



Spirit Haven, Incorporated  
9706 Anchor Ranch Loop, Flatonia, TX 78941  
www.spirit-haven.org | board@spirit-haven.org

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## Spirit Haven, Inc. Bylaws

### Updated April 24, 2022

#### **ARTICLE I – PRINCIPLE OFFICE AND AGENT**

##### **1.01**

The principal office of the Corporation will be located at 9706 Anchor Ranch Loop, Flatonia, TX 78941. The Corporation may have additional offices at other locations, as the Board of Directors may from time to time determine, providing such offices are under the control of a Member of the Corporation. The Board of Directors may contract to establish a principal office for a period not to exceed ten years.

##### **1.02**

The Corporation will maintain a registered office and agent in Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The board may change the registered office and agent as permitted in the Texas Organization Code.

#### **ARTICLE II – MEMBERS**

##### **2.01**

The Corporation shall have two classes of members: voting and non-voting members.

- A. Voting members are defined as
  - 1. Lifetime (Paid in advance or voted)
  - 2. Yearly (Paid yearly)
  - 3. Regular (6 months paid with every ticket purchased)
  - 4. Student (upon proof of full-time enrollment)
- B. Non-Voting members are defined as
  - 1. Youth (under 18)



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2. Temporary or Comp (Used for entertainment or guests, and good only for the event issued.)

Membership shall be open to all who subscribe to the purposes of the Corporation and are current in their payment of dues. Dues for each class of membership and classes shall be set as needed with member approval.

An Individual membership shall be defined as one adult (age 18 or older) and an unlimited number of minor children or legal wards of the aforementioned adult. Each adult member shall have one vote and shall receive one copy of all official correspondence or literature. Membership in the Corporation is not transferable or assignable.

## **2.02**

The Corporation owns all real property and personal property, including all improvements located on the Corporation's festival grounds, acquired by the Corporation. A member has no interest in specific property of the Corporation. Each member waives the right to require partition of all or part of the Corporation's property.

## **2.03**

Members shall have such qualifications and rights as are specified or reserved for members of a nonprofit corporation under the Texas Non-Profit Corporation Act.

The Members expressly reserve for their determination and authorization the powers to approve the following:

- A. Any acquisition, purchase, transfer or sale of assets with a value of \$5,000 or more, including any assets owned or mortgaged by the Corporation, including the property at 9706 Anchor Ranch Loop, Flatonia, Fayette County, Texas.
- B. Borrowing or lending corporate funds.



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- C. Entering into contracts in the name of the Corporation for a term longer than a year;
  - D. Election, removal, rescission, or replacement of Directors by a majority vote;
  - E. Amending the Bylaws;
  - F. Paying wages to Directors, Officers or Employees; and
  - G. The Members may delegate any one or more of such powers to the Board of Directors.

## **2.04**

Members shall assemble at festivals twice a year to observe the religious holidays of Samhain and Beltane.

Any Business Meeting of the Membership shall be held on a Saturday or Sunday during the corporation's regularly scheduled seasonal celebrations on Spirit Haven's festival property near Cistern, Texas if possible. Should this not be possible, notice of change shall follow corporate policy.

During the Samhain festival, or within 30 days of the originally scheduled date as the Executive Director shall determine should acts of vandalism, extortion, terrorism, ransom, fire, natural or man-made disaster prevent such an assembly at festival, members shall hold an annual General (Great Works) Business meeting for the following purposes:

- A. Electing Members of the Board of Directors
- B. Electing District Representatives
- C. Transactions of any such business as may properly come before such a meeting.

During the Beltane Festival, or within 30 days of the originally scheduled date as the Executive Director shall determine should acts of vandalism, extortion, terrorism, ransom, fire, natural or man-made disaster prevent such an assembly at festival, members shall hold a General (Great Works) Business meeting for the transaction of any such business as may properly come before such a meeting.

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Members may vote in person, or via the corporation's secure electronic process (if any) or by proxy executed in writing. No proxy shall be valid after the meeting for which it was executed.

No notice of any annual meeting shall be required.

Failure to hold an annual meeting shall not work forfeiture or dissolution of the Corporation.

## **2.05**

Special Meetings of the Members may be called by the Executive Director and shall be called by the Executive Director upon the written request of any two Directors or by a Member in good standing through delivery of a petition, signed by a quorum as defined in section 2.07, with specific Agenda Items, to the Director of Records or the Executive Director by Certified Mail to the office of the registered agent:

Legal Registered Agent Services, Inc.

5900 Balcones Drive, STE 100

Austin , TX 78731

## **2.06**

The Director of Records shall cause written notice stating the place, day and time of any meeting, and in the case of a Special Meeting the Specific Agenda Items for which such meeting is called, to be delivered no less than 14 nor more than 60 business days prior to the date of the meeting to each Member entitled to vote at such a meeting. Such notice shall be given by electronic mail.

