



***SPIRIT FIRE MEDITATIVE RETREAT CENTER***

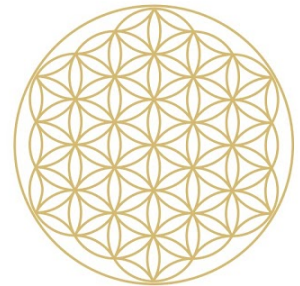
***BOARD HANDBOOK***



retreat center



meditation



education

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407 W. Leyden Rd.  
Leyden, MA 01337  
413.624.3955  
[www.spiritfire.com](http://www.spiritfire.com)

revised: March 2015

Greetings,

Thank you for serving on Spirit Fire Meditative Retreat Center's Board of Directors. This handbook is meant to be a guide and a resource for you.

I am sure you will find the experience rewarding as you involve yourself and learn more about Spirit Fire. I am also sure that Spirit Fire would receive much in the way of your guidance and I would love to see your contributions help to refine its future.

This is a challenging time for all non-profit organizations and should you agree to join us, together, we will continue to make sure that Spirit Fire has sustainability for many years to come.

In appreciation,

A handwritten signature in black ink, appearing to read "Steve Kramer", with a long horizontal flourish extending to the right.

Steve Kramer, President  
Spirit Fire Meditative Retreat Center

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## MISSION & HISTORY

### including Articles of Organization, By-Laws, and 501(c)3 Determination

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#### Mission Statement

Spirit Fire Meditative Retreat Center (Spirit Fire) is an educational non-profit whose mission is to cultivate spirituality and educate people on the importance of consciousness in their everyday lives.

#### History

Members of The Center for Esoteric Studies, a charitable organization in Toronto, Canada sought to create a similar organization in the United States. This led to the formation of Spirit Fire as a US corporation in 2001, which then evolved to a non-profit educational organization in June, 2002. At the time of incorporation, the group, which gathered in Canada, Colorado, and New England, had become too large for their meeting places and a three year search began for a property to create a retreat center/education center to meet the growing group's mission. A 95-acre former farm located in Leyden, Massachusetts was purchased in July, 2004 as the future home of Spirit Fire Meditative Retreat Center. Plans were drawn to build the retreat center and ground was broken in November, 2004. September, 2005 saw doors open to Spirit Fire's first retreat in the newly built center which was funded entirely on donations.

With the center operational, the educational mandate became the primary focus. After three years in development, Spirit Fire's meditation practice, The Practice of Living Awareness, was offered as a formal practice to the public in 2006. Extending classes beyond the core group gatherings was the next endeavor. Educational programming began through teleconference in 2007 and evolved to the online classes offered today.

Spirit Fire's mission continues to express itself through these three cornerstones:

- Spirit Fire Meditative Retreat Center: Located in Leyden, Massachusetts, Spirit Fire's retreat center contributes to its mission by providing guests with a learning environment that is green, organic, and sustainable.
- The Practice of Living Awareness: Spirit Fire's 14-step meditation program is free to anyone and teaches the individual mindfulness through guided meditation. With practice, one learns to tame the

over-active mind and exchange the cluttered thoughts of daily life with a conscious, focused mind that allows for the spaciousness and insight of awareness.

- Education: Spirit Fire's mission is to support conscious living through awareness. This is achieved by encouraging a deeper, fuller understanding of one's self. Spirit Fire's classes and retreats are designed to provide students with tools that will help them discover, define, and develop that awareness.

## **Founder**

Spirit Fire Meditative Retreat Center's Founder is Donna Mitchell-Moniak. She is an author, lecturer, teacher, and mother. Through the course of her spiritual and meditative practice, she developed *The Practice of Living Awareness* as both a meditative and a life practice. The key components of *The Practice of Living Awareness* served as a guiding force in the creation of Spirit Fire: a conscious connection to nature, the undeniable inter-connectedness of all beings, and the lighted expansiveness of awareness.

The phrase, "change yourself, change the world" has become a directive of Spirit Fire.

In Donna's words, "Once one is made aware, no matter what the source or the reason is for that new awareness, they cannot go back to ignorance. It is bold to live an aware life. Awareness is a powerful energetic call and one that Spirit Fire puts forward in every endeavor. The Path of Enlightenment is a path of change."

Donna's work, study, offerings, and writing span three decades. It is inclusive of the Native Tradition, the Trans-Himalayan codex of Alice Bailey, Raja and Agni Yogas, mystical Christianity, and Mahayana and Vajrayana Buddhism.

Donna lives, meditates, and teaches at Spirit Fire's Retreat Center in Leyden, MA.

# The Commonwealth of Massachusetts

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

## ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

### ARTICLE I

The exact name of the corporation is:

Spirit Fire Meditative Retreat Center, Inc.

### ARTICLE II

The purpose of the corporation is to engage in the following activities:

To provide a space where people of all religious and/or spiritual persuasions, backgrounds, and beliefs may come to learn more about their own spirituality through the practice of meditation, contemplation, spiritual retreats, and/or simply the experience of solitude;

To provide instruction in various meditative and/or contemplative techniques including, without limitation, those drawn from mystical Christianity, Buddhism, and/or Native American traditions;

To offer lectures, classes, and workshops in the areas of comparative religion and wisdom traditions and in the nature of consciousness so that participants may develop an understanding of, and tolerance for, the diversity of religious and spiritual beliefs held by people throughout the world; and

To conduct such other activities and programs in furtherance of the foregoing purposes as may be carried out by a corporation organized under Massachusetts General Laws Chapter 180 and described in Section 501(c)(3) of the Internal Revenue Code.

- B
- C
- P
- M
- R.A.

7

08-200155

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

P.C.

1984-1-100

### ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

N/A

### ARTICLE IV

\*\*Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members or of any class of members, are as follows:

See Continuation Sheets 4A and 4B.

### ARTICLE V

The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected

*\*\*If there are no provisions, state "None"*

*Note: The preceding four (4) articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment*

ARTICLE VI

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing.

