

**NEW THOUGHT UNITY CENTER BYLAWS
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ARTICLE I - ORGANIZATION AND PURPOSES

Section I. Statement of Purpose. It is hereby expressly declared to be the purpose of New Thought Unity Center, a non-profit religious corporation organized and existing under the laws of the State of Ohio, to teach *practical Spiritual concepts*. New Thought Unity Center shall:
Conduct services of worship, classes of instruction for both children and adults.

Adopt such other means and shall do such other acts and deeds that in the judgment of the Minister(s) or the Board of Trustees (if the Center has no permanent Minister(s)) may further the understanding of the Christ consciousness.

Section 2. The Association of Unity Churches International Membership and Responsibilities.

New Thought Unity Center is a member of The Association of Unity Churches International, dba Unity Worldwide Ministries (hereinafter known as UWM) and shall work in full cooperation with that Association, and shall comply with all regulations and policies concerning the conduct and operation of authorized or accredited Unity centers/churches/ministries, insofar as said regulations and policies do not conflict with the laws of the State of Ohio under which this corporation exists and operates.

Section 3. Leadership. New Thought Unity Center shall work in full cooperation the UWM, headquartered at Lee's Summit, Missouri, in the selection of its Minister(s).

- A. As a member of the UWM, this Center shall have as its Spiritual Leader and Administrative Director an ordained Unity Minister(s), a licensed Unity Minister(s), or a licensed Unity teacher(s) working under dispensation of the UWM, and
- B. Shall teach the principles of practical Christianity, with emphasis on and not limited to the textbooks and literature published by Unity Institute, Unity Village, Missouri, and the Association of Unity Churches International, Lee's Summit, Missouri.

Section 4. Mailings to the UWM. As representatives of the Center, the Minister(s) shall cooperate with UWM by making regular annual reports to the headquarters of the UWM, on forms supplied by them.

Section 5. Property Ownership. New Thought Unity Center, as limited by Article VII, Section 2 and Article V, Section 5, with approval of the majority of the Board of Trustees, may purchase, rent, lease, receive, hold, own, give, sell and dispose of real and/or personal property for its religious and/or educational purposes.

Section 6. Official Records. Records of membership, finances, donations, corporate minutes, and other records required by law or designated by the Board of Trustees shall be maintained at the principal office of the corporation and/or off-site storage. Confidential documents are available only for use by the minister(s), Board members, or designated professional staff. Other documents are available to voting members upon request.

ARTICLE II - MEMBERSHIP

Section 1. Qualifications. A voting member of New Thought Unity Center will endeavor to live in accord with the Christ principles of truth as taught by Unity and further the work of this ministry through their time, talent and treasure. Each voting member shall hold membership until such membership is voluntarily surrendered or until the ideas and conduct of the voting member are no longer in accord with the fundamental principles of the Center.

Section 2. Application for Membership. After completing required classes and upon the approval of the minister persons desiring to become voting members of NTUC may submit written application for membership. If anyone feels that they qualify via exemption, they may meet with the minister for consideration for membership.

Section 3. Voting Member. Only voting members of the New Thought Unity Center shall have the right to vote at any regular or special membership meeting called in accordance with Article II, Section 4. Voting Members shall

- A. Elect members of the Board of Trustees
- B. Elect the Congregational Representative to the Nominating Committee
- C. Ratify the Bylaws or any amendments or changes thereto
- D. Vote on any matters brought to their attention

Section 4. Membership Meetings.

A. **Annual Meeting.** An annual meeting of the voting members of New Thought Unity Center shall be held in the Center at 1401 East McMillan Street, Cincinnati, Ohio 45206, on or close to the first Sunday in March of each calendar year.

- 1. Written or electronic notice of the annual meeting shall be sent at least ten (10) days prior to date of the meeting to voting members at their current addresses on the records of New Thought Unity Center.

B. **Special Meeting.**

- 1. **Requesting Special Meetings.** Any time the affairs of the ministry warrant, a special meeting may be requested by the minister(s);
 - a. A majority vote of the voting members currently serving on the Board of Trustees; or
 - b. A written petition hand signed by one-tenth (1/10th) of the voting membership submitted to the Board of Trustees.

2. **Calling Special Meetings.** Upon receiving proper request for a special voting membership meeting the President of the Board of Trustees shall call the meeting on behalf of the requesting party within thirty (30) days of receipt of the request. The location, notice, quorum, presiding officer, participation, voting, and prayer provisions for special membership meetings shall be the same as those for an annual meeting.
3. **Special Meeting Business.** Business conducted at a special meeting shall be limited to the stated purpose(s) given in the meeting notice.

