

**BY-LAWS OF AVATAR MEHER BABA'S CIRCLE OF FRIENDS  
A NOT-FOR-PROFIT CORPORATION**

***AS ADOPTED BY THE MEMBERSHIP ON DECEMBER 10, 2006***

***AND AS AMENDED BY THE MEMBERSHIP ON DECEMBER 8, 2007 AND DECEMBER 12, 2015 AND  
DECEMBER 8, 2018***

ARTICLE I

**1.1 Name**

The name of this Organization shall be **“Avatar Meher Baba’s Circle of Friends”** which shall also be referred to as “The Circle” or “Organization” or “Corporation” in this document.

**1.2 Changing the Name**

The Organization may at its pleasure change its name by a vote of three quarters (75%) of the Membership body at an Annual Meeting or Special Membership Meeting.

**1.3 Classification of Organization**

Avatar Meher Baba’s Circle of Friends shall be nonprofit and governed by a Board of Directors elected by the members in good standing. The Circle will conduct its affairs in a manner compatible with the Mission Statement and Purpose as they are expressed in ARTICLE II of this document and within the spirit of “absolute honesty”, “selfless service” and compassion for all, as enunciated and exemplified by Avatar Meher Baba.

**1.4 Autonomy of The Circle and the Meher Spiritual Center, Inc.**

The Circle fully supports the work of the Meher Spiritual Center, Inc. However, the two organizations are totally independent of one another. Accordingly, nothing in these By-Laws shall be construed to deny that autonomy.

ARTICLE II

**2.1 Mission and Purpose**

The Principal Purpose of The Circle is embodied in its Mission Statement, which is as follows:

**“We are aspirants who strive to remember Avatar Meher Baba through love, fellowship and service to one and all.”**

**2.2 Means to Fulfill the Mission and Purpose of The Circle**

The Mission and Purpose of The Circle shall, by the Grace of God, be fulfilled through the following means:

- a)** In cooperation with others similarly disposed: providing help and loving support to those in need regardless of their race, creed, national origin, disability, sex, gender identity, lifestyle, politics, religious or spiritual persuasion, social or economic status, or worldly attainment;

- b) In cooperation with others similarly disposed, making publicly available to those who may be interested, the history and particulars of Avatar Meher Baba's advent;
- c) Where feasible and appropriate considering the autonomy of the two organizations, providing support to the Meher Spiritual Center, Inc. in its vital work;
- d) Sponsoring community activities to encourage and strengthen fellowship among Baba Lovers and other sincere seekers of God;
- e) Undertaking other activities that make available Avatar Meher Baba's message to humanity of love, spiritual awakening, selfless service and "Mastery in Servitude".

## ARTICLE III

### 3.1 Membership Selection

The Circle is composed of those members in good standing, as listed by the Secretary in the Official Membership Roster of the Organization and duly adopted by the Board of Directors.

### 3.2 Membership Qualification

Membership in The Circle shall be open to all who wish to become members, so long as they:

- a) Agree with and demonstrate a commitment to fulfilling the Mission and Purpose of the Organization;
- b) Pay the annual dues of \$7.00 per annum or such other amount as set by the Board of Directors. No one otherwise qualified shall be denied membership in The Circle because of inability to pay the annual dues. Accordingly, the Board shall have the power to waive the annual dues for, or extend a scholarship to, any person for whom the dues represent an economic hardship.
- c) A person who meets the membership qualifications of this Article shall be deemed a "member in good standing" as that term is used in these By-Laws.

