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BYLAWS OF THE ASSOCIATION OF UNITY CHURCHES, INC.

FOUNDATION STATEMENT

Inspired by the spirit of wisdom and built upon the foundation of the apostles and prophets, Christ Jesus Himself being the chief cornerstone, the many Unity centers, churches, Association of Unity Churches Inc., temples, societies, fellowships, ministries, chaplaincies, and other bodies through which Unity serves the spiritual needs of humankind, hereinafter referred to as Unity ministries of the Unity Movement, have formed the Association of Unity Churches, Inc. The Association, as outlined in its bylaws, is not the end of Unity's program. It is but a unity of substance and effort and a fellowship of ministers and students that is a means toward the end of spreading the Truth. In all church meetings and in the Association conventions we seek to re-consecrate and rededicate ourselves to the Jesus Christ consciousness, and to acknowledge Christ in each of us as our leader and teacher. We have faith that His inspiration gives original, divine, and orderly ideas and a continuity of divine order and guidance in all our affairs. As we recognize and follow the divine within ourselves, all of us shall be raised to His glory.

BYLAWS OF THE ASSOCIATION OF UNITY CHURCHES, INC.

ARTICLE I - NAME

The name of the Association shall be Association of Unity Churches, Inc. [DBA and hereafter referred to as Unity Worldwide Ministries – UWM].

ARTICLE II - PURPOSES

Section 1. Unity Purpose. All members of Unity Worldwide Ministries are dedicated to teaching the Truth of Jesus Christ as interpreted in the light of modern-day experience by Unity Worldwide Ministries and Unity World Headquarters at Unity Village, as inspired by the teachings of its co-founders, Charles and Myrtle Fillmore. The Unity Worldwide Ministries and its members shall welcome all people into membership and activities regardless of race, color, gender, age, creed, religion, national origin, ethnicity, physical disability, or sexual orientation. The Unity Worldwide Ministries is dedicated to the coordination, assistance, and strengthening of all members. The Unity Worldwide Ministries and its members will work in cooperation and affiliation with Unity World Headquarters at Unity Village.

Section 2. Purposes of Unity Worldwide Ministries. The purposes of Unity Worldwide Ministries shall be to:

- Carry out the purposes contained in the Articles of Incorporation;
- Exercise the powers granted to nonprofit corporations incorporated under the laws of the State of Georgia not inconsistent with the purposes set forth in the Articles of Incorporation;
- Offer assistance and guidance on the spiritual and organizational development of Unity movement in the many nations of the world;
- Formulate policy pertaining to the interrelated activities of Unity ministries—while honoring the autonomy of these ministries;
- Formulate policy pertaining to the conduct of Unity ministers and licensed Unity teachers;
- Formulate policy pertaining to the ordaining or licensing of Unity ministers and the licensing of Unity teachers; and
- Handle all business affairs of Unity Worldwide Ministries.

ARTICLE III - MEMBERS

Section 1. Classification of Members. The Unity Worldwide Ministries shall have the two types of members: ministries and ministers.

- A. Ministries.** The membership of Unity Worldwide Ministries shall include those Unity ministries operating in accordance with the standards outlined in Unity Worldwide Ministries' Policy Manual. The Board of Trustees (hereafter referred to as the board) shall determine what constitutes a ministry eligible for membership. Membership may be requested by any applicant ministry upon filing a written request with Unity Worldwide Ministries. Approval may be granted by the board.

B. Ministers. The membership of Unity Worldwide Ministries shall also include all licensed or ordained Unity ministers recorded on the official roster of Unity Worldwide Ministries.

Section 2. Responsibility. All members of Unity Worldwide Ministries agree to abide by and act in accordance with the Articles of Incorporation and Bylaws of Unity Worldwide Ministries and the rules, regulations, and policies adopted by the board.

Section 3. Failure to Fulfill Responsibility. The board shall have the authority to establish policies governing the process for disciplining members who fail to fulfill the responsibilities or requirements for membership or who may in any way fail to maintain the standards of Unity Worldwide Ministries as required by these bylaws and the applicable code of ethics.