ARTICLE VII

The information contained in Article VII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation in Massachusetts is

296 Washington St., Arlington MA 02474

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

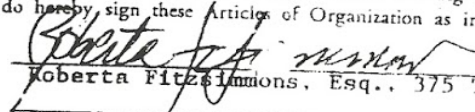
|   | NAME                       | RESIDENTIAL ADDRESS                      | POST OFFICE ADDRESS                                  |
|---|----------------------------|--|--|
| President:  | Donna Mitchell-Moniak      | 296 Washington St.<br>Arlington MA 02474 | SAME   |
| Treasurer:  | Jason Stamulis             | 56 Juniper Drive<br>Saugus MA 01906      | SAME   |
| Clerk:  | Roberta Fitzsimmons        | 39 Rockland Ave.<br>Malden MA 02148      | 375 Totten Pond Rd<br>Suite 102<br>Waltham MA 02451- |
| Directors:<br>(or officers<br>having the<br>powers of<br>directors) | See Continuation Sheet 7A. |  |  |

c. The fiscal year of the corporation shall end on the last day of the month of: December

d. The name and business address of the resident agent, if any, of the corporation is:  
N/A

I/~~we~~, the below signed incorporator/~~s~~ do hereby certify under the pains and penalties of perjury that ~~have~~ have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/~~we~~ do hereby further certify that to the best of my/~~our~~ knowledge the above-named officers have not been similarly convicted. If so convicted, explain.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/~~we~~, whose signature/~~s~~ appear below as incorporator/~~s~~ and whose name and business or residential address(es) are clearly typed or printed beneath each signature, do hereby associate with the formation of forming this corporation under the provisions of General Laws, Chapter 180 and do hereby sign these Articles of Organization as incorporator/~~s~~ this 21st day of March, 2001

  
Roberta Fitzsimmons, Esq., 375 Totten Pond Rd., Suite 102, Waltham MA 02451-201

Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.



~~#~~ 1895

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 35.00 having been paid, said articles are deemed to have been filed with me this 21<sup>st</sup> day of MARCH 2001.

Effective date: \_\_\_\_\_

*William Francis Galvin*

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

SECRETARY OF THE COMMONWEALTH  
01 MAR 21 PM 3:33  
CORPORATION DIVISION

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Roberta Fitzsimmons, Esq.  
375 Totten Pond Rd., Suite 102

Waltham MA 02451-2010

Telephone: 781-290-5757

## **By-Laws of the Organization:**

### **By-Laws of Spirit Fire Meditative Retreat Center Inc.**

#### **ARTICLE 0 Purpose**

Spirit Fire Meditative Retreat Center, Inc (Spirit Fire) mission is to cultivate spirituality and educate people on the importance of consciousness in their everyday life.

#### **ARTICLE I Members**

##### **1. Membership**

The Corporation shall not have any members. Any action or vote required or permitted by law to be taken by members shall be taken by action or vote of the same percentage of the Directors of the corporation.

#### **ARTICLE II Directors**

##### **2. Director-Based Organization**

The Corporation shall be organized upon a directorship basis.

##### **2.1. Powers**

The Board of Directors shall have the entire charge control and management of the corporation and its property and may exercise all or any of its powers. The Board shall have all necessary and reasonable powers to carry out the purpose of the Corporation; shall set the salary of the Executive Director and shall either establish the salary ranges of staff or delegate that function to the Executive Director. The Board shall serve voluntarily and without compensation.

##### **2.2. Number and election**

The Initial Directors shall be the person's named in the Articles of Organization. Thereafter, the number of Directors shall constitute the whole board of Directors shall be fixed, and the Directors elected, at the annual meeting of Directors.

##### **2.3. Enlargement of the board of Directors**

The number of the Board of Directors may be increased and one or more additional Directors may be elected at any meeting of Directors.

#### **2.4. Tenure**

Except as otherwise provided by law, by the Articles of Organization or by these by-laws, Directors shall hold office until the next annual meeting of Directors and thereafter until their successors are chosen and qualified.

#### **2.5. Vacancies**

Any vacancy at any time existing in the Board of Directors, maybe filled by the Board of Directors at any meeting. The Directors may exercise all their powers notwithstanding the existence of one or more vacancies in the board. Vacancies occurring on the Board of Directors caused by either resignation, removal, or death, and a decision to fill a vacant seat shall be by majority vote of the Directors. A Director elected to fill a vacancy caused by resignation, death or removal shall hold office for the unexpired term of his predecessor.

#### **2.6. Resignation**

Any Director may resign by delivering his or her written resignation to the corporation at its principal office or to the President or Clerk. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

#### **2.7. Removal**

A Director may be removed from office with or without cause by a vote of a majority of the Directors then in office. A Director may be removed for cause only after reasonable notice and opportunity to be heard before the board of Directors.

#### **2.8. Annual meeting**

The date, place, and time of the annual meeting of the board of Directors shall be fixed by the Directors. In the event that no date for the annual meeting is established or if no annual meeting is held in accordance with the foregoing provisions, a special meeting will be held in lieu thereof, and any action taken at such meeting will have the same effect as if it taken at the annual meeting.

#### **2.9. Regular meetings**

Regular meetings of the Directors may be held at such times and places as shall from time to time be fixed by resolution of the board and no notice need be given of regular meetings held at times and places fixed, provided, however that any resolution relating to the holding of regular meetings shall remain in force only until the next annual meeting of Directors, or the special meeting held in Lieu thereof, and that if, at any meeting of Directors at which a resolution is adopted fixing the time or place or places for any regular meetings, and any Director is absent, no meeting shall be held pursuant to such resolution until either each such absent Director has in writing, email, fax, or by telegraph approve the resolution or seven days have elapsed after a copy of the resolution certified by the Clerk has been mailed postage prepaid, addressed to each absent Director at his or her last known home or business address.

#### **2.10. Special meetings**

Special meetings of the Directors may be called by the President, by the Clerk, by any two Directors, or by one Director in the event that there is only one Director and shall be held at the place doesn't even in the notice or call thereof.

#### **2.11. Telephone/Electronic conference meetings**

Unless otherwise provided by law or the Articles of Organization, Directors may participate in a meeting of the Directors by mean of a conference telephone, email, fax, or by means of similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, and participating by such mean shall constitute presence in person at a meeting.

#### **2.12. Notices**

Notices of any special meeting of the Directors shall be given to each Director by the Clerk (a) by mail, postage prepaid and address to the Directors last known home or business address, at least four days before the meeting or (b) by facsimile, telephone, or in person, at least 48 hours before the meeting, unless shorter notice is adequate under the circumstances. If the meeting is called otherwise then by the Clerk, notice may be comprised of a copy of the call of the meeting. If the meeting is called by the Clerk, notice given by the Clerk shall constitute a call of the meeting. If the Clerk refuses or neglects for more than 24 hours after receipt of a call to give notice of such special meeting, or at the office of the Clerk is vacant, or if the Clerk is absent from the Commonwealth of Massachusetts or is incapacitated, noticed may be given by the officer or one of the Directors calling the meeting. Whenever notice of the meeting is required, such notice need not be given to any Director if a written waiver of notice, executed before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to such Director. Neither such notice nor waiver of notice need specify the purpose of the meeting unless otherwise required by law, the articles of incorporation, or the by-laws.

#### **2.13. Quorum**

At any meeting of the Directors, a majority of the Directors then in office shall constitute a quorum for the transaction of business; provided always that any number of Directors (whether one or more and whether or not constituting a quorum) constituting a majority of Directors present at any meeting or at any adjourned meeting may make any reasonable adjournment thereof.

