

BYLAWS FOR THE ORDER OF TEA AND COOKIE

As approved by the Board of Directors on

May 6, 2006

Article I: Purpose and Foundational Intent

This corporation is organized and operated for the purposes as stated in the Articles of Incorporation.

This corporation is not intended to be all things to all people.

It is the intent of the Corporation to put principles before personalities in whatever it does.

The members of the Board of Directors shall guide the Corporation's activities with due deference to and respect for the group conscience.

The primary purpose of the corporation is to sponsor varied points of view by means of the following:

Promoting the exchange of ideas and broadening understanding in the context of religious and spiritual studies.

Promoting understanding of points of view rather than a particular point of view.

Encouraging the study of spiritual concepts.

Any other purpose approved by the board of directors that is in compliance with Chapter 65 of the Oregon Revised Statutes and Section 501(c)(3) of the U.S. Internal Revenue Code and the regulations promulgated pursuant thereto.

Article II: Nonmembership

This corporation shall have no members as that term is defined by ORS Chapter 65, but may have members for other purposes. Those members shall have none of the rights or duties described in ORS Chapter 65.

Article III: Reserved

Article IV: Reserved

Article VI: Board of Directors

Section 1: Duties and Responsibilities.

Except as provided otherwise in the articles and bylaws, the affairs of the corporation shall be managed by the Board of Directors. The primary responsibility of the Board and its members is stewardship, to fulfill the primary purposes of the corporation without being diverted by money, property or prestige. Board members are trusted servants of the corporation, they do not govern except as required to fulfill the requirements of law and regulation for corporations of this type. Board members are to be guided by a spirit of service. Universal respect is the key to their usefulness. It is not their purpose to grow the corporation to any particular size or to pursue any particular status for it or themselves, but rather it is for them to be stewards of the corporations assets and reputation and to employ them to serve the purposes for which the corporation was organized.

Neither the corporation nor the Board shall endorse or promote any specific political, religious or philosophical point of view. It is a primary responsibility of each Board member to be autonomous in their thinking and collaborative in their actions on behalf of the corporation. Board members serve for the good of the corporation and to fulfill its purposes, not to advance a personal agenda or point of view – in other words, Board members must put principles before personalities.

Section 2: Number.

The number of Directors shall be set by the Board of Directors and may vary between a minimum of four and a maximum of twelve as the Board of Directors deems advisable.

Section 3: Term and Selection.

The term of office for Directors shall be set by the Board of Directors and their initial terms upon incorporation shall not be less than one year, nor more than five years. A Director may be reelected without limitation on the number of terms he or she may serve.

The Board of Directors shall adopt a process to identify and encourage potential candidates for Board positions, and to select the members of the Board. The process shall be implemented prior to the expiration of Director's terms or upon the approval of an increase in the number of active Board members. Selections of new Board members shall require approval of at least a majority of the active Board members.

Section 4: Removal.

Any Director may be removed, with or without cause, by a vote of two-thirds of the active and inactive Directors in office.

Section 5: Vacancies.

In the event of a vacancy, the Board may select a replacement or determine that it is not necessary to have a replacement, as long as the number of Board members does not go below the minimum specified in Article VI, Section 2. The term of a Director filling a vacancy expires at the next selection of Directors as described in Section 3 above (whether to elect a member to serve for a full term or to complete an unexpired term), or at the expiration of the remainder of the term of the vacant position, whichever occurs first.

The Board may approve a request by a Board member to go on inactive status. While on inactive status approved by the Board the position shall not be counted to determine the quorum, but shall be counted in setting the number of Directors in office as that term is used in the articles, bylaws or the law. If a Director approved for inactive status also holds an office the office is considered to be vacant. In the case of President, Treasurer or Secretary, the Board shall appoint an active Board member to fill the office either as a temporary replacement while the current officer is on inactive status or as a permanent replacement. In the case of an office other than President, Treasurer or Secretary, the Board may appoint an active board member as a temporary or permanent replacement, or hold the office vacant until the time set for the Director to return.

Section 6: Quorum and Action.

A quorum for a Board meeting shall be a majority of the number of active Directors in office. So long as a quorum is present, the majority of those present shall decide the matters brought before them unless otherwise required by the law, regulation, the article of incorporation or these bylaws.

The Board is encouraged to listen to each person's statements and take them into account, honoring diversity of opinion, but only a majority of Directors present is required to take action, except as otherwise provided by these bylaws. Once a decision has been made it is the decision of all of the Directors. Where the law requires a majority vote of the Directors in office to take certain actions, such as :

- to establish committees to exercise Board functions,
- to amend the Articles of Incorporation,
- to sell assets not in the regular course of business,
- to merge, or to dissolve the corporation,
- or for other like matters,

such action shall be taken by two-thirds vote of the active and inactive Directors in office.

Section 7: Regular Meetings.

Regular meetings of the Board of Directors shall be held at a time and place determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required. The meetings shall be open to interested participants in the activities of the corporation and they may attend the entire meeting except for executive sessions. These meetings are a critical to the operation and integrity of the corporation and all participants are expected to conduct themselves accordingly.

Section 8: Executive Session.

The Board may hold executive sessions on matters of a sensitive nature including, but not limited to: employment of individuals; evaluation of an employee; discussions of the qualifications of individuals to be members of the Board; discussion about litigation; or personnel issues. Election of Board members shall not be made in executive session.

Section 9: Special Meetings.

Special meetings of the Board of Directors shall be held at a time and place determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally or by telephone or by mail or by email not less than two days prior to the special meeting. Email notice will be effective so long as receipt is verified by the addressee.

