

BYLAWS FOR UNITY CHURCH OF THE HILLS

ARTICLE I. IDENTIFICATION

- 1.01 Name. The name of this ministry is Unity Church of the Hills, a Texas non-profit corporation.
- 1.02 Registered Agent. The registered representatives shall be determined by the Board of Trustees from time to time.

ARTICLE II. PURPOSES

- 2.01 Statement of Purpose. The purpose of Unity Church of the Hills is to teach and model universal principles of Truth as taught and demonstrated by Jesus Christ and interpreted by Unity. In accomplishing this purpose, Unity Church of the Hills shall endeavor to conduct services of worship, provide classes of instruction, and demonstrate these principles of Truth by using them in the operation of the ministry. In addition this Church will adopt other means that, in the judgment of the Senior Minister, will expand the blessings of these principles among people everywhere.
- 2.02 Affiliation. Unity Church of the Hills is a member of the Association of Unity Churches, Inc. [DBA and hereafter referred to as Unity Worldwide Ministries] a nonprofit corporation organized and existing under the laws of the state of Georgia with headquarters at Unity Village, Missouri.

A. Participation. This ministry may have its voice heard and its wishes expressed in the membership meetings of the Unity Worldwide Ministries, and its members may participate in workshops, seminars, and classes designed to encourage and foster their spiritual development and that of the ministry.

B. Resources. This ministry can benefit from its membership in the Unity Worldwide Ministries and its corresponding region through direct support, materials, and coaching regarding organization, finances, music, adult and youth education, church growth programs, ethics compliance, and other topics related to church function.

C. Teaching. The principles of practical Christianity shall be taught through this ministry using methods, textbooks, literature, and other materials generally accepted within the Unity movement and other materials consistent therewith.

D. Reports. The ministry shall make annual reports to the Unity Worldwide Ministries as required.

ARTICLE III. OFFICE AND OFFICIAL RECORDS

- 3.01 Location. The principal office of the Church is located at 9905 Anderson Mill Road, Austin, co-located in Travis and Williamson Counties, Texas. The Church may also have such other offices and places of operation as the Board of Trustees may from time to time designate.

3.02 Official Records. Official records of membership, finances, donations, corporate minutes, and other records required by law or as designated by the Board of Trustees shall be maintained at the principal office of the corporation. Confidential documents are available only for use by the Senior Minister(s), board members, or designated professional staff. Non- confidential documents are available to active members upon request.

ARTICLE IV. DEFINITIONS

4.01 “*Board*” shall mean the UCOH Board of Trustees.

4.02 “*Church*” shall mean Unity Church of the Hills (UCOH).

4.03 “*Senior Minister*” shall mean the minister or co-ministers who have been duly selected by the Board to hold such position. Throughout these bylaws, “Senior Minister” shall be used in the singular noun form for ease of reference. If more than one Senior Minister exists, each minister or co-minister is presumed to have all of the powers and duties conferred on such position in these bylaws, unless these bylaws specifically state otherwise.

ARTICLE V. MEMBERSHIP

5.01 Application and Requirements for Membership. Anyone desiring membership in Unity Church of the Hills shall fulfill the requirements for membership in effect at the time membership is applied for. These requirements shall be available in the Church office. Once these requirements are met, the person is accepted as a member.

5.02 Continuing Membership Qualifications. A member shall endeavor to live in accordance with the principles of love and truth as taught by Unity. Each member shall further the work of the ministry through their active interest, love, and support. A member shall remain active in the Church through their participation in such activities as Sunday services, prayer, classes, and their giving of time, treasure and talent during a fiscal year.

5.03 Change in Membership Status. The Board shall establish a policy for removal of persons from the membership rolls. However, the person shall be notified by written notice by U.S. Mail to the address of record, or by confirmed e-mail and will have 30 days to respond and provide the church with reasonable cause as to why they should continue to be considered an active member.

5.04 Powers. Active Members shall have the power to do the following:

- (a) Vote at any membership meeting at which the member is present or by absentee ballot as provided for in these bylaws.
- (b) Contact the Senior Minister or the Board of Trustees for the purpose of offering suggestions, seeking guidance or expressing concerns as may seem advisable for the good of the ministry.