### 3.3 Removal of a Member, Director or Officer from Active Membership

The following are the procedures for removal of a member or Director or Officer of The Circle:

- a.) Removal of a Member of The Circle who is not a Director or Officer

An individual member whose actions are alleged to be incompatible with or inimical to the Mission and Purpose of The Circle as given in Article II of these By-Laws or who is no longer a member in good standing of the Organization within the meaning of 3.2 of Article III of these By-Laws may be removed from The Circle by a two-thirds (2/3) vote of the Board of Directors present at a Board meeting convened to consider the allegation. However, no such removal shall take place without the member's being duly notified in writing by certified mail sent to the last address of the member shown on the Organization's records, of the time and place of such a meeting and the grounds for such removal at least thirty (30) days in advance and the member's being afforded an opportunity to present a case for continued membership. At any removal meeting, the member shall have the right to present testimony in his/her behalf, call witnesses and be represented by counsel.

b) Removal of a member who is a Director or Officer

A member of The Circle who is also a Director or Officer and whose actions are alleged to be incompatible with or inimical to the Mission and Purpose of The Circle as given in Article II of these By-Laws or who is no longer a member in good standing of the Organization within the meaning of 3.2 of Article III of these By-Laws or who has met the *prima facie* grounds for removal set forth in 7.8 of Article VII of these By-Laws may be removed from The Circle by the following process:

1. The Board of Directors shall follow the process for removal of a member given in 3.3a of this Article. If two-thirds (2/3) of the Directors present at the Board meeting vote to remove the Director or Officer in question, the Board shall make such a recommendation at a Special Meeting of the Membership convened in accordance with the notification procedures of 4.4 of Article IV of these By-Laws.
2. If two-thirds (2/3) of the members, including proxies, present at this Special Membership Meeting vote in favor of the Board's recommendation for removal, then the Director or Officer shall be removed.

c) Liability of a Member, Director or Officer Removed

A member, Director or Officer who has been removed in accordance with 3.3 of this Article may be liable to the Organization for dues, assessments, or fees as a result of obligations incurred or commitments made before removal.

### **3.4 Powers of the Membership**

The following powers shall be vested in the Membership:

- a) Election of Officers and Directors at the Annual Meeting;
- b) Approval of changes to By-Laws at the Annual Meeting;
- c) Adoption of the President's Annual Report at the Annual Meeting
- d) Removal of a Director or Officer at a Special Membership Meeting
- e) Such other actions not otherwise incompatible with these By-Laws as voted on by a two-thirds (2/3) majority of the members, including proxies, present at a Special Membership Meeting

## ARTICLE IV

### **4.1 Annual Meeting**

The Annual Meeting of the members of The Circle shall be held at the end of each year on the date and at the time and place designated by the Board of Directors.

## **4.2 Notice for the Annual Meeting**

The Secretary shall ensure, to the extent feasible, that every member in good standing in The Circle receives a written notice, electronically or by US mail, telling the time and place of such Annual Meeting at least ten (10) days before the Meeting.

## **4.3 Fellowship Meetings**

Fellowship Meetings of The Circle shall be held at least four (4) times a year at a day, time and location convenient to the Membership. This shall be set at the preceding Fellowship Meeting or by the Board of Directors.

## **4.4 Special Meetings of the Membership**

Special Meetings of the Membership, with the exception of a Special Meeting for Removal of a Director or Officer which shall be called in accordance with 3.3 of Article III, may be called by 80% of the Board of Directors at any time or shall be called within thirty (30) days of receiving a written request by 20% of the Membership (i.e. members in good standing). Business of the Special Membership Meeting shall not include election of Officers or members of the Board of Directors. All members of the Organization shall be notified, by the Secretary, of such Special Membership Meeting either by phone, electronically or by US mail at least ten (10) days before the scheduled date set for such meeting. Such notice shall state the reasons for such a Meeting, the business to be transacted and who called it. No other business but that specified in the notice may be transacted at such Special Membership Meeting and a vote of two-thirds (2/3) of those members, including proxies, present shall be needed to approve any action at such Meeting.

