

Intent of changes:

- To comply with IRS guidelines for non-profit organizations
- to reflect our new national affiliation and its bylaws
- allow electronic voting
- improve parliamentary procedures

Words with ~~striketrough~~ are to be deleted. Words in **RED** are to be added.

As the page numbers in the index will change once the revisions are adopted they may be currently incorrect but will be corrected for the final edition.

Summary of changes:

Name is changed to *Center for Spiritual Living – Seattle*

Name of national organization is changed to *Centers for Spiritual Living*

Document uniformly refers to CSL – Seattle as a “*Center*” rather than “Church”

Board of Trustees uniformly referred to as “Board”

Adds electronic voting process for Board

Adds electronic meeting authorization for member meetings

Move policy items from the bylaws to separate policy statements

**CENTER FOR SPIRITUAL LIVING – A RELIGIOUS SCIENCE
CHURCH SEATTLE**

BYLAWS

Adopted October 31, 1993

[Revised, February 27, 2008]

[Revised, March X, 2013]

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CENTER FOR SPIRITUAL LIVING – A RELIGIOUS SCIENCE CHURCH SEATTLE

A Nonprofit Religious Corporation, incorporated under the laws of the State of Washington.
herein called "Church."

PREAMBLE

These Bylaws provide a structure for ensuring the stewardship of God's resources - its people and its properties. Beyond the policies defined in these Bylaws is a deeper intention - we affirm that this ~~Church~~ **Center** is God's ~~Church~~ **Center**.

ARTICLE I - PURPOSE AND VISION

Section 1 - PURPOSE AND VISION

This ~~Church~~ **Center** exists for the purpose of worship, and for teaching the principles of Science of Mind as expressed by Ernest Holmes and taught by the ~~United~~ Centers for Spiritual Living.

This ~~Church~~ **Center** is a God-centered ~~Church~~ **Center** inspiring God-centered lives.

The Center is organized and shall be operated exclusively for religious and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Section 2 - EXPRESSION OF THE VISION

The Board of Trustees, the staff, and the membership support the Senior Minister in expressing God's vision for this ~~Church~~ **Center**.

ARTICLE II – BYLAWS

Section 1 - CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the applicable statutes of the State of Washington shall govern the construction of these Bylaws.

The term "Board" refers to the Center's Board of Trustees, the term "Center" refers to Center for Spiritual Living – Seattle, and the term "Home Office" refers to the Centers for Spiritual Living, currently in Golden, Colorado.

Without limiting the generality of the forgoing, the masculine gender includes the feminine, the singular number includes the plural and the plural number includes the singular, and the term

“person” includes a corporation as well as a natural person.

Section 2 - AMENDMENTS

To become effective, recommended new Bylaws or Amendments to Bylaws must be submitted to the Board of Trustees of the United Centers for Spiritual Living for pre-approval and then voted on by the membership of the Church. A majority vote of Church members present at an Annual or Special Meeting called for that purpose is necessary to amend, repeal, or add to these Bylaws.

~~If the membership votes to modify, in any way, the recommended new Bylaws or Amendments to Bylaws that have been pre-approved by the Board, they must be resubmitted to the Board of Trustees of the United Centers for Spiritual Living for ratification.~~

The Home Office does not approve of any center’s bylaws and does not require any center to file a copy of its bylaws. The board may, at its discretion, supply Home Office with a copy of the Center’s bylaws for their information purposes only.

Section 3 - INSPECTION OF BYLAWS

The ~~Center Church~~ shall keep in its principal office for the transaction of business the original or a copy of the Bylaws, as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the members at all reasonable times. ~~Members may also request that an electronic copy of the bylaws be e-mailed to the e-mail address of record in their membership file.~~

ARTICLE III - AFFILIATION WITH THE UNITED CENTERS FOR SPIRITUAL LIVING

Section 1 - AFFILIATION

~~The Church is fully affiliated with the United Centers for Spiritual Living, a California nonprofit religious corporation with offices in Los Angeles, California, an international church denomination. This Member Church acknowledges that it has been chartered by the United Centers for Spiritual Living as an affiliated church for such purpose and that it has been created under its sponsorship and guidance. The United Centers for Spiritual Living is a spiritual movement dedicated to awakening and supporting the conscious experience and expression of every person's inherent Divine Nature through teaching and practicing the principles of the Science of Mind. (See also Article 1, Section 1, Purpose and Vision.)~~

This Center is affiliated with Centers for Spiritual Living (“Home Office”), a Colorado Nonprofit Religious Corporation. In accordance with the terms of the Member Community Affiliation Agreement entered into between this Center and the Home Office, nothing in these Bylaws shall conflict with the Home Office Organizational Design Model, the Home Office Bylaws, or the provisions of Home Office’s Articles of Incorporation relating to the exempt status of Home Office and/or this Center under Section 501(c)(3) of the Internal Revenue Code, as any of those documents are amended from time to time.

Section 2 - ECCLESIASTICAL AUTHORITY

The Church, its Board of Trustees, members and officers shall be subject to the ecclesiastical law and authority of the ~~United Centers for Spiritual Living~~ Home Office in all matters lawfully within ecclesiastical jurisdiction. Ecclesiastical authority refers to the Ministerial Code, the Practitioners' Code and the Church Code. This latter code consists of all documents required for a church to become affiliated with the ~~United Centers for Spiritual Living~~ Home Office.

Section 3 - COMMUNICATIONS

The ~~United Centers for Spiritual Living~~ Home Office shall be kept generally informed as to the affairs of this Church, including reports specified elsewhere in these Bylaws.

Section 4 - MINISTERS AND PRACTITIONERS

The ~~Center Church~~ will hire and retain as Ministers only those persons who shall have been duly credentialed, and who shall be and remain in good standing, as Ministers of the ~~United Centers for Spiritual Living~~ Home Office, and will endorse and support the work of only those Practitioners of Religious Science who shall have been duly licensed as such by the ~~United Centers for Spiritual Living~~ Home Office. Any violation of any part of this Section will be in violation of the ~~Center Church~~ Affiliation Agreement and will place the Church Charter in jeopardy.

Section 5 - PROHIBITED PRACTICES

The ~~Center Church~~, as an affiliated member of the ~~United Centers for Spiritual Living~~ Home Office, recognizes its responsibility as to the principles and teachings of Science of Mind. Therefore, it will teach, sponsor, foster, and support only those ideas, principles and programs which are in alignment with Science of Mind. This is not to be construed as prohibiting educational discussion of matters which would otherwise be excluded from the ~~Center's Church's~~ teaching.

So long as the ~~Center Church~~ is affiliated with the ~~United Centers for Spiritual Living~~ Home Office, the ~~Center Church~~ will not ordain or license Ministers or license Practitioners or Teachers, and will not establish any branch ~~Center Church~~, and will be governed and abide by the rules, regulations and directives of the ~~United Centers for Spiritual Living~~ Home Office with respect to these matters.

