

Unity Center of Spiritual Growth Bylaws

ARTICLE I

Identification and Purpose

- A. Identification. Unity Center of Spiritual Growth (UCSG) is a religious nonprofit corporation in the State of Idaho operating as a 501(c)(3) organization.
- B. Statement of Purpose. The purpose of UCSG is to teach the universal principles of Truth as taught and demonstrated by Jesus Christ and other spiritual leaders as interpreted by Unity and the Association of Unity Churches International, dba Unity Worldwide Ministries, a nonprofit corporation organized and existing under the laws of the state of Georgia with headquarters at Lee's Summit, Missouri, hereinafter referred to as the Unity Worldwide Ministries (UWM). To accomplish this purpose, UCSG shall conduct services of worship and classes of instruction to demonstrate these universal principles.
- C. UWM Membership and Responsibilities. UCSG is a member of UWM. The operation and conduct of this ministry shall comply with the regulations and policies of the UWM as outlined in the UWM Bylaws, insofar as they do not conflict with the laws of the State of Idaho.
 - 1. Minister. This ministry shall be served by an ordained Unity minister, or a person approved to serve under special dispensation by UWM.
 - 2. Teaching. The principles of practical Christianity and other spiritual philosophies shall be taught through this ministry using methods, textbooks, literature consistent with the mission, vision, and values of UWM.
 - 3. Reports. The Office Administrator shall make annual reports to UWM on forms supplied by UWM.

ARTICLE II

Office and Official Records

- A. Principal Office. The principal executive office of the Corporation shall be in the County of Kootenai, State of Idaho, or at such other place within the State of Idaho as the Board of Directors hereafter shall designate. The Corporation may also have offices at such other place or places as the Board of Directors may from time to time designate.

- B. Official Records. Records of membership, finances, donations, corporate minutes, bylaws, policies and procedures, etc., shall be maintained at the principal office of UCSG. Official church documents are to be available to Board of Directors and the minister at all times. The above records are also available to church members during regular business hours with the exception of donation records and confidential personal information and personnel records.
- C. Policy and Procedure Manual. A Policy and Procedure Manual shall be kept in the office and updated as needed.

ARTICLE III Membership

- A. Membership. Effective May 1, 2022, in anticipation of the merger between The Church of Truth dba The Center of Spiritual Growth and Unity Spiritual Center of North Idaho, all members of the respective entities will be deemed members of the surviving entity, Unity Center of Spiritual Growth. (UCSG)
- B. Qualifications. All new members of UCSG shall endeavor to live in accord with the spiritual principles of love and truth taught by Unity, set forth in the Statement of Purpose stated herein. He/she shall further the work of this ministry through his/her active interest, love and support. Prospective members shall meet criteria as specified in UCSG policies and procedures.
- C. Members. Anyone desiring membership in UCSG, and having completed the above-stated qualifications, shall file an application for membership with the ministry office. The application shall be presented to the Board of Directors at its next regular meeting. Upon a majority affirmative vote of the Directors present and voting, the applicant shall become a member, and shall be notified accordingly. Members are encouraged to participate in church activities, provide financial support and be available for service
- D. Voting rights. Upon approval, pursuant to Section C above, each member shall have voting rights at all membership meetings, including the next regularly scheduled annual membership meeting after joining the church.
- E. Removal of Membership for Cause Removal from membership of a person requires at least a two-thirds (2/3) affirmative vote of the Board of Directors.
- F. Responsibilities of Members. Members of UCSG shall have the authority and responsibility to do the following:
 - 1. Vote at any membership meeting called in accordance with these Bylaws.