- (c) Inspect the minutes, the income and expense statements and balance sheet approved by the Board at the Church office during normal hours of operation.
- (d) Serve on ministry teams if selected; speak in debate at any membership meeting according to the rules provided for debate.
- (e) Participate in all activities and programs of the ministry.
- (f) Call a special membership meeting when the affairs of the Church warrant such action.
- (g) Vote on any matters officially presented to the membership.

ARTICLE VI. MEETINGS

6.01 Annual Meeting.

- (a) The annual membership meeting of the Church shall be held at its principal office on one of the first three Sundays in November at the time of day designated by the Senior Minister and the Board.
- (b) Notice. Written notice stating the date, time, place, and purpose of the meeting shall be provided to members during Church services on the two consecutive Sundays before the date on which the membership meeting is to take place. When feasible, additional notice shall be provided by mail and/or through electronic means.
- (c) Quorum. Those members present and voting at a membership meeting shall constitute a quorum for the transaction of business at any membership meeting.
- (d) Presiding Officer. The President of the Board of Trustees shall serve as the presiding officer of the annual membership meeting. If the President is not present then the Vice President followed by the Board Secretary will preside.
- (e) Participation. Participation in the business affairs of any membership meeting shall be restricted to Active members in attendance. Participation of non-members in discussion of business must be approved by a two-thirds (2/3) majority vote of the members in attendance.
- (f) Voting. Unless otherwise provided in these bylaws, the vote of a majority of the members present and voting, or by absentee ballot, shall be necessary for approval or disapproval of the action being voted upon. Members unable to be present at an annual membership meeting may vote by absentee ballot upon application to the Church office in advance of the meeting date. Absentee ballots must be returned to the Church office by 5:00 PM on the Friday prior to the Annual meeting. Absentee ballots will not be accepted at special membership meetings. Proxy votes are not allowed at any meeting.

(g) Power and Authority. At the annual membership meeting, active members shall have the power and authority to do all of the following:

1. Elect members to the Board of Trustees;
2. Approve proposed amendments to these by-laws;
3. Vote on any individual capital expenditure which exceeds One Hundred Thousand Dollars (\$100,000) and any individual non-capital expenditure which is not in the annual budget and exceeds Seventy-Five Thousand Dollars (\$75,000). A two-thirds (2/3) affirmative vote of those present and voting is required for approval of such expenditures.
4. Nominate and elect members and an alternate, to serve on the Nominating Team.
5. Vote on any matters officially brought to the attention of the membership.

(h) Prayer. In any membership meeting, the presiding officer, the Senior Minister, or any member, may request that action on an item of business be suspended while the membership enters into a time of prayer on the issue. Upon such request, the presiding officer shall provide a period of prayer and silence.

6.02 Special Meetings:

(a) Requesting Special Meetings. Any time the affairs of this ministry warrant, a special membership meeting may be requested by the Senior Minister ; a majority vote of the entire number of trustees currently serving on the Board of Trustees; or a petition signed by one-tenth (1/10th) of the active membership and submitted to the Board of Trustees.

(b) Calling Special Meetings. Upon receiving proper request for a special membership meeting, the President of the Board of Trustees shall call the meeting on behalf of the requesting party within thirty (30) days of the 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 annual meetings outlined in 6.01.

Two exceptions existing for voting provisions:

1. To override any action of the Board of Trustees, a 3/4 vote of the active members attending the meeting is required.
2. To remove a sitting Trustee, a 2/3 vote of active members attending the meeting is required.

(c) Special Meeting Business. Business conducted at a special meeting shall be limited to the pre-stated purpose(s) given in the meeting notice.

ARTICLE VII. BOARD OF TRUSTEES

7.01 Structure. The Board of Trustees shall consist of the Senior Minister and seven Trustees elected from the membership of the Church. Each elected Trustee shall hold office for three years or until a successor is duly elected. The terms of at least two elected Trustees shall expire annually and their positions shall be filled at the annual membership meeting. No elected Trustee shall serve more than two consecutive terms (whether full or partial). An elected Trustee who has served two consecutive terms shall be eligible to be re-elected or appointed to the Board, provided at least 12 months have expired since the end of their last term served.