No part of the net earnings of the Center shall inure to the benefit of or be distributable to any Member of the Center which is not then an exempt organization described in section 501(c)(3) of the Internal Revenue Code, any director or officer of the Center or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the Center affecting one or more of its purposes)

Notwithstanding any other provision of these articles of incorporation, the Center shall not

carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code, or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, and, if at any time the Center is a “private foundation” as defined in section 509(a) of the Internal Revenue Code, then during such period of time:

(1) The Center shall not engage in any act of “self- dealing,” as defined in section 4941(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4941 of the Internal Revenue Code;

(2) The Center shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax imposed by section 4942 of the Internal Revenue Code;

(3) The Center shall not retain any “excess business holdings,” as defined in section 4943(c) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4943 of the Internal Revenue Code;

(4) The Center shall not make any investments that would jeopardize the carrying out of any of the exempt purposes of the Center, within the meaning of section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4944 of the Internal Revenue Code; and

(5) The Center shall not make any “taxable expenditure,” as defined in section 4945(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4945 of the Internal Revenue Code.

Section 6 - POLITICAL POLICY

This ~~Center Church~~ shall in no way be active in any manner to attempt to influence public policy and/or legislation. In addition, the ~~Center Church~~ shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

Section 7 - DISAFFILIATION

In the event that disaffiliation with the ~~United Centers for Spiritual Living~~ **Home Office** is contemplated, resulting actions shall be in accordance with provisions of the Affiliation Agreement the Church has with the ~~United Centers for Spiritual Living~~ **Home Office**.

Section 8 - DISSOLUTION

~~In the event of the dissolution and the winding up of affairs of the Church, after paying all of the debts and obligations of the Church, or adequately providing therefore, any remaining assets~~
Upon dissolution of the Center, all of the Center’s assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to and among one or more exempt organizations described in section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code. The organizations to receive such property, and their respective shares and interests, shall be determined by the Board and shall be devoted to such Science of Mind purpose as in the judgment of the Board may be most likely to be consonant with the Purpose of the ~~Center Church~~, and with the Articles of Incorporation.

ARTICLE IV - OFFICES

Section 1 - PRINCIPAL OFFICE

The Board of Trustees shall establish the principal office for the transaction of the business of the ~~Center Church~~ and may change the principal office from one location to another within the community served by the ~~Center Church~~. Notice shall be mailed to each ~~Center Church~~ member of a new address of principal office at least ten days prior to such change being made, and to the Home Office of the ~~United Centers for Spiritual Living~~.

ARTICLE V – POLICIES AND PROCEDURES

Section 1 - BYLAWS

The Bylaws of this corporation are adopted for the purpose of prescribing and defining the means and methods by which the ~~Center Church~~, its membership, its boards and its officers shall function and carry out their respective duties, obligations and purposes. The provisions herein contained shall govern and control the means by which any and all actions to be taken by or on behalf of the ~~Center Church~~ shall be accomplished. In all events the applicable provisions of the corporation statutes of the State in and under which the ~~Center Church~~ is organized as a corporation shall prevail.

These Bylaws form the basic policies for structure and function of the ~~Center Church~~. All other policies and procedures are the responsibility of the Board of Trustees.

Section 2 - POLICY FORMULATION

Policy formulation in support of the ~~Center's Church's~~ purpose and vision is the task of members of the Board of Trustees and committees, and professional staff members. It is a cooperative effort in which each group brings its special insights, experience and skill to bear on the task. It involves the identification of policy needs, formulation of policy options and consideration of policy options.

Section 3 - POLICY DETERMINATION

Policy determination is the responsibility of the Board of Trustees alone. This responsibility derives from the legal status of the Board. Board actions, in establishing policies and directions for the total organization must be consistent with the ~~Center's Church's~~ purpose and vision.

Section 4 - POLICY IMPLEMENTATION

Policy implementation is the responsibility of the Senior Minister. Staff and others may be involved and assist in implementation, and all actions must support the ~~Center's Church's~~ purpose and vision.

Section 5 - POLICY MONITORING

Policy monitoring is the responsibility of the Board of Trustees, committees and professional staff members. Staff is responsible for periodic performance reporting on implementation. The Board of Trustees is ultimately responsible for evaluating the efficacy of implementation and determining future policy actions as appropriate, in continuing support of the Center Church's purpose and vision.

Section 6 - OPERATING MANUAL

Board adopted policies and procedures shall be maintained in an official Operating Manual which is kept in the Church office and available for reference by members of the Center Church. Subsequent reference to policy refers to the policy and procedure function of the Board.

ARTICLE VI - MEMBERS

Section 1 - APPLICATION OF MEMBERS

Any person, at least eighteen (18) years of age, may become a member upon making written application and meeting orientation requirements as may be determined by the Board of Trustees. Each applicant asserts a personal commitment to spiritual growth and to supportive active membership in the Church. Individuals shall hold membership in only one Member Center Church.

Section 2 - MEMBERSHIP CONFIRMATION

Membership in the Center Church shall be considered active following application and orientation of the prospective member, and subsequent confirmation by the Board of Trustees.

Section 3 - MEMBERSHIP RESPONSIBILITIES AND PRIVILEGES

Each of the following represents both a responsibility and a privilege of Center Church membership:

- Upholding the teachings and practices of Religious Science.
- Attending the religious and social functions of the Center Church.
- Contributing to the financial support of the Center Church.*
- Volunteering time and service to the Center Church community.
- Attending the business meetings of the Center Church and voting therein.
- Participating in the co-creative process of developing the Center's Church's vision.
- To Maintain Membership Status at CSL, an annual pledge indicating continued financial support is required. This pledge is for each fiscal year (January 1 – December 31.)

This policy adopted, January 27, 2003.

Section 4 - TERMINATION OF MEMBERSHIP

Membership in the **Center Church** shall be automatically terminated by death, resignation, withdrawal, or transfer of membership to another church.

The Board of Trustees of the Church shall have full power and authority to terminate the membership of any person where the records show that for a period of one (1) year or more the member has not participated in the services and/or affairs of the **Center Church** as given in Section 3 of this Article (Membership Responsibilities). ~~Such termination shall be by the adoption of a resolution by the Board of Trustees. Any person whose membership is terminated by the Board of Trustees shall be notified of such action in writing.~~ Termination of membership shall not become final until the Member has been notified in writing and has not objected to the termination within ten (10) days. Members whose membership is subject to termination for lack of participation shall not be terminated upon objection if they show evidence of financial support and agree to continue supporting this Center according to the duties and privileges of Section 3.

A Member may be terminated for cause by a two-thirds (2/3) vote of the Board upon a showing that a Member is acting to the detriment of this Center. The Member must be sent written notice of termination and has ten (10) days to file a written objection with the Board. Said Members shall not be terminated upon objection until they have had the opportunity to present reasons why they should not be terminated to the Board. After hearing such reasons, the Board, in their sole discretion, may find the termination unwarranted and reinstate the Member, suspend the Member for a stated period of time, or may terminate the membership. The decision of the Board shall be final and not subject to further appeal.

Section 5 - MEMBERSHIP RECORD

The Secretary of the Board of Trustees shall maintain, or cause to be maintained, a true, complete and fully up-to-date permanent record containing at least the name, address, e-mail address (if any) and date of confirmation of each member of the **Center Church**. It shall be the duty of the Secretary to promptly record, or cause to be recorded, in the Membership Record all new members of the **Center Church**, when confirmed by the Board of Trustees, and to record therein all terminated memberships. Such record shall establish membership for all purposes and shall be available for inspection by any members of the **Center Church** at all reasonable times.

Section 6 - YOUTH MEMBERS

Persons through seventeen (17) years of age may be admitted to youth membership in the **Center Church** in the manner prescribed in Section I of this Article (Application of Members). Youth Members shall not have voting power. Responsibilities and privileges of youth membership may be established by the Board of Trustees.