ARTICLE IV - CONFERENCE REGIONS

The board may establish such conference regions as it shall deem appropriate, subject to approval by the annual convention body business meeting. Governance of each regional conference shall be established in accordance with articles of incorporation and bylaws created within the region, which shall not be in conflict with the Articles of Incorporation and Bylaws of Unity Worldwide Ministries.

ARTICLE V - OFFICERS OF UNITY WORLDWIDE MINISTRIES

Section 1. Elected Officers. The elected officers of Unity Worldwide Ministries shall be a Chair of the Board, a First Vice-Chair of the Board, and a Second Vice-Chair of the Board, a Secretary and a Treasurer, all of whom shall be elected from among the members of the board.

- A. Election of Officers.** The board shall elect the officers of Unity Worldwide Ministries according to policy established by the board.
- B. Term of Office of Elected Officers.** Elected officers shall assume office at the close of the annual convention and shall serve until the close of the next annual convention or until their successors assume office. Officers may serve no more than three one-year terms in any one office.
- C. Vacancies in Elective Office.** Whenever there is a vacancy in the office of Chair of the Board, the First Vice-Chair shall succeed to that office. Whenever there is a vacancy in the office of First Vice-Chair, the Second Vice-Chair shall succeed to that office. In the event of a vacancy in the office of Second Vice-Chair, the board shall elect a person to fill the vacancy for the remainder of the term. The election shall be conducted according to policy established by the board.
- D. Duties of Elected Officers.** All officers shall fulfill the duties outlined in these bylaws, the parliamentary authority, and such other duties as may be assigned by the board.
 - 1. Chair of the Board.** The Chair shall prepare agendas for the annual convention body business meeting and meetings of the board with the assistance of staff; preside at the annual convention body business meeting and meetings of the board; appoint the members of all ministry teams other than the Leadership Recruitment and Development Team and the Standards Ministry Team.

- 2. First Vice-Chair of the Board.** The First Vice-Chair shall assist the Chair in the performance of that officer's duties; preside at the annual convention body business meeting and meetings of the board in the absence of the Chair; assume the duties of Chair in the absence or inability of the Chair to perform that officer's duties; and perform such other duties as may be assigned by the Chair.
- 3. Second Vice-Chair of the Board.** The Second Vice-Chair shall assist the Chair of the board in the performance of that officer's duties; preside at the annual convention body business meeting and meetings of the board in the absence of the Chair and the First Vice-Chair; assume the duties of First Vice-Chair in the absence or inability of the First Vice-Chair to perform that officer's duties; and perform such other duties as may be assigned by the Chair.
- 4. Secretary.** The Secretary shall keep or cause to be kept the minutes of all business meetings of Unity Worldwide Ministries and of the meetings of the board; and shall assure that all notices are duly given in accordance with the provisions of the bylaws.
- 5. Treasurer.** The Treasurer shall oversee all financial matters of Unity Worldwide Ministries and shall, without limitation: assure that all funds of Unity Worldwide Ministries are deposited in such banks, trust companies, or other depositories as shall be authorized by the board; assure that all monies authorized by the board are paid; assure that proper records are kept of all financial transactions; submit monthly financial reports to all regular meetings of the board; submit the annual audited financial report for the previous fiscal year to the annual convention body business meeting for approval; recommend to the board the selection of qualified persons to account for all funds received; assure and report on the annual audit; and chair the Finance & Budget Ministry Team.
- 6.** Neither the Treasurer nor Secretary may serve simultaneously as the Chair or First Vice-Chair of the Board.

Section 2. President and CEO. The board shall appoint the President and CEO, who shall hold office at the pleasure of the board. The President and CEO shall perform all duties pertinent to the office of the President and Chief Executive Officer, shall be the chief of staff, and shall perform such other duties as assigned by the board.

