

BYLAWS OF
DEEP SPRING CENTER

ARTICLE 1 OFFICERS

Section 1.1 Principal Office, Registered Office and Registered Agent

The principle and registered office of Deep Spring Center is located at 3455 Charing Cross Road, Ann Arbor, Washtenaw County, Michigan, USA. The registered agent is Barbara Brodsky.

Section 1.2 Change of Address

The county or state corporation's office may be changed by amendment of these bylaws. The Board of Directors may change the principle or registered agent from one location to another within Washtenaw county by noting below the changed address and effective date. The registered agent may also be changed by the Board. Such a change shall not be deemed a change to, nor require, an amendment of these Bylaws:

_____ Date _____

_____ Date _____

_____ Date _____

Section 1.3 Other Offices

The corporation is also authorized to have offices at other places, within or outside the State of Michigan, where it is qualified to do business. Any such offices must be designated by the Board of Directors and be required by the corporation's business or articles.

ARTICLE 2 PURPOSES

Section 2.1 IRC Section 501(c) (3) Purpose

This corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the United States 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 2.2 Specific Objectives and Purposes

The specific objectives and purposes of this corporation shall be:

- a) To offer non-denominational spiritual teachings on non-duality (non-separation of all beings) and related topics. While the teachings are non-denominational, they are free to draw on any traditional or non-traditional religious or non-religious teachings
- b) To teach and support the deepening of awareness of non-duality and related topics through the practice of meditation
- c) To sponsor discussion groups, classes, retreats and workshops designed to provide support for spiritual growth and to further the teachings
- d) To publish and distribute materials concerning these teachings
- e) To foster a community of individuals interested in practicing these teachings
- a) To expand and redefine or specific teachings, always keeping a spiritual focus, from time to time into directions the teachings themselves lead or to satisfy the needs of the community.

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ARTICLE 3 DIRECTORS

Section 3.1 Number of Directors

The corporation shall have at least five directors with a maximum of nine, collectively known as either the Board of Directors or, simply, the Board. The Board shall also include Barbara Brodsky, founding teacher, as a permanent, non-voting member; Ms. Brodsky serves as an advisor to the Board and is not a director of the corporation. The directors will include a Chairperson, Vice Chairperson, Secretary and Treasurer.

In the event that fewer than five directors are actively present on the Board (for example, owing to the resignation of a director), the Board will endeavor to fill the vacancy as soon as practical. In the interim period, the Board will function with all powers described herein. In the event that there are fewer than three active members on the Board, no changes to the Articles of Incorporation or these Bylaws are authorized.

For clarity in the use of language, in these Bylaws the term “director” signifies one of the voting directors, while “member of the Board” includes directors, members who are not directors, and Barbara Brodsky.

Section 3.2 Qualifications

Directors shall be of the age of majority in the State of Michigan.

Section 3.3 Powers

The Board serves to provide guidance to the corporation’s affairs, set policy and define the authority of, as well as oversee the activities of, the officers of the corporation. Authority to modify either the Articles of Incorporation or these Bylaws rests exclusively with the Board.

Section 3.4 Duties

It shall be the duty of the directors to:

- a) Appoint, remove, employ and discharge all officers, agents and employees of the corporation
- b) Prescribe the duties and set the compensation (if any) of all officers, agents and employees of the corporation except as already prescribed in these Bylaws.
- c) Oversee the Managing Director’s work, terms of employment, and all HR related issues
- d) Oversee budgets
- e) Develop Mission, Vision, and direction of the Center
- f) Meet as such times and places are required by these Bylaws
- g) Register their physical and email addresses and telephone numbers with the corporation; documents mailed to them at these addresses will be considered properly delivered.
- h) The Chairperson will also serve as the President of the corporation
- i) The Vice Chairperson will also serve as the Vice President

Section 3.5 Selection and Terms of Directors

Each director shall hold office for a period of three years and/or until their successor is selected. Selections may be made each year for either two to four directors. Each director can be selected for any number of consecutive three-year terms.

At the regular meeting of the directors held in the last quarter of each year, date to be determined by the Board, Directors will be selected by the Board of Directors. Candidates’ names will be offered to fill the number of open positions. After appropriate discussion, the Board will select the preferred candidate(s). A consensus of all directors is required in order to designate a new director. If any director present is opposed to the proposed selection, he or she can state that opposition and the selections will not be implemented. The director also has the option of stating their concerns and withdrawing from any decision. In that case, consensus of the other directors will result in selecting a new director. Terms of office of the new director(s) start immediately following the designation.

