



## Maysville Abbey

58 Georgia Ave. Maysville, Ga 30558  
<http://www.maysville-abbey.org> • 706-652-3640

Spirituality Enlightenment Tranquility Love

### **Charter and Bylaws of the Order of the Leaf and the Maysville Abbey**

#### **Article A. - Names**

The name of the order is the Order of the Leaf.

The name of the abbey is the Maysville Abbey.

#### **Article B. - Jurisdiction**

The Abbey is chartered by, owned and governed by the Order of the Leaf per these Bylaws.

#### **Article C. - Purpose**

This Order is hereby convened to help those pilgrims seeking it to find enlightenment.

Whereas, We believe that modern life has become cluttered and spiritually diminished by the excessive use of technology and time saving devices. While we do not shun technology, we believe that the overuse of technology and time savers has laid open a divide between people and their spirit. We believe that there is a path to enlightenment and spiritual preservation by learning and appreciating the simplicity of life.

Thus, the Order shall strive to provide educational information to any who desire it without restriction to the spiritual paths of the attending pilgrims, novices and friars.

Therefor, the Order of the Leaf shall form and maintain an Abbey.

While the Order has deemed it unnecessary to form a corporation within the State of Georgia to the above effect, The structure of the Order shall be such to allow for incorporation if deemed necessary in the future. Thus, this order is organized pursuant to the Georgia Nonprofit Corporation Code and is exclusively for charitable, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the order shall strive to provide charitable, religious and educational information to any who desire it without restriction to the spiritual paths of the attending pilgrims, novices and friars. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.



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#### **Article D. - Limitations**

At all times the following shall operate as conditions restricting the operations and activities of the order:

No part of the net earnings of the order shall inure to any member of the order not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the order, nor to any other private persons, excepting solely such reasonable compensation that the order shall pay for services actually rendered to the order, or allowed by the order as a reasonable allowance for authorized expenditures incurred on behalf of the order;

No substantial part of the activities of the order shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the order shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and

Notwithstanding any other provision of these articles, the order shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code; and

The order shall keep its activities in accordance to these Articles and Bylaws and any other governing documents as set forth by the Foundation of the Order; and

The Order shall not lend any of its assets to any officer or director of this Order or guarantee to any person the payment of a loan by an officer or director of this Order.

#### **Article E. - Dissolution**

Upon the time of dissolution of the order, assets shall be distributed by the Foundation of the Order after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

The order's first Foundation, or their legal heirs, shall be given the first right of refusal for any property to be disposed of or from the Order, by enacting their right they will be liable to the Order for the fair market value of such assets.



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#### **Article E. - Dissolution (continued)**

In the event Dissolution occurs while the Order holds the responsibility for the primary care of any animal or animals, the Foundation of the Order or their successors shall provide due diligence to acquire reasonable accommodations for such animal or animals in a humane and non-destructive way.

Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Order is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **Article F. - Debt Obligations and Personal Liability**

No member, officer or Director of this Order shall be personally liable for the debts or obligations of this Order of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this order.

#### **Article G. - Indemnification**

The Order shall indemnify a director or officer of the Order who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer was a party because the director or officer is or was a director or officer of the Order against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding.

The Order may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the corporation against liability if authorized in the specific case after determination, in the manner required by the Foundation of the Order, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the Foundation of the Order, officers, employees and agents of the Order shall apply when such persons are serving at the Order's request while a director, officer, employee or agent of the Order as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Order.



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#### **Article G. - Indemnification (continued)**

The Order also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Order who is a party to a proceeding in advance of final disposition of the proceeding.

The Order also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee, or agent of the Order, whether or not the Order would have power to indemnify the individual against the same liability under the law.

All references in these Articles and Bylaws are deemed to include any amendment or successor thereto.

Nothing contained in these Articles and Bylaws shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee, or agent of the Order or the ability of the Order otherwise to indemnify or advance expenses to any such person by contract or in any other manner.

If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected.

All references in these Articles and Bylaws to "director", "officer", "employee", and "agent" shall include the heirs, estates, administrators, executors, and personal representatives of such persons.

#### **Article H. - Covenant not to sue**

The Order agrees that it will never institute any action or suit at law or in equity against any director or officer of the Order, nor institute, prosecute, or in any way aid in the institution or prosecution of any claim, demand, action, or cause of action for damages, costs, loss of services, expenses, or compensation for or on account of any damage, loss or injury to person or property, or both, whether developed or undeveloped, resulting or to result, known or unknown, past, present, or future, arising out of a director or officer of the Order's service to the Order.

#### **Article I. - Members**

The Order shall have both voting and non-voting members as enacted below.

