

Unity Spiritual Center of Woodstock, Inc.

Bylaws

Amended May 6, 2012

Article I

Identification

SECTION 1.01 – STATEMENT OF PURPOSE

The Purpose of **Unity Spiritual Center of Woodstock, Inc.**, an Illinois non-profit corporation (the “Ministry” or the “Corporation”), is to teach and demonstrate the Universal Principles of Truth, as taught and demonstrated by Jesus Christ and as interpreted by Unity School of Christianity, Unity Village, Missouri, and the Association of Unity Churches, a non-profit corporation organized and existing under the laws of the State of Georgia, with headquarters in Unity Village, Missouri.

In the accomplishment of this purpose, **Unity Spiritual Center of Woodstock, Inc.** shall endeavor to conduct services of worship and classes of instruction; to demonstrate principles of Truth by using them in the operation of this church; and to adopt other means that in the judgment of the Spiritual Leader will further the principles of Practical Christianity with people everywhere.

SECTION 1.02 – ASSOCIATION OF UNITY CHURCHES MEMBERSHIP AND RESPONSIBILITIES

Unity Spiritual Center of Woodstock is a member of the Association of Unity Churches. The operation and conduct of this Ministry shall comply with regulations and policies of the Association of Unity Churches, insofar, as they do not conflict with the laws of the State of Illinois.

- (a) **Leadership:** This Ministry shall have as its leader an Ordained or Licensed Unity Minister or a Licensed Unity Teacher approved by the Association of Unity Churches.
- (b) **Teaching:** The Principles of Practical Christianity shall be taught through the Ministry using methods, textbooks, literature, and other materials approved by the Association of Unity Churches.
- (c) **Reports:** The Spiritual Leader will make annual reports, on behalf of the Ministry, to the Association of Unity Churches on forms supplied by the Association of Unity Churches.

Article II

SECTION 2.01 – PRINCIPAL OFFICE

The principal executive office of the Corporation shall be fixed by the Board of Trustees. Said office shall be in the County of McHenry, State of Illinois, or at such place within the State of Illinois as the Board of Trustees hereafter shall designate. The Corporation may also have offices at such place or places, as the Board of Trustees may from time to time designate.

Article III

Membership

SECTION 3.01- QUALIFICATIONS

A member of the Ministry shall endeavor to live in accord with the Jesus Christ principles of Love and Truth as taught by Unity. He/She shall further the work of this Ministry through his/her active interest, love and support.

SECTION 3.02 – ELECTION OF MEMBERS

Anyone desiring membership in the Ministry shall file an application for Membership card with the Ministry Office, meet with the Spiritual Leader and attend a minimum of one (1) "Introduction to Unity" class.

The Spiritual Leader shall review the application. If the Spiritual Leader approves the membership of the applicant, the Spiritual Leader shall inform the Board at its next regular meeting of the acceptance of the new member or members. In the case where the Spiritual Leader disapproves the applicant or is absent for any reason, the application shall be presented to the Board of Trustees at its next regular meeting; upon a majority affirmative vote of the Trustees present and voting, the applicant shall become a member and shall be notified accordingly by the Board Secretary. All Staff Ministers and Licensed Unity Teachers are considered members of this Ministry.

SECTION 3.03 – TERMS OF MEMBERSHIP

- (a) **Tenure:** A member shall retain active membership until it is voluntarily severed or deemed inactive according to Section 3.03(b) as long as his/her ideas and conduct are in accord with the qualifications specified in Section 3.01. Each year, on or before March 15, the Board shall cause an Acknowledgment Of Active Membership form to be mailed or transmitted to each then Active Member. Active Members shall return the Acknowledgment to the Board on or before April 15 of the same year.
- (b) **Inactive:** An active member shall become inactive when:
- (1) He/She moves over 100 miles from the church; or
 - (2) He/She fails to file a forwarding address with the church office; or
 - (3) He/She fails to timely return the Acknowledgement of Active Membership; provided however that the Board may, from time to time, adopt provisions to accept late returns, if such provisions apply equally to all Active Members.
 - (4) Certain cases may be exceptions if deemed so by the Board and the Spiritual Leader.

Inactive members can reactivate their membership anytime they so choose.

- (c) **Removal:** Removal from the membership role of any member whose qualification is in question requires at least a two-thirds (2/3) affirmative vote of the Board of Trustees, including agreement by the Spiritual Leader. Prior to action concerning removal, the member must be given the opportunity for a hearing before the Board.