#### **2.14. Action at meeting**

At any meeting of the Directors at which a quorum is present, the action of the Directors on any matter brought before the meeting shall be decided by vote of a majority of those present, unless a different vote is required by law, the Articles of Organization, or these by-laws.

#### **2.15. Action by written consent**

Any action by the Directors may be taken without a meeting if a written consent thereto is signed by all the

Directors and filed with the records of the Directors meetings. Such consent shall be treated as a vote of the Directors for all purposes.

#### **2.16. Committees**

The Directors may, by vote majority of the number of Directors then in office, elect or appoint an executive or other committee and may, by like vote, delegate thereto some or all of their powers provided that any committee to which the powers of Directors are delegated shall consist solely of Directors. Except as the Directors may otherwise determine, any such committee may make rules for the conduct of its business, but, unless otherwise provided by the Directors or in such rules, its business shall be conducted, as nearly as possible, in the same manner as is provided by these by-laws for the Directors. The Board of Directors shall have the power at any time to fill vacancies in any such committee, to change its membership, or to discharge the committee. At all meetings of committees, a simple majority of the members of the committee present shall constitute quorum.

#### **2.17. Vote of Interested Directors**

A Director who is a member, stockholder, trustee, Director, officer, or employee of any firm, corporation, or association with which the corporation contemplates contracting or transacting business shall disclose his or her relationship or interest to the other Directors acting upon, or in reference to, such a contract or transaction. No Director so interested show vote on such contract or transaction, but he or she may be counted for the purpose of determining a quorum. The affirmative vote of a majority of the disinterested Directors shall be required before the corporation may enter into such contract or transaction.

In case the corporation enters into a contract or transacts business with any firm, corporation, or Association of which one or more of its Directors is a member, stockholder, trustee, Director, officer, or employee, such contract or transaction shall not be invalidated or in any way affected by the fact that such Director or Directors have or may have interest therein which are, or might be, adverse to the interest of the corporation. No Director or Directors, having disclosed such adverse interest, shall be liable to the corporation or to any creditor of the corporation or to any other person for any loss incurred by it under, or by reason of, any such contract or transaction, nor shall any such Director or Directors be accountable for any gains or profits to be realized thereon.

#### **2.18 Ex-Officio Members**

The Executive Director shall serve as an ex-officio member of the Board and its committees, without privilege of vote. Any chairperson of a Board Committee not a current member of the Board shall be an ex-officio member of the Board for the length of that appointment, without privilege of a vote.

#### **2.19 Compensation**

No compensation shall be paid to Directors for their services as a Director. There shall be no prohibition against a Director receiving reasonable compensation for services provided to the Corporation, provided they are done so in a commercially-reasonable manner as permitted under the laws of section 501(c)3.

## **ARTICLE III**

### **Officers**

#### **3.1. Enumeration**

The officers of the corporation shall be a president, a Treasurer, and a Clerk, and such other officers, if any, as the Directors may determine. The Board of Directors may appoint one of its Directors to the office of the chairperson of the board and from time to time define the powers and duties of that office.

#### **3.2. Election and Vacancies**

The President, Treasurer, and Clerk shall be elected annually by the Directors at the annual meeting or the special meeting held in Lieu thereof. Other officers may be chosen by the Directors at such meeting or any other meeting. Any vacancy at any time existing in any office may be filled by the Directors at any meeting and such successor in office shall hold office for the unexpired term of his or her predecessor.

#### **3.3. Qualification**

Any officer may, but need not, be a Director. Any two or more offices may be held by the same person. The Clerk shall be a resident of Massachusetts unless the corporation has a resident agent appointed for the purpose of service of process. Any officer may be required by the Directors to give bond for the faithful performance of his or her duties to the corporation in such amount and with such sureties as the Directors may determine. The premiums for such bonds may be paid by the corporation.

#### **3.4. Tenure**

Except as otherwise provided by law, by the Articles of Organization or by these by-laws, the President, Treasurer, and Clerk shall each hold office until the next annual meeting of Directors, or the special meeting held in Lieu thereof, and thereafter until his or her successor is chosen and qualified. Other officers shall hold office until the next annual meeting of Directors, or the special meeting held in Lieu thereof, unless a shorter term is specified in the vote choosing or appointing them.

#### **3.5. Resignation**

Any officer may resign by delivering his or her written resignation to the corporation at its principal office or to the President or Clerk, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

#### **3.6. Removal**

The Directors may remove any officer appointed by the Directors with or without cause By a vote of a majority of the entire number of Directors then in office; provided, that an officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board of Directors prior to action thereon.

### **3.7. Chairperson of the Board of Directors**

If a chairperson of the Board of Directors is elected, he or she shall preside at all meetings of the Directors, except as the Directors shall otherwise determine, and shall have such other powers and duties as may be determined by the Directors.

### **3.8. President**

Unless otherwise determined by the Directors, the President shall be the chief executive officer of the corporation and, subject to the control of the Directors, shall have general charge and supervision of the affairs of the corporation. If no chairperson of the Board of Directors is elected, the President shall preside at all meetings of the Directors except as a Directors otherwise determine. The President still have such other duties and powers as the Directors shall determine.

### **3.9. Treasurer**

The Treasurer shall, subject to the direction of the Directors, have general charge of the financial affairs of the corporation and shall cause to be kept accurate books of account. He still have custody of all funds, securities, and valuable documents of the corporation, except as the Directors may otherwise provide. He shall promptly render to the President and to the Directors such statements of his transactions and accounts as the President and Director's respectively may from time to time require. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Directors may designate.

### **3.10. Clerk**

The Clerk shall record in books kept for the purpose of all votes and proceedings of the Directors at their meetings and shall have custody of the seal of the corporation. The Clerk shall perform such duties and have such powers additional to the foregoing as the Director shall designate.

### **3.11. Temporary Clerk**

If the Clerk is absent from any meeting of the Directors, a temporary Clerk chosen at the meeting shall exercise the duties of the Clerk at the meeting.

### **3.12. Other officers**

Other officer shall have such duties and powers as may be designated from time to time by the Directors.

### **3.13 The Executive Director**

The Board shall appoint the Executive Director who shall oversee the operation of the Corporation, make personnel decisions, and provide advice and assistance to the officers and committees of the Board. The Board shall conduct a performance evaluation and salary review of the Executive Director annually to ensure compensation is reasonable and under the laws permitted by section 501(c)3. With due process and proper documentation, the board may remove the Executive Director with a two-thirds vote of the board.

### **3.14 Salaries**

There shall be no salary paid to any officer of the Corporation, except as otherwise stated herein.