The management and affairs of the Order shall be at all times under the direction of the Foundation of the Order (Board of Directors), whose operations in governing the Order shall be defined by statute and by the Order's founding Articles and Bylaws.



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#### **Article I. - Members (continued)**

Members of any rank can be of any gender, orientation, religion, creed, or marital status.

The Order does not restrict its members from the practice of any form of spiritual path.

The Order does not require acts of celibacy nor does it restrict it's members from the union of Marriage.

#### **Article I.1. – Appointments of Members to Classes**

Appointments of natural persons to the class of Pilgrim and Novice rest with the Foundation of the Order.

Elections and Appointments of natural persons to the class of Friar are done so by a polling of the voting members of the Order with the procedures as enacted within the Charter and Bylaws of the Order.

#### **Article I.2. – Elections**

Pollings(Elections) of the Order are called by the Foundation of the Order at such times as the Foundation determines a need for guidance from the Members of the Order or whenever a Member petitions the Foundation for election to the Class of Friar or whenever there is a vacancy in the Foundation of the Order.

A Polling may be held by ballot or in any other way the Foundation of the Order deems appropriate.

A polling of the Order should include any and all members of the Order who hold voting privileges, be they in residence or not.

All members of the Order with voting privileges shall be notified before official votes or pollings within reasonable time before the scheduled vote is to take place to empower the members to make a sound decision. Verbal, e-mail, or written communication is considered a form of official notification.

A simple count of “50% + 1 vote” shall determine the majority or results of the polling.



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#### **Article I.2.a. – Proxy votes**

Any member of the Order who holds voting rights may vote by submitting a proxy vote.

The proxy vote may be submitted in writing or by e-mail but not verbally.

Proxy votes will be accepted by the Foundation of the Order up until a vote is taken, provided the proxy is delivered in a sealed envelope.

Any member of the Order may deliver a proxy to the Foundation of the Order on behalf of another member. However, only the Foundation of the Order may cast the proxy vote.

Proxy votes submitted by e-mail must be received by the Foundation of the Order at least 24 hours before the start of the business meeting where a scheduled vote is taken and must be verified by the Foundation of the Order before the vote is cast.

Proxy votes shall contain clear instructions on how the proxy vote will be cast. A proxy may not grant the proxy holder unlimited discretion in casting the proxy vote.

If a vote is postponed, for any reason, a new proxy must be submitted for the rescheduled vote.

Proxy votes received after a vote has been taken will not be counted

#### **Article I.3. -Quorum**

A quorum is defined as a simple majority of 50% + 1 person of all members with voting privileges present, either in person or by proxy. A quorum is required for all official votes.

#### **Article I.4. – Classes of Members**

##### Pilgrim

Has no vows nor is bound to the Order; and

Is assumed to be a transitory member of the Order, coming and going by their own free will; and

In exchange for the Pilgrim's stay in the Abbey it is expected they will assume those duties assigned them to benefit the Abbey; and

Is not allowed to vote in pollings called by the Order; and



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#### **Article I.4. – Classes of Members Pilgrim (Continued)**

Is not Ordained by, nor empowered by the Order to preform any ecclesiastical rites or duties; and

Is allowed to petition the Foundation to be elected to the class of Novice; and

May not receive monetary compensation from Abbey funds.

#### Novice

Has no vows nor is bound to the Order; and

Is assumed to be a transitory member of the Order, coming and going by their own free will; and

Is generally expected to remain primarily attached to the Abbey or Order for a longer timespan then a Pilgrim; and

Is not allowed to vote in pollings called by the Order; and

Is empowered by the Order to preform ecclesiastical rites or duties as directed by the Foundation of the Order; and

Is allowed to petition the Foundation to be elected to the class of Friar; and

Shall have their name placed on the rolls of the Order; and

Shall be granted the right to be styled a Brother or Sister of the Order; and

In exchange for the Novice's stay in the Abbey, it is expected they will assume those duties assigned them to benefit the Abbey; and

Novices can receive monetary compensation from the Order's funds in exchange for their specialized talents when those talents are used to benefit the Abbey or the Order as directed by the Foundation of the Order.



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#### **Article I.4. – Classes of Members (Continued)**

##### Friar

Is elected to the Order, bound to the order by their vows, and Ordained by their fellows of the Order;  
and

Is assumed to be a full voting member of the Order, governed by their own free will and the needs of  
the Order at the direction of the Council and the Abbey; and

In exchange for the Friar's stay in the Abbey, it is expected they will assume those duties assigned them  
to benefit the Abbey; and

Is empowered by the Order to preform ecclesiastical rites or duties as listed within the Charter and  
Bylaws of the Order; and

Shall have their name placed upon the rolls of the Order; and

Shall be granted the right to be styled a Friar of the Order; and

Friars can receive monetary compensation from the Order's funds in exchange for their specialized  
talents when those talents are used to benefit the Abbey or the Order as directed by the Foundation of  
the Order.