ARTICLE VI - MEETINGS

Section 1. Annual Convention Body Business Meeting. The Unity Worldwide Ministries will hold an annual convention body business meeting during the annual convention. The date, time, and place shall be set each year by the board.

Section 2. Notice of the Annual Convention Body Business Meeting. Notice of the annual convention body business meeting will be mailed to all members of Unity Worldwide Ministries at least thirty (30) days prior to the date of the meeting.

Section 3. Delegates and Voting. The delegates to the annual convention body business meeting shall include each minister member; a maximum of four (4) voting laypersons from each traditional member ministry; and a maximum of two (2) voting lay persons from each eligible alternative ministry. Each delegate to the annual convention body business meeting, when certified by the credentials committee

shall be eligible to cast one vote on any question before the meeting when present. Both proxy and absentee voting are specifically prohibited.

Section 4. Quorum. The quorum for the annual convention body business meeting shall be those delegates present both physically and remotely at the business meeting.

Section 5. Remote Participation. Delegates to the annual convention business meeting who are not physically present may participate, including debating and voting, in the meeting's proceedings through a remote system established by UWM providing at a minimum simultaneous aural communication and in accordance with procedures for remote participation in the convention standing rules.

Section 6. Authority of the Annual Convention Body Business Meeting. The annual convention body business meeting shall have the authority to elect members to the board as required; elect members to the Leadership Recruitment and Development Team as required; adopt amendments to the bylaws; adopt an annual budget; review and approve an annual auditor's report; receive reports from officers, the board, and ministry teams; override any action of the board by a three-fourths (3/4) vote; remove any member of the board by a three-fourths (3/4) vote; adopt resolutions; and express views regarding the activities, programs, and policies of Unity Worldwide Ministries, which shall serve as guidance to the board.

ARTICLE VII - BOARD OF TRUSTEES

Section 1. Composition of the Board. The board shall consist of twelve (12) trustees, eight (8) of which shall be elected by the annual convention body business meeting and four (4) of which shall be elected by the board.

Section 2. Eligibility. To be eligible for election as a trustee a person must be a licensed or ordained Unity minister recorded on the official roster of Unity Worldwide Ministries or an active participant in a Unity member ministry.

Section 3. Leadership Recruitment and Development Team Nominees. Nominations for trustees shall be made by the Leadership Recruitment and Development Team (LRDT). The LRDT shall seek to find the best-qualified persons to fulfill the needs of Unity Worldwide Ministries. In making nominations, the LRDT shall consider the needs of the board and the qualifications of all candidates proposed by members of Unity Worldwide Ministries and the members of the LRDT.

Names submitted to the LRDT shall be accompanied by a statement of qualifications and received no later than the deadline established by the LRDT. The LRDT shall select its nominees no later than February 15.

Section 4. Nominations by Petition. The names of all persons nominated for election as a trustee by the LRDT shall be sent to all members of Unity Worldwide Ministries by March 30 each year. Thereafter nominations may also be made by petition signed by at least ten (10) members of Unity Worldwide Ministries and submitted to Unity Worldwide Ministries' headquarters no later than April 30 prior to the convening of the annual convention body business meeting. Petitions must include a statement of the nominee's qualifications for membership on the board. No nominations shall thereafter be in order from the floor.

Section 5. Election of Trustees. Two trustees shall be elected each year by ballot by the annual convention body business meeting with a plurality being sufficient for election. One additional trustee shall be elected each year by the board.

Section 6. Term of Office. Trustees shall serve a term of four years or until their successors are elected and may not serve more than two terms consecutively. After a one year absence from the board, a person is eligible for reelection.

Section 7. Vacancies. Vacancies in the membership of the board may be filled on an interim basis by the board until the next annual convention body business meeting or the next annual meeting of the board. These vacancies shall then be filled for the remainder of the term by the same body that originally elected the position. Serving more than half of the unexpired term of another trustee shall constitute a full term of office.