## **4.5 Quorums for Meetings**

- a) With the exception of the Fellowship Meetings, a quorum shall be necessary for conducting the business of the Organization at all of its meetings including the Annual Meeting, Meetings of the Board of Directors and Special Meetings of the Membership. In the absence of a quorum, the Fellowship Meeting excepted, the meeting shall be adjourned and the Secretary shall notify the Membership of an alternative date for said meeting, to be held no less than three (3) weeks from the date at which the meeting was adjourned.
- b) The presence of at least one-fifth (20%), including proxies, of the members in good standing of the Organization shall constitute a quorum for conducting business at the Annual Meeting and at Special Membership Meetings.
- c) No quorum shall ever be required at the Fellowship Meetings, but all decisions reached at such meetings shall be advisory only to the Board of Directors and the Membership.
- d) The quorum requirements for meetings of the Board of Directors are specified in 7.8 of Article VII of this document.

## **4.6 Fiscal Year**

The Fiscal Year of the Organization shall begin on January 1 and end on December 31.

## **4.7 Meeting Governance**

The rules contained in the latest edition of Robert's Rules of Order Newly Revised shall govern all meetings of the Organization, except when they are incompatible with these By-Laws.

## ARTICLE V

### **5.1 Voting**

All members in good standing in the Organization, including Officers and Directors, are eligible to vote. Except at the Annual Meeting and Special Meetings of the Membership, when votes by members shall be determinative, votes by members, for example, at the Fellowship Meetings, shall only be advisory to and non-binding on the Board of Directors. Votes by the Board of Directors shall be determinative. Every member in good standing at an Annual Meeting or Special Meeting of the Membership shall be entitled to one vote on each matter submitted. Directors and Officers will be selected by a majority vote. Any other corporate action shall also be by a majority vote, except as otherwise required by law or these By-Laws.

Voting may be done either by voice or by show of hands, except for the election of Officers and Directors. These shall be voted on by ballots. For all votes by ballot, the Chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of two (2) who shall act as "Inspectors of Election." At the conclusion of such balloting, they shall certify in writing to the Chairman the results and the certified copy shall be retained by the Organization along with its other permanent records. No Inspector of Election shall be a candidate for office or shall be personally interested in the question voted upon. A record of the ballots, tallies, minutes of the election of Officers and Directors shall be kept by the Organization for minimum of five (5) years after the election.

## ARTICLE VI

### **6.1 Order of Business**

The following shall be the order of business at all meetings unless a majority vote of the members present changes the order:

- a) Opening reading, song or prayer
- b) Reading of the Minutes of the preceding meeting.
- c) Reports of the Officers.
- d) Reports of committees.
- e) Old and Unfinished Business.
- f) New Business.
- g) Concerns
- h) Closing reading, song or prayer.
- i) Adjournment.

## ARTICLE VII

### **7.1 Responsibility of the Board of Directors.**

All business of The Circle shall be managed by a Board of Directors, including the Officers, of the Organization except for those powers specifically reserved to the members in 3.4 of Article III. The Board of Directors shall only act in the name of the Organization when it is regularly convened by its President after due notice to all the Directors of such meeting.

While the Board of Directors shall serve without compensation as set forth in 7.9 of this Article, to advance the work of the Organization and as financially prudent, it shall have the right to employ others, either temporarily or permanently, either under contract or under salary and shall have the right to fix their compensation. In so doing, the Board shall comply with applicable law and generally accepted accounting procedures for non-profit corporations in the State of South Carolina and shall report all expenditures to the Membership in the President's Annual Report, a Treasurer's report or by other suitable means.

### **7.2 Number of Directors**

The Board of Directors shall be limited to the positions described in Article XIII of these By-Laws. The Board of Directors shall consist of Officers in accordance with Article IX of these By-Laws

### **7.3 Qualification for the Board of Directors and for Election as President and Vice President:**

Any member in good standing in The Circle shall be eligible for election to serve on the Board of Directors. At least three (3) of the Directors shall also be residents of either the state of South Carolina or North Carolina. In addition to being a member in good standing, any candidate running for election to the office of President or Vice President of The Circle shall be either a current Director or Officer of the Organization or shall have served honorably in such capacity in the past. The Board of Directors shall have the final say in determining whether a candidate meets the requirements for election as President or Vice President of The Circle.