C. **Voting.** Proxy, absentee, or electronic (Internet, email, fax, etc.) voting will not be accepted.

Section 5. Quorum. The lesser of 50 voting members or ten percent (10%) of the voting membership of New Thought Unity Center shall constitute a quorum for the transaction of any and all business at any regular or special meeting of the voting members, called pursuant to the notice provisions of Article II, Section 4.

Section 6. Prayer. In any membership meeting, the Board President, Minister(s), a voting member or a person appointed by the Board to call for prayer may do so.

ARTICLE III - ADMINISTRATION AND GOVERNMENT

Administration and Government. The administration of New Thought Unity Center shall be under the direction of the Minister(s), who shall be the administrative director(s) of the Center, and the Board of Trustees which shall be the governing body of the Center. The Board of Trustees shall consist of the Minister(s) and not fewer than six (6) Trustees elected from the voting membership or elected by the Board of Trustees to fill a Board vacancy as addressed in Article V, Section 10.

ARTICLE IV - MINISTER(S)

Section 1. Appointment of Ministers. The Minister(s) shall be a duly licensed or ordained Unity Minister(s), or a licensed Unity Teacher in good standing with the UWM and shall be elected by the Board of Trustees from those candidates for the ministry of New Thought Unity Center recommended by the UWM.

A 2/3 majority of the entire Board of Trustees shall be necessary to elect the Minister(s).

Section 2. Ex-Officio Members of the Board. The Minister(s) shall be ex-officio member(s) of the Board of Trustees and shall, if possible, be present at all Board meetings and, if present, the Ministerial team shall have a total of one vote and shall have the right to vote on all matters requiring a vote in the meeting of the Board except for matters of their own compensation and contract.

Section 3. Termination of Employment of Minister(s). The Minister(s) shall hold his/her position as Minister(s) of New Thought Unity Center subject to the pleasure and will of a 2/3 majority of the Board of Trustees.

If the Board of Trustees considers dismissing or discharging the Minister(s) or requesting the resignation of the Minister(s), the President of the Board of Trustees shall call a special membership meeting as prescribed in Article II, Section 5.b.

Only by a 2/3 majority vote of the voting members present voting shall any action or approval be taken to dismiss, discharge or request resignation of the Minister(s).

Section 4. Communication with The UWM

- A. **Complaints.** Since the Minister(s) of New Thought Unity Center has/have been recommended by the UWM, with headquarters at Lee's Summit, Missouri, if any complaint or question about the services of the Minister(s) should arise, the Board of Trustees shall promptly communicate in regard thereto with The UWM
- B. **Vacancy.** In case a vacancy occurs in the office of Minister(s), the Secretary of the Board of Trustees shall communicate with The UWM.

Section 5. Compensation. Compensation of the Minister(s) shall be fixed by agreement between the Minister(s) and the Board of Trustees.

Section 6. Senior Ministers and Duties. New Thought Unity Center is a Unity Center because it has as its Spiritual Leader and Administrative Director a duly licensed or ordained Unity Minister(s), or a Licensed Unity Teacher trained by Unity Worldwide Spiritual Institute (hereinafter known as UWSI) and who is in good standing with The UWM.

The Minister(s):

- Shall therefore have full charge of the religious and educational activities of the Center, and
- Shall be the administrative director(s) of the Center,
- Shall carry out and effectuate the policies established or set by the Board of Trustees, and
- Shall be responsible to the Board of Trustees for the complete functioning of the Center.

The Minister(s), with the prior approval of a majority of the Board of Trustees, may employ such persons as are necessary to operate and maintain New Thought Unity Center.

The Minister(s), with the prior approval of the majority of the Board of Trustees, may discharge such employees whose services are no longer needed or who are not performing the duties reasonably to be expected of them.

ARTICLE V - TRUSTEES

Section 1. Trustee Requirements.

- A. Each Trustee shall be a voting member of New Thought Unity Center and be approved by the nominating committee and minister(s).
- B. Each current and nominated Trustee shall be conversant with Unity teachings, with New Thought Unity Center Bylaws, with matters pertaining to the various activities of New Thought Unity Center and with the administrative, governmental, religious and educational activities thereof.
- C. Each Trustee shall subscribe and adhere to the current policies established for Board Members at New Thought Unity Center. The membership shall elect two (2) voting members to the Board of Trustees at each of the annual meeting.