Section 8. Keeper of the Flame. The board shall annually elect a Keeper of the Flame who shall attend all board meetings. The Keeper of the Flame shall be an advisor and spiritual mentor to the board and shall have voice but not vote in the deliberations of the board, and shall not be counted in the quorum. There shall be no limit to the number of terms a person may serve as the Keeper of the Flame.

Section 9. Central Role of the Board. The central role of the board shall be to cast a vision for the future of Unity Worldwide Ministries. This shall include giving leadership to Unity Worldwide Ministries' business plans, fundraising, promoting expansion of Unity Worldwide Ministries, assuring accountability within Unity Worldwide Ministries, communicating with members of Unity Worldwide Ministries, and evaluating itself and the President and CEO.

Section 10. Powers of the Board. All of the affairs of Unity Worldwide Ministries shall be governed by the board. All of the corporate powers of Unity Worldwide Ministries shall be vested in the board, subject to a vote to override such actions by the annual convention body business meeting. The board shall also have the power to:

- Appoint and remove the President and CEO, prescribe the duties, and fix the compensation for this position;
- Make policy consistent with the ideals and principles of Unity, the Articles of Incorporation, and these bylaws for the spiritual as well as the business guidance of the officers of Unity Worldwide Ministries;
- Approve or disapprove all applications for membership in Unity Worldwide Ministries subject to the right of denied applicants to appeal to the next annual convention body business meeting;
- Confer ordination or licensing;
- Manage and administer the property of Unity Worldwide Ministries, both real and personal;
- Determine the business needs of Unity Worldwide Ministries and authorize payment of funds for those purposes;
- Amend the budget as required by the needs of Unity Worldwide Ministries; and
- Create ministry teams and task teams as needed.

Section 11. Contracts. The board may authorize any officer or agent of Unity Worldwide Ministries to enter into contracts or execute and deliver instruments in the name of and on behalf of Unity Worldwide Ministries. Such authority may be general or confined to specific activities, except that no officer or agent of Unity Worldwide Ministries may incur indebtedness in excess of the budgetary allowance for a specific activity without first obtaining written approval of the board.

Section 12. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of funds, notes or other evidences of indebtedness, issued in the name of Unity Worldwide Ministries shall be signed by such officers or agents and in such manner as shall be determined by the board.

Section 13. Annual Meeting of the Board. The annual meeting of the board shall be held at the same place and immediately following the annual convention body business meeting. Such meeting shall be held without other notice than this bylaw provision.

Section 14. Regular Meetings of the Board. The board may also establish the time and place for its regular meetings without other notice than the action of the board.

Section 15. Special Meetings. Special meetings of the board may be called by the Chair or by any three (3) trustees by petition to the Chair. Notice requirements shall be specified in the policies of the board. Any trustee may waive notice of any special meeting. The business to be transacted and the purpose of any special meeting of the board must be specified in the notice of the meeting.

Section 16. Quorum. A majority of the trustees shall constitute a quorum for the transaction of business at any regular or special meeting of the board. If a quorum is not present at a meeting, a majority of the trustees present may adjourn the meeting to a later time without further notice to the members of the board.

Section 17. Compensation. Trustees shall serve without compensation. If a trustee is selected for a full- or part-time salaried position as an employee of Unity Worldwide Ministries, the trustee must resign from the board before accepting the position.

Section 18. Removal from Office. Trustees may be removed from the board by a three-fourths (3/4) vote of the entire membership of the board or by a three-fourths (3/4) vote of those delegates present and voting at the annual convention body business meeting.

ARTICLE VIII - ELECTRONIC MEETINGS AND ALTERNATE VOTING PROCEDURES

Section 1. Electronic Meetings. The board and all ministry teams are authorized to meet by telephone conference or through other electronic communications media so long as all the participating members can interact simultaneously. Notice of such meetings shall be given to all members of the board or ministry team concerned.