SECTION 3.04 – POWERS OF ACTIVE MEMBERS

Active members of **Unity Spiritual Center of Woodstock** shall have the power to do the following:

- (a) Vote at any membership meeting at which the member is present or voting by absentee ballot, called in accordance with Section 3.05 or by absentee ballot supplied by the Church, Board or Spiritual Leader.
- (b) Elect members of the Board of Trustees as specified in Section 4.04.
- (c) Ratify the Bylaws of this Ministry or any amendments thereto as specified in Section 8.01.
- (d) Vote on any question of the purchase, sale or pledge of real property owned by the Ministry, the value or cost of which exceeds Twenty Thousand Dollars (\$20,000.00). A two-thirds (2/3)

affirmative vote of those voting (either in person or by absentee ballot) is required to approve the purchase, sale or pledge.

- (e) Call a special membership meeting when affairs of this Ministry warrant such action pursuant to Section 3.05(b).

- (f) Vote to override any action by the Board of Trustees. A two-thirds (2/3) majority of those entitled to vote shall be required to override any action by the Board of Trustees.
- (g) Vote for the removal of any Trustee from his/her office, in accordance with Section 4.05(a) (4).
- (h) Vote on any matters officially brought to the attention of the membership.
- (i) Offer suggestions to the Spiritual Leader or Board of Trustees as may seem advisable for the good of the Ministry.
- (j) Members may request liaison assistance from the Executive Director of the Association of Unity Churches by submitting a written request signed by no less than 10% of the Members.

SECTION 3.05- MEETINGS AND QUORUM

- (a) **Annual Membership Meeting:** The annual membership meeting of the Members of the Ministry shall be held at its official headquarters on the first (1st) Sunday in May, at the time of day designated by the Board of Trustees
- (b) **Special Membership Meetings:** Any time the affairs of this Ministry warrant a special meeting, one may be called by:
 - (1) The Spiritual Leader
 - (2) A majority of the Trustees of the Board.
 - (3) By the Members upon the written notice of such meeting, signed by no less than ten percent (10%) of the Members delivered to the Chairperson or Spiritual Leader. Upon receipt of such petition, the Board of Trustees shall call the special meeting within thirty (30) days.
- (c) **Written Notice:** Written notice stating the date, time, and place of any meeting shall be delivered to all active members at least fifteen (15) days before any special membership meeting. For purposes of this clause, notice may be delivered by U.S. Mail, postage prepaid or by electronic mail to any member who has elected to receive Ministry communications by electronic mail.
- (d) **Quorum:** The lesser of fifty (50) active members or twenty-five percent (25%) of the Active Membership shall constitute a quorum at any membership meeting.
- (e) **Participation:** Any meeting of the Members shall be open to Members and non-Members alike, provided:
 - i. non-Members may, if recognized by the Chairperson of the meeting as possessing technical or useful information which the Chairperson determines would be beneficial to the deliberations of the Members, address the Members on agenda items for that meeting;

ii. non-Members may not participate in debate, make motions, or vote on any business brought before the Members.

iii. At any time during the Membership meeting, all non-Members may be excluded and removed from the meeting upon the affirmative vote of 2/3rds of those Members in attendance. The motion by any Member to exclude non-Members shall be a privileged motion.

- (f) **Voting:** Unless otherwise provided herein, the vote of a majority of the Members shall be necessary for approval or disapproval of the action being voted upon.

Members may vote in person, or may vote by absentee ballot. To be effective, all absentee ballots must be signed by the Member issuing the same, and the absentee ballot must be delivered to the Ministry office no later than three (3) business days before the meeting at which the ballot is to be counted is called to order. Proxy voting is not authorized.

- (g) **Prayer:** In any membership meeting, the Chairperson, the Spiritual Leader, the Association of Unity Churches liaison representative, or any Member may request that action on an item of business be suspended while the Membership enters into a time of prayer on the issue. Upon such a request, the Chairperson shall provide a period of prayer and silence.

Article IV

Government

SECTION 4.01 – ADMINISTRATION

The governance of the Ministry shall be vested in the Spiritual Leader, who shall serve in a capacity analogous to an executive director, and the Board of Trustees elected from the membership.

