ARTICLE 1 THE GRAIL

A RESPONSIBILITIES

The Bylaws of The Grail

The Grail is a not-for-profit corporation organized under the laws of the State of Ohio. The Grail shall carry out its corporate purposes in a manner which witnesses to the values and commitment of the Grail and which meets the needs of the times.

2. AUTHORITY AND ACCOUNTABILITY

   Subject to the Articles of Incorporation and these Bylaws, the Grail shall have all of the authority necessary to achieve its responsibilities, and shall be permitted to do all things which can be done by not-for-profit corporations qualified under Section 501(c)(3) of the Internal Revenue Code organized under the laws of the State of Ohio; provided, however, that at all times the Grail shall be managed and its corporate powers shall be exercised in accordance with the mission and vision of the Grail. The Grail is accountable to the Movement at large in the form of the Council that reports to the membership.

3. PURPOSES

   The Grail is formed to operate exclusively for such religious and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code as amended. Consistent with the above general purposes, the specific purposes of the Grail shall be as follows:

   ~~**To conduct and maintain educational institutions, or institutions of learning;**~~ Delete later
   To promote social activity and international exchange, and foster the religious, artistic and cultural development of women and girls;
   ~~**To operate an environmental training and retreat center or centers;**~~ Delete later
   To promote the application of religious principles to everyday life;
   To encourage educational and charitable activities connected with the foregoing.

4. THEGRAILOFFICE Fix

   The Grail shall have and continuously maintain in this state a registered office and a registered agent whose office address is identical with such registered office and may have other offices within or without the State of Ohio as the Grail may from time to time determine.

5. FISCAL YEAR
   The fiscal year of the Grail shall end on December 31 of each year.
6. DISSOLUTION OF THE GRAIL

   In the event of liquidation or dissolution, all properties and assets of the Grail remaining after payment or provision for all debts and obligations shall be distributed and paid over to a charitable organization which qualifies as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws and/or the appropriate provisions of any subsequent Code. The decision about which charitable

organization(s) receive the remaining assets is made by the Council after consultation with the membership

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ARTICLE II COUNCIL

1. MEMBERSHIP

   Membership on the Council, (hereafter referred to as the Council) consists of the National Leadership Team (NLT - President, Secretary), National Treasurer, International Council Representative, and two to five other Council members. The members of the Council with full rights and voting privileges are elected from those members who are eligible for election according to Article 2.D. ~~***The National Director, if applicable, shall be an ex-officio, non-voting member of the Council.**~~ Delete No longer applies The National Leadership Team shall serve as the Executive Committee.

   - •☐ The National Treasurer would preferably be a Council member with full rights and voting privileges but may be an ex-officio non-voting member of Council and **may be** the chair of the Finance Committee. (see article 3 C 2) The Treasurer will report regularly to the Council through the Liaison to the Committee, and report either virtually or in person at face-to-face Council meetings.
   - •☐ The International Council Representative ~~shall~~ **may** be an ex-officio non-voting member of Council. (The choice is up to the IC Rep) The IC Rep's primary responsibility on Council is to foster awareness of the international dimension within Council decision-making and to bring International Council business and implementation of International General Assembly decisions before Council and members.

2. TERM OF OFFICE
   1. Council members shall hold office for terms of three years, unless otherwise removed by the Council. After serving two consecutive full terms, Council members must allow one year to pass before being eligible for another term.
   2. Any Council member may resign at any time by giving written notice of such resignation to the NLT. Written notice of the resignation of any Council member shall be given to the membership of the Grail not more than ten days after such event.
   3. Vacancies on the Council due to death, resignation, or other cause may be filled during the term with the recommendation of the NLT and approval of the Council. Council members so appointed shall hold office until the term they are filling has expired. Carol feels strongly that this should be changed to: until the next election at which time the member can stand for election. I do not agree. It would upset the staggered terms.
   4. Failure of a Council member to attend Council meetings (including face-to-face and via other means) and /or the documented failure to fulfill Council responsibilities as indicated below shall result in a review and may be a basis for removal or non-appointment. Written notice of the removal of any Council member shall be given to the membership of the Grail not more than ten days after such event.
3. RESPONSIBILITIES

   Subject to the Articles of Incorporation and these Bylaws, the Council has overall authority to govern and manage the Grail and shall:

0. Adhere to the mission and study and implement, to the degree possible, the general directions for the Movement coming from the General Assembly.
1. Oversee the development and implementation of a strategic plan consistent with the mission.
2. Establish and evaluate overall policy for the management and operation of the Grail which is consistent with the Articles of Incorporation and these Bylaws.
3. ~~**Approve plans, structures, systems, reports and recommendations as may be required for the effective and efficient operation of the Centers**~~. Delete later
4. Arrange each year for a review of the Bylaws in their totality for correctness and completeness and approve any changes, after consultation with members.