## **2.07**

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A quorum shall be defined as 1/10th or 10% of the current voting members, or 100 members, whichever is less (this is inclusive of proxies).

## **ARTICLE III – BOARD OF DIRECTORS AND OFFICERS OF THE CORPORATION**

### **3.01**

The affairs of the Corporation shall be managed by the Board of Directors, which shall have all corporate powers allowed by law except those reserved to the Members in Section 2.03.

### **3.02**

The Board of Directors shall consist of no fewer than three and no more than thirteen Directors. The number of Directors may be increased or decreased, within the constraints specified, provided that no decrease shall shorten the term of any incumbent Director. Directors shall be elected for a one-year term of office beginning January 1 of each calendar year.

For the purposes of the corporation, the Board of Directors of the Corporation shall consist, at a minimum, of an Executive Director (President), Assistant Executive Director (Vice President), Director of Records (Secretary), Director of Finance (Treasurer), and Director of Communications. Other Directors may be elected as deemed necessary by the membership provided that the election of said Director(s) shall not cause the total number to exceed thirteen.

The Fiduciary Officers of the Corporation shall consist of the Executive Director, the Director of Records, and the Director of Finance.

The Executive Director shall preside over meetings of the Board of Directors, shall have general and active management of the affairs of the Corporation, shall see that all orders and resolutions of the Board are carried into effect and shall carry out the duties



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customarily performed by the office of President. The Executive Director shall perform such other duties as are assigned by the Board of Directors from time to time.

The Assistant Executive Director shall, in the absence of the Executive Director, perform the duties and exercise the powers of the Executive Director. The Assistant Executive Director shall supervise CMA Societies, staff leads, and festival management. The Assistant Executive Director shall perform other such duties as are assigned by the Board of Directors or delegated by the Executive Director from time to time.

The Director of Records shall act as secretary of all meetings of the Members and of the Board of Directors and keep proper minutes of such meetings as part of the Corporate records, provide copies of meeting minutes to members and other Directors, cause all notices required of the Corporation to be given properly, manage the membership rolls, maintain Corporate archives of official documents, be the official keeper and issuer of proxies, and in general perform the duties customarily carried out by the office of Secretary. The Director of Records shall also perform such other duties as are assigned by the Board of Directors or authorized by the Executive Director from time to time.

The Director of Finance shall keep records of finances, write checks, receive all money paid to the Corporation and deposit all such funds in such banks or other depositories as designated by the Board of Directors, ensure that tax returns are filed in a timely manner, and provide the Membership with semiannual financial reports of the Corporation. The Director of Finance shall in general perform the duties customarily carried out by the office of Treasurer and such other duties as are assigned by the Board of Directors or are authorized by the Executive Director from time to time.

The Director of Communications shall oversee the corporation's media presence. The Director of Communications shall also perform such other duties as are assigned by the Board of Directors or authorized by the Executive Director from time to time.

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Quorum for a meeting of the Board of Directors shall be defined as two-thirds (2/3) of the current Directors. The Directors shall act only as a Board and shall have no power individually.

A Director may vote in person or by proxy executed in writing. No proxy shall be valid after three months from the date of its execution.

Any Director may resign at any time, orally or in writing, by notifying the Executive Director or the Director of Records. Any such resignation shall take effect at the time specified in the notification, without necessity of acceptance by the Board.

Proper notice of any meeting of the Board of Directors is accepted as being given to any Director who attends a meeting, sends a duly recognized and assigned proxy or attends for the specific purpose of objecting to the transaction of any business because the meeting, in his or her opinion, has not been lawfully called.

### **3.04**

When it determines that the best interests of the Corporation will be served thereby, the Board of Directors by a majority vote of a quorum as defined in Section 3.02 may suspend any Director with cause until a Special Membership Meeting shall be called for the General Voting Membership's determination and/or ratification.

### **3.05**

Should a vacancy occur on the Board of Directors by resignation, removal, or otherwise, the Executive Director may appoint an interim Director to carry out the duties of the vacated office until an election can take place.

### **3.06**

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The Board of Directors shall establish and maintain a backed-up, cloud-based electronic copy of all corporate records. The Board of Directors may contract for storage of the duplicate records for a term of between one and ten years.

The Board of Directors shall, at the beginning of its term of office, review all board policies and procedures for relevance to current corporate practice and, if it determines that the best interests of the Corporation will be served thereby, will remove, amend, or add to them.

The Board of Directors may invest corporate funds in certificates of deposit, or other FDIC insured investments.

## **ARTICLE IV – OTHER ELECTED OFFICIALS**

### **4.01**

The Members shall elect District Representation in conjunction with electing the Directors at the annual meeting of the Members. Officers shall be elected for a one-year term of office beginning January 1 of each calendar year, but each Officer shall hold office until their successor shall have been duly chosen and qualified or until their death, resignation, or removal in the manner hereafter provided.