### **7.4 Elections**

Directors shall be elected by a majority of votes cast by the members in good standing present at an Annual Meeting. Proxy (absentee) voting at the Annual Meeting and Special Meetings of the Membership shall be allowed in accordance with law, using forms and procedures established by the Board of Directors.

### **7.5 Terms of Office of Members of the Board of Directors**

Terms of office of the Officers and Directors on the Board of Directors shall be (2) years from January 1 through December 31 of the following fiscal year, with the following exception only:

The term of the President, Secretary, Director of Fundraising, Director of Educational and Community Liaison Services and Member-at-Large 1 elected at the 2006 Annual Meeting shall be one year only from January 1, 2007 to December 31, 2007. Thereafter the term of office of those Directors shall be two years and they shall be elected together.

Beginning at the December 2015 Annual Meeting, the Directors of Fellowship and Director of Education and Community Liaison Services shall be combined into one Directorship position called The Director of Fellowship, Education and Community Outreach. That Director shall be elected at the 2015 Annual Meeting and shall have a term of office of two years and, thereafter, shall run for election at the same time as the President. As of the December 2018 Annual Meeting, The Director of Fellowship, Education and Community Outreach shall be known as The Director of Community Outreach, Fellowship and Education (C.O.F.E.) for the purposes of euphony. The Powers and Duties of that Directorship remain the same. The term of office of the Vice President, Treasurer, Director of Service, Director of Fellowship, Director of Information Technology and Member-at-Large 2 elected at the 2006 Annual Meeting shall be two years. Thereafter, the term of office of those Directors shall be two years and they shall be elected together. Beginning at the December 2015 Annual Meeting, the office of the Director of Information Technology shall be eliminated.

## **7.6 Vacancies and Created Directorships**

Vacancies on the Board of Directors shall be filled according to the following procedure:

The President, subject to approval by the Board of Directors, shall select an individual to serve the remainder of the un-expired term of the Director or Officer. The term of the individual thus elected shall be compatible with 7.5 of Article VII of these By-Laws and the Individual's qualifications shall meet the requirements of 7.3 of Article VII of these By-Laws.

## **7.7 Meetings of the Board of Directors**

Regular meetings of the Board of Directors shall be held at least four (4) times a year at a time and place set by and convenient to the Board, with at least ten (10) day's prior notice to the Directors, by the Secretary. Special meetings of the Board may be held without notice at such times as fixed by the Board. Any member in good standing of The Circle or Advisor may quietly observe the meetings of the Board of Directors, but shall only speak if invited to do so by the Board.

Exact copies of all minutes, Treasurer's reports and other documents relating to the business of The Circle, whether at meetings of the Board of Directors or other meetings, shall be made available for members wishing to see them in a form easy to access and read.

## **7.8 Quorum for Meetings of the Board of Directors**

A quorum shall comprise a majority of the members of the Board of Directors, vacant positions excepted. Consistent failure of a Director or an Officer to attend meetings of the Board without good cause shall be *prima facie* grounds for removal in accordance with the procedures of 3.3 of Article III of these By-Laws. With the approval of the President, a Board Member who cannot be physically present may attend the Board meeting in real time via telephone, Internet or other "virtual" means.

## **7.9 Compensation**

Officers and Directors shall not receive any salary for their services. Officers and Directors shall be reimbursed for all reasonable and necessary expenses incurred in connection with their duties upon submission of appropriate documentation of the expenditure.

## ARTICLE XVIII

### **8.1 Board of Directors of The Circle**

The Board of Directors of The Circle shall be nine (9) in number and shall consist of the following:

- a) President (who shall also be an Officer of the Organization);
- b) Vice President (who shall also be an Officer of the Organization);
- c) Secretary (who shall also be an Officer of the Organization);
- d) Treasurer (who shall also be an Officer of the Organization);
- e) Director of Service
- f) Director of Community Outreach, Fellowship and Education (C.O.F.E.)
- g) Director of Fundraising
- h) Director-at-large (1)
- i) Director-at-large (2)

## ARTICLE IX

### **9.1 Executive Committee and Officers**

The Officers of The Circle shall be President, Vice President, Secretary and Treasurer. The Officers shall comprise the Executive Committee and shall be members of the Board of Directors.