Section 2. Alternate Voting Procedures. The board is authorized to make decisions by mail or electronic transmission ballots provided that the results of these votes are recorded in the minutes of the next regular meeting. Such action shall require a majority of the entire membership of the board, except in the case of filling vacancies which shall require a two-thirds (2/3) vote of the entire membership of the board.

Section 3. Proxy and Absentee Voting. Both proxy and absentee voting are specifically prohibited.

ARTICLE IX - MINISTRY TEAMS

Section 1. Leadership Recruitment and Development Team. There shall be a Leadership Recruitment and Development Team (LRDT) consisting of eight (8) persons with the President and CEO serving as an advisor to the team.

- A. Members.** The members of the LRDT shall include two past members of the board, two licensed Unity teachers, two ordained Unity ministers, and one lay person and one member at large. No two members of the LRDT may be active in the same Unity ministry and no member of the LRDT shall be an employee of Unity Worldwide Ministries or of Unity World Headquarters at Unity Village. Member of the LRDT are not barred from themselves becoming nominees for the board.
- B. Selection.** All LRDT members from each of the categories listed above shall be elected by the Convention Body at the annual convention body business meeting. At least two nominations shall be made by the LRDT for each position to be filled by the Convention Body. Nominations shall be in order from the floor and a plurality shall be sufficient for election.
- C. Term of Office.** LRDT members shall serve a term of four years or until their successors are elected and may not serve more than two terms consecutively. After a one year absence from the LRDT, a person is eligible for reelection.
- D. Vacancies.** Vacancies in the membership of the LRDT shall be filled by the board for the remainder of the unexpired term. Serving more than half of the unexpired term of another member shall constitute a full term of office.
- E. Qualifications.** The membership of the LRDT should be broadly representative of the Unity Movement. Members of the LRDT should be selected from diverse backgrounds with consideration to gender and cultural differences. No member of the board shall be eligible to serve as a member of the LRDT. To be eligible for election as a member of the LRDT, a person must be:
- A licensed or ordained Unity minister or Licensed Unity Teacher with five (5) years of field service or a lay person active in a Unity ministry for at least five (5) years. If no candidate with five (5) years experience is available then candidates with a minimum of three (3) year's experience may be considered; although five (5) years or more are strongly preferred. The board may approve the candidates with less than five (5) year's experience if in the best interest of Unity movement;
 - A regular financial supporter of Unity Worldwide Ministries or of a participating member ministry that is financially supportive of Unity Worldwide Ministries;
 - One with demonstrated ability to support Unity principles;
 - One who supports the policies, bylaws, and ethical codes of Unity Worldwide Ministries; and
 - One who has the available time, freedom, willingness, and financial resources to attend the meetings of the LRDT.
- F. Duties and Responsibilities.** The LRDT shall envision the ideal board and characteristics of an ideal board and shall select annually a slate of nominees for open positions on the board and for open positions on the LRDT using procedures provided for in the policies of the board.

Section 2. Finance and Budget Ministry Team. The chair of the board shall appoint a Finance and Budget Ministry Team which shall prepare an annual budget to be submitted to the board for approval and then presented to the annual convention body business meeting for approval.

Section 3. Additional Standing Ministry Teams. Additional standing ministry teams may be created by the board. A list of all standing ministry teams and their statements of purpose shall be published in the policy manual of Unity Worldwide Ministries and be made available to the membership annually.

Section 4. Special Ministry Teams. The annual convention body business meeting, the board, or the Chair of the board may create any special ministry teams which may have such powers as shall be specified in the action creating the team.

Section 5. Ministry Team Reports. All ministry team reports shall be made available to any member of Unity Worldwide Ministries upon request.

Section 6. Notification of Meetings. All ministry team members shall be notified of the date, time, and place of any meetings of the team on which they serve.

Section 7. Term of Service. The board shall establish policy to govern the term of service of ministry team members other than the LRDT.