ARTICLE VII - MEETING OF MEMBERS

Section 1 - ANNUAL MEETING

The Annual Meeting of the membership shall be held within ninety (90) days of the start of the ~~Center's Church~~ fiscal year.

At such meetings, Trustees shall be elected, reports of the affairs of the ~~Center Church~~ shall be considered, annual financial reports shall be reviewed; the next annual budget may be presented; and any other business transacted which is within the powers of the members.

Section 2 - SPECIAL MEETINGS

Special Meetings of the members may be called at any time by the Minister, by the presiding officer of the Board of ~~Trustees~~, by a majority of the members of the Board of Trustees, or by five percent (5%) or more of the members of the Church.

Section 3 - MEETING NOTICE

~~Notice of the Annual Meeting or any Special Meeting shall be given by public announcement at all Sunday services on not fewer than two consecutive Sundays preceding the date of such meetings, and by written notice mailed to the membership at least twenty one (21) days prior to such meeting.~~

Notice of all membership meetings may be given to each Member in good standing by at least one of the following means:

- (a) Announcements at Sunday services, in Center newsletters, or other publications circulated to the membership,
- (b) Written notice by email or other electronic method where the email or electronic method is on file with the center, or
- (c) Written notice by first class mail.

Notice of any Annual Meeting or Special Meeting shall specify the place, day, hour, and the nature of the business to be transacted. Unless meeting notice is properly given, the meeting will be considered an unofficial meeting and any matters of business acted upon or transacted will be considered ~~advisory in nature only null and void~~.

Section 4 - PLACE OF MEETINGS

All meetings of members shall be held at the principal office or place of worship of the ~~Center Church~~ or at any other place within the community served by the ~~Center Church~~ within the State of Incorporation which may be designated by the Board of ~~Trustees~~.

Section 5 - QUORUM

Those members present at any meeting shall constitute a quorum for the transaction of business at such meeting.

Section 6 - ADJOURNED MEETING AND NOTICE THEREOF

Any Annual or Special Meeting may be adjourned by the vote of a majority of the members present.

When any Annual or Special Meeting is adjourned for thirty (30) days or more, the notice of the adjourned meeting shall be given as in Section 3 of this Article (Meeting Notice).

Where any such meeting is adjourned for less than thirty (30) days, it shall not be necessary to give any notice of the time and place of the adjournment or of the business to be transacted other than be announcement at the meeting at which such adjournment is taken.

Section 7 - VOTING POWERS

At any Annual or Special Meeting, each member shall be entitled to one vote, except in the election of Trustees.

At any election of Trustees, nominations shall be received as provided in Article VIII, Section 9 (Nomination of Trustees), of these Bylaws. Each member shall be entitled to cast a total number of votes equal to the number of positions on the Board of Trustees to be filled at such meeting, casting one (1) vote (but not more than one) for each nominee of choice up to the number of positions to be filled. Election of Trustees shall be by secret ballot. The nominees receiving the highest number of votes shall be elected. In the event that a tie vote occurs for the last position to be filled, a run-off election shall take place between the nominees whose votes were tied, and such voting shall be by secret ballot. In the event the number of nominees equals the number of positions to be filled, election may be accepted by acclamation.

Section 8 - PROXIES PROHIBITED

Every member entitled to vote must do so **personally** ~~in person~~ and not by agent or proxy.

Section 9 - AUTHORITY FOR ELECTRONIC MEETINGS

The Board may authorize electronic meetings of the membership which allow Members not physically present to participate. Such methods may include audio, video, computer, or any other methods of real time communication. Members so participating assume all of the rights and duties of Members attending the meeting live and in person. Such electronic meetings must allow Members reasonable opportunity to participate and vote.

ARTICLE VIII - BOARD OF TRUSTEES

Section 1 - GENERAL POWERS

Subject to limitations of the Articles of Incorporation or these Bylaws, and all applicable laws as to action to be authorized or approved by the members, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the **Center Church** shall be the responsibility of the Board of Trustees.

The Board of Trustees shall have the right to sell, convey, lease, transfer or otherwise dispose of any real or personal property of the **Center Church**, when it is deemed to be in the best interest of the **Center Church**, except that it may not convey the real property, land and/or buildings of the principal place of worship except with the approval of a majority vote of the members present at an Annual or Special Meeting.

The Board of Trustees retains the Senior, Co- and Associate Ministers.

Section 2 - ROLE OF THE BOARD

The emphasis of Board ~~of Trustees~~ activities shall be:

A. Vision. All activities of the Board ~~of Trustees~~ must support the Church's purpose and Vision (See Article 1). The Board ~~of Trustees~~ shall actively participate in, and encourage others to participate in, the ongoing vision creation process.

B. Financial Development and Integrity. The Board ~~of Trustees~~ is responsible for insuring that the Church is adequately financed to fulfill the objectives set by the Board. The Board ~~of Trustees~~ ensures the financial integrity of the Church.

C. Planning and Policies. The Board ~~of Trustees~~ sets priorities and establishes policies for the operation of the **Center Church**; the Senior Minister develops the procedures and plans for implementation of these policies. (See also Article IV, Policies and Procedures.)

D. Stewardship. The Board of Trustees is responsible for ensuring the achievement of the **Center's Church's** goals, objectives, and policies. (See also Article IV, Policies and Procedures.)

E. Responsibility. The Board of Trustees is responsible to the membership of the **Center Church**.

Section 3 - NUMBER OF TRUSTEES

The authorized number of Trustees shall be nine (9) unless changed by amendment of these Bylaws. No reduction of the authorized number of Trustees shall have the effect of removing any Trustee prior to the expirations of the term of office.

Section 4 - SENIOR MINISTER AS TRUSTEE

The Senior Minister ~~of the Church~~ shall be one of the nine (9) Trustees and shall be a voting member, with all the powers and duties of a Trustee. The Senior Minister shall not be elected to, or required to fill, any other Board office.

Section 5 - COMPENSATION AND REIMBURSEMENT

Except for the Senior Minister or as provided in Section 6 of this Article (Conflict of Interest), no Trustee may receive compensation from the Church **for the duties they perform as Trustee**. Trustees and members of committees may receive reimbursement for expenses as may be fixed or determined by resolution of the Board.

Section 6 - CONFLICT OF INTEREST

A Trustee must have no close relatives, nor live-in relationships on the Board ~~of Trustees~~ serving a concurrent term, or with an employee of the **Center Church**.

The Board's ~~of Trustees'~~ responsibility to manage the business affairs of the **Center Church** is primary and absolute over any individual Trustee's personal benefits. Except as

specifically provided below, no business transactions shall be entered into between the **Center Church** by the Board of Trustees and any person who is a member or a member-elect of the Board of Trustees, or any entity in which such person or any member of such person's immediate family shall have an opportunity for financial gain.

The **Center Church** recognizes that in specific instances or on unique matters, it may be in the best interest of the **Center Church** to enter into a business transaction of the type otherwise prohibited above. Such a transaction may be permitted if:

- A. The Board of Trustees complies with all provisions of State law relating to transactions between a corporation and a trustee; and
- B. The Board of Trustees is fully apprised of the fact that the proposed transaction is of the type otherwise prohibited above, and such disclosure is set forth in the minutes; and
- C. The Board of Trustees finds and records in its minutes, that the proposed transaction:
 - 1. is particularly unique or advantageous to the **Center Church**, and/or
 - 2. is upon terms and conditions which the Board of Trustees believes to be more favorable to the **Center Church** than would be available in a similar transaction between the **Center Church** and any other party.