### **9.2 Powers and Duties of the President**

The President of The Circle shall have the following powers and duties:

- a) Shall be Chairman of the Board of Directors and serve as an ex officio member of all committees;
- b) Shall be present at each Annual Meeting of The Circle and shall there issue a written annual report of the work of the Organization to be distributed to and approved by the Membership;
- c) Shall with approval of the Board of Directors appoint all committees not otherwise specifically provided for in these By-Laws;
- d) Shall see that all books, reports and certificates required by law are properly kept or filed;
- e) Shall be one of the Officers who may sign the checks or drafts of the Organization; All such expenditures MUST be authorized in advance by a majority of the Board of Directors.



- f) Shall appoint Directors to fill any vacancy in the Board of Directors, subject to approval of the Board, in accordance with 7.6 of Article VII of these By-Laws;
- g) Shall, to the extent allowed by other duties, regularly attend the Fellowship Meetings of The Circle and make a report to the members attending;
- h) Shall have such powers as may be reasonably construed as belonging to the chief executive of any not-for-profit Corporation so long as they are not otherwise incompatible with these By-Laws;

### **9.3 Powers and Duties of the Vice President**

The Vice President of The Circle shall have the following powers and duties:

- a) Shall in the event of the absence or inability of the President to exercise his/her office, become Acting President of the Organization with all the rights, privileges and powers of the President set forth in 9.2 of the Article;
- b) Shall when not serving in the capacity of Acting President and at the President's request, lend all reasonable assistance to the President in carrying out his/her duties and, as feasible, to the other Directors in carrying out theirs;
- c) Shall at the direction of the President and the Board, chair any special committees established in accordance with these By-Laws;
- d) Shall be one of the Officers who may sign the checks or drafts of the Organization. All such expenditures MUST be authorized in advance by a majority of the Board of Directors;
- e) Shall to the extent allowed by other duties, regularly attend the Fellowship Meetings of The Circle and make a report to the members attending, as appropriate.

### **9.4 Powers and Duties of the Secretary**

The Secretary of The Circle shall have the following powers and duties:

- a) Shall ensure that the minutes are taken, and keep the minutes and records of the Organization in appropriate books (which may be hardcopy or in electronic form), making exact copies of said minutes and other documents to be available to the Membership;
- b) Shall file any certificate required by any statute, federal or state;
- c) Shall be the official custodian of the records including the official Membership list and seal of the Organization;
- d) Shall present to the Membership at any meetings any communication addressed to him/her as Secretary of the Organization;
- e) Shall submit to the Board of Directors any communications that shall be addressed to him/her as Secretary of the Organization;
- f) Shall attend to all correspondence of the Organization and shall exercise all duties incident to the office of Secretary;
- g) Shall be one of the Officers who may sign the checks or drafts of the Organization; All such expenditures MUST be authorized in advance by a majority of the Board of Directors.

- h) Shall attend to any other duties specifically required of the Secretary in these By-Laws;
- i) Shall to the extent allowed by other duties, regularly attend the Fellowship Meetings of The Circle and make a report to the members attending, as appropriate.