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In the event that, after appropriate discussions, it is apparent that a consensus of directors concerning the selection of new directors cannot be reached, then a vote for each position will be taken. Each position will be voted upon individually and the candidate receiving the majority of the votes will be selected to fill the position. It is intended that a consensus decision be reached to select new directors; this provision is included to provide a means to select new directors in the event a consensus cannot be reached. The president of the Board will make the decision if a consensus decision cannot be reached where a majority vote is required.

Section 3.6 Compensation

Directors shall serve without compensation.

Section 3.7 Regular Meetings

Regular meetings of the Board shall be held as designated by the Board via internet and/or in person, as agreed by the Board.

Section 3.8 Special Meetings

Special meetings of the Board of Directors may be called by any member. Such meeting shall be held on line or at a place agreed upon by the members meeting.

Section 3.9 Notice of Meeting

The following procedures for giving notice of Board of Director meetings shall be followed:

- a) Regular meetings
- b) The next regular meeting date, time and place will be determined at the end of each Board meeting. The Managing Director will send out a notice by email with a digital link to the internet meeting. This notice will be sent with the intent to arrive within 24 hours of intended start time and will be sent to all board members and any sangha members who wish to attend and have so notified the Managing Director in advance.
- b) Special meetings
- c) The Managing Director will give each Board member at least one week's prior notice for each special meeting (or rescheduled or moved regular meeting). Such notice may be oral or written. In the case of a telephone answering machine or facsimile notification, the member being contacted shall acknowledge personal receipt of the notification by return message or telephone call. This provision ensures that the Managing Director has knowledge that the notification was received. The notification shall state the place, date, and time of the meeting as well as the matters proposed to be acted upon at the meeting.

Section 3.10 Quorum for Meetings and Consensus Action

A quorum shall consist of a majority of the directors of the Board. No business shall be considered by the Board and no actions or resolutions shall be approved by the Board at any meeting at which the required quorum is not present.

The Board will take action only by complete consensus of the directors present at the meeting. Each issue before the Board will be discussed. If any director present is opposed to the proposed action, he or she can state that opposition and the actions will not be implemented. The director also has the option of stating their concerns and withdrawing from a decision. In that case, consensus of the other directors will result in adopting the proposed action.

Section 3.11 Conduct of Meetings

The President of the Board, or one of the other board members as a volunteer, will conduct the monthly Board meeting.

All significant actions taken, and decisions made by the Board, shall be recorded in the meeting minutes.

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Section 3.12 Vacancies

Vacancies shall exist on the Board of Directors:

- a) On the resignation, death, or removal of any director and
- b) Whenever the number of authorized directors is increased.

Any director who needs to resign from the Board shall give verbal and written notice to either the President or Secretary of the Board. The resignation can be effective immediately or at a defined time in the future. No director may resign if the corporation will then be left without a duly elected director, except with notice given to the Office of the Attorney General or other appropriate agency of the State of Michigan.

Vacancies on the board resulting from death or resignation of a board member, or as a result of increasing the number of authorized directors, shall be filled using the process described in Section 3.5. A resigning director may participate in any discussions concerning a replacement but does not participate in the selection decision.

In the event it becomes necessary to consider the removal of a director from the Board, one or more members of the Board will discuss the issues with that director. The intention will be to work out any difficulties so that removal will not be necessary. If, following appropriate discussion, the consensus of the other directors is that it is necessary to remove the director, then such action can be taken. The director being removed will be notified—first verbally by one or more of the directors and subsequently in writing.

Directors elected to fill a vacancy shall hold office for the remainder of the term of the exiting director.

Section 3.13 Excess Directors

In the event the authorized number of directors is decreased, an excess number of directors will likely exist. Following appropriate discussion, the Board will determine, by consensus, which directors will no longer serve.

Section 3.14 Non-Liability of Directors

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

Section 3.15 Indemnification of Corporate Agents

The Board of Directors 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 Articles of Incorporation, these Bylaws or provisions of law of the State of Michigan.

ARTICLE 4 OFFICERS

Section 4.1 Designation of Officers

The officers of the corporation shall be President, Vice President, Secretary and Treasurer.