6. Review and approve committee membership.
7. Review and take action on recommendations of the Council committees.
8. Approve the budget for the Grail. The fiscal year of the Grail shall end December 31 of each year or such other date as the Council members may from time to time determine.
9. Oversee all financial assets of the Grail, investing them and dispersing them for the common good through the budgetary process.
10. Approve all loans to be contracted by the Grail or any of its programs.
11. Approve, in consultation with the membership, the purchase of real estate.
12. Present to the membership for its approval the recommended sale of real estate.
13. Determine, except as otherwise provided by the Articles of Incorporation and these Bylaws, who shall be authorized to sign bills, notes, receipts, acceptances, endorsements, checks, releases and contracts.
14. ~~**Approve the nature, purpose and function of Center Advisory Body(s) if such are deemed necessary, as well as the dissolution of such body(s). Such bodies serve at the invitation of Center Directors or operations Managers to whom they report.**~~ Delete later
15. Schedule and approve audits and financial reviews.
16. Do and perform any and all acts which are consistent with the laws governing corporations, these Bylaws and the Articles of Incorporation.

D. ELIGIBILITYFORCOUNCIL **Fix**

1. Grail members who Add - have been active members for a minimum of 3 years and meet all the following are eligible for Council nomination, i.e. those who do all of the following: The work of Council can be overwhelming and requires a lot of prior Grail experience. This is similar to the requirements to stand for IC Rep.

    1. Currently carry out the works of the Grail
    2. Participate in a region, team, center or Grail program/project
    3. Exercise voting privileges on matters calling for a member vote and follow communications
    4. Make a financial contribution to the Grail, as evidenced by a previous-year documented donation.
2. Grail members who are employed by the Grail are not eligible to serve on the Council.

ARTICLE III OFFICERS OF THE COUNCIL

1. OFFICERS OF THE GRAIL

   The Officers of the Council shall be the National Leadership Team (President, Secretary) each elected annually by the council with a simple majority.

2. RESIGNATION AND REMOVAL
   1. Any Officer may resign at any time by giving written notice to the NLT. Such resignation shall take effect at the time specified therein or, if no time is specified, upon receipt of the resignation by the NLT. Unless otherwise specified in the notice of resignation, acceptance of such resignation shall not be necessary to make it effective.
   2. Any Officer elected by the Council may be removed by a majority vote of the entire Council. This Officer may continue to serve as a Council member unless the Council decides otherwise. Written notice of the removal of any Officer shall be given to the membership of the Grail not more than ten days after such event.
   3. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by **consensus** of the Council. Left this as is because it is important that the Council act as one body

C. RESPONSIBILITIES

1. In addition to authority that the Council may grant from time to time and subject to the Articles of Incorporation and these Bylaws, the NLT shall:
   1. Sign and execute any instrument authorized by the Council except when the signing and execution thereof shall have been expressly delegated by the Council or by these Bylaws.
   2. Have such other powers and duties as may be prescribed by these Bylaws and, whenever it may in their opinion be necessary, prescribe the duties of other Officers in a manner consistent with the provisions of these Bylaws and the directions of the Council.
   3. Preside at all Council meetings and develop the agenda. Review and sign the minutes of all Council meetings.
   4. Develop a process for an annual evaluation of the Council and its committees. Implement this plan and process in cooperation with the entire Council.
   5. Assume leadership for planning and policy development.
   6. Develop and implement an annual review of the National Director, who reports directly to Council.
   7. Have the responsibility to:
      i. See that the minutes of all Council meetings are recorded accurately and distributed in a timely fashion

      ii. Certify and keep at the principal office of the Grail the original or a copy of its Bylaws, as amended or otherwise altered to date.

      iii. Keep at the principal office of the Grail or such other place as the Council

      may direct, a book of minutes of all meetings of the Council and committees thereof, with the time and place of holding, whether regular or special and, if special, how authorized, the notice thereof given, and the names of those present at the meetings.

iv. Provide that all communications are duly given in accordance with the provisions of these Bylaws or as required by law.

v. Be custodian of the records of the Council.

vi. Ensure that the official minutes, books, reports, statements, and all other documents and records required by law are properly kept and filed.

vii. Ensure that the Bylaws and reports of proceedings of the Council and committees thereof shall be made available to members and Council members.

viii. Ensure that there is an effective nominating process for Council members.