- D. Written ballots are required. The two (2) nominees receiving the largest number of votes shall be elected to three (3) year terms.
- E. The board of trustees may appoint alternates to serve on the board as needed. Alternates may attend meetings and give input if requested. Alternates may be asked to fill in for regular board members if a need arises to make a quorum or to finish the term due to a vacated board position. An alternate will serve a one year term unless appointed to a regular board position.

Section 2. Trustee Term of Office. Each member of the Board of Trustees shall hold office for three (3) years or until his/her successor is duly elected and qualified.

- A. The terms of two (2) Trustees shall expire annually.
- B. No member of the Board of Trustees shall serve more than two (2) consecutive terms (of three (3) years each) without an interval of one (1) year between terms.
- C. Each person desiring a consecutive term will need to stand for election as a Board candidate.

Section 3. Prohibition of Service on the Board of Trustees. The following persons are prohibited from serving on the Board of Trustees:

- A. Relatives, significant others or household members of any Board member or licensed Unity teacher;
- B. Individuals receiving compensation from the ministry with the exception of the minister(s);
- C. Relatives, significant others or household members of any individuals receiving compensation from the ministry.

Section 4. Delegation of Board Duties.

- A. The Board of Trustees shall be the governing body of New Thought Unity Center.
- B. It may delegate its duties to such person or persons who, in the judgment of the Board of Trustees, will carry out and effectuate the policies established by the Board of Trustees.
- C. It shall assist the Minister(s) in whatever manner or to whatever extent may be necessary in the judgment of the Board of Trustees, in the administration of New Thought Unity Center and the performance of his/her duties.
- D. In the event the position of Minister(s) is vacant, the Board of Trustees shall assume the role of Administrative Director, and all the responsibilities related to that title until a new Minister(s) is hired.

Section 5. Disposal of Real Property. There shall be no sale, pledge, mortgage or other disposition of real property belonging to the New Thought Unity Center unless such sale, pledge, mortgage or other disposition shall have been submitted to the membership at a regular or special meeting of the voting

members. A sale, pledge, mortgage or other disposition of such real property shall be made only after an affirmative vote of the majority of the voting members present voting.

Section 6. Removal from the Office of Trustee.

- A. Any Trustee may resign at any time by submitting written notice to the Board of Trustees and any such resignation shall take effect at the time specified therein.
- B. If any Trustee demonstrates lack of interest by irregular attendance at Board meetings /or failure to fulfill the duties of a Trustee, that Trustee may be removed from the Board by a majority vote of the Board of Trustees. If so requested, the resignation shall become effective upon the time of the vote.

Section 7. Nominating Committee: Formation, Duties and Election. The Nominating Committee shall be a standing committee of the Board of Trustees and shall consist of three (3) voting members of New Thought Unity Center, the minister(s), a board representative, and a congregational representative.

A. Composition of Committee.

- 1. At the annual voting membership meeting, the voting membership shall elect one (1) of its voting members to serve as the Congregational Representative on the Nominating Committee for one year.
- 2. In the event the elected Congregational Representative is unable to serve, the Board of Trustees shall select a person from the voting membership to fill the vacancy who is not a current Trustee.
- 3. The Board of Trustees shall select one of its Trustees to serve on the nominating committee.

B. Presentation of Candidates Prior to the Annual Meeting.

- 1. The work of this committee shall be reported to the Board of Trustees President
- 2. The candidates and/or names for Trustees and Congregational Representative to the Nominating Committee shall be made public and presented to the membership prior to the annual membership meeting in March.

C. Declaration of Newly Elected Trustees and Congregational Representative to the Nominating Committee.

The newly elected members of the Board of Trustees and the Congregational Representative to the Nominating Committee shall be declared elected by the President following the report of the election tellers.

Section 8. Board Meetings. The regular meetings of the Board of Trustees shall be held monthly at a venue to be determined by the Board of Trustees. Special meetings shall be called by the President upon the written request of the Minister(s) or of two (2) or more members of the Board of Trustees, which

request shall be filed with the Secretary of the Board of Trustees. The President may call such special meetings as he/she deems necessary. The Minister(s), being ex-officio member(s) of the Board of Trustees, has the right to attend all meetings and shall be notified of all special meetings except for matters of their own compensation or contract. At least 51% of the members of the Board of Trustees shall constitute a quorum for the transaction of business.