ARTICLE X - ACCOUNTABILITY

Section 1. Books and Records. The Unity Worldwide Ministries shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of the annual convention body business meetings and the board. It shall keep records at the offices of Unity Worldwide Ministries giving the names and addresses of the members of Unity Worldwide Ministries. All books and records of Unity Worldwide Ministries may be inspected by members of Unity Worldwide Ministries, or their agents or attorneys, for any proper purpose after obtaining written approval of the board.

Section 2. Annual Audit. An annual audit review of all the finances of Unity Worldwide Ministries shall be made by an impartial certified public accountant immediately following the closing of the books at the end of each fiscal year. A copy of this audit review shall be provided to all members of the board and made available to any member of Unity Worldwide Ministries upon request. The annual audit review shall be presented for approval by the annual convention body business meeting.

Section 3. Fiscal Year. The fiscal year of Unity Worldwide Ministries shall begin on the first day of January of each year and end on the thirty-first day of December.

ARTICLE XI - LIABILITY OF TRUSTEES, OFFICERS, AND MEMBERS

Section 1. Liability of Trustees and Officers. No trustee or officer of Unity Worldwide Ministries shall have any liability whatsoever to any person in connection with their conduct of the affairs of Unity Worldwide Ministries, or the management, investment, or disbursement of the corporate funds, unless they be guilty of actual fraud or so grossly negligent as amounts to fraud.

Section 2. Liability of Members. The members of Unity Worldwide Ministries shall bear no legal liability for any of the business activities, conduct, or operations of Unity Worldwide Ministries. Unity Worldwide Ministries shall in no way intrude upon the internal affairs of a member ministry, except upon request of its minister or its board of trustees, or as provided in the bylaws of the member ministry.

Section 3. Assessment of Members. Unity Worldwide Ministries shall have no authority to attach monies, properties, or physical assets, or to tax or cause to be taxed, assess or cause to be assessed, any member of Unity Worldwide Ministries in any way. Members of Unity Worldwide Ministries are encouraged to recognize their responsibility to support Unity Worldwide Ministries by their freewill love offerings and tithes.

ARTICLE XII - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of Unity Worldwide Ministries in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation of Unity Worldwide Ministries, these bylaws, any special rules of order that Unity Worldwide Ministries may adopt, and any statutes applicable to this organization that do not authorize the provisions of these bylaws to take precedence. The parliamentary authority of Unity Worldwide Ministries shall be adopted by each regional conference and member ministry.

ARTICLE XIII - DISSOLUTION

In the event of the dissolution of this Unity Worldwide Ministries, to the extent allowed under applicable law, after all debts and liabilities of Unity Worldwide Ministries have been paid, all the assets of Unity Worldwide Ministries shall be distributed to, or its assets shall be sold and the proceeds distributed to, one or more corporations, funds, or foundations organized and operating exclusively for religious, charitable, scientific, literary, or educational purposes, which shall be selected by the board of trustees of Unity Worldwide Ministries; provided, however, that any such recipient organization or organizations shall at that time qualify as exempt from taxation under the provisions of section 501(a) of the Internal Revenue Code of 1986, as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent law. In the event that upon the dissolution of Unity Worldwide Ministries the board of directors of the Unity Worldwide Ministries shall fail to act in the manner herein provided within a reasonable time, a court of competent jurisdiction in the county in which the principal office of Unity Worldwide Ministries is located shall make such distribution as herein provided upon the application of one or more persons having a real interest in the Corporation or its assets.

ARTICLE XIV - AMENDMENTS

Section 1. Proposal of Amendments. Amendments to these bylaws may be proposed by the board, or by petition signed by at least fifty (50) members of Unity Worldwide Ministries, or by any regional conference by a two-thirds (2/3rds) vote. Amendments proposed by petition or by a regional conference must be submitted to the board prior to the mid-year ministry team meetings.

Section 2. Notice. Proposed amendments shall be sent in writing to all members of Unity Worldwide Ministries at least thirty (30) days prior to the annual convention body business meeting.

Section 3. Approval of Amendments. Proposed amendments may be adopted by a two-thirds (2/3rds) vote at the annual convention body business meeting.