2. Elect members to the Board of Directors.
3. Ratify the Bylaws of this ministry or any amendments thereto.
4. Vote at membership meetings on any expenditure, with the exception of salaries, that exceeds twenty-five thousand dollars (\$25,000.00) in value. A majority affirmative vote of those present, and voting is required for approval.
5. Elect two members to serve on the Governance Committee.
6. Call a special membership meeting when the affairs of this ministry warrant such action.
7. Vote to override any action of the Board of Directors. This vote must be taken at a duly constituted membership meeting. Notice of the issue to be voted on must be submitted to the membership in writing ten (10) days prior to the meeting. A two-thirds (2/3) majority of members present, and voting constitutes the authority for determination.
8. Vote for the removal of any or all Director(s) from the Board of Directors with two-thirds (2/3) affirmative majority vote of members present.
9. Vote on any matters officially brought to the attention of the membership at any membership meeting.
10. Offer suggestions to the Minister or Board of Directors for the good of this ministry.
11. If a member has a concern with operations of the church or the Board, their first responsibility is to attempt resolution directly with the minister or the Board of Directors as appropriate.
12. If no adequate resolution occurs from the process in 11 above, then a petition that has been signed by 10% of the members may be submitted to the Board of Directors.

D. Meetings and Quorum.

1. Annual Membership Meeting. The Annual Membership Meeting of UCSG shall be held at the time and place designated by the Board of Directors.

2. Special Membership Meetings. Anytime the affairs of this ministry warrant a special meeting, the meeting may be called by:
 - a. The Minister
 - b. A majority of the Board of Directors
 - c. The members, by submitting a petition signed by 10% of the membership. A request must be submitted to the Board in writing. Within 30 days of receipt of the notice, the Board shall call a meeting of the membership on behalf of the requesting parties. The membership shall be notified of the purpose(s) and date/time/place of the special meeting in writing, with a minimum forty-eight (48) hours' notice. Business conducted at the special membership meeting shall be limited to the pre-stated purpose(s).
 3. Written Notice. Notice stating the date, time and place shall be provided to all members at least ten (10) days before any other membership meeting.
 4. Quorum. Those members present shall constitute a quorum for the transaction of business at any annual membership meeting.
 5. Participation. Participation and voting in the business affairs of any membership meeting shall be restricted to members in attendance. UWM representatives or other guests may participate in discussion if invited to do so by the Minister or the Board or the Membership.
 6. Voting. The vote of a majority of the members present and voting shall be necessary for approval or disapproval of the action being voted upon.
 7. Prayer. In any membership meeting, any member may request that action on an item of business be suspended while the membership enters into a time of prayer on the issue. Upon such request, the President shall provide a period of prayer and silence.
- E. Conflict Resolution. All conflicts and disagreement resolution shall be resolved by process(es) set forth in church policy.

ARTICLE IV Administration

- A. Administration. The administration of UCSG shall be vested in the Minister(s) and the Board

of Directors elected from membership. The minister serves under the general oversight of the Board of Directors.

B. Minister

1. Duties. As the spiritual leader, the Minister shall be responsible for the scheduling, conduct and content of services, classes, and all other activities that further the purpose of this ministry. The Minister shall:
 - a. Be responsible for the day to day administration of this ministry, including the hiring and termination of all employees.
 - b. Generate a job description including recommendation for compensation for employees as set by the Board of Directors.
 - c. Be a voting member of the Board of Directors on all matters except their own employment and compensation or that of successor.
 - d. Be responsible for ensuring that leadership development is ongoing.
 - e. Oversee Ministry Teams.
 - f. Be a member of all Ministry Teams and Committees.
 - g. Be responsible for seeking assistance in the event of a dispute adversely affecting the ministry.
 - h. Be responsible for giving a written and oral report to the Board of Directors at its monthly meetings covering all matters pertaining to church operations.
 - i. Fulfill the requirements of the minister's job description as included in the contract with UCSG.
2. Vacancy The position of a Minister may be vacated by any of the following actions:
 - a. Resignation.
 - b. Removal because of a failure to fulfill the duties of the position and/or the contract or job description, by a 2/3 vote of the Board.

