may appoint from time to time such other officers, e.g., assistant officers as it may deem necessary or desirable, each of whom shall hold office at the pleasure of the Board and shall have such authority and perform such duties as the Board may from time to time determine. Such other officers and assistant officers shall continue in office until removed at any time, with or without cause, by the Board. Assistant officers are not subject to annual election.

7.4 Vacancies. A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board.

7.5 President. The President shall be the principal executive officer of the Corporation having the power, responsibility and authority to:

- (a) preside over all meetings of the Board;
- (b) supervise the Corporation's administration, operations and finances and the management of the Corporation's affairs including delegating powers and duties to an Executive Director, subject to the control of the Board;
- (c) present reports as required to the Board;
- (d) issue notifications of meetings of the Board and see that all orders and resolutions of the Board are carried into effect;
- (e) sign minutes and resolutions of the Board; enter into any contract or agreement on behalf of the Corporation; and execute in the corporate name, along with the Secretary, any instrument or other writing or other documents on behalf of the Corporation as may be approved from time to time by the Board;
- (f) act as an *ex-officio* member of all committees of the Board; and
- (g) perform all duties incident to the office of President and such other duties as may be prescribed by the Board.

7.6 Vice President

- (a) The Vice President shall assist the President in managing the operations and activities of the Corporation;
- (b) The Vice President shall perform the duties of the President in the event of the death, disability, or inability of the President to act or any other absence of the President; and

(c) The Vice President shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the President may from time-to-time delegate.

7.7 Secretary.

(a) The Secretary shall attend all meetings of the Board and of the members, record all votes and actions in regard to such meetings, prepare or supervise the preparation of the minutes of all such proceedings in a book to be kept for that purpose, and perform like duties for any executive and other committees when required. The Secretary, additionally, shall maintain and authenticate the records of the Corporation required to be maintained pursuant to Maryland law including maintaining the Corporation's roll of members.

(b) The Secretary shall give, or cause to be given, notice of all meetings of the Board.

(c) The Secretary shall keep in safe custody the seal of the Corporation and, when authorized by the Board or the President, affix it to any instrument requiring it. When so affixed, it shall be attested by the Secretary's signature.

(d) The Secretary shall manage the Corporation's web site.

(e) The Secretary shall perform all duties incident to the office of Secretary and shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the President may from time-to-time delegate.

7.8 Treasurer.

(a) The Treasurer shall be responsible for the financial affairs of the Corporation including, but not limited to, having custody of the corporate funds and securities, paying all bills, keeping full and accurate accounts of receipts and disbursements of the Corporation, depositing all monies and other valuables in the name and to the credit of the Corporation into

depositories designated by the Board, and maintaining all other financial records of the Corporation.

(b) The Treasurer shall disburse the funds of the Corporation as ordered by the Board or the President and shall prepare financial statements each month or at such other intervals as the Board or the President shall direct.

(c) If required by the Board, the Treasurer shall give the Corporation a bond (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the board) for the faithful performance of the duties of that office and for the restoration to the Corporation, in case of the Treasurer's death, resignation, retirement, or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the Treasurer's possession or under the Treasurer's control belonging to the Corporation.

(d) The Treasurer shall perform all duties incident to the office of Treasurer and shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the President may from time-to-time delegate.

(e) The Treasurer shall be a member of the Finance Committee if the Board decides to establish such a committee.

## **ARTICLE VIII**

### **Ministry and Code of Ethics**

8.1 Duties of Priests. Priests shall abide by the Wiccan Rede to do no harm while on behalf of and in relation to the Temple. This Rede applies to the nature of the God/Goddess in all their forms; in humankind, in nature and in ourselves. To the extent permitted under Maryland law, the Temple's priests may conduct marriages and attend to illness and last rites.



8.2 Duties of Members. No member shall in any way, by intent or action, attempt to do physical or mental harm to any other member, or to society as a whole. Each member shall, by his/her conscience, be responsible for the physical and mental well-being of every other member.

8.3 Privacy.

(a) The privacy of the individual is to be respected. Reasonable and proper discretion must be used when discussing the names or other personally identifying information of Temple members outside of the Temple.

(b) Religious faith is a personal and private matter and each member is empowered to make her/his/their own decisions about how public to be about being Wiccan.

(c) Members agree to respect the right of each other member to reveal, or not, their religious faith to others in their lives. Members must obtain consent from other members before informing others outside the community that they are Wiccan or are members of this Tradition.

(c) Trustees are responsible for developing privacy policies and procedures to appropriately safeguard documents and records that would include personally identifiable information.

(d) The member roll the Board maintains is available for inspection by any Eligible Member of the Temple. However, it may not be shared outside the Temple in its entirety due to the above privacy considerations.

## **ARTICLE NINE**

### **Contracts, Checks, Deposits and Funds**

9.1 Contracts. The Board may authorize one or more officers, assistant officers, or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into

any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority must be in writing and may be general or confined to specific instances.

9.2 Checks, Drafts, Notes, etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officers, assistant officers or agents of the Corporation and in such other manner as may from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and the President.