Section 7 - QUALIFICATIONS OF TRUSTEES

Only those persons meeting the following requirements shall be qualified for election, appointment, or retention as Trustees:

- A. Have been a member of the **Center Church** for a minimum of one (1) full year prior to appointment or election, except that a minimum of six (6) months membership in the **Center Church** shall be permitted for any candidate who has been a member of another Religious Science church for at least one (1) year and who has transferred membership to the **Center Church**.
- B. Have demonstrated a commitment to personal and spiritual growth, and completed thirty (30) hours of Science of Mind accredited classwork or its equivalent, as determined by the Senior Minister.
- C. Have shown evidence of successful leadership in **Center Church** -related activities.
- D. Have shown evidence of personal or professional talents, skills, or qualities that will contribute to the health and expansion of the **Center Church**.
- E. Be a financially supporting member of the **Center Church**. ~~(The following policy on financially supporting member meaning tithing member was adopted on 8/29/1996: It was moved and seconded that the Board application be changed to make it clear on what tithing is. It needs to state that the applicant give 10% of their income to where they get their spiritual food, of which CSL is one source. The member can decide whether gross or net income is appropriate for them.)~~

F. Be willing to accept the responsibilities and perform the duties of a Trustee of the Board.

Section 8 - TERM OF OFFICE

The Senior Minister shall serve on the Board of Trustees for the duration of employment at the Center Church.

The term of office for the remaining Trustees shall be two (2) years. A Trustee may be elected to a second ~~and a third~~ two-year term, except that any Trustee having served more than **two (2)** ~~three (3)~~ consecutive **terms** years shall not be eligible for re-election or appointment for at least one (1) year after expiration of the most recent term of office.

In the event that a Trustee is appointed to fulfill an incomplete term of less than one year, that Trustee shall be eligible for **two (2)** ~~three~~ consecutive elected terms following the appointed term.

The maximum tenure of a Trustee, including elected and appointed terms, shall not exceed **five (5)** ~~seven (7)~~ consecutive years. All Trustees, unless they resign or are removed, shall hold office until their respective successors are properly elected and installed (see Section 20 of this Article, Organization Meeting.)

Section 9 - NOMINATIONS OF TRUSTEES

The Nominating Committee (see Section 23, Part E of this Article, Nominating Committee) shall prepare a slate of nominees meeting the requirements of Section 7 of this Article (Qualifications of Trustees) for election as Trustees, one or more nominees for each vacancy to be filled. Such slate shall be presented by the committee when nominations are called for at the Annual Meeting, and further nominations, if any, shall be received from the floor. Nominees nominated from the floor must be present at the election meeting and must meet the required qualifications of Trustees set forth in Section 7 of this Article (Qualifications of Trustees.)

(Policy below in reference to nomination of candidates adopted 11/17/1999:-

Trustee Skill Needed:-

- ~~Organizational development~~
- ~~Finance~~
- ~~Fundraising~~
- ~~Marketing~~
- ~~Construction Management~~

Committee Functions

- ~~Solicit candidates to apply for consideration by advertising and by invitation. Fully disclose selection/election process.~~
- ~~Screen applications~~
- ~~Interview viable candidates~~
- ~~Select the committee's slate of candidates~~
- ~~Make recommendations at the Annual Meeting~~

~~The committee shall create a system of advertising the positions available and then screen the applicants with the needs of the Board in mind. Candidates may be incumbent Trustees who wish to be considered for a second term of office. Further, the committee asks about events in the applicant's life that might conflict with duties as a Trustee. These might include relationship crises, financial difficulties, health issues and career workload.~~

~~The committee presents only the number of candidates needed to fill the vacancies on the Board. Before the membership is asked to vote, there will be a call for nominations from the floor. Should there be a nomination or nominations, the committee shall recess to check the basic qualifications (on year of membership, Foundations graduate and agreement to tithe) of the nominee(s). If qualified the nominee will be "written in" to the ballot and the election held. This "write in" function will act as a safeguard to having a closed system.~~

~~It is the Nominating Committee's intention to attract to the Board the most appropriate people who will help CSL move toward its vision intelligently and surely.)~~

Section 10 - ELECTION OF TRUSTEES

New Trustees shall be elected at each Annual Meeting of members. ~~One-half (1/2), as nearly as practicable, shall be elected each year.~~ Voting for Trustees shall proceed as provided in Article VII, Section 7 (Voting Powers) of these Bylaws.

Section 11 - TERMINATION OF A BOARD MEMBER

The Board ~~of Trustees~~ may, by adoption of a resolution by majority vote of the members of the Board present, terminate the trusteeship and declare vacant the position of any Trustee who fails to meet the qualifications set forth in Section 7 of this Article (Qualifications of Trustees). The Board ~~of Trustees~~ shall send notice of termination to the person whose trusteeship has been terminated.

Section 12 - REMOVAL OF TRUSTEES

The **Center Church** membership has the authority to remove for cause any or all members of the Board ~~of Trustees~~, except the Senior Minister (provided separately in Article X, Section 7 of these Bylaws, Termination of Senior Minister), at any Annual or Special membership meeting called for that purpose. A motion to remove requires an affirmative two-thirds (2/3) vote of those present and qualified to vote.

Section 13 - VACANCIES

A vacancy or vacancies on the Board of Trustees shall be deemed to exist in case of the

death, resignation or removal of any Trustee, or if the authorized number of Trustees be increased, or if the members fail, at any Annual or Special Meeting of members at which Trustees are elected, to elect the full authorized number. If the Board of Trustees accepts the resignation of a Trustee submitted to take effect at a future time, the successor shall take office when the resignation becomes effective.

Section 14 - FILLING VACANCIES

If a vacancy occurs by reason of removal by the membership (Section 12 of this Article, Removal of Trustees), such vacancy may be filled at the removal meeting by nomination made from the floor and voted upon by the membership present and qualified to vote; otherwise vacancies shall be filled by one of the following means:

- A. By a majority vote of the remaining Trustees, though less than a quorum, or by a sole remaining Trustee.
- B. By a majority vote of the ~~Center Church~~ membership at an Annual Meeting or Special Meeting called to fill any vacancy or vacancies which shall not have been filled by the Trustees.

In all cases, the nominees or appointees must meet the qualification requirements of Section 7 of this Article (Qualification of Trustees.)

In the event that the unexpired term is for a period of less than two (2) years, the appointee may be elected to a subsequent, full two-year (2) term (see also Section 8 of this Article, Term of Office).

Section 15 - PLACE OF MEETING

Regular and special meetings of the Board of Trustees shall be held at any place within or without the State of Incorporation of the ~~Center Church~~ which has been designated by resolution of the Board of Trustees or by consent of all members of the Board. In the absence of such designation, meetings shall be held at the principal office of the ~~Center Church~~.

Section 16 - TELECONFERENCING

The use of audio and/or video teleconferencing shall be allowed as a means of conducting a Board of Trustees meeting. Teleconferencing means, for the purpose of this Section, complete all- way communication among all the participants. Each participant must be able to hear and respond to all conversation, comments, questions, and voting. Any method requiring another person to act as an intermediary for a Trustee does not meet the criteria for teleconferencing. Individual Trustees participating via teleconference shall be included in determining if a quorum is present, as described in Section 17 of this Article (Quorum), and shall have full voting privileges.

