

THE COUNCIL OF MAGICKAL ARTS
BYLAWS

Amended and Restated as of October 22, 2006

ARTICLE 1-PURPOSE

1.01

The Corporation is organized for the following purposes:

A. To hold religious programs and festivals for practitioners of the magical arts to celebrate the holidays of Samhain and Beltane (and such other religious holidays as shall be approved from time to time by the Membership), and to publish a quarterly magazine devoted to the religious practices of the magickal arts.

B. To solicit, raise, and collect funds to further these purposes; to receive, administer, and distribute funds or other property exclusively for religious, charitable, scientific, literary, educational, or other exempt purposes as defined in Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954, as amended (the "Code"); to take by gift, bequest, devise, purchase, or lease, either absolutely or in trust, and hold, administer, and distribute for such purposes, any property, real, personal or mixed, without limitations as to the amount or value, and in administering the same to carry out the directions and exercise the powers contained in any trust instrument under which the property is received, for one or more of such purposes; to sell, convey, or otherwise dispose of any such property; to invest, and reinvest or deal with the proceeds and income of any such property; and to incur and pay expenses incidental to the receipt, administration, and distributions of any such property;

C. To exercise any, all, and every power that a non-profit corporation organized under the provision of the Texas Non-Profit Act can be authorized to exercise for religious, charitable, scientific, literary, educational, or other exempt purposes as defined in Sections 501 (c) (3) and 170 (c) (3) of the Code.

1.02

The principle office of the Corporation shall be located at 2825 Bomar Avenue; Ft. Worth, TX 76103-2347. 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.

ARTICLE II-MEMBERS

2.01

The Corporation shall have one class of Voting members: Individual.

Membership shall be open to all who subscribe to the purposes of the Corporation and are current in the payment of dues. Dues for each class of membership shall be set from time to time by the Members.

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 the festival mailings, of the quarterly magazine and of all official correspondence.

2.02

Members shall have such qualifications and rights as are specified or reserved for members of a non-profit 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, Cistern, Fayette County, Texas.

B. Borrowing or lending corporate funds.

C. Entering into contracts in the name of the Corporation for term longer than a year;

D. Electing, removing, rescinding or replacing Directors or Representatives;

E. Amending the Bylaws;

F. Paying wages to Directors, Officers or Employees; and

G. Any other act contemplated to be taken on behalf of the Corporation that does not directly relate to the magazine, corporate office location or a festival unless specifically enumerated in these bylaws by a vote of the membership.

H. The right to put forth a petition of a quorum of the Membership, as defined below, to a Membership Grievance Committee regarding any individual member. The petition must have specific items regarding membership. The member(s) in question shall be notified by registered mail of a complaint, and all information regarding said complaint will be kept in the strictest confidentiality, within the Board of Directors and the Member Grievance Committee.

The Members may delegate any one or more of such powers to the Board of Directors.

2.03

Memberships shall be effective in the calendar quarter following receipt and recording of dues. All memberships shall expire on the last day of a calendar quarter, and expiration date shall be assigned so as to ensure that each membership receives four issues of the Corporation's magazine, eligibility to register for two consecutive festivals, a renewal reminder notification, all official mailings and any other membership entitlements that occur during the active period of the membership.

2.04

Members shall assemble at festivals twice a year to observe the religious holidays of Samhain and Beltane. Festivals will take place on the weekend prior to the traditional date of these holidays or the nearest convenient weekend, chosen at the discretion of the Executive Director.

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 Area 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.

Members may vote in person or by proxy executed in writing. No proxy shall be valid after the meeting for which it was executed; no proxy holder may vote a proxy vote without first having presented the proxy to the Director of Records for verification of membership status prior to the convening of the annual business meeting or any called business meeting.

Elections and ratifications of Members of the Board of Directors shall be conducted by paper ballot mailed to each voting member of the Corporation. Regular ballots shall be delivered to all members a minimum of 15 business days before a scheduled meeting convened for such a purpose. A winner is declared when one individual has received no less than one-half plus 1 vote of the total possible votes returned, including abstentions. In the event that there is no clear winner, a run-off election between two candidates with a majority of votes shall be held. Said run-off shall be conducted by paper ballot in the same manner as the original election, completed and a winner declared no later than 90 days from the original scheduled meeting.

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 the following means:

A. 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.

B. Delivery of sufficient funds to cover any and all mailing costs incurred through notice of a special meeting request for dates other than the scheduled Fall and Spring business meetings, as set forth in item 2.06 to the Director of Finance or Executive Director.