SECTION 4.02 – SPIRITUAL LEADER

- (a) **Duties:** the Spiritual Leader shall be responsible for the scheduling, conduct, and the content of services, classes, and all other activities that further the purpose of this Ministry as specified in Section 1.01. The Spiritual Leader shall also be:
- (1) Responsible for the complete functioning of this Ministry as delegated by the Board of Trustees.
 - (2) A voting member of the Board of Trustees on all matters except those of his or her successor, conduct, or his/her own employment.
 - (3) A member of all committees.
 - (4) Responsible for seeking the Association of Unity Churches Liaison Assistance in the event of a dispute adversely affecting the Ministry. Provided nothing in the foregoing shall preclude Members from seeking such assistance pursuant to Section 3.04(j) of these by-laws.
- (b) **Compensation:** The compensation of the Spiritual Leader shall be fixed by agreement between the Spiritual Leader and the Board of Trustees.
- (c) **Vacancy:** The position of Spiritual Leader may be vacated by any of the following actions:
- (1) Resignation.
 - (2) After complying with Section 4.03(c) (16), the Board may vote for the Spiritual Leader's removal because of his/her failure to fulfill the duties of his/her position as specified in Section 4.02(a)
 - (3) The Board may vote for the Spiritual Leader's removal for Cause. For the purposes of this clause, "Cause" shall mean the Spiritual Leader:
 - i) Engages in an intentional act of fraud, embezzlement, theft or any other material violation of law that occurs during or in the course of his/her employment; or
 - ii) Engages in willful conduct that is demonstrably and materially injurious to the Ministry; or
 - iii) Is convicted of a crime involving moral turpitude; or
 - iv) Is incapacitated.

Nothing herein shall require or prevent the Spiritual Leader from requesting, or the Board from granting, a temporary leave of absence from his/her position. Further, the Board may unilaterally place the Spiritual Leader on leave pending any decision

authorized in Section 4.02(c)(3) if during such leave the Spiritual Leader continues to receive his/her regular compensation and benefits.

In any proceedings under this Section, the Board shall afford the Spiritual Leader as much notice of any meeting to consider action as is practical under the particular circumstances then prevailing, but in no case less than forty eight (48) hours. The Spiritual Leader shall have the opportunity to address the Board prior to any closed deliberations. The Spiritual Leader may have counsel present, however only the Spiritual Leader may address the Board.

- (d) **Replacement:** Should a vacancy occur in the office of the Spiritual Leader, the Board of Trustees shall communicate with the Executive Director of the Association of Unity Churches and request a list of applications for the position. The foregoing, however, shall not preclude the Board of Trustees from considering candidates for the position who are not presented through the involvement of the Association of Unity Churches.

SECTION 4.03 - BOARD OF TRUSTEES – MEMBERS

- (a) **Structure:** The Board of Trustees shall consist of the Spiritual Leader and six Trustees elected from the Membership. Each elected Trustee shall serve a term of three years. Annually there will be an election of two board members, in addition to those required to comply with section 4.05(b). These positions shall be filled in accordance with Section 4.04. No elected Trustee shall serve more than two (2) consecutive elected terms. Following ineligibility due to terms of service, a Member shall again become eligible to stand for election following an interval of one year. No active Licensed Unity Teacher, individual receiving compensation from the Ministry (with the exception of the Spiritual Leader), or a relative of, or significant other of, an individual receiving compensation from the Ministry may serve on the Board of Trustees. Further, no member may be a candidate for a Trustee position if they are a relative of, or significant other of another Board Member.
- (b) **Prayer:** It is important that in addition to adhering to the normal procedures for legal functioning set forth in these Bylaws, that the Spiritual Principles taught by Unity be utilized in the handling of the decisions before the Board. During the discussion of an item of business, any Trustee may request time for prayer about the issue. Upon such request, the chair shall provide a period of prayer and silence.
- (c) **Duties:** As representatives of the membership, the Trustees of the Board shall:
- (1) Uphold the Spiritual Purpose of this Ministry as stated in Section 1.01.
 - (2) Uphold the highest interest of the Membership in conducting the business of this Ministry.
 - (3) Be conversant with these Bylaws.
 - (4) Be faithful in attendance at services, Board and Membership meetings of this Ministry.
 - (5) Make determination of the business needs, including annual budgeting of income and expenses, of this Ministry and authorize payment of monies for those purposes.
 - (6) Administer the Prosperity of this Ministry, both real and personal.
 - (7) Make determinations of the purchase, sale or pledge of real or personal property or the incursion of debt on behalf of the Ministry. All decisions in favor of the purchase, sale or pledge of real property or the incursion of debt exceeding twenty thousand dollars (\$20,000.00) in value shall be referred to the Membership at the properly constituted

membership meeting to be voted on in accordance with Section 3.04(d).