Section 17 – ELECTRONIC VOTING

- A. Board actions may be taken by unanimous written consent via e-mail.
- B. If an item for board action is best addressed before a board meeting, the following factors will be considered by the Board President before determining whether to ask for an action by

written consent:

- (1) How soon a decision is required.
 - (2) Whether the decision would be better made after further discussion and/or whether alternatives should be considered.
 - (3) Whether the action is a routine action that the Executive Committee can take in lieu of the board at a Committee meeting.
 - (4) Whether a conference call meeting can be scheduled and held (either just for discussion or if a quorum is obtained, to take a vote).
 - (5) Whether all directors have indicated they are unanimously in favor of the action and will be available to sign and return a written consent.
- C. If after considering the above factors, the Board President determines it would be best to take the action by unanimous written consent, the Board President may have the Secretary draft the proposed action and email it as an attachment to all directors at their respective email addresses.
- D. The action shall allow a director to check that he or she is in favor of or opposed to the particular action.
- E. Each director shall sign and return the written consent to the Secretary by email (scanned copy of the signed consent) or fax within 24 hours unless another deadline is provided in the email. The original signed consents will be sent to the Secretary by mail or delivered in person at the next board meeting.
- F. Upon the Secretary's receipt and verification of all written consents approving the action, the action is duly approved. Regardless of whether the action is approved or not, the Secretary will confirm whether the action has passed or failed by email to all directors upon receipt of all the individual written consents.
- G. The Secretary will file all individual written consents with the corporation's minute book.

Section 18 - QUORUM

A majority of the authorized number of Trustees shall be necessary to constitute a quorum for the transaction of business, except to adjourn. Every act or decision done or made by a majority of the Trustees present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Trustees, unless a greater number be required by law, the Articles of Incorporation, the Affiliation Agreement, or these Bylaws.

Section 19 - PROXIES PROHIBITED

Any Trustee entitled to vote on any action taken or authorized by the Board of Trustees must do so in person and not by agent or proxy.

Section 20 - OPEN AND CLOSED MEETINGS

All Board of Trustees meetings are open to the Church's membership; however, attendance at any part of any meeting of the Board may, at the Board's option, be limited only to the Trustees or may include such others as it may choose to admit.

Section 21 - ORGANIZATION MEETING

The organization meeting of the Board of Trustees shall be held within thirty (30) days following the date of the Annual Meeting.

At this meeting, the Secretary of the outgoing Board shall act as Chairman pro tem while the new President is nominated and elected for the new Board.

The new President shall then assume office and proceed with the nomination and election of a Vice President, a Secretary and a Treasurer for the ensuing year. (See also Article VIII. Officers.) This newly organized Board ~~of Trustees~~ shall then proceed with any business necessary, including establishing meeting dates for subsequent Board meetings.

Section 22 - OTHER REGULAR MEETINGS

Other regular meetings of the Board of Trustees shall be held at ~~a least monthly~~, day and time to be determined by the Board of Trustees.

Section 23 - SPECIAL MEETINGS

Special meetings of the Board of Trustees for any purpose or purposes may be called at any time by the President or the Senior Minister, or, if they are absent or unable or refuse to act, any two (2) Trustees.

Section 24 - NOTICE

Notice of the time and place and specific purpose of special meetings shall be delivered personally to each Trustee or sent to each Trustee by mail to the Trustee's address of record, at least seventy-two (72) hours prior to the time of the holding of the meeting. Such notice is not required when all current Board of Trustees members are present when the decision is made for a special Board Meeting, in which case special meetings may be called with the mutual consent of all members.

Section 25 - WAIVER OF NOTICE

The transactions of any special meeting of the Board ~~of Trustees~~, however called and noticed or wherever held shall be valid:

- A. if a quorum be present, and;
- B. either before or after the meeting, each of the Trustees not present signs a written waiver of notice or a consent to holding such meeting, or;
- C. if each Trustee not present signs an approval of the minutes of the meeting.

All such waivers, consents or approvals shall be made a part of the minutes of the meeting.

Section 26 - COMMITTEES

Part A: General

The President may appoint standing or ad hoc committees, boards and other instrumentalities as may be deemed necessary in order to carry out the work and purpose of the ~~Center Church~~, and may confer upon them such authority, powers and duties as may be deemed appropriate; provided that the final responsibility and duty for management of the affairs, assets, properties and employees of the ~~Center Church~~ may not be delegated and shall rest upon the Board ~~of Trustees~~.

Committees may include the Senior Minister, other Trustees, staff, **Center Church** members and non-members, as determined by the President.

Part B: Nominating Committee

The President shall annually select a Nominating Committee, consisting of a minimum of five (5) members, including the Senior Minister, two (2) additional Board members, and two (2) other persons selected from the **Center Church** membership. The Nominating Committee will be performing duties as described in Section 9 of this Article (Nominations of Trustees.)

~~(Below policy regarding selection of the Nominating Committee adopted 3/25/2002:~~

~~The nominating committee shall be established under the following guidelines: The two board members outlined in the Bylaws shall be Board Members who are not up for re-election and are continuing on the Board. These two members, along with the Senior Minister, shall then select the two lay members to complete the five person committee.)~~

Part C: Senior Minister Selection Committee

When the office of the Senior Minister becomes, or is expected to become, vacant for any reason, the Board of Trustees shall appoint a Selection Committee consisting of an equal number of Trustees and members of the **Center Church** who are not Trustees. The Board of Trustees shall also designate one of those selected as chairperson of the Committee. The Selection Committee shall perform duties as described in Article X, Section 3 (Vacancy on the Office of Senior Minister.)

ARTICLE IX - OFFICERS

Section 1 - CORPORATE OFFICERS

The corporate officers of the **Center Church** shall be a President, a Vice President, a Secretary, and a Treasurer. The President, Vice President and Secretary shall be elected from the membership of the Board of Trustees, and will serve simultaneously as officers of the Board. The Treasurer may be, but need not be, a Trustee.

Section 2 - ELECTION OF CORPORATE OFFICERS

The corporate officers of the **Center Church** shall be elected annually by the Board of Trustees at the Organization Meeting (see Article VIII, Section 210, Organization Meeting.) Each shall hold office until he/she shall resign or shall be removed or otherwise disqualified to serve, or his/her successor shall be properly elected and installed.

Section 3 - PRESIDENT

A. Administrative: The President shall, subject to the control of the Board of Trustees, have general supervision of the business affairs and the properties of the **Center Church**. In the event of vacancy in the office of Senior Minister, the

President shall assume the duties and responsibilities of the Administrative Executive Officer (See Article X, Section 2, Part B, Administrative.)

- B. Meetings:** The President shall preside at all meetings of the Board of Trustees and of the members.
- C. Committees:** The President may appoint committees, except those of an ecclesiastical nature, as may be authorized to be appointed by the Board of Trustees and define the duties of such committees.
- D. Annual Report:** The President shall submit a completed annual report of updated information related to the Center Church in a format acceptable to provided by the Home Office of the United Centers for Spiritual Living.
- E. Other:** The President shall have such other powers and perform such other duties as may be required of the position, from time to time by the Board of Trustees.

Section 4 - VICE PRESIDENT

In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have the powers of, and be subject to the same responsibilities and authority as apply to the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Trustees or by the Bylaws.