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 mail.

2.07

A quorum shall be defined as 1/10th or 10% of the current voting members, or 100 members, whichever is less. The majority vote of the holders of the votes entitled to be cast, present in person or by proxy, shall decide any question brought before such a meeting unless the question is one for which law or the Articles of Incorporation requires a different vote.

2.08

Any Business Meeting of the Membership shall be held on a Saturday or Sunday on CMA's festival property near Cistern, Texas if possible. The starting time of said meeting shall be between 10am and 4pm local time.

If adverse weather conditions or other emergency prevents the meeting from being held on the property, it must be held in a publicly accessible facility within 250 miles of the property. Notice of moving the meeting to an alternate location must be given no later than 24 hours before the meeting. Such notice may be in electronic form, and must be displayed on the CMA website, and sent out as an announcement over the CMA announcement list and over any CMA sponsored email lists. Furthermore, notice of where the meeting has been moved to must be physically posted on the gate to the property along with a phone number where a Board Member can be reached.

ARTICLE III-BOARD OF DIRECTORS

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 2.02.

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.

Incoming Members of the Board of Directors shall begin working with the outgoing Board of Directors on the first business day following election, including, but not limited to, inclusion in discussion and regular decision-making on the Director mailing list, inclusion and attendance at any and all Director and/or Staff/Officer meetings and access to any records, accounts, documents, equipment, or property that may be held by any outgoing Director.

The Incoming Board members shall not have voting power on the board until the term of their office commences.

3.03

The Board of Directors may have regular meetings at such times and places as it may designate. Unless required by resolution of the Board, notice of any such meeting need not be given.

3.04

Special meetings of the Board of Directors may be called by the Executive Director, and shall be called by the Executive Director upon the written request of any two or more Directors. Notice of each such meeting shall be mailed to each Director, addressed to his/her residence or usual place of business at least three days before the date on which the meeting is to be held; or the Director of Records may cause such notice to be delivered personally or by telephone, email, or other electronic means not later than twenty-four hours before the time of the meeting. Notice of any adjourned or recessed meeting need not be given.

3.05

Proper notice of any meeting of the Board of Directors shall be deemed to have been given to any Director who signs a waiver of notice, before or after the meeting, or who attends a meeting, unless attending for the express purpose of objecting to the transaction of any business because the meeting has not been lawfully called.

3.06

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.

3.07

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.

3.08

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.

3.09

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 3.07 may suspend any Director with cause until a Special Membership Meeting shall be called for the General Voting Membership's determination and/or ratification, per Section 2.02. Notice of the Special Meeting shall comply with Sections 2.05, 2.06 and 2.07 of the Bylaws.

3.10

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.

3.11

Any action that may be or is required to be taken at a meeting of the Board may be taken without such a meeting if all of the Directors sign consent in writing setting forth and approving the action to be taken. Such consent shall have the same effect as a unanimous vote.

3.12

A Director has the authority to create or dissolve appointed positions within any of his or her standing committees. A Director may also nominate any member in good standing for an appointed position within his or her standing committee. Nominees shall be confirmed by majority vote of the Board of Directors.

3.13

The Board of Directors shall establish and maintain a duplicate copy of all corporate records and store them in a secure location separate from the primary copy of corporate records. Said duplicate copies shall be maintained under the control of a current member of CMA. 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 may invest corporate funds in certificates of deposit, or other FDIC insured investments.

ARTICLE IV-OFFICERS

4.01

The Officers of the Corporation shall consist, at a minimum, of an Executive Director (President), Assistant Executive Director, 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 of Directors to exceed 13 and that the Director(s) are elected to a designated for specific purpose position, previously voted upon by a majority of the membership present in person or by proxy at the annual business meeting (Beltane) prior to the current business meeting (Samhain) and within the same calendar year.

The Executive Director, Director of Records and Director of Finance shall serve as the Fiduciary Officers of the Corporation. Said Fiduciary Officers shall be bonded with the State of Texas, under State Law, as Fiduciary Officers, at the cost of the Corporation.

4.02

The Members shall elect the Officers 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 his/her successor shall have been duly chosen and qualified or until his/her death, resignation, or removal in the manner hereafter provided.

4.03

Any Officer 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, which shall not be less than thirty days.

4.04

The Board of Directors may suspend any Director, at any time, with cause, when it determines that the best interests of the Corporation will be served thereby. In case of a suspension, a special meeting shall be called as set forth in Sections 2.05 and 2.06.