#### **Article J. - Foundation of the Order, Civil and Ecclesiastical**

The civil officers of the Order may be a President (Abbot), Treasurer (Claustral Prior), Secretary (Sub-  
Prior), and such other offices as the Order shall establish; and

The Foundation may establish and direct a Greater Chapter of offices as needed; and

Members of the Foundation should be elected from the classes of Novice or Friar; and

The Foundation of the Order shall meet at least once each year, either in person or electronically, but  
special meetings may be called if necessary; and

The Members of the Foundation are entitled to a reasonable stipend as directed by the Foundation; and

Each member of the Foundation shall have an expense account, governed by restraint and the  
Foundation as a whole, which shall be used to enact and operate their office; and



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#### **Article J. - Foundation of the Order, Civil and Ecclesiastical (continued)**

The Foundation of the Order shall hold their offices for life unless removed from office as specified in the Charter or Bylaws of the Order; and

Any member of the Foundation of the Order may withdraw or retire from the Foundation of the Order by his or her own free will; and

Should a Foundation Member fail in their office, The remaining Council Members should hold conference with the Member and seek resolution with the Order and Abbey as their primary concerns. Should resolution not be found- the Foundation is directed to hold a polling of the Order as specified in the Charter or Bylaws of the Order to determine the proper resolution of the matter. Should the failed Councilor be asked to leave, the remaining Council members will choose a new Councilor in the normal fashion; and

When a vacancy occurs in the Foundation of the Order, the remaining members of the Council shall accept nominations for an election to fill that vacancy as soon as possible, The election shall then take place as specified in the Charter or Bylaws of the Order; and

The Foundation of the Order may modify the Charter or Bylaws of the Order after due deliberation.

#### **Article J.1. – Abbot**

The President shall be called the Abbot or Abbess and shall preside at all meetings and shall make an annual report to the status and condition of the Order to the Members of the Order; and

The Abbot or Abbess shall sign all certificates, contracts, deeds and other instruments of the Order; and

In Emergency situations, when the life of the Order, the wellbeing of any resident of the Abbey is in extreme danger, and the Foundation of the Order can not be convened for what ever reason, the Abbot can act in their name until the Foundation of the Order can be convened; and

Any vacated post on the Foundation of the Order shall be filled by the Abbot until such time as a replacement can elected; and

The Abbot or Abbess is authorized the use of a Seal of Office which shall be circular in form and the impression of which is a representation of the words “Seal of the Maysville Abbey”, surrounding the title of “Abbot”, all surrounded by the motto of the Abbey; and



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#### **Article J.1. – Abbot (continued)**

The Abbot is the considered the most senior person in the Order's Foundation and is thus responsible for the day-to-day management and administration of the Abbey; and

Is considered a member of every committee formed by the Order and the Abbey.

#### **Article J.2. – Claustral Prior**

The Treasurer shall be called the Claustral Prior and shall have custody of all monies and securities of the corporation and shall keep regular books of account; and

The Claustral Prior shall disburse the funds of the corporation in payment of the just demands against the Order or as may be required; and

Shall make an accounting of all his transactions as Treasurer and of the financial condition of the Order; and

Is the Chair of the Order's Finance committee; and

Shall sign all certificates, contracts, deeds and other instruments of the corporation; and

Is authorized the use of a Seal of Office which shall be circular in form and the impression of which is a representation of the words “Seal of the Maysville Abbey”, surrounding the title of “Prior”, all surrounded by the motto of the Abbey.

During the absence or disability of the Abbot or Abbess, the Claustral Prior shall exercise all the powers and discharge all the duties of the Abbot or Abbess.

#### **Article J.3. – Sub-Prior**

The Secretary shall be the Sub-Prior and shall keep the minutes of all meetings; and

Shall have charge of the Great Seal of the Order; and

Shall exercise creative input on the spiritual content of the church material; and

Shall be diligent in the act of improving the overall teaching standards of the church; and

Shall make such reports and reform such duties as are required of him or her by the Order; and  
Shall keep the Rolls of the Order; and



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#### **Article J.3. – Sub-Prior (continued)**

Is authorized the use of a Seal of Office which shall be circular in form and the impression of which is a representation of the words “Seal of the Maysville Abbey”, surrounding the title of “Sub-Prior”, all surrounded by the motto of the Abbey.

During the absence or disability of the Claustral Prior or the Sub-Prior shall exercise all the powers and discharge all the duties of the Claustral Prior.