8. In general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned by the Council.

2. The National Treasurer **may be** the Chair of the Finance Committee and shall:
    1. Work with the Finance Committee to facilitate the development of the budget.
    2. Furnish full statements of the financial condition of the Grail whenever the Council shall require and perform such other duties as shall be required by the Council.
    3. Oversee the financial viability of the Grail and communicate it to the Council.

ARTICLE IV COUNCIL MEETINGS

1. PLACE FOR COUNCIL MEETINGS

    Council meetings shall be held at a Grail center or at such other place as may be designated by the person or persons authorized to call the meeting; provided, however, that meetings of the Council be held at a time or place agreed upon by a majority of the Council members.

2. REGULAR COUNCIL MEETINGS
    1. Regular face-to-face meeting shall be held at least twice a year.
    2. A Council meeting may be held with Council members participating via conference call or other electronic means.
    3. At least five days' notice in writing, in person, by telephone or electronically, shall be given for each meeting.
    4. Unless otherwise set by the Council, the annual meeting of the Council shall be held in October.
    5. Participation by non-Council members at Council meetings shall be as authorized by the NLT on specific subjects.
3. AGENDA FOR COUNCIL MEETINGS

    The agenda for each Council meeting shall be prepared by the NLT. Any committee or Council member wishing to have items placed on the agenda should give such in writing to the NLT one week before the scheduled Council meeting.

4. QUORUM FOR A COUNCIL MEETING

   A majority of the Council members shall constitute a quorum at any Council meeting. For the Council to conduct business it must have a **quorum.** 4 out of 7

5. DECISION MAKING – I do NOT recommend changing this

Unless otherwise stated in these Bylaws, any action by the Council, once a quorum is established, is carried by consensus of Council members present. After a reasonable time of discussion, if a decision cannot be made by consensus, a decision may be made by **two-thirds majority** vote of the Council. In determining a 2/3 majority, all voting members of Council are counted, even if some members are not present for the vote. We have 7 members. A majority is 4. 2/3 majority is 4.6 (5).

DUTIES AT A COUNCIL MEETING

A member of the NLT or a Council member chosen by the NLT shall act as Chair of a Council meeting. A member of the NLT or designate shall act as secretary at all meetings of the Council.

6. MINUTESOFCOUNCILMEETINGS Fix
   Minutes of Council meetings shall be sent to all Council members.

ARTICLE V COMMITTEES / TEAMS * OF THE COUNCIL

A. CLASSIFICATION OF COMMITTEES

1. There shall be two classifications of committees: standing committees and special/ad hoc committees.

* heretofore referred to as committee

BYLAWS OF THE GRAIL

2. Standing Committees shall be chaired by Council members and may include non-Council members.
3. Standing Committees shall be:
   1. Executive Committee
   2. Finance Committee
4. Other standing committees may be authorized by the Council.
5. Special/ad hoc committees with such power and responsibilities as needed may be created or terminated at any time by resolution of the Council.

B. COMPOSITION OF COMMITTEES *heretofore referred to as committee

1. Membership on committees, except the Executive Committee, need not be restricted to Council members. There shall be a Council member who will act as a liaison to each committee discerned among Council members. A committee will choose its own chairperson.
2. Committee chairpersons shall recommend non-Council members to the Council for approval as members of their respective committees.

C. COMMITTEE PROCEDURES

1. Unless otherwise provided, a majority of the members of a committee shall constitute a quorum of such committee.
2. Each committee may adopt its rules for governance not inconsistent with the Bylaws or any rules adopted by the Council.
3. All committees shall keep minutes which shall include those present and the outcome of any resolutions. Committee reports shall be given to the Council at its next regular meeting and a copy shall be filed in the National Office.
4. Committees shall schedule meetings as needed to accomplish their respective purpose and function.