## **ARTICLE IV**

### **Sponsors, benefactors, contributors, advisors, friends of the corporation**

The Directors may designate persons or groups of persons as sponsors, benefactors, contributors, advisors, or friends of the corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the Directors shall otherwise designate, shall in such capacity have no right to notice of, or to vote at, any meetings, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

## **ARTICLE V**

### **Indemnification**

The Corporation shall, to the extent legally permissible, indemnify each person who may serve, or who has served at any time, as a trustee, Director, or officer of the corporation, or of any of its subsidiaries, or who, at the request of the corporation, may serve, or at any time has served, as a trustee, Director, or officer of, or in a similar capacity with, another organization or an employee benefit plan, against all liabilities and expenses as permitted by law under section 501(c)3-- including counsel fees, judgment, fines, excise taxes, penalties and amounts payable in settlements -- reasonably incurred by or imposed upon such person in connection with any threatened, pending, or completed action, suit, or other proceeding, whether civil, criminal, administrative, or investigative, in which such person may become involved by reason of serving, or having served, in such capacity (other than proceeding voluntarily initiated by such person unless (a) he or she is successful on the merits, (b) the proceeding was authorized by the corporation, or (c) the proceeding seeks a declaratory judgment regarding his or her own conduct); provided that no indemnification shall be provided for any such person with respect to any manner as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the corporation or, to the extent such matter relates to services with respect to any employee benefit plan, in the best interest of the participants or beneficiaries of such employee benefit plan; and, provided, further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the compromise payment, and the indemnification thereof, have been approved by the corporation or by a court of competent jurisdiction. Such indemnification shall include payment by the corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this section, which undertaking may be accepted without regard to the financial ability of such person to make repayment. In no event shall the corporation make any indemnity payments hereunder if such payments would represent unreasonable compensation to the recipient.

A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to a subsidiary or an organization shall be deemed to have acted in good faith in the reasonable belief that



his or her action was in the best interest of the corporation if he or she acted in good faith in the reasonable belief that his or her action was in the best interest of such subsidiary or organization, or of the participants or beneficiaries of or other persons with interest in, such subsidiary or organization to whom he or she had a fiduciary duty.

Where indemnification hereunder requires authorization or approval by the corporation, such authorization or approval shall not be unreasonably withheld. Authorization or approval shall be conclusively deemed to have been obtained (and in any instance where a Director of the corporation approves the payment of indemnification, such Director shall be wholly protected) if:

- (i) The payment has been approved or ratified (1) by a majority vote of the quorum of the Directors consisting of persons who are not at that time party to the proceeding, or (2) by a majority vote of the committee of one or more Directors who are not at that time parties to the proceeding and are selected for this purpose by the full board (in which selection Directors who are parties may participate); or
- (ii) The action is taken in reliance upon the opinion of independent legal counsel (who maybe counsel to the corporation) appointed for the purpose by vote of the Directors or in the manner specified in clauses (1) or (2) of subparagraph (i) above; or
- (iii) The payment is approved by the court of competent jurisdiction and; or
- (iv) The Directors have otherwise acted in accordance with the applicable legal standard of conduct.

Any indemnification or advance of expenses under this section shall be paid promptly, and in any event within 30 days after the receipt by the corporation of a written request therefrom from the person to be indemnified, unless with respect to a claim for indemnification, the Corporation shall have determined that the person is not entitled to indemnification. If the corporation denies the request, or if the payment is not made within such 30 day period, the person seeking to be indemnified may at any time thereafter seek to enforce his or her rights hereunder in a court of competent jurisdiction and, if successful in whole or in part, he or she shall be entitled also to indemnification for the expense of prosecuting such action. Unless otherwise provided by law, the burden of proving that the person is not entitled to indemnification shall be on the corporation.

The right of indemnification under this article shall be a contract right inuring to the benefit of the trustees, Directors, officers, and other persons entitled to be indemnified hereunder. No amendment or repeal of this article shall adversely affect any right of such trustee, Director, officer, or other person existing at the time of such amendment or repeal.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors, and administrators of a trustee, Director, officer, or other person entitled to indemnification hereunder. The indemnification provided hereunder may, to the extent authorized by the corporation, apply to the trustees, Directors, officers, and other persons associated with the constituent corporations that have been merged into or consolidated with the corporation who would have been entitled to indemnification hereunder had they served in such capacity with, or

at the request of, the corporation.

The right of indemnification under this article shall be in addition to, and not exclusive of, all of the rights to which such trustee, Director, officer, or other persons may be entitled. Nothing contained in this article shall affect any rights to indemnification to which the corporation's employees or agents (other than trustees, Directors, officers, and other persons entitled to indemnification hereunder) may be entitled by contract or otherwise by law.

If both the corporation and any person to be indemnified under this article are parties to an action, suit, or proceeding (other than an action, suit, or proceeding by, or in the right of, the corporation to procure a judgment in its favor), counsel representing the corporation therein may also represent such indemnified person unless such dual representation would involve such counsel in a conflict of interest in violation of applicable principles of professional ethics, and the Corporation shall pay all fees and expenses of such counsel incurred during the period of dual representation other than those, if any, as would not have been incurred if counsel were representing only the corporation. An allocation made in good faith by such counsel of fees and disbursements payable under this paragraph by the corporation versus fees and disbursements payable by any such indemnified person shall be final and binding upon the corporation and such indemnified person.

## **ARTICLE VI**

### **Seal and fiscal year**

#### **6.1. Seal**

The seal of the corporation shall be circular in form with the name of the corporation around the periphery and the year and state of incorporation within or in such other form as the Directors may determine.

#### **6.2. Fiscal year**

The fiscal year the Corporation shall end on December 31 each year or such other date as the Directors may determine.

#### **6.3 Financial Records**

The Corporation's financial records shall be examined annually by a certified public accountant excepting those accounts which have been publicly audited. All audit reports shall be submitted to the Board for approval.

#### **6.4 Disbursements & Capital Expenditures**

Unless previously authorized by the directors, disbursements of \$5000 or more shall require two of the following signatures: President, Vice-President, Secretary, Treasurer or Executive Director. The board may adopt one or more standing resolutions by which a transaction, such as a designated electronic payment, is approved until such approval is withdrawn. Capital or unbudgeted expenditures of more than \$5000 require the prior authorization of the directors.

## **6.5 Documents**

Contracts, grants and other documents may be signed by the President and one other Board member, by the executive director, as required by the document.

## **6.6 Loans**

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in the corporation's name unless authorized by a resolution of the Directors. Such authority may be general or confined to specific instances.

# **ARTICLE VII**

## **Miscellaneous Provisions**

### **7.1. Corporate records and books**

Books, accounts, documents and records of the corporation shall be open to inspection by any Director at all times during the usual hours of business. The original, or attested copies, of the Articles of Organization, by-laws, and records of all meetings of the incorporators and Directors, and records which shall contain the names of all Directors and their record addresses, shall be kept in Massachusetts at the principal office of the corporation or any office of the Clerk or resident agent, if any, of the corporation. Said copies and records need not at all be kept in the same office.