Section 9. Notice of Special Meeting. Notice of special meetings of the Board of Trustees shall be given by the President or in his/her absence by the Vice President, to all members of the Board by letter, email or telephone at least twenty-four (24) hours prior to the hour and date of the special meeting.

Section 10. Trustee Vacancies. Should a vacancy for any reason occur on the Board of Trustees, the Board of Trustees shall proceed to fill such vacancy. A 2/3 majority vote of Trustees shall be necessary to elect. The term of such elected new member of the Board of Trustees shall expire on the same date as the term of the member he/she succeeds. Should this part term be less than 1.5 years, the new member is eligible to serve two additional terms per Article V, Section 2.

ARTICLE VI - OFFICERS

Section 1. Election of Officers of the Board of Trustees. The officers of the Board of Trustees shall consist of a President, a Vice-President, a Secretary, and a Treasurer. All officers will be selected in a manner decided by the Board of Trustees at the first Board meeting after the annual membership meeting or at a special meeting called for the purpose of selecting officers. Officers will hold their respective offices for one (1) year or until their successors are duly elected or qualified.

Section 2. President. The President of the Board of Trustees shall preside at all meetings of the Board of Trustees and at all meetings of the voting members of New Thought Unity Center, and shall be an ex-officio member of all committees authorized by the Board of Trustees. He/she shall appoint such committees in cooperation with the Minister(s) and the Board of Trustees. Upon proper authorization, he/she shall sign such papers or documents as may be necessary.

Section 3. Vice-President. The Vice-President shall, in the absence of the President, perform all the duties of the President. In case of a vacancy in the office of President, the Vice-President shall become President and a new Vice-President shall be elected from among the remaining members of the Board of Trustees for the remainder of the term.

Section 4. Secretary. The Secretary shall keep, or cause to be kept, an accurate record of the minutes of all Board and membership meetings; hold in custody and be responsible for all reports, contracts, other legal papers, and meeting minute books which will be kept at the principal executive office of the ministry at all times or in such depository as prescribed by the Board; attend to all official business as directed by the Board; and keep, or cause to have kept, accurate voting membership lists. The Secretary shall receive and reply to all correspondence received by the Board of Trustees.

Section 5. Treasurer. The Treasurer shall be custodian of the funds of New Thought Unity Center, paying out, or causing to be paid out same, when authorized by the Board of Trustees. The Treasurer shall keep, or cause to be kept, a record of all expenditures, submitting a report of such to the Board of Trustees at each monthly business meeting. If deemed advisable by the Board of Trustees, the Treasurer,

and/or those whom he/she has deputized, shall be required to furnish an official bond, the amount of which shall be fixed by the Board of Trustees and the cost of which shall be paid by the Center. The Treasurer shall submit an annual report at the annual voting membership meeting. The Treasurer shall place, or cause to be placed, the funds of New Thought Unity Center in such bank or other depository as is acceptable to the Board of Trustees.

Section 6. Delegation of Duties to Other Trustees. In the absence of any officer of the Board of Trustees, or for any other reason the Board of Trustees may deem sufficient, the Board of Trustees may delegate, for the time being, the powers or duties, of such officer to any other officer or to any Trustee.

ARTICLE VII - FUNDS

Section 1. Depositing of Funds. All funds of the New Thought Unity Center shall be deposited or caused to be deposited by the Treasurer in such depository or depositories as the Board of Trustees may designate, and shall be withdrawn only by check signed by the Treasurer and the President, or by any two officers or persons designated by the Board of Trustees. The Board of Trustees may also rent safe deposit box or boxes in which to place securities or other important or valuable documents or papers belonging to New Thought Unity Center, and these boxes shall be opened by two officers or persons designated by the Board of Trustees.

Section 2. Membership Approval of Expenditures over \$50,000. The Board of Trustees may expend funds of the Center as they deem necessary or proper. However, any expenditure of more than fifty thousand dollars (\$50,000) in any one forty-five (45) day period or for any one (1) project must be approved by a majority vote of the voting members at a regular membership meeting or at a special meeting of the voting members called for that purpose.

Section 3. Annual Financial Review. At the end of each fiscal year, the Board of Trustees shall require that a review of the financial statements of New Thought Unity Center be performed by a qualified independent person(s) which shall prepare a report that shall be presented to the Board of Trustees.