ARTICLE VI STANDING COMMITTEES

1. EXECUTIVE COMMITTEE

   The Executive Committee shall consist of the Officers of the Council, namely, the NLT (filling roles of President, Secretary) and National Treasurer. ~~***The National Director, if applicable, shall be an ex- officio (non-voting) member of the Executive Committee**~~. Delete N/A

   The Executive Committee shall:

   1. Exercise all of the powers of the Council in the management of the affairs of the Grail when the Council cannot be convened, except such matters requiring full Council action according to the Bylaws, and report any action taken at the next regular meeting of the Council.
   2. Carry out all responsibilities as stated in these by-laws.
2. FINANCE COMMITTEE
   The Finance Committee ~~**shall**~~ Change to -**may** be chaired by the National Treasurer and shall consist of others as needed to accomplish its purpose. Alleviates an extra burden on the Treasurer.

ARTICLE VII MEMBERS OF THE GRAIL

1. A Grail Member
   1. Consciously lives out her connectedness to the Grail mission
   2. Contributes financially annually
   3. Has voting privileges in those matters that require a vote as defined by our bylaws or policy

2. An Emerita Member

a. Is **a** member who has an established history in the Grail but can/may no longer respond to Grail responsibilities.

- •☐ Is not required to contribute financially annually
- •☐ Selects for voting privileges

1. VOTING: Members have voting responsibility for The Grail's vision, mission, membership expectations, sale of land and election of Council members. **Annual financial contributes, as evidenced by the previous year determines eligibility to vote.** This is the same rule to stand for Council and clarifies .
    1. Elections will be determined by a plurality (highest number) of votes cast
    2. Other matters requiring a vote will be considered approved if ~~**2/3**~~ Change to - **a majority** of members who submit a vote on the matter, according to the procedures stated at the time of the vote, approve of it. Detailed rationale to be written
    3. Council consults with members on other issues that may have broad implications for the movement.

2. REVIEW OF DECISIONS MADE BY COUNCIL: Any member or group of members may request in writing the rationale for any action taken by Council. If at least 10% of members submit written concern regarding any particular Council action, Council will establish a forum for dialogue with members to seek resolution on the issue.

ARTICLE VIII ROLE OF THE GENERAL ASSEMBLY

1. The General Assembly (GA) ordinarily meets every three years and provides opportunities for members to connect and re-connect with each other to explore the accomplishments and challenges facing the Movement.
2. The General Assembly (GA) sets broad direction for the Grail Movement. Given that many members may not be able to attend the GA, matters requiring a member vote as per these bylaws will be distributed following the GA for consultation and ultimate approval by the members. These directives will be considered approved if ~~**2/3**~~ Change to - **a majority** of members who submit a vote on the matter, according to the procedures stated at the time of the vote, approve of it. Detailed explanation to be written
3. The GA suggests broad policies, if needed, to the Council to express the vision, manage the resources and carry out the goals of the Movement.
4. The GA may suggest changes in the Bylaws to the Council for consideration.
5. A committee made up of members of the Executive Committee, the Council and members at large shall plan the General Assembly.

ARTICLE IX CONFLICT OF INTEREST This needs to match the Conflict of Interest - Later

1. The Grail expects a high standard of ethical and fair conduct from its Council members, Officers, committee members, employees and agents who act for and on behalf of the Grail.

2. Any Council member, Officer, committee member, employee or agent having an interest in a contract or other transaction presented to the Council or a committee thereof for authorization, approval, or ratification shall make a prompt, full, and frank disclosure of her interest to the Council or committee prior to its acting on such contract or transaction.
3. The Council/committee to which such disclosure is made shall determine by consensus whether a conflict of interest exists or could potentially exist and how each situation should be treated. The Council/committee may direct actions which include but are not limited to:
    1. Abstention from voting on specific matters with participation limited to the presentation of factual information and/or responses to questions.
    2. Non-attendance during pre-voting discussion and voting.
    3. Noting the potential conflict in the minutes.
4. The person who is deemed to have a conflict of interest may be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon.
5. The minutes of the meeting shall include the disclosure made, the decision on whether a conflict exists, any actions taken, and where applicable, the abstention from voting and participation.
6. Council members shall not disclose confidential Grail-related information, except as required to discharge their duties on the Council.