- (8) Authorize the employment of all staff personnel of this Ministry and set and approve their salaries.
- (9) Negotiate the Spiritual Leader's contract.
- (10) Set dates for the fiscal year.
- (11) Each year cause to be prepared, a compiled financial statement with disclosures which will set forth the financial conditions and operations of this Ministry and a budget for the succeeding year.
- (12) When deemed advisable, secure a Fidelity Bond for the Treasurer, the amount to be set by the Board.
- (13) Make policies to guide administration of this Ministry.
- (14) Act to fill the unexpired term of any Trustee in accordance with 4.05(b).
- (15) Elect officers of the Board and their successors to fill any regular or unexpired term in accordance with Section 4.07.
- (16) Ratify committees and their Chairperson(s) as appointed by the Board Chairperson in accordance with Section 5.01.
- (17) Communicate with the Executive Director of the Association of Unity Churches for aid in resolution of all disputes between the Board of Trustees and the Spiritual Leader concerning the Spiritual Leader's services, which cannot otherwise be resolved.
- (18) Consider other duties brought to their attention by the Spiritual Leader and other Trustees or Members.

SECTION 4.04 - BOARD OF TRUSTEES ELECTION

- (a) **Qualifications:** Any person elected to the Board of Trustees must be an active Member. He/She shall be a person who:
- (1) Desires to serve as at Trustee.
 - (2) Endeavors to live in accordance with Unity principles.
 - (3) Furthers the work of this Ministry through his/her active interest, love and support.
 - (4) Is a sincere and continuing student of Unity and conversant with its teachings.
 - (5) Has demonstrated leadership capabilities.
- (b) **Nominating Committee:** A Nominating Committee shall be formed at least three (3) months prior to the annual Membership meeting or at any interim time when a vacancy shall occur on the Board of Trustees. The Nominating Committee shall initiate a search for at least two (2) qualified candidates for each vacancy existing or anticipated on the Board of Trustees. The Committee shall consist of the Spiritual Leader and two (2) Members selected in the following manner:
- (1) The Chairperson of the Board shall appoint, with Board approval, one (1) non-board Member of the congregation who shall serve as Chairperson of the nominating Committee.
 - (2) The Board shall elect one of its Trustees.
 - (3) No member of the Nominating Committee can be a candidate for election.
- (c) **Nominating Procedure:** As the presiding officer of the Annual Membership Meeting, the Chairperson shall:
- (1) Read Section 4.04 just prior to the call for nominations.
 - (2) Call upon the Chairperson of the Nominating Committee to present the Committee's nominations.
 - (3) Call for additional nominations from the floor. All nominees, no matter how nominated, must qualify in accordance with paragraph (a) of this section.
- (d) **Election:** Votes shall be cast by ballot in person or absentee. Those nominees with the most votes shall be elected to the Board of Trustees. Cumulative voting shall not be allowed.

SECTION 4.05 - BOARD OF TRUSTEES – VACANCY AND REPLACEMENT

- (a) **Vacancy:** The office of a Trustee may be vacated by any of the following means:
- (1) The resignation of a Trustee.
 - (2) The Board of Trustees voting for the removal of a Trustee due to absences from three (3) successive regular Board Meetings. Absences may be excused, by the Board, upon written request.
 - (3) The Board voting for the removal of a Trustee because of his/her failure to fulfill the duties of his office as specified in Section 4.03(c), such vote requiring a 2/3rds majority.
 - (4) The Membership voting for the removal of a Trustee because of his/her failure to fulfill the duties of his/her office as specified in Section 4.03(c), such vote requiring a 2/3rds majority.
- (b) **Replacement:** Only Members meeting the qualifications specified in Section 4.04(a) may be considered. No replacement shall have served as a Board member during the year prior to his/her appointment. The term of any appointed Trustee shall expire on the same date as the Annual Meeting at the end of the term of the vacated Trustee's tenure.

SECTION 4.06 – BOARD OF TRUSTEES – MEETINGS AND QUORUM

- (a) **Regular Board Meetings:** The regular business meetings of the Board of Trustees shall be held at the headquarters of this Ministry on the third (3rd) Monday of each month, unless otherwise specified by the Board.
- (b) **Special Board Meetings:** Special Meetings of the Board shall be called by the Chairperson, under any of the following conditions:
- (1) By the request of the Spiritual Leader.
 - (2) By request of two (2) or more Trustees, with the request filed in writing with the Board Secretary
 - (3) As the Chairperson deems it necessary.

Regardless of the manner in which the Special Meeting is called, all Trustees shall be notified in writing of the Special Meeting not less than seventy-two (72) hours prior to the intended date of the meeting.

