

**Bylaws of The Earth House Project, Inc.**  
**Ratified September 16, 2016**  
**Mission Statement**

The Mission of The Earth House Project is to:

- Establish and maintain a Community Center in the Minneapolis/St. Paul area that is open to all people expressing Earth-reverent beliefs.
- Maintain a capital investment fund for the purpose of achieving the above stated mission.

**Articles**

**Article 1: Name and Location**

**Section 1:** The name of the Nonprofit Organization shall be “The Earth House Project, Inc.”, referred herein as the “Organization.” The Organization is incorporated in the State of Minnesota. No organization or individual may use or represent The Earth House Project, Inc. name without written authorization of the officers of the Organization.

**Section 2:** The business office address of the Organization shall be designated by the Executive Committee and maintained on file with the Office of the Minnesota Secretary of State. However, meetings and activities of the organization may be held at any place where one or more members are present.

**Article 2: Purpose**

The purposes of Organization shall be exclusively charitable, religious, and educational within the meaning of Section 501(c)(3) of the Internal Revenue code of 1954.

No officer, committee, sponsored organization, or member may take any action inconsistent with these stated purposes or which is contrary to the provisions of Article 3 below. Any such attempt is automatically null and void.

**Article 3: Nonpartisan Activities**

Notwithstanding any other provision of these articles, the Organization shall do such things as required, and not carry on any other activities not permitted to be carried on:

- A. By a Private Operating Foundation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954; or
- B. By a Private Operating Foundation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue code of 1954.

The IRS code of 1954, colloquially known as the Johnson statutes, prohibit advocating for or against a specific named candidate, in a specific party, in a specific election. In addition, the Organization shall conform with all applicable laws and statutes which are necessary to maintain the corporation and its tax status.

**Article 4: Membership**

Membership in the Organization shall be defined in the Policies and Procedures Manual.

## **Article 5: The Executive Committee**

### **Section 1. Authority of the Executive Committee.**

The Executive Committee shall determine the policies and activities of the Organization, and exercise all authority, rights, and powers granted to it by the State of Minnesota, the Articles of Incorporation, and these Bylaws. The Executive Committee shall implement these bylaws by adopting such policies and procedures as it deems necessary and beneficial. The Executive Committee is responsible for making appointments or removals as needed by the Organization, guiding the Organization in fulfilling its Mission Statement, overseeing the Organization's moneys, and assuring that the activities of the Organization run smoothly. The Executive Committee may act on behalf of the Organization during intervals between regular business meetings only on majority vote of the officers.

### **Section 2. Meetings of the Executive Committee.**

The Executive Committee shall hold meetings as often as necessary, but not less than once per quarter. Three officers must be present to constitute a quorum in order for a meeting to take place. Any action taken at a meeting shall require approval of a majority of the officers present.

### **Section 3. Officers and Terms of Office.**

The Executive Committee officers of the Organization shall consist of a Chair, Vice Chair, Secretary, Treasurer, and Community Services Officer. Each officer serves a term of one year; there are no term limits.

### **Section 4. Duties of the officers.**

The duties of the officers, their elections and other matters pertaining to officers shall be detailed in the Policies and Procedures Manual.

### **Section 5. Fees and Compensation.**

Officers shall receive no compensation for their services. Expenses of an officer in advance shall be reimbursed. Expenses of an officer incurred without prior approval may be approved by the Executive Committee for reimbursement.

### **Section 6: Indemnification.**

No officer of the Organization shall be liable to the Organization or its members for monetary damages for breach of such person's common law or statutory duties, except for liability for acts or omissions which involve willful or reckless misconduct, or a violation of criminal law. Any person (and the heirs, executors, administrators or estates of any such person) who at any time shall serve, or shall have served, as an officer of the Organization or of any other enterprise at the request of the Organization, shall be indemnified by the Organization in accordance with and to the fullest extent authorized by Minnesota Law as it may exist from time to time. The Organization may advance to any such person the expenses (including reasonable attorneys' fees) of obtaining such indemnification or of defending against any action or proceeding against such person. In the event that such person is found to have committed willful acts, such person shall be required to reimburse the Organization for any and all moneys advanced under this section.

Notwithstanding the above, each officer shall be personally liable for all Organization moneys in their possession or control.

## **Article 6: Records, Reports, and Budgets**

### **Section 1: Records.**

The corporate records and reports shall be kept at the Organization's business office, or at such other place(s) as the Organization may order. The records shall include each member's name, address and class of membership, and the Organization's 501(c)(3) documentation, Articles of Incorporation, Bylaws, and Policies and Procedures Manual.

### **Section 2: Minutes.**

The Organization shall keep a record of minutes of business meetings of the organization as required by law.

### **Section 3: Books of Account.**

The Organization shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

### **Section 4: Annual Reports and Financial Statements.**

The Organization shall provide for the preparation and submittal to the active Organization members of a written annual report to be handed out at the business meeting held on or near March 21st. Such report shall summarize the Organization's activities for the preceding fiscal year and plans for the forthcoming year, and shall include the annual financial statements which shall consist of an end-of-year balance sheet, and operating statement showing income and expenses, and a copy of the proposed approved budget for the upcoming year. Such financial statements shall be prepared in such a manner and form as is sanctioned by sound accounting practices, and shall be certified by the Chair, Secretary, and Treasurer.

### **Section 5: Annual Budget.**

The Organization annual budget shall be submitted for approval by the active Organization members at the business meeting on or near December 21<sup>st</sup>. In the absence of an approved budget, the Organization is authorized to operate with a temporary monthly budget not to exceed 1/12th of the most recently approved budget until the new annual budget is approved.

### **Section 6: Inspection of Records.**

The corporate records, minutes, books of account and tax returns shall be open to inspection upon written request by any active Organization member at any reasonable time. Such a request may be made in person or by written, signed statement. Request for inspection other than by an active Organization member shall be made in writing to the Chair or Secretary of the Organization.

## **Article 7: Fiscal Year, Finances, Commercial Paper, Contracts, Loans**

### **Section 1: Fiscal Year.**

In accordance with generally accepted accounting principles, the fiscal year of the Organization shall begin the first day of January and close on the thirty-first day of December the same year.

### **Section 2: Finances.**

Necessary expenses of the Organization shall be paid from the treasury of the Organization. Expenditures per any fiscal year shall be limited to amounts allocated under approved for each expenditure in the general budget of the Organization, plus the money if any, collected as fees by the Organization on behalf of the expenditure. No officer or member of the Organization shall have the authority to incur expenses in the name of the Organization, except as authorized by the Executive Committee under the authority of the Bylaws and the Policies and Procedures Manual.

**Section 3: Other Financial Matters**

Shall be outlined in the Policies and Procedures Manual

**Article 8: Dissolution**

Upon dissolution of the Organization, the Executive Committee shall, after paying or making provisions for the payment of all liabilities of the Organization, dispose of all the assets of the Organization exclusively for the benefit of the Organization in such a manner, or to such an organization or organizations organized and operated 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.

**Article 9: Amendments to the Bylaws, Suspension of Bylaws, Bylaw Omissions**

Amendments to the bylaws shall be as outlined in the Policies and Procedures Manual and in accordance with state and federal laws and regulations.

**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of The Earth House Project, Inc.; that these Bylaws, consisting of 4 pages, are the Bylaws of this Organization as adopted by a two-thirds majority of active voting members on September 18, 2016; and that these Bylaws have not been amended or modified since that date.

Executed on November 6, 2016, at Roseville, Minnesota.

T Ruth Sheldrake  
Printed name

  
Signature