Section 5 - SECRETARY

- A. Corporate duties:** The Secretary shall be in charge of the Corporate Seal.
- B. Membership Record:** As provided in Article VI, Section 5 (Membership Record), the Secretary shall keep or cause to be kept the Membership Record showing the names of the members and their addresses.
- C. Meeting Notice:** The Secretary shall give, or cause to be given, notice required by the Bylaws or by law to be given for meetings of the Board of Trustees or of the Membership.
- D. Meeting Minutes:** The Secretary shall keep or cause to be kept a book of minutes of all meetings of the membership and the Board of Trustees, including:
 - (1) The time and place of holding; notice thereof given, and the proceedings thereof.
 - (2) If a membership meeting, the number of persons present, and if a special meeting, how authorized.
 - (3) If a Board of Trustees meeting, the names of those present, and if a special meeting, how authorized and any waivers of notice.
- E. Other:** The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees or by the Bylaws.

Section 6 - TREASURER

- A. General:** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the **Center Church**, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus.
- B. Financial Statements:** The Treasurer shall be responsible for the preparation and distribution of financial statements of the **Center Church** as provided in Article XII, Section 6 (Financial Statements.)
- C. Deposits:** The Treasurer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the **Center Church** with such depositories as may be designated by the Board of Trustees.
- D. Disbursements:** The Treasurer shall disburse or cause to be disbursed the funds of the **Center Church** as may be ordered by the Board of Trustees.
- E. Accountability:** The Treasurer shall render to any member of the Board of Trustees, whenever they request it, an account of all transactions as Treasurer, and of the financial condition of the **Center Church**.
- F. Other:** The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees or these Bylaws.

Section 7 - ASSISTANT OFFICERS

The ~~Center Church~~ may also have, at the discretion of the Board of Trustees, assistant officers. The ~~Board of Trustees~~ may appoint, and may empower the President to appoint, such assistant officers as the business of the ~~Center Church~~ may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the ~~Board of Trustees~~ may from time to time determine. Assistant officers may be, but need not be, Trustees.

Section 8 - RESIGNATION

Any officer may resign at any time by giving written or verbal notice to the ~~Board of Trustees~~, or the President, or the Secretary. Any such resignation shall take effect at the date of the receipt of the notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of the resignation shall not be necessary to make it effective. In event written notice is not received within ten (10) days of verbal notice, the verbal resignation shall become effective.

Section 9 - REMOVAL OF OFFICERS

Any officer or assistant officer of the ~~Center Church~~ may be removed, with or without cause, by a majority vote of the ~~Board of Trustees~~, at any regular or special meeting called for that purpose.

Section 10 - VACANCIES

A vacancy in any office shall be filled by a majority vote of the ~~Board of Trustees~~, at any regular or special meeting.

ARTICLE X - MINISTERS

Section 1 - QUALIFICATIONS OF MINISTERS

All ministers shall have met the requirements of, and serve as stipulated in, the Ministerial Code. All ministers serving the ~~Center Church~~ shall be licensed as a Novitiate or Licentiate, or shall be Ordained as a Minister of Religious Science.

Section 2 - SENIOR MINISTER

The Senior Minister expresses the purpose and vision of the ~~Center Church~~ through plans to execute the purpose of the ~~Center Church~~. The Senior Minister has the following major roles:

Part A: Ecclesiastical

The Senior Minister shall have and exercise all of the powers, ecclesiastical duties and prerogatives usually accorded to the clergy as set forth in the Ministerial Code. This includes without limitation:

- (1) the planning and conducting of all religious services;
- (2) the planning, teaching and supervising of all classes of instruction, both accredited and non- accredited;
- (3) the leadership, supervision and conduct of the activities of all practitioners, other ministers, organizations and affiliated groups within the **Center Church**;
- (4) and the leadership, supervision and conduct of religious, educational, counseling, fellowship and worship activities of the **Center Church**.

Part B: Administrative

The Senior Minister shall be:

- (1) the Administrative Executive Officer, reporting to the Board of Trustees, responsible for managing the day-to-day operations of the **Center Church** and all paid and volunteer staff, according to policies, goals and plans adopted by the Board of Trustees;
- (2) responsible for keeping the **Home Office** ~~United Centers for Spiritual Living~~ generally informed as to its affairs;

Part C: Board and Committee Duties

- (1) The Senior Minister shall serve as a permanent voting member of the Board of Trustees and shall not be elected to, or required to fill any other Board office.
- (2) The Senior Minister shall serve as a permanent member of the Nominating Committee (see Article VII, Section 23, Part B, Nominating Committee.)

Section 3 - VACANCY IN THE OFFICE OF SENIOR MINISTER

When the office of the Senior Minister becomes, or is expected to become, vacant for any reason, the Selection Committee (see Article VIII, Section 23, Part C, Minister Selection Committee) shall initiate the process for selecting a new Senior Minister, as provided for in Section 4 of this Article Selection Process.)

Section 4 - SELECTION PROCESS FOR SENIOR MINISTER

- A. Screening of Candidates:** The Selection Committee shall **contact the Office of Member Support and Education and the Regional Support Coordinator at the Home Office. The Regional Support Coordinator provides guidance for selecting a search committee, for any healing that needs to be done, as well in the process of creating the Center's vision for a new Senior Minister. The Office of Member Support and Education provides necessary information and guidance as to the use of an interim minister during the period of search and selection.** ~~contact the United Centers for Spiritual Living and work within the defined guidelines of candidating as provided by the Office of Growth, Education and Ministries to select a candidate to fill the vacancy. The Committee shall present the name and qualifications of the person selected to the Board of Trustees.~~

B. Board Approval: If the Board of Trustees approves the selection, it shall present the candidate to an Annual or Special Meeting of the membership, called for such purpose, for approval. If the Board of Trustees does not approve the selection it shall notify the candidate of its decision and direct the Selection Committee to present such further names obtained from the Home Office United Centers for Spiritual Living as may be necessary to obtain a selection satisfactory to the Board of Trustees.

C. Membership Approval: Selection requires a majority approval of the members present. If the members approve the candidate, the Board of Trustees shall negotiate and extend a written Letter of Call (Section 5 of this Article, Letter of Call) to such person to become the Senior Minister of the Center Church. If the membership does not approve such selection the Board of Trustees shall notify the candidate of the decision and shall direct the Selection Committee to continue as before with the selection process.

Section 5 - LETTER OF CALL TO SENIOR MINISTER

Except as otherwise expressly provided for, the terms under which the Senior Minister shall be retained shall be set forth in a written Letter of Call agreed to between the Board of Trustees and the Senior Minister. The terms shall be specified and may be for a definite term. The Letter of Call shall have provisions for periodic review and updating of the terms. The Letter of Call shall provide that the Minister may be terminated, only in accordance with the procedure provided for in Section 7 of this Article (Termination of Senior Minister.)

The Member Center Church shall deliver an executed copy of the Letter of Call to the Office of Growth, Education, and Ministries of the Home Office United Centers for Spiritual Living.

If the Board of Trustees and the candidate cannot agree to terms for the Letter of Call, and, in the opinion of the Board, it seems unlikely to reach agreement, the Board of Trustees shall notify the membership of the Center Church and the candidate of the decision and shall direct the Selection Committee to continue as before with the selection process.

Section 6 - COMPENSATION OF SENIOR MINISTER

The salary and benefits, including incentive compensation, if any, provided to the Senior Minister of the Center Church are fixed by the Board of Trustees and shall be included in the Letter of Call. Such benefits may be increased from time to time by the Board of Trustees as it may deem appropriate, but shall not be reduced or adversely changed without the prior consent of the Senior Minister.