- (c) **Quorum:** Four (4) Trustees shall constitute a quorum for the transaction of business. For purposes of this clause only, the Spiritual Leader shall count as a Trustee for the purposes of establishing or maintaining a quorum.
- (d) **Spiritual Leader Attendance:**

The Spiritual Leader has the right to attend all Board meetings. The Spiritual Leader must be notified of all Special Meetings. Notwithstanding the foregoing, the Board of Trustees may, by a 2/3rds affirmative vote, exclude the Spiritual Leader from any portion of any Meeting at which the hiring, retention, termination, discipline or conduct of the Spiritual Leader is discussed.

SECTION 4.07 – BOARD OF TRUSTEES – TRUSTEES

Officers of the Board of Trustees shall consist of a Chairperson, Co-Chairperson, and four (4) other Trustees. From among these four (4) other Trustees, a Trustee will be appointed to act as Secretary and a Trustee will be appointed to act as Treasurer. All officers shall be selected in a manner decided by the Board at the first Board meeting after the annual meeting or at a special meeting called for the purpose of selecting and electing officers. Officers shall hold their respective offices for one (1) year or until their successors are duly selected or qualified:

- (a) **Chairperson:** The Chairperson shall:
 - (1) Preside at all Board of Trustee meetings.
 - (2) Preside at all Membership meetings.
 - (3) Appoint committees in accordance with Section 5.01.
 - (4) Be an ex-officio member of all committees by virtue of his/her office, except the Nominating Committee.
 - (5) Sign such papers and documents, upon proper authorization, as may be necessary.

- (b) **Vice Chairperson:** The Vice Chairperson shall:
 - (1) Perform all the duties of the Chairperson in his/her absence.
 - (2) Become Chairperson, in case the office of the Chair becomes vacant. In such a case, a new Vice Chairperson shall be elected from among the remaining Trustees to fill the remainder of the term.

- (c) **Secretary:** The Secretary shall:
 - (1) Keep, or cause to be kept, at the Church office, an accurate record of the minutes of all the Board and Membership Meetings.
 - (2) Hold in custody and be responsible for all reports, membership records, contracts, and other legal papers, minute books, and the Corporate Seal, which items shall be kept in the Ministry office at all times, or in such other depository as prescribed by the Board.
 - (3) Attend to all of the official business required by the Board.

- (d) **Treasurer:** The Treasurer shall:
 - (1) Be custodian of the funds of this Ministry. He/She shall pay out or cause to be paid out, funds of the Ministry according to the following policy: all disbursements must be

authorized, and all checks or draws must be signed by any two of the following officers: i) the Treasurer; ii) the Spiritual Leader; iii) the Chairperson of the Board; or iv) the Church Manager.

- (2) Keep, or cause to be kept, a record of all financial transactions, and submit a monthly financial report at each regular Board Meeting.
- (3) Submit a Financial Report, covering the last complete fiscal period, at the Annual Membership Meeting.
- (4) Count or cause to be counted, by the appointment of qualified persons, all funds received, and be responsible for their deposit.
- (5) Place, or cause to be placed, the funds of the Ministry in the bank or other depository approved by the Board.

Article V

Committees

SECTION 5.01 – FORMATION

Committees for any specific purpose, with the exception of the Nominating Committee, shall be appointed by the Board Chairperson subject to ratification by the Board of Trustees.

Article VI

SECTION 6.01 – DISSOLUTION

Should this Corporation dissolve:

- a) All property and funds remaining after the payment of the debts of the corporation will be delivered to the Association of Unity Churches, a non-profit corporation organized under the laws of the State of Georgia, for religious and educational purposes.
- b) Such funds or property will be for the use and benefit of the Association, as may be determined by the Board of Trustees of the Association, in alignment with its current policies and procedures.
- c) The Association will make available, according to its current policy and procedures, funds for the re-establishment of a Unity Ministry in McHenry County, Illinois.
- d) Should the Association no longer exist, any assets, remaining for this corporation after dissolution shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then

located; exclusively for such purposes to such organization or organizations, as said court shall determine, which are organized and operated exclusively for purposes set out in Section 5.01(c (3)) of the Internal Revenue Code of 1954 as amended from time to time.

Article VII

Meeting procedures

SECTION 7.01 – RULES OF ORDER

The latest edition of Robert's Rules of Order, Newly Revised shall be the authority of this Ministry on Parliamentary Law and its usage, unless otherwise provided by these Bylaws.

Article VIII

Bylaws Amendments

SECTION 8.01 - PROCEDURE

Amendments to these Bylaws may be made by the affirmative vote of 2/3rds of the Members. Written notice setting forth any proposed amendments must be mailed or transmitted to all Members at least fifteen (15) days prior to the Membership Meeting at which the Amendment is to be voted upon.. These Bylaws fully supersede all previous Bylaws adopted by the Ministry.

Attest - Secretary

Date of Adoption