#### **Article K. - Great Seal**

The seal provided and authorized for the Order and the Abbey shall be circular in form and the impression of which is a representation of the words “Order of the Leaf” and “Maysville Abbey” arced over the image of a leaf from the silver maple tree, all surrounded by the motto of the Order and “Founded C.E. MCMXCVI”.

#### **Article L. – Greater Chapter**

The Foundation of the Order recognizes the need for the creation of various offices within the Order, but outside of the Foundation; and

Appointments to the various offices rest solely with the Foundation of the Order unless specified; and

These Officers are not the only positions within the Order, but are considered the core officers; and

Officers in the Greater Chapter may be filled with any class of member of the Order.

#### Canon Missioner

Is charged with the responsibilities of coordinating, evaluating and designing the various outreach projects and programs of the Order; and

Is authorized to appoint a number of Vicars of Outreach to assist the operations of the office; and shall make reports and give accounts of their actions to the Claustral Prior.



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#### **Article L. – Greater Chapter(continued)**

##### Vicar of Outreach

Is responsible for the daily operations of a specified Outreach Program; and

Shall make reports and give accounts of their actions to the Canon Missioner.

##### Warden

The Warden is the Abbey's grant writer and tithing coordinator and thus is primarily responsible for fund raising activities in the Abbey; and

is a member of the Buildings and Grounds committee; and

Is the vice-chair of the Finance committee; and

Shall make reports and give accounts of their actions to the Claustral Prior.

##### Vicar of Publications

The Vicar of Publications is charged with the duty of creating and maintaining the various publications and bulletins of the Abbey, such as its web sites and the Abbey's Broadsheet; and

Shall make reports and give accounts of their actions to the Abbot.

##### The Chancellor

The Chancellor is responsible for the daily operations of both the High School and the Seminary programs; and

Is allotted the assistance of several Deans to complete the duties of the office; and

. The Chancellor's office provides resources and counsel to the employees of the various schools

Shall make reports and give accounts of their actions to the Sub-Prior.



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#### **Article L. – Greater Chapter (continued)**

##### The Dean of the High School

The Dean is responsible for maintaining the quality of instruction for the High School; and  
Is further responsible for the retainment of current and the recruitment of future students; and  
Shall make reports and give accounts of their actions to the Chancellor.

##### The Dean of the Seminary

The Dean is responsible for maintaining the quality of instruction for the Seminary; and  
Is further responsible for the retainment of current students and the recruitment of future students; and  
Shall make reports and give accounts of their actions to the Chancellor.

##### The Dean of Residents

The Dean is charged with the care of the Students and Facility who reside at the Abbey's various schools; and  
Is responsible for the housing and the food services of the campus; and  
Further the office of the Dean is responsible for coordinating the extracurricular activities of the campus; and  
Shall make reports and give accounts of their actions to the Chancellor.

#### **Article M. - Committees**

The Foundation of the Order has determined that several committees should be formed to assist the Foundation with gathering and execution of various tasks, these Committees are empowered upon creation with their various tasks and shall serve only as the resolution that creates them designs.



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#### **Article N. - Ordination**

The Foundation of the Order of the Leaf is hereby authorized and empowered to legally and ecclesiastically ordain members of the Order of the Leaf who specifically request to be Ordained. The member should be in good standing with the Order, able to demonstrate a wealth of knowledge about the Order, the Abbey and various religious studies under questioning by the Foundation of the Order.

Upon approval of the member by the Foundation and after performance of the proper ecclesiastical rites the member shall be deemed an Ordained Minister of the Order of the Leaf, entitled to the use of the honorific Reverend in their names and entrusted to preform the duties and see to the responsibilities of a Minister.

A Minister of the Leaf is empowered to preform all ecclesiastical rites as required or requested by a member of the public or the order including, but not limited to, presiding at Weddings, Funerals, Baptisms, Rites of Passage and Confessions.

A Minister of the Order of the Leaf is Ordained for Life.

A Minister of the Order of the Leaf can be defrocked and their pastoral privileges and protections revoked by the Foundation of the Order of the Leaf if at some time just cause is shown that the Minister is willfully acting in disharmony with the Order's Charter and Bylaws, or if civil criminal acts have taken place.

#### **Article O. - Execution**

IN WITNESS WHEREOF, the Foundation of the Order of the Leaf has executed these Articles and Bylaws and thus is charged to form and govern the Order of the Leaf and the Maysville Abbey under these Articles and Bylaws. Preformed on this the twenty-fourth day of April, in the year 2006 by the Common reckoning.

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Fr. Geoffroey-Allen S. Franklin, O.L., D.D., N.P., M.A.B., Abbot

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Sr. Barbara L. Franklin, O.L., Claustal Prior

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Br. Kenneth Sanderson. Sub-Prior