9.3 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 Board may select.

9.4 Gifts. The Board, the President or their designees, may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

## **ARTICLE TEN**

### **Conflict of Interest and Compensation Policy**

10.1 Prevention of Conflicts of Interest. Any officer, trustee, or employee of the Corporation who has a direct or indirect financial interest in a transaction or arrangement which might benefit the private interest of such officer, trustee, or employee of the Corporation (“Interested Person”) shall disclose the existence of such financial interest and all material facts related thereto to the Board considering the proposed transaction or arrangement. A person has a financial interest if the person has, directly or indirectly, through business, investment or family, any of the following: a) an ownership or investment interest in any entity with which the

Corporation has a transaction or arrangement; b) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Following disclosure of the financial interest and all material facts related thereto to the Board, and any discussion with the Interested Person, the Interested Person shall leave the board meeting while the Board discusses and votes on whether a conflict of interest exists. If the trustees determine that a conflict of interest exists, they shall follow procedures addressing such conflict of interest pursuant to written Conflict of Interest and Compensation Guidelines adopted to avoid “excess benefit transactions” subject to intermediate sanctions and excise taxes under Section 4958 of the Internal Revenue Code of 1986, as amended, and the regulations thereunder.

10.2 Compensation Policy. No Interested Person shall vote on any matter relating to his or her compensation, irrespective of whether said compensation is received directly or indirectly, from the Corporation. The Corporation shall endeavor to ensure that all compensation arrangements affecting Interested Persons are objectively fair, ordinary and reasonable.

## **ARTICLE ELEVEN**

### **Amendments of Governing Instruments**

11.1 Articles of Incorporation and the Plan. The articles of incorporation and the plan of the Temple may be amended in the manner provided under Maryland law.

11.2 Bylaws.

(a) The bylaws may be amended by majority vote of the trustees following a period of organizational discussion.

(b) Amendments to the bylaws must be proposed by Request for Decision in advance of the meeting of the Board during which a discussion and vote on the proposed amendments are scheduled to occur. At least thirty (30) days prior to the meeting, the proponent must send to the Secretary the proposed bylaw amendment, including specific language and the rationale for the change. The Secretary then must, at least two (2) weeks prior to the meeting, send the proposed bylaw amendment to the trustees for their review.

(c) Amendments to the bylaws cannot alter or amend the articles of incorporation or the plan. Provisions set forth in the bylaws which incorporate provisions from either the articles of incorporation or the plan cannot be changed except by amending the underlying articles of incorporation or the plan.

## **ARTICLE TWELVE**

### **Miscellaneous**

12.1 Books and Records. The Corporation shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board and committees having any of the authority of the Board.

12.2 Corporate Seal. The corporate seal (of which there may be one or more exemplars) shall be in a standard, circular form for Maryland corporations or in such other form as the Board may from time to time determine.

12.3 Fiscal Year. The Board is authorized to fix the fiscal year of the Corporation and to change the same from time to time as it deems appropriate. Initially, the fiscal year shall be the period January 1 - December 31.

12.4 Internal Revenue Code. All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue law, and to all regulations issued under such sections and provisions.

12.5 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

(a) The remainder of these bylaws shall be considered valid and operative.

(b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

12.6 Headings. The headings are for organization, convenience and clarity. In interpreting these bylaws, they shall be subordinated in importance to the other written materials.

12.7 Relation to Articles of Incorporation and the Plan. These bylaws are subject to, and governed by, the articles of incorporation and the plan.

12.8 Electronic Signatures. Whenever a written instrument is required to be executed hereunder including, but not limited to, any consent of the trustees or Eligible Members pursuant to Article 5.8 hereto, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

12.9 Nondiscrimination. In its business dealings, events, and internal operations, the Temple shall not discriminate on the basis of race, ethnicity, sex, gender, gender identity,

national origin, size, affiliation, disability, marital status, family situation, economic circumstances, immigration status, or on any unlawful basis. The Temple is a specifically Wiccan religious church and teaches and supports the practice of Wicca as a religion. However, adherents of other faiths are welcome to participate in public events.

## **ARTICLE THIRTEEN**

### **Tax-Exempt Status and Public Support Status**

13.1 Tax-Exempt Status. The affairs of the Corporation at all times shall be conducted in such a manner as to assure its status as an organization described in Code Section 501(c)(3) which is qualified for exemption from federal income tax pursuant to Code Section 501(a).

## **ARTICLE FOURTEEN**

### **Dissolution**

14.1 Dissolution. Upon dissolution of the Temple, any assets remaining after paying or making provision for the payment of all the liabilities of the Temple shall be disposed of in accordance with section 501(c)(3) of the Code, the laws of Maryland, and the articles of incorporation of the Temple.

## **CERTIFICATION**

I HEREBY CERTIFY that the bylaws for The Temple of the Roses, attached hereto, are the current rules of operation.

Date: January 19,, 2024

By: \_\_\_\_\_  
Marie Hermann  
President