Section 7 - TERMINATION OF SENIOR MINISTER

Notwithstanding any provision of the Letter of Call or any other agreement or understanding, the employment of the Senior Minister shall be terminated without liability by action of the members of the Center Church as provided in this Section. Notice of the proposed termination of the services of any Senior Minister shall first be given to the Office of Growth, Education and Ministries of the Home Office United Centers for Spiritual Living, so that a representative may attend and be heard at the meeting called for termination. Employment of

the Senior Minister may be terminated by adoption of a resolution so to terminate by the affirmative vote of at least two-thirds (2/3) of the members present and qualified to vote at an Annual or Special meeting of members called for such purpose. Notice of the time, place and purpose of this meeting must be provided as set forth in these Bylaws.

All past moneys owed to a Senior Minister shall be paid promptly at the time of termination.

Section 8 - CO-MINISTERS

If the ~~Center Church~~ decides to employ Co-Ministers, the Co-Ministers will be considered to have equal status as Senior Ministers and all the provisions in these Bylaws regarding Senior Ministers will apply. A single Letter of Call shall be prepared for the Co-Ministers and shall define the respective duties of the Co-Ministers and shall be as provided for in Section 5 of this Article (Letter of Call).

Section 9 - ASSOCIATE MINISTERS

The position of Associate Minister must be approved by the Board of Trustees. An Associate Minister shall serve the ~~Center Church~~ with the right of succession if the Senior Minister retires, resigns, dies or otherwise vacates the position and shall be subject to the conditions set forth in Section 4, Selection; Section 5, Letter of Call; Section 6, Compensation; and Section 7, Termination, of this Article. A written job description must accompany the Letter of Call.

Section 10 - ASSISTANT MINISTERS

The position of Assistant Minister must be approved by the Board ~~of Trustees~~. Any individual employed as Assistant Minister shall serve the ~~Center Church~~ under the exclusive jurisdiction and at the pleasure of the Senior Minister, without the right of succession. Letters of Call, terms therein, and a written job description shall be prepared by the Senior Minister and approved by the Board ~~of Trustees~~.

Section 11 - STAFF MINISTERS

Any Staff Minister shall be under the supervision and exclusive jurisdiction of and the pleasure of the Senior Minister and shall perform specific duties of an administrative, pastoral, music, youth, education or other area. Letters of Call, terms therein, and a written job description shall be prepared by the Senior Minister, and need not be approved by the Board of Trustees.

Section 12 - RETIREMENT PLAN

This ~~Center Church~~ shall promptly pay all dues, assessments and fees as may be required for the participation of the Senior Minister or Ministers of the ~~Center Church~~ in the Retirement Plan for Clergy of the ~~Home Office United Centers for Spiritual Living~~ along with other benefits as agreed upon in the Letter of Call, notwithstanding any other agreement.

ARTICLE XI - CORPORATE MATTERS

Section 1 - CORPORATE SEAL

This ~~Center Church~~ shall have a corporate seal, containing the exact name of the ~~Center Church~~ and the date and state of incorporation.

Section 2. INSPECTION OF CORPORATE RECORDS

The Membership Record and the minutes of proceedings of the membership and of the Board of Trustees shall be open to inspection at the principal office of the ~~Center Church~~ at any mutually agreeable time by any qualified representative of the United Centers for Spiritual Living or by any Church member.

Section 3 - SHARES OF OTHER CORPORATIONS

The President or Vice President, acting together with the Senior Minister, are authorized to vote, represent and generally to exercise on behalf of the ~~Center Church~~ all rights incident to any and all shares of any other corporation or corporations standing in the name of the ~~Center Church~~. Such authority may be exercised either by such officers in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officers.

Section 4 - CENTER'S RECORDS MAINTAINED AT PRINCIPAL OFFICE

This Center shall keep a copy of each of the following records at its principal office:

- A. The Articles of Incorporation;
- B. The Bylaws;
- C. The Member Community Affiliation Agreement between this Center and CSL;
- D. The most current versions of the Organizational Design Model, Bylaws, and Policies and Procedures Manual of CSL;
- E. Copies of all filings and reports to any governmental agency;
- F. All documents related to this Center's claim of exemption under Section 501(c)(3) of the Internal Revenue Code, including without limitation this Center's favorable determination letter granting tax-exempt status and/or documents pertaining to its' group exemption status in conjunction with CSL;
- G. Financial statements, including without limitation balance sheets and income statements, covering at least the most recent six (6) years' activities and transactions of the Center;
- H. All other documents or records required to be maintained by the Center at its principal office under any applicable federal, state, or local law(s) or regulation(s).

ARTICLE XII - FINANCIAL MATTERS

Section 1 - NO LIABILITIES

Neither the Trustees, officers, nor members of the ~~Center Church~~ shall be personally liable for the debts, liabilities or obligations of the ~~Center Church~~.

Section 2 - CHURCH FINANCES

The financial support of the ~~Center Church~~ shall be by voluntary offerings, pledges or gifts, and from such other sources and activities as may be proper and in keeping with the purposes of the ~~Center Church~~. No fixed membership dues shall be charged but all members shall be afforded opportunity to pledge a tithe toward the expenses of the ~~Center Church~~.

Section 3 - FISCAL YEAR

The Board of ~~Trustees~~ is responsible for determining the Fiscal Year, provided that no Fiscal Year shall be longer than twelve (12) months.

Section 4 - EXECUTION OF CONTRACTS

The Board of ~~Trustees~~, except as in these Bylaws otherwise provided, may authorize any officer or agent to enter into any contract, or execute any instrument in the name of and on behalf of the ~~Center Church~~. Such authority may be general or limited to specific instances; and, unless so authorized by the Board of ~~Trustees~~, no officer, agent or employee shall have any power or authority to make any agreement or create any obligation which shall bind the ~~Center Church~~, or to pledge the credit of the ~~Center Church~~, or to render it liable for any purpose or in any amount.

Section 5 - CHECKS, DRAFTS, OR OTHER ORDERS FOR PAYMENT

All expenditures of ~~Center Church~~ funds shall be evidenced by documentation approved by the person or persons authorized by the Board of ~~Trustees~~ to approve such expenditures. All checks, drafts or other orders for payment of money shall be co-signed by two of four authorized signatories, as shall be designated by the Board of ~~Trustees~~.

Section 6 - FINANCIAL STATEMENTS

It shall be the duty of the Treasurer to prepare, or cause to be prepared, and to make available to the members, an annual financial statement, including a balance sheet and statement of income and expense, prepared in accordance with generally accepted accounting principles, and a report made thereof at each Annual Meeting of the members. A copy is to be sent as part of the ~~Center's Church's~~ annual report to the ~~Home Office of the United Centers for Spiritual Living~~.

Section 7 - ANNUAL REVIEW

An Annual Review of the financial operations (books, records, and operations) of the ~~Center Church~~ shall be conducted by a Certified Public Accountant, with the scope of work to be determined by the Board of ~~Trustees~~. An Audit may be conducted when deemed necessary by the Board of ~~Trustees~~. Results of such Annual Review or Audit shall be presented to the membership at the Annual Meeting.

Section 8 - INSPECTION OF FINANCIAL RECORDS

A copy of all financial statements shall be available at the principal office of the **Center Church**, and shall be open at all reasonable times to inspection by any member. The books of account shall be open to inspection at the principal office of the **Center Church** at any mutually agreeable time by any Trustee or by any qualified representative of the **Home Office United Centers for Spiritual Living**; or by any **Center Church** member when requested in writing to the President of the Board of Trustees, including a statement of responsible purpose.