Section 10: Meeting by Telecommunication.

Any regular or special meeting of the Board of Directors may be held by telecommunication or other media in which all Directors participating may hear or otherwise communicate with each other. If the Directors present at a meeting are not using the same media, they must ensure that each member can fully perceive and participate in all discussions and deliberations. Any member not able to do so shall not be considered present at the meeting and, therefore, may not vote or be considered in determination of a quorum.

Section 11: No Salary.

Directors shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board service.

Section 12: Action by Consent.

Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a Board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors.

Section 13: Meeting Rules

The Board may adopt such rules as they deem necessary for the conduct of its meetings. Such rules shall be directed at the efficient prosecution of the work of the Board and shall be as simple as possible.

Article VII: Committees

Section 1: Executive Committee.

The Board of Directors may by two-thirds vote of the active and inactive Directors in office create an Executive Committee. The Executive Committee shall be composed of two or more Directors, selected by the Board of Directors by a two-thirds vote of the active and inactive Directors in office. The Executive Committee shall have such power as granted by the Board to make decisions between Board meetings. A quorum at an Executive Committee meeting shall be a majority of all Committee members in office before the meeting begins. If a quorum is present, action is taken by a majority vote of Committee members present.

Section 2: Other Committees.

The Board of Directors may establish such other committees as it deems necessary and desirable, including advisory committees and committees for specific activities or events, so long as the committees do not exercise Board functions. The Board shall adopt a charter describing the make-up, responsibilities and authority of each committee at the time it is established.

Section 3: Limitations on the Powers of Committees.

The authority of a committee shall be limited to that specified in its charter as adopted by the Board and no committee may authorize payment of a dividend or any part of the income, assets, or profit of the corporation to its Directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; nor may adopt, amend, or repeal the articles, bylaws, or any resolution by the Board of Directors.

Article VIII: Officers

Section 1: Titles.

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

Section 2: Election.

The Board of Directors shall select the President, Secretary and Treasurer from members of the Board; these officers shall serve one-year terms. An officer may be reelected or reappointed without limitation on the number of terms the officer may serve.

Section 3: Vacancy.

A vacancy of the office of President, Secretary or Treasurer shall be filled not later than ninety days after the vacancy.

Section 4: Other Officers.

The Board of Directors may elect or appoint other officers as it shall deem them necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 5: President.

The President shall be the chief officer of the corporation and the Chair of the Board. The President is responsible for completing or assigning the following: overseeing Board meetings; assuring that Board resolutions are carried out; and carrying out any other duties prescribed by the Board of Directors. The President may attend any committee meetings and may participate in discussion.

In consultation with the Board, the President may appoint an Assistant President from the Board.

Communications representing the corporation to the public shall be reviewed by the President.

Section 6: Assistant President.

The duty of the Assistant President is to support the President in carrying out his or her duties in ways mutually agreed with the President and the Board. The President and Assistant President shall discuss and agree upon a plan for working together and shall discuss the plan with the Board. Unless otherwise determined

by the Board, in the event of a temporary absence of the President, the Assistant President shall assume the power of the President and carry out the role in a manner that is consistent with the policies and style of the absent President with the goal of diminishing potential disruption.

Section 7: Secretary.

The Secretary shall have overall responsibility for general corporate record keeping and reporting. The Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of the Board of Directors' meetings and actions; (b) provision for notice of all meetings of the Board of Directors; (c) authentication of the records of the corporation; (d) filing any non-financial reports required by the government on behalf of the corporation; (e) maintaining all corporate records and ensuring their accuracy and safety; and, (f) any other duties as may be prescribed by the Board of Directors.

Section 8: Treasurer.

The Treasurer shall have overall responsibility for record keeping and reporting related to corporate funds. The Treasurer shall perform, or cause to be performed, the following duties: (a) keeping full and accurate accounts of all financial records of the corporation; (b) depositing of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (c) disbursing of all funds when proper to do so; (d) making financial reports as to the financial condition of the corporation to the Board of Directors; (e) filing financial reports as may be required by the government on behalf of the corporation; and, (f) any other duties as may be prescribed by the Board of Directors.

Article IX: Members

Section 1: Member List.

The Board of Directors may create a category or categories of members who either participate in the activities of the corporation or support it with either their time, talent or treasure. The Board shall maintain a list of each category of members.

Section 2: Participation.

Members may participate in the identification of candidates for the Board of Directors. The Board shall provide appropriate means for communication between the Members and the Board.

Members may attend all regular and special Board meetings except for executive sessions and may present issues to the Board by asking to be placed on the meeting agenda at least three days prior to the meeting.

Article X: Corporate Indemnity

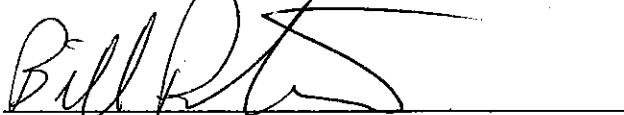
As provided in the articles, this corporation will indemnify its officers and Directors to the fullest extent allowed by Oregon law.

Article XI: Amendments to the Articles and Bylaws

The Articles of Incorporation and these bylaws may be amended or repealed and new articles or bylaws adopted, with the approval of two-thirds of the active and inactive Directors in office. Prior to the adoption of the amendment, each Director shall be given at least two days notice of the date, time and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the articles or bylaws and shall contain a copy of the proposed amendment.

DATE APPROVED AND ADOPTED: May 6, 2006

The Order of Tea and Cookie:

A handwritten signature in black ink, appearing to read "Bill Prentice", is written over a horizontal line.

By: Bill Prentice

Title: President and Secretary