4.05

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

4.06

The Executive Director shall act as a Fiduciary Officer of the Corporation, 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 customarily performed by the office of President. The Executive Director shall preside over the Festival Committee, and shall supervise Area Representatives. The Executive Director shall perform such other duties as are assigned by the Board of Directors from time to time.

4.07

The Assistant Executive Director shall serve on the Festival Committee and 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, serve on the Internet Committee, and be an advocate for the Membership. 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.

4.08

The Director of Records shall act as a Fiduciary Officer of the Corporation. 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, provide copies of meeting minutes to members and other Directors, cause all notices required of the Corporation to be given properly, supervise the Administrator/Registrar, manage the membership roles in association with the Administrator, 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.

4.09

The Director of Finance shall act as a Fiduciary Officer of the Corporation, 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 semi-annual 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.

4.10

The Director of Communications shall oversee the production of the Corporation's magazine, shall preside over the Publications Committee and the Internet Committee. 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.

4.11

A Manager of Land and Facilities shall be appointed by the Board of Directors. The Manager of Land and Facilities shall oversee the aspects of managing, developing and maintaining the Corporation's real property and any assets and facilities thereon. The Manager of Land and Facilities 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 Board of Directors reserves and shall have authority over financial management of the real property and any assets thereon, and through majority vote, approve, or disapprove any and all improvements or developments of said property.

4.12

A Historian shall be appointed by the Director and shall perform such duties as the Members shall designate or as are assigned by the Board of Directors or authorized by the Director from time to time. The Historian shall not be an Officer of the Corporation.

Historian Emeritus shall be an honorary position with a lifetime appointment until voluntary resignation or removal by the Board of Directors and shall include a lifetime membership and admission to all events.

4.13

At each annual meeting, the Member shall determine the number of Area Representatives to be elected in their respective Areas and to serve for the following term. An Area shall be defined as any geographical area which contains the residences of Members with at least 20 votes. A new Area may be designated when the minimum 20 votes has been maintained throughout at least one calendar year. If the number of voting members in an Area falls below 20, the Area may be disbanded.

Area Representatives shall be elected by majority vote of the Members resident in such Area, present in person or by proxy, at the annual meeting. Each group of Area Representatives shall act as a liaison between the Members in their Area and the general Membership or the Board; shall coordinate one aspect of each festival, shall report on Area activities to the magazine and shall make membership information available within the Area.

At each Area meeting, and after the election of all Representatives to serve for such Area, the members of said Area shall then elect, form the newly elected number, a Representative to serve in the capacity of Lead Representative in the same manner as Area Representatives are elected. The Lead Representative of each Area is responsible for any and all communication to the Editor of the magazine of the Corporation, timely reports to the Board of Directors and communication between all other representatives in said Area. The Lead Representative shall also serve on the Member Grievance Committee, as specified in 6.07.

4.14

Candidacy for Directorship:

To serve on the Board of Directors, a member must:

- A. Be a current member, in good standing.
- B. Have been a member for a minimum of one year in the calendar year and one day in the calendar year immediately preceding candidacy.
- C. Serve as any of the following: Lead Area Representative for one year, Area Representative for a minimum of two years, Senior Festival Staff for a minimum of one Festival, or service or experience commensurate with the position for which they are seeking election (i. e.: CPA).
- D. If a candidate is seeking election as a Fiduciary Officer (President, Secretary or Treasurer), said candidate must provide the Board of Directors any and all information necessary to be bonded by the State of Texas as Fiduciary Officers of a 501 (c) (3) Corporation.
- E. If a candidate is seeking election as any other Director, said candidate must sign an Affidavit of Disclosure regarding any Felony convictions. Conviction of a felony does not preclude candidacy or service on the Board of Directors. The Affidavit of Disclosure will be held by the Directors of Records and will be held in confidence by the Board of Directors. All Affidavits of Disclosure shall be held in the official archives of the Corporation by the Director of Records.

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 2.02. 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, as set forth in Section 4.14. 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 the limits of current or accepted privacy requirements, including not but not limited to name, address, and account information which shall be held as private unless authorized to be released by the Board of Directors of CMA.

ARTICLE VI-COMMITTEES

6.01

The Executive Director, the Assistant Executive Director, and the Area Representatives shall serve on the Festival Committee, which shall have responsibility for organizing each festival. The Executive Director shall preside over the Festival Committee, shall set the theme of each festival, and may appoint committee members.