#### **9.5 Powers and Duties of the Treasurer**

The Treasurer of The Circle shall have the following powers and duties:

- a) Shall have the care and custody of all monies belonging to the Organization and shall be solely responsible for such monies or securities of the Organization;
- b) Shall deposit in a regular business bank or trust company a sum not exceeding \$ 5,000. The balance of the funds of the Organization shall be deposited or invested in such manner as determined by the Board of Directors;
- c) Shall be the principal Officer who shall sign checks or drafts of the Organization. All such expenditures MUST be authorized in advance by a majority of the Board of Directors. Except in exigent circumstances when it is not feasible, two Officers MUST sign all checks. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.
- d) Shall render at stated periods as the Board of Directors shall determine, a written account of the finances of the Organization and such report shall be physically affixed to the minutes of the Board of Directors
- e) Shall exercise all duties incident to the office of Treasurer;
- f) Shall to the extent allowed by other duties, regularly attend the Fellowship Meetings of The Circle and make a report to the members attending, as appropriate.

### ARTICLE X

#### **10.1 Other Members of the Board of Directors**

The powers and duties of the Directors, exclusive of the Officers which are set forth in Article IX of these By-Laws, shall be as follows:

#### **10.2 Powers and Duties of the Director of Service**

The Director of Service shall have the following powers and duties:

- a) Shall manage the Service Committee of The Circle and schedule and chair its meetings;
- b) Shall ensure that requests for service are expedited effectively and in keeping with the Mission and Purpose of the Organization;
- c) Shall develop or cause to be developed policies and procedures to govern the operation of the Service Committee and to monitor the quality of services delivered;

- d) Shall work with the President and Board of Directors (especially the Director of Fellowship, Education and Community Outreach) to ensure that members and others volunteering to do service for The Circle are properly trained and monitored and that the appropriate service was rendered.
- e) Shall interact with the wider community to accomplish Service Committee goals
- f) Shall to the extent allowed by other duties, regularly attend the Fellowship Meetings of The Circle and make a report to the members attending, as appropriate

**10.3 Powers and Duties of the Director of Community Outreach, Fellowship and Education**

The Director of Community Outreach, Fellowship and Education, C.O.F.E. (previously known as the Director of Fellowship, Education and Community Outreach) shall have the following powers and duties:

- a) Shall manage the Fellowship Committee of The Circle and schedule and chair its meetings;
- b) Shall ensure that fellowship or educational initiatives are expedited effectively and in keeping with the Mission and Purpose of the Organization;
- c) Shall, along with the President and Vice President, act as The Circle’s liaison to other faith-and-service based organizations in the Grand Strand area, including the Meher Spiritual Center, Inc.;
- d) Shall, at the request of the President, act as media spokesperson for The Circle.
- e) Shall work with the President and Board of Directors to ensure that members and others volunteering to do fellowship or educational activities for The Circle are properly trained and monitored;
- f) Shall to the extent allowed by other duties, regularly attend the Fellowship Meetings of The Circle and make a report to the members attending, as appropriate

**10.4 Powers and Duties of the Director of Fundraising**

The Director of Fundraising shall have the following powers and duties:

- a) Shall manage the Fundraising Committee of The Circle and schedule and chair its meetings;
- b) Shall ensure that fundraising initiatives are expedited effectively and in keeping with the Mission and Purpose of the Organization;
- c) Shall develop or cause to be developed policies and procedures to govern the operation of the Fundraising Committee and to monitor the quality and effectiveness of its activities;
- d) Shall coordinate the planning and execution of fundraising events with the President, the Board of Directors, especially the Director of Fellowship, Education and Community Outreach, the Membership and, where appropriate, the wider community;
- e) Shall work with the President and Board of Directors to ensure that members and others volunteering to do fundraising for The Circle are properly trained and monitored;
- f) Shall to the extent allowed by other duties, regularly attend the Fellowship Meetings of The Circle and make a report to the members attending, as appropriate

## **10.5 Powers and Duties of the Directors-At-Large**

Except to attend Circle Meetings, as appropriate, the Directors-At-Large shall have no specific obligations but shall assist the other Directors as needed.

## ARTICLE XI

### **11.1 Committees Generally**

Except for the Permanent Standing Committees set forth herein, all committees (including sub-committees of the Permanent Standing Committees) of this Organization shall be appointed by the President in accordance with 9.2 of Article IX of these By-Laws and shall have a term not to exceed one year, unless extended by the President with the approval of the Board of Directors.