3. Compensation The employment contract and compensation of the Minister(s) shall be fixed by agreement between the Minister and the Board of Directors and shall be reviewed annually at the time of the minister's performance appraisal
 4. Part Time Minister In the event that a Minister is hired having part time status, the Board of Directors and such part time Minister shall develop a job description which specifies the Minister responsibilities that constitute the part time position. All other responsibilities normally assigned to the Minister according to these Bylaws will be assigned to other staff as directed by the Board of Directors. Part time status is defined as a position that does not include all expected Minister responsibilities as set forth in these Bylaws and is not defined by the number of hours worked per pay period.
- C. Associate or Assistant Minister Associate and/or Assistant Minister shall be a duly licensed and ordained Unity Minister or person approved to serve under special dispensation by UWM who function(s) with less responsibility than the Senior Minister.
1. Duties. The Associate and/or Assistant Minister shall perform the duties and fulfill the responsibilities assigned them by the senior Minister.
 2. Compensation. The compensation of the Associate and/or Assistant Minister shall be fixed by the Board of Directors.
 3. The Associate or Assistant minister is not a member of the Board of Directors.
- D. Board of Directors
1. Structure The Board of Directors shall consist of the Minister and no fewer than four (4) and maximum of six (6) members elected from the membership of UCSG. Each elected Director shall hold office for three years or they may serve for a maximum of six years with an interval of one year prior to serving again. No active Licensed Unity Teacher, individual receiving compensation from the Ministry with the exception of the Minister, or the relative or significant other of an individual receiving compensation from the ministry may serve on the Board of Directors. Further, no Board member shall be the relative or significant other of the minister or another Board member. Directors choosing to serve for an additional three years after their first term do not need to run for election.
 2. Prayer In addition to adhering to the normal procedures for functioning set forth in these Bylaws, the spiritual principles taught by Unity be utilized in the handling of decisions before the Board of Directors. During the discussion of any item of business,

any Director may request time for prayer about the issue. Upon request, the President shall allow for a period of prayer and silence.

3. Duties As representatives of the membership, the individual Directors and the Board of Directors as a whole shall:
- a. Uphold the spiritual purpose of UCSG.
 - b. Uphold the highest interest of the membership in conducting the business of UCSG.
 - c. Be conversant with and operate in accordance with these Bylaws and UCSG Policies and Procedures.
 - d. Establish written policies and procedures for the operation of the church.
 - e. Faithfully attend church services and at least 75% of Board meetings.
 - f. Monitor the business needs of UCSG and authorize payment of monies as delineated in the budget.
 - g. Apply responsible fiscal practices to the financial management of the church. The board is responsible for managing any imbalance in either the income or expenses of the church
 - h. Manage the real and personal property of UCSG.
 - i. Approve the sale or proposed financing of any real or personal property belonging to UCSG. Any decision exceeding twenty-five thousand dollars (\$25,000) in value shall be presented to the membership at a properly constituted Membership meeting.
 - j. Authorize the employment of all staff personnel of UCSG and set and approve their salaries and job descriptions as recommended by the Minister(s).
 - k. Set dates for the fiscal year and the annual membership meeting.
 - l. Review yearly the complete financial statement provided by the treasurer with disclosures that shall set forth the fiscal condition and operations of the ministry. This disclosure shall include:

- i. a fiscal report comparing the current years 'income and expenses with the previous years 'and
 - ii. a balance sheet comparing the actual income and expenses with the budgeted income and expenses.
 - m. Approve applicants for church membership.
 - n. Fill the unexpired term of any Director as needed.
 - o. Elect officers of the Board or successors to fill any vacated office when necessary.
 - p. Ratify Ministry Teams and departments as developed by Minister. Establish Committees and appoint a Board member to serve on each Committee and ministry team commissioned by the Board.
 - q. Seek assistance as needed in the event of a dispute adversely affecting UCSG.
 - r. Attend retreats and other Board education programs.
 - s. Ensure that liability insurance is secured for UCSG and that all Board of Directors, Minister, and employees are covered.
 - t. Ensure that handling of money is in accordance with Policies and Procedures.
 - u. Perform an annual review of the minister which shall consider performance, job duties, and compensation.
 - v. Review the draft budget presented by the Finance Committee and produce the final draft budget for presentation to the Finance Committee.
4. Employment of Minister It is the responsibility of the Board of Directors to hire a licensed and ordained Unity Minister for the church or a person approved to serve under special dispensation by UWM.
 5. Termination of Employment of the Minister In the event that conflict resolution procedures as set forth in church policy are unsuccessful, a two-thirds (2/3) majority of the Board of Directors is required to terminate the employment of the Minister.
 6. Conflict of Interest No member of the Board of Directors, or any of its committees, shall derive any personal profit or gain, directly or indirectly, by reason of his/her

service on the Board. Board members shall make full disclosure at any time there exists any personal interest in any matter before the Board and shall recuse themselves from voting on any such matter.