6.02

The Director of Communications, the Editor, the Director of Records and the Area Representatives shall serve on the Publications Committee, which shall have responsibility for publishing a quarterly magazine consistent with the purposes for which

the Corporation is organized. The magazine shall be published near the solstices and equinoxes. The Publications Committee shall set editorial guidelines and advertising rates for the magazine. Director of Communications shall preside over the Publications Committee and may appoint additional committee members.

6.03

The Director of Communications, the Internet Administrator, the Editor and the Assistant Executive Director shall serve on the Internet Committee, which shall have responsibility for maintaining the Corporation's on-line presence, both internal and external, and for related online functions. The Director of Communications shall preside over the Internet Committee and may appoint additional committee members.

6.04

The Manager of Land and Facilities, the Executive Director, and the Land Development Team Leaders shall serve as the Land Management Group, which shall have responsibility for managing, developing, and maintaining the Corporation's real property and any facilities thereon. The Land Development Team Leaders shall advise the Manager of Land and Facilities and the Board of Directors on their respective areas of technical expertise. The Manager of Land and Facilities shall over the Land Management Group and may appoint additional group members.

6.05

The Executive Director, with approval of the Board, shall appoint or dissolve such standing committees as she/he shall deem necessary for carrying out the purposes of the Corporation.

6.06

An Election Committee shall be formed and shall include a minimum of three Members in good standing. The Director of Records shall oversee the Election Committee, but shall not take part in any counting of votes. The Election Committee, with the Director of Records, shall be responsible for making and receiving any and all ballots. Said ballots shall be counted and recorded in accordance with the Board of Directors approved procedure for the committee.

6.07

A Membership Grievance Committee shall be formed by the Lead Representatives of each Area, as elected by said Area meetings. The Grievance Committee shall be responsible for hearing any and all Membership Grievances. The Grievance Committee shall:

- A. Record any and all complaints given by the Membership.
- B. Receive and record any and all petitions given by a quorum of the membership, as defined in Section 2.07, as regards to complaints against individual Members or members of the Board of Directors.
- C. In any and all actions, the Grievance Committee shall put individual member confidentiality first, maintaining privacy at all times.
- D. Record and file any documentation as regards any petition put forth by a quorum of the Membership.
- E. Make recommendations to the Board of Directors with regards to possible actions taken as pertains to: removal of Directors from the Board, or refusal of membership privileges or revocation of membership privileges. The Board of Directors shall then, by majority vote, either accept or decline the recommendations of the Grievance Committee.

ARTICLE VII-MISCELLANEOUS

7.01

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

7.02

Any gift, donation, bequest, or subscription to the Corporation shall be deemed to have been accepted only when approved by the Board of Directors, except that any gift, donation or bequest of real property in the form of real estate with a value of \$5,000 or more shall be deemed to have been accepted only when approved by the Members.

7.03

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.

7.04

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.

7.05

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. Robert's Rules of Order shall not be required of Director Meetings, unless so required by a majority of the Directors present at a Director Meeting.

ARTICLE VIII-AMENDMENTS

8.01

The Members of the Corporation, by majority vote may alter, amend, or repeal the Bylaws at any meeting of the Members duly convened for such purpose, provided, however, that the Members may delegate such power to the Board of Directors.

Any amendment or change to the Bylaws must be submitted, in writing, to the Bylaw Committee a minimum of 45 business days prior to the date of the next Business meeting. The Bylaw Committee shall then present an analysis of the proposed amendment to the Membership. Bylaws are subject to a vote up or down without revision on the floor. Any and all Bylaw amendments shall be presented, in writing, to the membership no later than ten business days prior to the date of the scheduled Business meeting.

CHANGES, CORRECTIONS AND AMENDMENT LOG:

January 31, 2002: paragraphs 2.04, 3.12-amendments

March 18, 2002: paragraph 1.02-address correction

October 19, 2003: paragraphs 2.02, 2.04, 2.05, 2.06; Article III, paragraphs 3.03, 3.07, 3.08, 4.01,4.06, 4.08, 4.09, 4.10, 4.11, 4.13, 4.14, 5.02, 6.06, 6.07, 7.05, 8.02-amendments

December 3, 2003: paragraph 1.02-address correction

October 17, 2004: paragraphs 2.04 Item Two and Three, 4.04, 8.02-amendments

April 17, 2005: paragraphs 2.02, 2.06, 2.08, 3.13, 3.13a, 4.01, 4.11, 6.04-amendments

April 16, 2006: paragraph 2.02A, 3.02, 4.01, 4.06, 4.14 B & C, 5.02, 7.05-amendments

October 22, 2006: paragraphs 2.01, 2.02, 2.04, 6.06-amendments