### **4.02**

Any Elected Official may resign at any time, orally or in writing, by notifying the Board of Directors, the Executive Director, or the Director of Records. Any such resignation shall take effect, without necessity of acceptance by the Board, at the time specified in such notification.

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The Board of Directors may suspend any Elected Official by majority vote, at any time, with cause, when it determines that the best interests of the Corporation will be served thereby. Said suspension shall be made known to the membership within one calendar week.

#### **4.04**

Any vacancy occurring in any office by resignation, removal, or otherwise shall be filled by election by the Members for a new Elected Official for the unexpired portion of the term. The Executive Director may appoint an interim Elected Official to carry out the duties of the vacated office until an election can take place.

### **ARTICLE V – CONTRACTS, BANK ACCOUNTS, ETC.**

#### **5.01**

The Board of Directors may authorize any Officer or agent to enter into any contract or execute any legal instrument on behalf of the Corporation to the extent permitted by Section 2.03. The Board may at its discretion grant general authority or confine authorization to specific instances.

#### **5.02**

All checks, drafts and other orders for payments of money from the funds of the Corporation shall be signed on behalf of the Corporation by any Officer currently serving in the capacity of Fiduciary Officers or agents. The Corporation shall maintain accounts at such banks or other depositories as the Board of Directors may designate. All accounting shall follow Generally Accepted Accounting Principles (GAAP) as set forth by the accounting industry. All sources of income shall be clearly defined in all fiduciary records and transactions according to GAAP. General financial information shall be made available to members as prescribed by the Texas Non-Profit Corporation Act, as amended by these bylaws, within excepted Corporation privacy policy for members.



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### **5.03**

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the members and Board of Directors, and shall keep via contracted online membership database a record of the names and addresses of its members entitled to vote. A member of the Corporation, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant, or attorney, at any reasonable time, for any proper purpose as determined by the Board of Directors, the books and records of the Corporation relevant to that purpose, at the expense of the member.

### **5.04**

The Corporation shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the Corporation, including all income and expenditures, in accordance with generally accepted accounting practices. All records, books, and annual reports (if required by law) of the financial activity of the Corporation shall be kept at an accessible place online for at least three years after the closing of each fiscal year and shall be available to the public for inspection and copying. The Corporation may charge for the reasonable expense of preparing a copy of a record or report.

## **ARTICLE VI – COMMITTEES**

### **6.01**

The Corporation shall have, or cause to be formed, such committees it deems necessary to assist in running the day-to-day affairs of the Corporation. Governance and actions of such committees shall be outlined by Corporation policy.

## **ARTICLE VII – MISCELLANEOUS**

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### **7.01**

The fiscal year of the Corporation shall end on the last day of December of each calendar year.

### **7.02**

In the event of dissolution of the Corporation, the Board of Directors shall dispose of the capital assets and real property of the Corporation in accordance with all applicable state and federal law.

### **7.03**

The Corporation may indemnify present and former Officers and Directors for expenses and costs (including attorney's fees) actually and necessarily incurred by such person in connection with any claim asserted by reason of such person's being or having been an Officer or Director, except for expenses and costs incurred as a result of such person's negligence or willful misconduct.

### **7.04**

All Business and Special Meetings of the Membership shall be conducted under Robert's Rules of Order. A modified version of Robert's Rules of Order may be substituted if a majority vote of the attending membership so designates and specifies such modifications, or may be suspended by the membership using the same criteria.

### **7.05**

As long as the Corporation exists, and except with the Board's or the Members' prior approval, no member, director, or officer of the Corporation may:

- A. Act in violation of these Bylaws or a binding obligation of the Corporation.
- B. Act with the intention of harming the Corporation or any of its operations.
- C. Do any act that would make it impossible or unnecessarily difficult to carry on the Corporation's intended or ordinary business.



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- D. Receive an improper personal benefit from the operation of the Corporation.
  - E. Use the Corporation's assets, directly or indirectly, for any purpose other than carrying on the Corporation's business.
  - F. Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.
  - G. Use the Corporation's name (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of its business.
  - H. Disclose any of the Corporation's business practices, trades secrets, or any other information not generally known to the business community to any person not authorized to receive it.

## **ARTICLE VIII – AMENDMENTS**

### **8.01**

These Bylaws may be altered, amended or repealed by a 75% actual vote of the current membership attending any general business meeting provided the due process of the Corporation's policy has been followed and that no new bylaw may be adopted and no existing bylaw may be amended or repealed at the meeting at which such adoption, amendment, or repeal is first proposed.

### **8.02**

Amendments to the Bylaws must be posted as an addendum to the bylaws and dated as to the time of member approval.

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