ARTICLE VIII - LAYPERSON VOTING DELEGATE(S) TO The UWM CONFERENCES

Section 1. Voting Delegate Qualifications. The New Thought Unity Center layperson(s) voting delegate at business meetings of the UWM shall be selected by the Board of Trustees. The Voting Delegate(s) shall be conversant with Unity teachings and with matters pertaining to the various activities of New Thought Unity Center and the administrative, governmental, religious and educational activities thereof. The Voting Delegate(s) shall be consistently active and faithful in attending services and classes.

Section 2. Term. The Voting Delegate(s) shall hold this office for one (1) year.

ARTICLE IX - COMMITTEES AND REPORTS

Section 1. Committee Formation. The Board of Trustees may by resolution provide for such standing or special committees as it deems desirable, and discontinue the same at pleasure. Each such committee shall have such powers and perform such duties, not inconsistent with law, as may be delegated to it by the Board of Trustees. Members of committees, standing or special, shall be appointed by the President of

the Board of Trustees, subject to the approval of the Board of Trustees. Vacancies in such committees shall be filled by the Board of Trustees or as it may provide. Committees for any special or specific duty may be appointed at any time by the President of the Board of Trustees with the approval of the Board of Trustees or as instructed by the Board of Trustees.

Section 2. Committee Reports. The Board of Trustees and each committee of the Board of Trustees shall present at each regular meeting of the voting members of New Thought Unity Center written reports covering their activities for the preceding annual period, which reports shall thereafter be filed with the Secretary of the Board of Trustees.

Section 3. Salary and Compensation Committee. A committee of three (3) may be appointed to be known as the Salary and Compensation Committee.

A. Review Personnel Finances. Review, in aggregate, the salaries, allowances, wages, compensations, bonuses, gratuities and fringe benefits of the Minister(s); assistants to the Minister(s); all full-time employees; and all persons employed, paid, or hired by New Thought Unity Center. The Minister(s)'s salaries will be reviewed separate from the overall staff aggregated salary and benefits.

B. Recommend on Changes to Salaries. Recommend to the Board of Trustees, for the Board of Trustee's actions, any increases or changes in salaries, allowances, wages, etc. of the above persons.

ARTICLE X - PARLIAMENTARY AUTHORITY

"Robert's Rules of Order Newly Revised," or other Board approved meeting rules, shall be the authority of parliamentary law and usage of New Thought Unity Center.

ARTICLE XI - CONTRACTS, CHECKS, NOTES AND OTHER INSTRUMENTS

Authorization Signatures. All contracts, agreements and other instruments, authorized by the Board of Trustees, and all checks, drafts, notes, bonds, bills or exchange and orders for the payment of money shall, unless otherwise directed by the Board of Trustees, or unless otherwise required by law, be signed by any two of the following officers: President, Vice-President, Treasurer or Secretary. The Board of Trustees may designate officers and employees of New Thought Unity Center, other than those named above or different combinations of such officers and employees, who may, in the name of New Thought Unity Center, execute checks, drafts, and orders for the payment of money in its behalf.

ARTICLE XII - AMENDMENTS

Amendments Voted on at a Membership Meeting. Changes, alterations, or amendments to the Articles of Incorporation and to these Bylaws must be made at a regular or special meeting of the voting members of New Thought Unity Center after notice in writing setting forth the proposed changes, alterations, or amendments has been sent to all voting members of New Thought Unity Center at least ten (10) days before the meeting is to be held. Such change, alteration, or amendment to said Bylaws shall become

effective when a majority of the voting members present at such meeting vote affirmatively in favor of such change, alteration or amendment.

ARTICLE XIII - DISSOLUTION

Section 1. All Assets Shall Be Placed in Trust. In the event that the New Thought Unity Center is dissolved for any reason, all the properties, real and personal, monies and other assets shall be placed in trust by the acting Board of Trustees with three (3) Trustees, until such time as a Unity Center shall be reactivated in Cincinnati, Ohio.

Section 2. After Five (5) Years, All Assets Transfer to The UWM. If after five (5) years after the date of dissolution, New Thought Unity Center is not reactivated, all the properties, real and personal, monies and other assets that are held in trust by the three (3) Trustees or the survivor(s) of them shall forthwith be given, transferred and delivered to The UWM whose headquarters is located at Lee's Summit, Missouri, to be used for expansion work. Should The UWM no longer exist, any assets remaining of the corporation after dissolution will be disposed of by the court of competent jurisdiction of Hamilton County and shall be used exclusively for such purposes or distributed to such organization or organizations, as said court shall determine, which are organized and operated exclusively for the purposes set out in Section 5.01(c) (3) of the Internal Revenue Code.