### **11.2 The Permanent Standing Committees:**

The Circle shall have three (3) Permanent Standing Committees: The Service Committee, the Fellowship Committee and the Fundraising Committee, which shall be chaired and managed as given in Article X of these By-Laws.

- a) The Service Committee shall be the primary vehicle for the organization and delivery of the service-and pastoral-outreach functions of The Circle. It may contain sub-committees, which shall be established with the approval of the President and in accordance with these By-Laws.
- b) The Fellowship and Fundraising Committees shall be the primary vehicles for the fundraising functions of The Circle. Additionally, in concert with regular Fellowship Meetings, they shall also be primary conduits for 1) planning and expediting social events to raise monies for The Circle; and 2) for fostering friendship, communication and trust among Grand Strand Area “Baba Lovers”; and 3) for reaching out in loving friendship to the wider community. The Fellowship and Fundraising Committees may contain sub-committees, which shall be established with the approval of the President and in accordance with these By-Laws.

### **11.3 The Ad Hoc Committees**

The Ad Hoc Committees shall be:

- a) The Nominating Committee;
- b) Those designated by the President and approved by the Board in accordance with 9.2 of Article IX of these By-Laws.

### **11.4 Composition and Functions of the Ad Hoc Committees:**

Each Ad Hoc Committee shall consist of a chairperson and one or more members in good standing of The Circle and each shall perform such functions as designated by the Board of Directors.

## ARTICLE XII

### **12.1 Advisory Board**

The Circle shall have an Advisory Board of up to three (3) Advisors to give good counsel to the Board of Directors and the Membership. An Advisor shall not be a Director and need not be a member of the Organization but shall be a person whose integrity, skills, love of God and commitment to humanity make him or her uniquely qualified to assist The Circle and to serve as a shining example to all of "Mastery in Servitude." The Advisors shall be appointed by and serve at the pleasure of the Board of Directors. Their opinions shall be non-binding on the Board and the Membership. Advisors shall have the right, but not the obligation, to attend any meeting of The Circle.

Their names and dates of appointment shall be duly recorded by the Secretary in the minutes of the Board and broadcast to the Membership.

### **12.2 Compensation of the Advisors**

Advisors shall not receive any salary for their services, but may, at the Board's pleasure, be reimbursed for all reasonable and necessary expenses incurred in connection with their duties upon submission of appropriate documentation of the expenditure.

## ARTICLE XIII

### **13.1 Policies and Procedures Manual**

The Board of Directors shall establish a Policies and Procedures Manual available to the Membership which sets out the policies and procedures adopted by the Board and Committees of The Circle. Policy #1 shall be the "Project Selection Criteria" adopted at the January 15, 2006 meeting of the Grand Strand Meher Baba Group (GRIST). Policies and Procedures are significant documents but shall not have the force of By-Laws and may be added to, changed or eliminated by the Board in accordance with its regular business.

## ARTICLE XIV

### **14.1 Sureties and Bonds**

In case the Board shall so require, any Director or agent of the Corporation shall execute to the Corporation a bond which in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his/her duties to The Circle and for the accounting for all property, funds or securities of The Circle which may come into his/hers hands.

## ARTICLE XV

### **15.1 Annual Dues**

The annual dues of The Circle shall be \$7.00 per annum or such other amount as set by the Board of Directors. However, the Board shall not raise the dues more than once in any fiscal year. Moreover, the Board of Directors may waive the annual dues for, a give a scholarship to, any person for whom the dues represent an economic hardship.

## ARTICLE XVI

### **16.1 Amendments**

These By-Laws may be amended by a vote of three-quarters (75%) of the members in good standing (including proxies) of The Circle present at an Annual Meeting or a Special Membership Meeting called in accordance with 4.4 of Article IV of these By-Laws. The Secretary shall mail, electronically or by regular post, the proposed amendments to all members at least ten (10) days prior to the Meeting.