E. Election of Directors

1. Qualifications Any person who desires to serve on the Board of Directors must have been a member of UCSG for at least one year, and be deemed a person who:
 - a. Endeavors to live in accord with spiritual principles as taught by Unity.
 - b. Furthers the work of UCSG through active participation, interest, love, and support of its mission and vision.
 - c. Financially supports UCSG.
 - d. Is a sincere and continuing student of Unity, conversant with its teachings.
 - e. Has demonstrated leadership capabilities and/or participation in UCSG committees or ministry teams.
 - f. Submits an application and resume and participates in an interview with the Governance Committee and fulfills other pre-election requirements as stated in the Policies and Procedures
2. Election Procedure As the presiding officer of the Annual Membership meeting, the President of the Board shall:
 - a. Read the list of Qualifications for Directors just prior to the call for nominations.
 - b. Call upon the Chair of the Governance Committee to present the nominations
 - c. Tabulate the vote of the membership.
3. Election If there is only one candidate for each open position, the Board may present the slate of candidates for approval to the members present at the Meeting. If there are more candidates than open positions, written ballots shall be used and the results announced at the meeting.

F. Vacancy and Replacement of Board Directors

1. Vacancy The office of a Director may be vacated by any of the following means:
 - a. The resignation of a Director.
 - b. The Board voting for the removal of a Director due to absences from three successive regular Board meetings. Absences may be excused by the Board upon written request.
 - c. The Board voting for the removal of a Director because of failure to fulfill the duties of the office.
 - d. The membership voting for removal of one or more Directors because of failure to fulfill the duties of a Director.
 - e. If the entire Board of Directors is recalled by the membership, then the membership may re-elect recalled Directors. The number of recalled Directors re-elected must be less than fifty percent (50%) of the total Directors elected
2. Replacement Should a vacancy occur on the Board of Directors in the fiscal year, the Board must proceed to temporarily fill the vacancy unless there are less than two (2) months remaining until the Annual Membership meeting. There shall be no fewer than five (5) Directors (including the Minister) at any time. Only persons meeting the qualifications specified in these Bylaws may be considered as replacements. In the event that candidates meeting these qualifications cannot be identified, the Board may temporarily reduce the qualifications as necessary to fill the vacancy. A majority vote of the Board shall be necessary to elect. The term shall expire on the day of the next Annual Meeting. A person elected in this manner is not considered to have served a complete term.
3. Interim Board If the entire Board of Directors has been recalled, the Governance Committee shall propose names for an Interim Board. These names would be voted on by the membership at a Special Membership Meeting held as soon as is practicable. An Interim Board would serve until the next Annual Meeting whereupon a permanent Board must be elected.

G. Board of Directors Meetings and Quorums

1. Regular Board Meetings The regular business meetings of the Board of Directors shall be held monthly at the headquarters of the ministry on a day and time established by the Board of Directors. Members are permitted to attend Board Meetings but not participate unless they are on the agenda and they shall be excluded from executive sessions.
2. Executive sessions. An executive session is any meeting or part of meeting wherein the following are discussed:
 - a. Compensation or performance of the minister or staff
 - b. Legal matters
 - c. Sensitive personal issues of a congregant
 - d. The President of the Board may call an executive session for good cause when he/she deems it necessary.
 - e. Minutes from Executive session shall not reflect the details of the discussions however the outcomes shall be provided.
3. Special Meetings of the Board Special meetings of the Board shall be called by the President of the Board under any of the following conditions:
 - a. By request of the Senior Minister
 - b. By request of two or more Directors.
 - c. As the President of the Board deems it necessary.
 - d. Reasonable effort must be made to notify all Directors of any Special Meeting.
4. Quorum Fifty-one percent (51%) of the Board shall constitute a quorum for the transaction of business.
5. Minister Attendance The Minister is a Board Member and attends all Board meetings, with the exception of those meetings or portions thereof that pertain to determinations of the Minister's salary, contract, and/or review of work record. The Minister shall be notified of all Special Meetings.