The corporation may also have other Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined necessary from time to time by the Board of Directors. Terms and duties of any such officers will be determined by the Board and duly recorded in board meeting minutes.

Section 4.2 Qualifications

Any director may serve as an officer of the corporation.

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Section 4.3 Selection and Term of Office

Officers shall be selected by the Board of Directors at any time and each officer shall hold office until he or she resigns, is removed or is otherwise disqualified to serve, or until their successor shall be elected and qualified, whichever occurs first. Selection of officers shall be by consensus as outlined for directors in these Bylaws. An officer's term starts immediately upon selection.

Section 4.1 Removal and Resignation

Any officer who needs to resign from the Board shall give verbal and written notice to either the President or Secretary of the Board. The resignation can be effective immediately or at a defined time in the future.

In the event it becomes necessary to remove an officer, the same procedure used for removal of a director (Section 3.12) shall be followed.

Section 4.5 Vacancies

Any vacancy of any officer position shall be filled as soon as practical by the Board of Directors. In the event of a vacancy of any office other than President, such vacancy may be filled temporarily by appointment by the President until such time as the Board fills the vacancy.

Vacancy of the position of President shall be filled by the Vice President until other officer selections can be made.

Vacancies occurring in the offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Section 4.6 Duties of the President

The President shall serve as the chief operating officer of the corporation and supervise the affairs of the corporation. The President is also responsible for executing the business dealings of the corporation. This includes (but is not limited to) the receipt and disbursement of funds, issuance of receipts, execution of contracts, checks, and other investments that commit the corporation in any way.

The President is to review all financial statements, decisions, and the monthly reports prepared by the Managing Director and Treasurer. The President, along with the Treasurer and anyone else interested, shall be a member of the Financial Team.

The President shall review and sign the annual corporate tax returns prepared by the Treasurer/Managing Director.

The president shall perform all duties incident to the office and other such duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

Section 4.7 Duties of Vice President

In the absence of the President, or in the event of their inability or refusal to act, the Vice President shall perform all duties of the President, and when so acting, shall have all the powers of, and subject to all the restrictions on, the President.

The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, by these Bylaws or as may be prescribed by the Board of Directors.

Section 4.8 Duties of the Secretary

The Secretary shall keep a complete copy of these Bylaws and the Articles of Incorporation at the principal office of corporation. In the event that either the Bylaws or Articles are amended, a complete copy of the amendment will be kept as well. Copies of the Bylaws and Articles of Incorporation are to be kept as follows:

- a) One hard copy with all amendments on file with the Managing Director's office.
- b) One digital copy with all amendments kept on Google Drive, or other digital storage system approved by the Board, accessible by all active board members.

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Copies of the minutes are to be kept digitally, with all amendments on Google Drive, or other digital storage system approved by the Board, accessible by all active board members.

The Secretary will exhibit upon request at all reasonable times to any member of the Board, or to their agent or attorney, the Bylaws or the minutes of the Board of Directors.

The Secretary shall perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 4.9 Duties of Treasurer

The Treasurer shall, in cooperation with the Managing Director, prepare, maintain, and review all financial records of the corporation including, but not limited to, Quick books, bank statements, tax records, billing statements, and budgets.

The Treasurer shall prepare and present an annual budget to the Board for review and approval within the first quarter of the year.

The Treasurer shall review all financial decisions with the President, sit on the Financial Team with the President and any other board members who may be appointed, and be accountable to the Board.

The Treasurer shall perform all such duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 4.10 Compensation

The officers shall serve without compensation.

ARTICLE 5 TEAMS

Section 5.1 Executive Team

The Board of Directors may designate an Executive Team consisting of two directors and may delegate to such team the powers and authority of the Board in the management of the corporation to the extent permitted by the laws of the State of Michigan. Excluded from the powers that can be delegated are to:

- a) Alter the Article of Incorporation or these Bylaws
- b) Authorize disposal of property assets
- c) Authorize dissolution or revocation of dissolution
- d) Fill Board vacancies
- e) Affix director or officer compensation
- f) Alter director or officer qualifications, selection procedures, terms, duties, or numbers
- g) Authorize removal of any director or officer

By consensus of its directors, the Board may at any time revoke or modify any or all of the Executive Team authority so delegated, increase or decrease (but not below two) the number of members of the Executive Team, and fill vacancies on the Executive Team.