ARTICLE X LIABILITY

1. GENERAL LIABILITY

    No Council Officer, Council member or committee member or employee shall contract or incur any debts on behalf of the Grail or its programs unless authorized to do so by the Council and with the approval of the Council. No Council Officer, Council member, committee member or employee is authorized to promise financial support to any charitable or other objective unless authorized by the Council. This is not intended to restrict normal public and community relations activities consistent with the mission of the Grail and its programs.

2. INDEMNIFICATION POLICY

    The Council members, Officers and employees together with former Council members, Officers and employees of the Grail shall be indemnified by the Grail to the full extent permitted by Ohio Law.

ARTICLE XI AMENDMENT PROCEDURES

The Articles of Incorporation and Bylaws may be amended, restated or repealed by two-thirds (2/3) of Council after consultation with the members.

1. The proposed amendment(s) shall be published with the notice of the consultation.
2. At least thirty days shall be given for consultation with members regarding amendment(s) to the Bylaws before it is voted on by the Council.

The above revised Bylaws were adopted by The Grail in December 2010 and revised in July 2012.

BYLAWS OF THE GRAIL

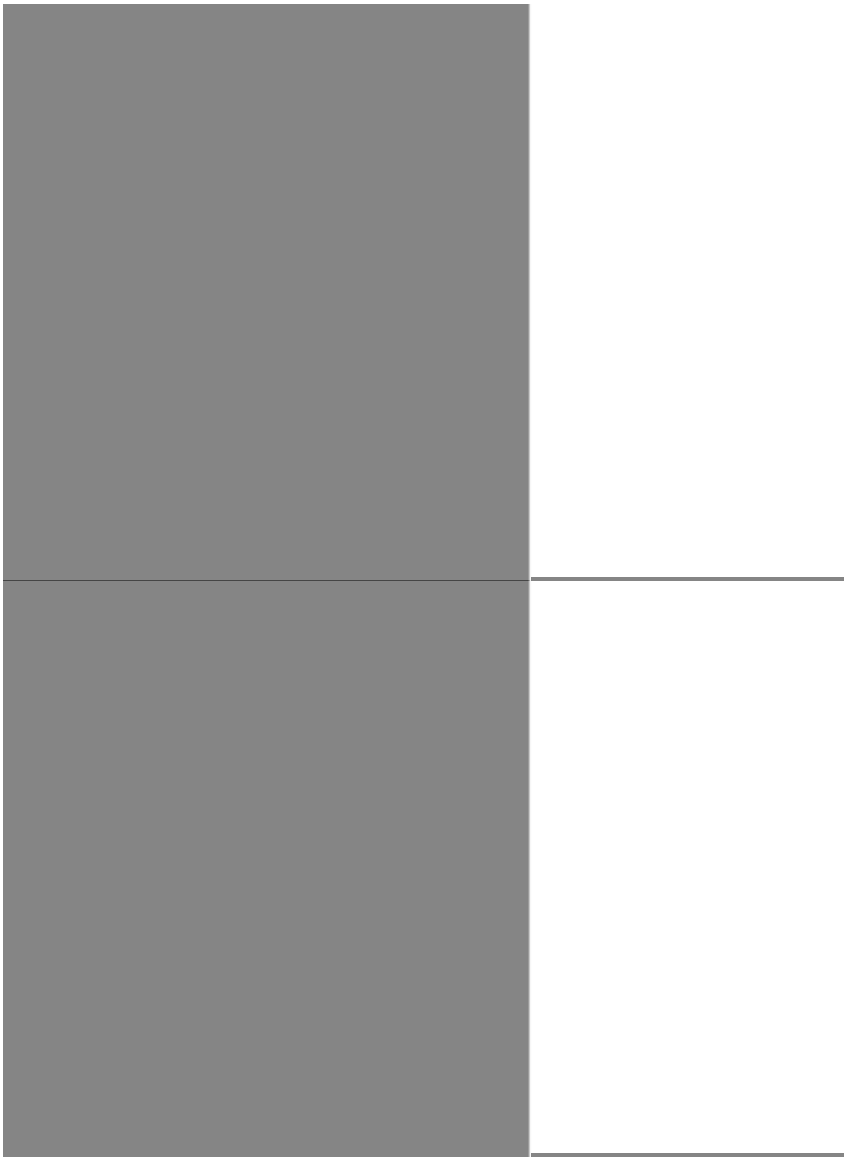
President Secretary

Treasurer

Date: Date:

Date:

BYLAWS OF THE GRAIL



REVISED MARCH 15, 2018