H. Board of Directors Officers Officers of the Board of Directors shall consist of a President, Vice President, Secretary and Treasurer. All officers shall be selected in a manner decided by the Board at the first Board meeting after the Annual Meeting, or at a Special Meeting called for the purpose of selecting officers. Officers shall hold their respective offices for one year, or until their successors are duly elected or qualified.

1. President The President shall:

- a. Preside at all meetings of the Board of Directors.
- b. Preside at all Membership meetings.
- c. Be available for a monthly meeting with Minister
- d. Be a member of all Committees by virtue of the office, except the Governance Committee.
- e. Sign such papers and documents, upon proper authorization, as appropriate.
- f. Be responsible for the planning of Board orientations, retreats and workshops.

2. Vice President The Vice President shall:

- a. Perform all duties of the President of the Board in the absence of the President.
- b. Become President of the Board in case the office of the President becomes vacant. In such case, a new Vice President of the Board shall be elected from among the remaining Directors to fill the remainder of the term.

3. Secretary The Secretary shall:

- a. Keep or cause to be kept an accurate record of the minutes of all Board and Membership meetings. Minutes shall be signed by the Secretary.
- b. Cause to be secured all reports, contracts, minutes, membership records and other legal papers. Such items shall be kept in the UCSG office at all times.
- c. Attend to all official business required by the Board.

- d. Cause to be kept accurate records of all members of UCSG.
4. Treasurer The Treasurer shall:
- a. Be the steward of the funds of UCSG, and cause to be paid out funds authorized by the Board.
 - b. Be the chair of the Finance Committee.
 - c. Cause to be kept a record of all financial transactions.
 - d. Submit a monthly financial report at each Board meeting which includes the balance of all accounts and a summary of the previous meeting of the Finance Committee
 - e. Submit at the Annual Meeting financial reports which include the previous years' balance sheet and the budget for the new fiscal year.
 - f. Count, or cause to be counted by two persons designated by the Board all funds received.
 - g. Deposit or cause to be deposited the funds of UCSG in the bank or other depository approved by the Board. The signature of two (2) Officers of the Board or one (1) Officer and the Minister shall be included on all checks issued by the ministry.
 - h. At board discretion, arrange for an audit or review of the financial records for the prior fiscal year. The audit would be completed by a certified public accountant approved by the Board.
 - i. Upon termination of the Office Manager or Minister, arrange for an audit or review of the financial records shall be conducted by a certified public accountant selected by the Board, to the extent that it is deemed necessary by the Board.

ARTICLE V

Committees

- A. Formation Committees for any specific purpose shall be commissioned and overseen by the Board of Directors, and each Committee shall include at least one Board member.
- B. Standing Committees The following are permanent Committees, the purpose, membership and duties of which are set forth herein. Members of all standing Committees are required

to support UCSG financially and be a member of UCSG for at least one year. All meetings of Committees are closed, with the exception of interested Board Members, who are not eligible to vote, or other individuals specifically invited by the Committee to present information to the Committee.

1. Governance Committee The purpose of the Governance Committee is to identify qualified candidates for the Board of Directors and the Governance Committee to review and recommend to the Board any needed changes to these Bylaws; and to undertake any other duties as determined by the Board. All meetings of the Governance Committee are closed to non-committee members during the selection process of potential Board candidates and Governance Committee candidates.
 - a. Membership The Governance Committee shall consist of the Minister, a member of the Board of Directors chosen by the Board, and two members of UCSG recommended by the Governance Committee and elected by the membership at its Annual Membership Meeting for a term of three years. Together, the elected members shall select a third member of UCSG to serve as the fifth member. In the event any of the congregant members becomes unable to serve, the Committee shall select another person from the membership of UCSG to replace such member. In the event that there is only one candidate for each open position, the Board may present the slate of candidates to the members present at the annual meeting for their approval rather than election. Governance Committee members must meet the same qualifications as the Board of Directors.
 - b. Duties
 - i. Identification of candidates for the Board of Directors. No later than 30 days prior to the annual business meeting, the Governance Committee shall identify candidates for the open terms. Such candidates shall submit a completed application to the Committee. Upon identification of qualified candidates, the Governance Committee shall provide information relative to each candidate to the congregation via the Newsletter, Bulletin or other method no later than 2 weeks prior at the Annual Meeting. Such information shall include a short biography of the candidate, as well as the candidate's statement regarding their desire to serve and their qualifications for service on the Board. In the event that no candidate who meets all requirements can be identified, the Governance Committee may recommend other members to the Board.