The Executive Team shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report its activities to the Board from time to time, as the Board may require.

Section 5.2 Other Teams

The corporation shall have other teams as may, from time to time, be authorized by the Board of Directors. These teams may consist of individuals who are not members of the Board.

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ARTICLE 6 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 6.1 Execution of Instruments

The Board of Directors 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 by specific Board action or as authorized by these Bylaws, no officer, agent of 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 6.2 Checks, Notes and Other Instruments

Except as otherwise specifically determined by resolution of the Board of Directors, checks, drafts, promissory notes or other instruments that commit the corporation in any way shall be executed by the President of the corporation.

Section 6.3 Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks or other depositories as selected by the Board of Directors. A small petty cash account may be kept.

Section 6.4 Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or other devise for the non-profit purposes of the corporation.

ARTICLE 7 EMPLOYEES

Section 7.1 Managing Director

The corporation shall have one paid employee, the Managing Director.

Managing Director duties include, but are not limited to, the following:

- a) With approval of the Board, and in cooperation with and under review by the President and Treasurer, write checks for signing by the Treasurer and manage funds that support the day-to-day duties of the corporation. Provide data to the Treasurer for preparing the monthly financial statements.
- b) Submit monthly work hours for payroll and report same to Treasurer and President.
- c) Prepare and file annual corporate tax returns for review by the Treasurer, and review and signing by the President.
- d) Maintain organizational calendar and prepare promotional material in cooperation with the Board and team members.
- e) Produce newsletter and/or announcements on a regular basis as directed by the Board.
- f) Design and carry out annual fundraising campaigns (July & December) in conjunction with Marketing Communications Team and Financial Team.
- g) Provide IT tech support for video workshops.
- h) Specific Managing Director Duties are found in job descriptions elsewhere.

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ARTICLE 8 CORPORATE RECORDS, REPORT, AND SEAL

Section 8.1 Maintenance of Corporate Records

The corporation shall keep:

- a) Minutes of all meetings of the Board of Directors, indicating the time and place of such meetings, whether regular or special and the names of those present. All significant actions taken and decisions rendered by the Board shall be recorded in the meeting minutes
- b) Adequate and correct books and records of accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- c) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

Section 8.2 Corporate Seal

The Board of Directors may adopt, use and alter at will a corporate seal. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 8.3 Inspection Rights

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

ARTICLE 9 IRS TAX EXEMPT PROVISIONS 501(C)(3)

Section 9.1 Limitations of Activities

No substantial part of the activities of this corporation shall be to carry on propaganda or otherwise attempt to influence legislation, and this corporation shall not participate in, or intervene in (including 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 9.2 Prohibition Against Private Instrument

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

Section 9.3 Distribution of Assets

Upon dissolution of this corporation, its assets remaining after payment or provision of 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 the State of Michigan.

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Section 9.4 Private Foundation Retirements and Restrictions

In any taxable year in which this corporation is a private foundation as described in section 509(a) of the Internal Revenue code, the corporation shall:

- a) distribute its income for said period at such time and manner as not to subject it to tax under section 4942 of the Internal Revenue Code
- b) not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code
- c) not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code
- d) not make any investments in such manner as to subject the corporation to tax under section 4944 of the Internal Revenue Code
- e) not make any taxable expenditures as defined in section 4945 (d) of the Internal Revenue Code

ARTICLE 10 AMENDMENT OF BYLAWS

Section 10 Amendment

These Bylaws, or any of them, may be altered, amended or repealed and new Bylaws adopted by approval of the Board of Directors, except as may otherwise be specified under provisions of laws of the State of Michigan.

ARTICLE 11 CONSTRUCTION AND TERMS

Should any conflicts arise between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles 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 the Bylaws to the Articles of Incorporation shall be the Articles of Incorporation of this corporation filed with the office of the Secretary of State of the State of Michigan.

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 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

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ADOPTION OF BYLAWS

We, the undersigned, are all directors of this corporation and we consent to and hereby do adopt the foregoing Bylaws, consisting of 9 preceding pages, as the Bylaws of the corporation dated _____

Tavis J. Taylor, President

Mary Bruey, Vice President

Isabelle Mook-Jodouin, Secretary

Robert Lee, Treasurer

Roann Altman

Anne Karle-Zenith, Treasurer-elect

Patricia Polanski