### **7.2. Execution of instruments**

All checks, deeds, leases, transfers, contracts, bonds, notes, and other obligations authorized to be executive by an officer of the corporation on its behalf shall be signed by the President or the Treasurer as the Directors may generally or in particular cases otherwise determine.

### **7.3. Pronouns**

All pronouns used in these by-laws shall be deemed to reference to the masculine or feminine, singular or plural, as the identity of the person or persons may require.

### **7.4 Parliamentary Authority**

The rules contained in Robert's Rules of Order Newly Revised shall govern the proceedings of the Corporation in all cases in which they are applicable and in which they are not inconsistent with these Bylaws.

**ARTICLE VIII**  
**Tax-Exempt Organization**

**8.1. Prohibition against sharing in corporate profits**

No Director, officer, employee, or any person connected to the corporation, or any other person, shall receive at any time any net profit or net earnings from the operations of the corporation excepting there from reasonable compensation for services provided to the corporation to effectuate the purposes thereon, and no person shall be entitled to any distribution of corporate assets upon the dissolution of the corporation.

**8.2. Prohibited activities**

Notwithstanding any other provision of these by-laws, no Director, officer, employee, or representative of the corporation shall carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt from taxation within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or section 170(c)(2) thereof, or treasury regulations thereunder as that now exist or as they may be hereinafter amended.

**ARTICLE IX**  
**Amendments**

**9.1 Method**

These Bylaws may be amended by a two-thirds vote of the Board under the following provisions:

- a) All proposals for a change shall be submitted to the Board at least 2 weeks prior to any regular or special meeting.
- b) The President shall notify the members of the Board of the proposed amendments and of the meeting date.

**ARTICLE X**  
**Dissolution**

**10.1 Method**

The Corporation may be dissolved by a two-thirds vote of the Board of Directors or by operation of law.

**10.2 Procedure**

In the event of dissolution, all assets of the Corporation, after settlement of outstanding obligations, shall be transferred to a non-profit Corporation qualified as tax exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of a future United States Internal Revenue Law, having the same purposes as those of the Corporation.

## **ARTICLE XI Conflict of Interest**

### **11.1 Statement of Policy**

It is the policy of the Corporation that all officers, and/or Directors, shall scrupulously avoid conflict between their own respective individual interests and the interests of the Corporation, in any and all actions taken by on behalf of the Corporation in their respective capacities.

### **11.2 Dealing with the Corporation**

A contract or other transaction between the Corporation and one or more Directors or officers, or between the Corporation and a domestic or foreign corporation, firm, or association of any type or kind, which one or more of the Corporation's Directors and/or officers are directors, officers, shareholders, or are otherwise interested, shall not, because of the interest, or because such Directors are present at the meeting of the Board of Directors or committee thereof at which such contract or transaction is acted upon, or because their votes are counted for such purpose, be enjoined, aside, or give rise to an award of damages or other sanctions in a proceeding by or in the right of the Corporation, if any of following conditions are satisfied:

- a) The contract or other transaction is fair and reasonable to the Corporation when it is authorized, approved, or ratified;
- or
- b) The material facts of the contract or transaction and the Director or officer's interests are disclosed or known to Board of Directors or committee thereof, and the Board of Directors or committee thereof authorizes, approves, ratifies the contract or transaction by a vote of a majority of the Directors or the committee members who had interest in the contract or transaction, even though less than a quorum; or

### **11.3 Procedure in Event of Potential Conflict of Interest**

In the event that any officer or Director of the Corporation have any direct or indirect interest in, or relationship with, any individual or organization which proposes to enter into transaction with the Corporation, such officer or Director shall give the Board of Directors written notice of such interest relationship, and shall thereafter refrain from voting or otherwise attempting to exert any influence on the Corporation, its Board Directors, or its committees, to effect its decision to participate or not to participate in such transaction.

### **11.4 Notice of Policy**

Every officer and Director shall be advised of the policies set forth in this section by the president immediately upon election or appointment. Each officer and Director shall be asked to submit a letter outlining any possible area conflict of interest at the first meeting of the Board of Directors following his or her election or appointment, and the letter shall become a part of the permanent records of the Corporation.

### **11.5. Publication of Policy**

The policy set forth in this section shall be called to the attention of the Board of Directors and each committee of the Corporation at a regular meeting thereof, not less than once each year, and such action shall be recorded the minutes of such meeting. A copy of this policy shall be furnished to each officer and Director who is presently serving the Corporation, or who may hereafter become associated with the Corporation.

REVISED: 3/4/2015

May 27 03 11:22p

Karen Zilinek

978-546-5254

P.1

INTERNAL REVENUE SERVICE  
P. O. BOX 2508  
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: JUN 24 2002

SPIRIT FIRE MEDITATIVE RETREAT  
CENTER INC  
296 WASHINGTON ST  
ARLINGTON, MA 02474

Employer Identification Number  
04-3564168  
DLN:  
17053018037002  
Contact Person:  
MICHAEL RYAN  
Contact Telephone Number:  
(877) 829-5500  
Accounting Period Ending:  
December 31  
Form 990 Required:  
Yes  
Addendum Applies:  
No

*Tax-Exempt*  
ID# 31362 - *correcting*

Dear Applicant:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from federal income tax under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3).

We have further determined that you are not a private foundation within the meaning of section 509(a) of the Code, because you are an organization described in sections 509(a)(1) and 170(b)(1)(A)(ii).

If your sources of support, or your purposes, character, or method of operation change, please let us know so we can consider the effect of the change on your exempt status and foundation status. In the case of an amendment to your organizational document or bylaws, please send us a copy of the amended document or bylaws. Also, you should inform us of all changes in your name or address.

As of January 1, 1984, you are liable for taxes under the Federal Insurance Contributions Act (social security taxes) on remuneration of \$100 or more you pay to each of your employees during a calendar year. You are not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA).

Since you are not a private foundation, you are not subject to the excise taxes under Chapter 42 of the Code. However, if you are involved in an excess benefit transaction, that transaction might be subject to the excise taxes of section 4958. Additionally, you are not automatically exempt from other federal excise taxes. If you have any questions about excise, employment, or other federal taxes, please contact your key district office.

Grantors and contributors may rely on this determination unless the Internal Revenue Service publishes notice to the contrary. However, if you lose your section 509(a)(1) status, a grantor or contributor may not rely on this determination if he or she was in part responsible for, or was aware of, the act or failure to act, or the substantial or material change on the

Letter 947 (DO/CG)

## SPIRIT FIRE MEDITATIVE RETREAT

part of the organization that resulted in your loss of such status, or if he or she acquired knowledge that the Internal Revenue Service had given notice that you would no longer be classified as a section 509(a)(1) organization.

Donors may deduct contributions to you as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for federal estate and gift tax purposes if they meet the applicable provisions of Code sections 2055, 2106, and 2522.