ARTICLE XIII - CONSENSUS DECISION MAKING AND SHARED LEADERSHIP PARLIAMENTARY AUTHORITY

Section 1 - PARLIAMENTARY RULES

The rules contained in Robert's Rules of Order (Gramercy Books, New York, 1978), or later edition shall govern the **Center Church** in all cases to which they are applicable and not inconsistent with these Bylaws and any special rules of order the **Center Church** may adopt.

Section 2 - CONSENSUS DECISION MAKING

Although the general and specific powers of the Senior Minister, the Board, the Corporate Officers, and the Members of this Center are delineated in these Bylaws, it shall be the general policy of this Center to reach decisions by consensus. This means that the Senior Minister, the Board, the Corporate Officers, and the Members of this Center allow all ideas to be heard in order to reveal the wisdom of the group.

When all parties agree that the wisdom of the group has been revealed, even if one or more Member does not personally agree with that wisdom, a decision has been reached. The decision may not be unanimous but all parties have been given the opportunity to express their views. Once a decision has been made, all Members agree to support the decision regardless of their personal opinions along the way toward building consensus.

If the Senior Minister, the Board, the Corporate Officers, or any Member of this Center objects that the wisdom of the group has not been revealed and cannot be revealed, or objects that he or she cannot support the decision, then the decision shall be made by more formal and traditional parliamentary methods, requiring a majority vote unless a greater vote is required by this Center's Articles of Incorporation or Bylaws, or as otherwise required by law.

The use of parliamentary procedures and voting shall also be used by this Center whenever required by law, or by third parties dealing with this Center who may not recognize decisions reached by the consensus method.

Section 3 - MODEL FOR CONSENSUS DECISION MAKING

This Center shall apply the "consensus" decision-making model by use of the "three Cs" process (clarity, consensus, and commitment) described in the most current edition of the Home

Office's Policies & Procedures Manual. The manual is currently available at http://www.cslintegrationdocs.org/pdf/business/CSL_Policies_Procedures_Manual_rev_1-19-12.pdf and the model is described in section 1.11 of the manual.

Section 4 - ROLE OF SHARED LEADERSHIP

Consistent with the recognition of the respective legal roles, rights, and responsibilities of individuals in positions of leadership, this Center applies principles of “shared leadership” as an organizational standard in the administration of its affairs. “Shared leadership” recognizes the leadership contributions of all participants and groups within this Center.

In a shared leadership model, all participants within a specific group practice transparency by sharing ideas openly and participating in all the decision-making activities of the group. While participants may have differing accountabilities and responsibilities within a group, shared leadership minimizes hierarchy and encourages full participation from all group Members. Shared leadership is demonstrated by the following:

- (a) Seeking outcomes through consensus rather than by majority vote;
- (b) Valuing cooperation over competing viewpoints;
- (c) Balancing the opinions and responsibilities of all Members;
- (d) Sharing rather than limiting or abandoning leadership; and
- (e) Relying on all participants to take personal responsibility to be fully informed, current and prepared for all activities of the group.

Within the shared leadership model, there are situations where the full group works together and others where subsets oversee specific aspects of the group's responsibility.

These Bylaws were adopted and are effective this 31st day of October, 1993.

ATTEST:

SECRETARY, BOARD OF TRUSTEES

Seattle Church of Religious Science
5801 Sand Point Way, N.E.
Seattle, Washington 98105
Phone: (206) 527-8801 Fax: (206) 527-4680

Seattle Church of Religious Science

Resolution

Date: To: October 22, 1992

From: Subject: Board of Trustees

Policy Committee

Resolution to Adopt new Bylaws and Affiliation Agreement

Resolution

WHEREAS, the Board of Trustees recognizes the value and intent of the UCRS Model Bylaws and Model Affiliation Agreement, and

WHEREAS, the Board of Trustees intends to create new Bylaws and Affiliation Agreement, based on the UCRS models, now therefore

BE IT RESOLVED that the Board of Trustees will present to the Church Membership, for adoption at the 1993 Annual Meeting, a new Bylaws and a new Affiliation Agreement.

Adoption

This Resolution was passed unanimously by the Board of Trustees on October 22, 1992.

Seattle Church of Religious Science

Membership Resolution #1

Resolution to Adopt new Bylaws

Resolution

WHEREAS, the Board of Trustees resolved on October 22, 1992, to create new Bylaws based on the United Church of Religious Science model, for presentation to the Church Membership at the 1993 Annual Membership meetings, and

WHEREAS, the Board of Trustees of the Church approved the Draft Revised Bylaws on July 12, 1993, and the Ecclesiastical Officers and the Board of Trustees of the United Church of Religious Science approved the Draft Revised Bylaws on August 3, 1993, and

WHEREAS, the Draft Revised Bylaws have been presented to the Membership for approval at this Annual Meeting, dated October 31, 1993, now therefore

BE IT RESOLVED that the Membership of the Seattle Church of Religious Science hereby approves the Revised Bylaws, as recommended by the Board of Trustees of this Church and the Board of Trustees of the United Church of Religious Science.

Adoption

This Resolution was passed by the Membership at a regularly scheduled Membership Meeting on October 31, 1993.

Seattle Church of Religious Science

Membership Resolution #2

Resolution to Extend Term of Office

Resolution

WHEREAS, the newly adopted Bylaws changes the date of the Annual Meeting from the last weekend in October to a date in the first quarter of the fiscal year, therefore

BE IT RESOLVED that the term of office of all unexpired Board of Trustees positions as of this date and positions to be filled at this meeting shall be extended by a period of time not to exceed five (5) months, and

BE IT FURTHER RESOLVED that this extension shall not be counted in determining a Trustee's eligibility for re-election, and

BE IT FURTHER RESOLVED that no trustees shall be scheduled for re-election at the Annual Meeting to be held in the first quarter of 1994.

Adoption

This Resolution was passed by the Membership at a regularly scheduled Membership Meeting on October 31, 1993.

BYLAWS REVISION

ARTICLE VIII.

Section 8. TERM OF OFFICE

The Senior Minister shall serve on the Board of Trustees for the duration of employment at the Church.

The term of office for the remaining Trustees shall be two (2) years. A Trustee may be elected to a second and a third two-year term, except that any Trustee having served more than three (3) consecutive elected terms shall not be eligible for re-election or appointment for at least one (1) year after expiration of the most recent term of office. In the event that a Trustee is appointed to fulfill an incomplete term of less than one year, that Trustee shall be eligible for three (3) consecutive elected terms following the appointed term. The maximum tenure of a Trustee, including elected and appointed terms, shall not exceed seven (7) consecutive years. All Trustees, unless they resign or are removed, shall hold office until their respective successors are properly elected and installed (see Section 20 of this Article, Organization Meeting.)

Section 10. ELECTION OF TRUSTEES

New Trustees shall be elected at each Annual Meeting of members. Voting for Trustees shall proceed as provided in Article VII, Section 7 (Voting Powers), of these bylaws.

These bylaw revisions were adopted and are effective this 3rd day of February, 2001.

Mary J. Larson

ATTEST:

Ann E. Johnson
SECRETARY, BOARD OF TRUSTEES

Center for Spiritual Living 5801 Sand
Point Way NE Seattle, WA 98105