- ii. Review of Bylaws At least every 5 years, the Governance Committee shall review these Bylaws to determine whether changes are needed to bring them up to date. Upon completion of the review, the Committee shall provide recommendations for changes to the Board of Directors. After approving the changes to the Bylaws, the Board shall bring them to the members at the next Membership Meeting for ratification. If the Board does not approve the changes the Bylaws shall be returned to the Governance Committee for further consideration.
- 2. Finance Committee The Finance Committee is an advisory Committee established by the Board of Directors.
 - a. Membership of the Committee The Finance Committee is comprised of the Board Treasurer, Minister, Office Manager, and at least three members of UCSG who have education, skills and experience in financial matters and who are approved as Committee members by the Board
 - b. Duties
 - i. Prepare a draft of the annual budget based upon input from the Minister, church departments, Ministry Team Leaders, Office Manager and the Board of Directors and present said draft to the Board of Directors
 - ii. After receiving a draft of the final budget from the Board, prepare the finalized budget for presentation at the Annual Meeting.
 - iii. Analyze monthly financial data vis-à-vis the budget, and provide monthly reports to the Board.
 - iv. Provide information/recommendations to the Board relative to financial matters including recommended actions in case of projected deficiencies or surpluses.
 - v. Prepare annual financial reports.
 - vi. Assist where needed in the event of a review conducted by outside accountant.
 - vii. Recommend action to the Board in the case of projected deficiencies or surpluses.

- C. Ad-Hoc Committees Ad-Hoc Committees may be commissioned by the Board at any time, for any purpose, and for any duration the Board deems necessary. The members of such Committees shall be chosen as the Board directs or approves, and at least one Board member shall be a member of such Committee. The Board shall approve any charter created by an Ad-Hoc Committee.

ARTICLE VI Dissolution

Should this corporation dissolve:

- A. All property, funds, and assets remaining after the payment of the debts of the corporation shall be delivered to the UWM.
- B. Such funds or property shall be for the use and benefit of the UWM as may be determined by the Board of Directors of the UWM in alignment with their current policies and procedures.
- C. The UWM shall make available, according to its current policies and procedures, funds for the re-establishment of a Unity ministry in North Idaho.
- D. Should the UWM no longer exist, any assets remaining of this corporation after dissolution shall be disposed of by a court of competent jurisdiction of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for the purposes set out in Section 501(c)(3) of the Internal Revenue Code of 1954.
- D. Merger with another church shall not constitute a dissolution under these Bylaws. Further, even though the legal process of creating a new church from the merger of the two churches involved may dictate that the Unity Center for Spiritual Growth must first be dissolved, no money or assets will be distributed to Unity Worldwide Ministries. The dissolution taking place because of the merger is not permanent, instead it is a temporary action enabling the merger to occur.

ARTICLE VII Meeting Procedures

- A. Rules of Order The latest edition of "Robert's Rules of Order" shall be the authority of this ministry in parliamentary law.

ARTICLE VIII

Bylaws Amendments

- A. Procedure Amendments to these Bylaws must be ratified by voting members of UCSG at an Annual or a Special Membership Meeting. Notice setting forth the proposed amendments must be provided to all members at least ten (10) days prior to the required Membership Meeting. An affirmative vote of seventy-five percent (75%) of all Members present and voting shall be necessary to pass any changes or amendments to these Bylaws. The newly ratified Bylaws fully supersede all previous Bylaws adopted by Unity Center for Spiritual Growth.

ARTICLE IX

CERTIFICATION OF ADOPTION OF BYLAWS

The undersigned, being the duly elected President of the Corporation, an Idaho religious nonprofit corporation, hereby certifies that the attached Bylaws were adopted by the official act of the Board of Directors and the same do constitute the Bylaws of the Corporation.

DATED this _____ day of _____, 2022.

Donna Hodge, President

The original signed copy of this revision is on file in the Church office.