Contribution deductions are allowable to donors only to the extent that their contributions are gifts, with no consideration received. Ticket purchases and similar payments in conjunction with fundraising events may not necessarily qualify as deductible contributions, depending on the circumstances. See Revenue Ruling 67-246, published in Cumulative Bulletin 1967-2, on page 104, which sets forth guidelines regarding the deductibility, as charitable contributions, of payments made by taxpayers for admission to or other participation in fundraising activities for charity.

In the heading of this letter we have indicated whether you must file Form 990, Return of Organization Exempt from Income Tax. If Yes is indicated, you are required to file Form 990 only if your gross receipts each year are normally more than \$25,000. However, if you receive a Form 990 package in the mail, please file the return even if you do not exceed the gross receipts test. If you are not required to file, simply attach the label provided, check the box in the heading to indicate that your annual gross receipts are normally \$25,000 or less, and sign the return.

If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. A penalty of \$20 a day is charged when a return is filed late, unless there is reasonable cause for the delay. However, the maximum penalty charged cannot exceed \$10,000 or 5 percent of your gross receipts for the year, whichever is less. For organizations with gross receipts exceeding \$1,000,000 in any year, the penalty is \$100 per day per return, unless there is reasonable cause for the delay. The maximum penalty for an organization with gross receipts exceeding \$1,000,000 shall not exceed \$50,000. This penalty may also be charged if a return is not complete, so be sure your return is complete before you file it.

You are required to make your annual information return, Form 990 or Form 990-EZ, available for public inspection for three years after the later of the due date of the return or the date the return is filed. You are also required to make available for public inspection your exemption application, any supporting documents, and your exemption letter. Copies of these documents are also required to be provided to any individual upon written or in person request without charge other than reasonable fees for copying and postage. You may fulfill this requirement by placing these documents on the Internet. Penalties may be imposed for failure to comply with these requirements. Additional information is available in Publication 557, Tax-Exempt Status for Your Organization, or you may call our toll free number shown above.

Letter 947 (DC/CG)

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## SPIRIT FIRE MEDITATIVE RETREAT

You are not required to file federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T, Exempt Organization Business Income Tax Return. In this letter we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, a number will be assigned to you and you will be advised of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

Revenue Procedure 75-50, published in Cumulative Bulletin 1975-2 on page 587, sets forth guidelines and recordkeeping requirements for determining whether private schools have racially nondiscriminatory policies as to students. You must comply with this revenue procedure to maintain your tax-exempt status.

This ruling is based on the understanding that the majority of your Board of Directors will be non-salaried and will not be related to salaried personnel or to parties providing services. It is also based on the understanding that salaried individuals cannot vote on their own compensation and that compensation decisions will be made by the board.

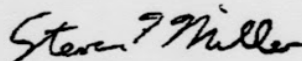
If distributions are made to individuals, case histories regarding the recipients should be kept showing names, addresses, purposes of awards, manner of selection, relationship (if any) to members, officers, trustees or donors of funds to you, so that any and all distributions made to individuals can be substantiated upon request by the Internal Revenue Service. (Revenue Ruling 56-304, C.B. 1956-2, page 306.)

If we have indicated in the heading of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

Because this letter could help resolve any questions about your exempt status and foundation status, you should keep it in your permanent records.

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,



Steven T. Miller  
Director, Exempt Organizations

Letter 9-7 (DO/CG)



## THE BOARD

Board members are responsible for determining Spirit Fire Meditative Retreat Center's (Spirit Fire) policies in human resources, planning, finance, community relations and organizational operations. The Board has three main duties:

- **A Duty of Obedience**  
Assures the state and the public that the organization operates for the purpose for which it was formed, and that it operates in compliance with the laws that govern and regulate it.
- **A Duty of Care**  
Includes the responsibility of the Board to meet regularly in accordance with our by-laws, and that the meetings are well attended. It assumes that the process is candid and documented by written minutes. The duty of care requires that decisions of the Board are informed and guided by the "prudent person" standard. It is not necessary that each decision be right, as long as the decision is carefully made. Adhering to the duty of care minimizes our personal liability.
- **A Duty of Loyalty**  
Requires that all decisions be based on the best interests of the organization as a whole, avoiding even the appearance of a conflict of interest. It's incumbent on us to strive to put our individual biases aside in our decision-making, at the same time not losing sight of the organization's mission.

In performing these duties as a member of Spirit Fire's board of directors, every member is expected to:

- Demonstrate a strong belief and commitment to the mission and be an enthusiastic advocate for Spirit Fire
- Devote the necessary time to prepare for and participate in board/committee meetings as well as board retreats
- Exhibit high ethical standards and integrity in all board actions. Be vigilant in maintaining the integrity of the organization, putting the interest of the organization above all self-interest.
- Take responsibility and accountability for Spirit Fire and all decisions made by the board
- Spend the time necessary to learn how to do the job as well as maintain an ongoing schedule of in-service to learn how to be an effective board member
- Demonstrate the willingness to work as a team member with other board members and the Executive Director

- Participate in fundraising for Spirit Fire
- Make Spirit Fire one of the top three charities to support annually, including a contribution that is personally significant
- Help with the performance evaluation of the Executive Director
- Be willing to participate in an annual board evaluation

### **Ten Basic Responsibilities of Nonprofit Boards:**

#### **1. Determine the Organizations' Mission & Purpose**

A statement of mission and purposes should articulate the organization's goals, means, and primary constituents served. It is the board of directors' responsibility to create the mission statement and review it periodically for accuracy and validity. Each individual board member should fully understand and support it.

#### **2. Select the Executive**

Board must reach consensus on the chief executive's job description and undertake a careful search process to find the most qualified individual for the position.

#### **3. Support the Executive**

The board should ensure that the chief executive has the moral and professional support he or she needs to further the goals of the organization. The chief executive, in partnership with the entire board, should decide upon a periodic evaluation of the chief executive's performance.

#### **4. Ensure Effective Organizational Planning**

As stewards of an organization, boards must actively participate with the staff in an overall planning process and assist in implementing the plan's goals.

#### **5. Ensure Adequate Resources**

One of the board's foremost responsibilities is to provide adequate resources for the organization to fulfill its mission. The board should work in partnership with the chief executive and development staff, if any, to raise funds from the community.

#### **6. Manage Resources Effectively**

The board, in order to remain accountable to its donors, the public, and to safeguard its tax-exempt status, must assist in developing the annual budget and ensuring that proper financial controls are in place.

#### **7. Determine & Monitor the Organization's Programs and Services**

The board's role in this area is to determine which programs are the most consistent with an organization's mission, and to monitor their effectiveness. The board determines priorities through its strategic planning process and monitors progress through monthly reports.

#### **8. Enhance the Organization's Public Image**

An organization's primary link to the community - including constituents, the public, and the media, is the board. Clearly articulating the organization's mission, accomplishments, and goals to the public, as well as garnering support from important members of the community, are important elements of a comprehensive public relations strategy.

#### **9. Serve as a Court of Appeal**

Except in the direst of circumstances, the board must serve as a court of appeal in personnel matters.

Solid personnel policies, grievance procedures, and a clear delegation to the chief executive of hiring and managing employees will reduce the risk of conflict.

**10. Assess its own Performance**

By evaluating its performance in fulfilling its responsibilities, the board can recognize its achievements and reach consensus on which areas need to be improved. Discussing the results of a self-assessment at a retreat can assist in developing a long-range plan.

*From Ten Basic Responsibilities of nonprofit board. Washington, DC: National Center for Nonprofit Boards.*

## DIRECTOR AND COMMITTEE RESPONSIBILITIES

Spirit Fire's mission is based on three cornerstones. Those are: a retreat center, a meditation practice, and educational programming. The mission of Spirit Fire uses each cornerstone equally to promote and reinforce the others. The Spirit Fire Meditative Retreat Center Board of Directors has 6 primary offices patterned after this philosophy. They are:

- President
- Treasurer
- Clerk
- Director of Programming
- Director of Retreats
- Director of Community Relations

Each member holding an office on the board is expected to work with the other members as a collective team to accomplish the mission of Spirit Fire. The primary duties of the President, Treasurer, and Clerk are outlined in Article III of the By-Laws. Several key committees are chaired by different members of the board. At the discretion of the chair, additional persons may be asked to join a committee; and the board may create additional committees as it deems necessary.

Each member of a committee should perform their role in the following manner:

### **Committee Member Responsibilities:**

- Volunteer for and willingly accept assignments and complete them thoroughly and on time
- Prepare for and participate in committee meetings
- Stay informed of, review, and comment on minutes and reports
- Get to know other committee members and build a collegial working relationship that contributes to consensus

### **Committee Chair Responsibilities:**

- Set dates and times for meetings of the committee as needed
- Run efficient meetings
- Report monthly to the Spirit Fire Board on the committee's activities
- Conduct an annual performance evaluation of the committee and report its findings to the board
- Maintain minutes of committee meetings
- Bring action items to the board for a vote

The key committees of the board, their chair, and their responsibilities are below:

### **Executive Committee:**

- Committee Chair is the President of the Board
- All board members and the executive director are members and partake in the general oversight of the organization
- The prime directive is to develop, promote, and guide the strategy of the organization to accomplish the mission of Spirit Fire.
- The following are areas of focus:
  - a. Facilities:
    - i. Work with the Executive Director to make sure all buildings owned and/or operated by Spirit Fire are in good repair with no code violations
    - ii. Work to have monies in the budget for capital needs
    - iii. Work to build restricted funds to use for the facilities
    - iv. Work to make sure appropriate measures are used to obtain bids for work on the facilities
    - v. Work to obtain furnishings for the facilities as needed
  - b. Fundraising:
    - i. Work to prepare short-range and long-range development plans/goals
    - ii. Accomplish goals in accordance with Spirit Fire's policies and procedures and in compliance with all legal and ethical requirements for fundraising
    - iii. Oversee all fundraising activities of the organization
    - iv. Attend Spirit Fire fundraising events and encourage Board members' attendance
    - v. Help evaluate the effectiveness of fundraising events
    - vi. Assist with the identification, cultivation, and solicitation of major gift prospects
  - c. By-Laws:
    - i. Review Spirit Fire By-laws and recommend appropriate changes for action to the board
    - ii. Work with the Executive Director to make sure the by-laws are in compliance with State and Federal regulations pertaining to the Spirit Fire and granting requirements
  - d. Nominating:
    - i. Review and revise current responsibilities of Spirit Fire's Board members
    - ii. Review the status of current board members; determine which terms are expiring, review eligibility for reappointment and determine the number of vacancies on the board
    - iii. Review current Board composition and determine desired future composition
    - iv. Solicit candidates from the Board and the Spirit Fire community
    - v. Review Board members eligible for reappointment
    - vi. Review applications of board candidates and select those that will be interviewed
    - vii. Present nominations to the Spirit Fire Board for approval
    - viii. Select candidates for officer positions to present to the Spirit Fire Board for approval
    - ix. Maintain Board handbook; update and review annually
    - x. Orient new board members and ensure board development

## **Finance, Audit, & Personnel Committee:**

- Committee Chair is the Treasurer
- The following are areas of focus:
  - a. Oversee the development of fiscal policy; develop strategy for the long-term, financial sustainability of Spirit Fire
  - b. Ensure the implementation of sound financial management practices
  - c. Ensure the accuracy and validity of the financial and statistical information used by the board or by external agencies to evaluate the fiscal affairs of Spirit Fire
  - d. Take responsibility for reviewing, guiding and monitoring the performance of invested funds including endowment, restricted and unrestricted funds.
  - e. Assist in the preparation of the annual budget
  - f. Work with the Executive Director to arrange for the annual audit
  - g. Oversee the Executive Director, which includes hiring, termination, disciplining and ongoing evaluation of the Executive Director
  - h. Oversee personnel policies, which includes policies relating to the Executive Director's employment, and ensuring that the Executive Director has complete and up-to-date policies in place for management of staff
  - i. Oversight of human resources programs

## **Programming Committee:**

- Committee Chair is the Director of Programming
- The following are areas of focus:
  - a. Develop curriculum of educational programming in accordance with our mission
  - b. Recruit teachers and instructors for programs
  - c. Review outside programs, when necessary, for alignment with mission
  - d. Oversee the meditation programs and incorporate them into the overall curriculum
  - e. Ensure that curriculum capitalizes each cornerstone of Spirit Fire, ensuring that the retreat center and the meditation practice are incorporated where appropriate
  - f. Work with other committees and/or members to cooperatively and collaboratively execute the educational mandate of Spirit Fire

## **Retreats Committee:**

- Committee Chair is the Director of Retreats
- The following are areas of focus:
  - a. Grow the attendance of the retreat center with groups who are in alignment with the mission of Spirit Fire
  - b. Develop strategies and marketing plans for outreach towards desired demographics
  - c. Ensure that curriculum capitalizes on all cornerstones of Spirit Fire, ensuring that the educational programs and the meditation practice are incorporated where appropriate
  - d. Work with the Executive Director to ensure that the facility offers optimum support for organizers and their participants

## **Community Relations Committee:**

- Committee Chair is the Director of Community Relations
- The following are areas of focus:
  - a. Develop outreach strategies
  - b. Create inroads to/relationships with other community organizations, leaders, and groups in which association would provide a mutual benefit
  - c. Ensure that Spirit Fire's educational mandate includes the local and surrounding communities

## **CONFLICT OF INTEREST QUESTIONNAIRE & BOARD OF DIRECTORS PLEDGE**

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In accordance with our Bylaws, Article XI, Conflicts of Interest, please fill out and return the attached questionnaire and board or directors pledge.

Please be assured that the disclosure requirements are intended to provide us with a systematic and ongoing method of disclosing and ethically resolving potential conflicts of interest.

Full disclosure of any situation in doubt should be made so as to permit an impartial and objective determination.

It must be noted that disclosure relates not only to yourself but also to your immediate family.

Thank you for your cooperation and please let us know if you have any questions.



**SPIRIT FIRE MEDITATIVE RETREAT CENTER BOARD OF DIRECTORS  
CONFLICT OF INTEREST QUESTIONNAIRE**

The standard of behavior at Spirit Fire Meditative Retreat Center (Spirit Fire) is that all board members scrupulously avoid any conflict of interest between the interests of Spirit Fire on the one hand, and personal, professional, and business interests on the other. This includes avoiding actual conflicts of interest as well as perceptions of conflicts of interest.

I understand that the purposes of this policy are: to protect the integrity of Spirit Fire’s decision-making process, to enable our constituencies to have confidence in our integrity, and to protect the integrity and reputation of volunteers, staff and board members.

Upon election or appointment, I will make a full, written disclosure of any interests, relationships, and holdings that could potentially result in a conflict of interest. This written disclosure will be kept on file and I will update it annually or as appropriate.

In the course of meetings or activities, I will disclose any interests in a transaction or decision where I (including my business or other nonprofit affiliation), my family and/or my significant other, employer, or close associates will receive a benefit or gain. After disclosure, I understand that I may be asked to leave the room for the discussion and will not be permitted to vote on the question.

I understand that this policy is meant to be a supplement to good judgment, and I will respect its spirit as well as its wording.

Confidentiality: Each board member shall exercise care not to disclose confidential information acquired in connection with such status or information the disclosure of which might be adverse to the interests of Spirit Fire. Furthermore, a board member shall not disclose or use information relating to the business of the organization for the personal profit or advantage of the board member or a family member.

Pursuant to the purposes and intent of Article XI, Conflicts of Interest, of the Bylaws of Spirit Fire Meditative Retreat Center (Spirit Fire), I hereby disclose that I, or members of my immediate family (spouse, child or parent), have the following affiliations or material financial interests, which when considered in conjunction with my position with or relationship to Spirit Fire, might possibly constitute a conflict of interest. (If none, write “None”.)

1. **Members, Directors, Trustees, Employee, or Agents of Related Organizations:** Please list the organizations, profit and non-profit, in which you are a member, director, trustee, employee, or agent that have or may have any direct or indirect financial relationship with Spirit Fire.

With respect to each such organization, provide the following: Name of organization, capacity (officer, etc.), effective dates and nature of relationship with Spirit Fire and your financial interest.

2. **Investments:** If you have had an investment relationship with any of the organizations in 1. above, disclose the nature and amount of the investment.
  
3. Disclose any other activity or relationship, which you, or members of your immediate family may have and that may be regarded as constituting a conflict or potential conflict of interest.

It shall be the duty of any person related to Spirit Fire to disclose on a regular basis the occurrence of any event, which produces a conflict, or potential for conflict, between the dates of execution of any Conflict of Interest Questionnaire.

The undersigned hereby certifies that the information contained on the Conflict of Interest Questionnaire is complete and true.

---

**Signature**

**Date**

# Board of Directors Roles & Responsibilities Pledge

## Spirit Fire Meditative Retreat Center, Inc

*Last updated in March, 2015*

As a member of the Board of Directors, I am fully committed and dedicated to the mission of Spirit Fire Meditative Retreat Center (Spirit Fire). Throughout my term, I pledge to help Spirit Fire carry out its mission, consistent with the functions of the office of board member as stated in the organization's articles of incorporation, bylaws, board manual and as legally obligated. I commit to fulfilling these obligations with my time, talent, funds, and relationships.

### 1. Role of the Board

- As a board member I have both the opportunity and the obligation to:
  - Appoint and evaluate the Executive Director
  - Help establish strategic direction and set broad policy
  - Raise and steward the organization's assets in support of the organization's mission.

### 2. Role of Management

- I understand that the Executive Director is responsible, with board input, for:
  - Execution of the board approved strategic plan of the organization
  - Managing the organization's programs and resources to meet those objectives

### 3. Board Participation and Engagement

I will work diligently to:

- Understand the mission, purpose, goals and programs of Spirit Fire.
- Understand *The Attorney General's Guide for Board Members of Charitable Organizations*, prepared by the Attorney General of the Commonwealth of Massachusetts.
- Prepare for all board and committee meetings by reviewing all related documents and materials in advance
- Attend all regularly scheduled board meetings. If I miss two board or committee meetings without proper notice to the Board Clerk I will offer my resignation or request a leave of absence from the board.
- Be available by phone and email for consultation
- Prepare for and participate in the annual board meeting.

### 4. Support for Events

I will prioritize attendance and volunteer when necessary at Spirit Fire events and fundraisers.

### 5. Fiscal Oversight

Together with my fellow board members, I am responsible for the fiscal oversight of Spirit Fire by:

- Familiarizing myself with the budget and taking an active role in reviewing and approving it
- Monitoring our performance against that budget
- Asking questions about the organization's fiscal health and sustainability
- Reviewing the organization's annual 990 Form

**6. Financial support**

By serving on Spirit Fire’s board, you publicly show your support for the organization’s mission, vision, and values. Board members are expected to contribute to show they are invested, dedicated, and aligned to the organization's mission. I will be actively involved in the organization’s fundraising efforts by:

- Making a personally significant financial contribution annually to demonstrate that Spirit Fire is a personal philanthropic priority
- Securing resources through a combination of my personal giving and soliciting others to support the organization
- Helping to identify and cultivate potential supporters

**7. Support the staff**

I recognize the obligations of the staff in carrying out the work of Spirit Fire. I will:

- Provide support, advice and expertise to staff when asked
- Respect the Executive Director’s authority to manage staff operations, interfering only when questions arise related to financial stability or whether programming is in line with the organization’s mission.
- Refrain from directing the actions of staff members unless authorized to do so by the board or Executive Director.

**8. Uphold confidentiality and bylaws**

I understand that the board must speak with one voice and agree:

- Not to divulge board-level discussions to outsiders unless approved by the board to be the spokesperson
- To publicly support all actions/decisions taken by the Board of Directors and the organization
- To respect the opinions of peers, volunteers, staff and supporters
- To abide by the organization’s bylaws and legal requirements, and operate in conformity with them

I request that the commitments in this letter be made part of an annual evaluation of my service as a board member. If I cannot fulfill these responsibilities I may be removed from the board.

Board Member Signature: \_\_\_\_\_

Date: \_\_\_\_\_