7.02 Qualifications/Limitations.

(a) Qualifications. Any person elected to the Board of Trustees must be a member of the Church and someone who:

- (1) Endeavors to live in accordance with principles of love and truth as taught by Unity.
- (2) A member of the Church for a minimum of one year;
- (3) Desires to serve on the Board;
- (4) Demonstrates leadership capabilities such as board/executive/managerial experience, financial and budgetary responsibilities, strategic planning, excellent communications skills, sound judgment, confidentiality, impartiality, and a history of leading by example;
- (5) Financially committed to this ministry;
- (6) Furthers the work of this ministry through his or her active participation, love and support;
- (7) Is a sincere and continuing student of Unity, conversant with its teachings;
- (8) Is not otherwise disqualified by these bylaws from serving on the Board.

(b) Limitations.

- (1) A Licensed Unity Teacher cannot serve on the Board.
- (2) An elected trustee cannot be the spouse, parent, child, or significant other of another trustee or staff member of the Church.
- (3) A spouse, parent, child, or significant other of an elected Trustee may not be an individual employed by the Church, either full-time or part-time, with the exception of the Senior Minister.

7.03 Election.

(a) Nominating Team. A Nominating Team shall be formed at least six months prior to the annual membership meeting and shall initiate a search for qualified candidates to fill expiring terms on the Board of Trustees. The Team shall consist of one Senior Minister and four members selected in the manner below.

- (1) At the annual membership meeting, the membership shall elect two of its members, and an alternate (who shall have received the third highest number of votes), to serve on the Nominating Team for the next year's election. In the event that the persons so elected are unavailable to serve on the Nominating Team, the Board shall select a person from the membership to fill the vacancy, other than a current Board member.
- (2) The Board shall select one of its Trustees who is not eligible for re-election.
- (3) The Senior Minister and the above three Team members shall select the final Team member from the membership. The Team shall select its own chairperson from those members of the Team other than the Senior Minister or Board representative.
- (4) The team shall follow the Nominating Team procedure in accordance with the policies in effect at the time.

(b) Qualifications/Limitations. The elected positions for the Nominating Team should be broadly representative of the Church. To be eligible for election as a member of the Nominating Team, a person must be:

- (1) A member of the Church for a minimum of one year;
- (2) A regular financial supporter and regular attendee of the Church;
- (3) One who supports Unity principles;
- (4) One who actively supports the mission, vision and values, as well as the policies and bylaws of the Church, and;
- (5) One who has the available time, freedom and willingness to attend the meetings of the Nominating Team.
- (6) No member of the Nominating Team shall be an employee of the Church other than the Senior Minister. Members of the Nominating Team are not barred from themselves becoming nominees for the Board.

(c) Nominating Procedure. All nominees for Board service, no matter how nominated, must qualify in accordance with Qualifications set forth in these bylaws. As the presiding officer of the annual membership meeting, the President shall:

(1) Read or refer to the Qualifications required for nomination to the Board as stated in these bylaws just prior to the call for nominations.

(2) Call upon the chairperson of the Nominating Team to present the Team's recommended nominations and any additional nominations.

(d) Additional Nominations. Additional nominations subsequent to the publication of the slate of candidates by the Nominating Team may be submitted to the Nominating Team for qualifications verification a minimum of two weeks prior to the date of the Annual Membership meeting of the Church.

(e) Voting. When there is only one nominee for each Trustee position before the membership, the election may be conducted by voice vote. Written ballots are required if there are more nominees than there are open positions. The nominees receiving the most votes will fill the open positions with the longest remaining terms, in order of vote count.

7.04 Vacancy/Replacement.

(a) Vacancy. A Trustee position may be vacated by any of the following means:

(1) The resignation or the passing of the Trustee.

(2) The Board voting for the removal of a Trustee due to absences from three regular Board meetings within a six-month period. Absences may be excused by the Board upon written request.

(3) The membership voting for removal of a Trustee because of failure to fulfill the duties of the office as specified in these bylaws.

(b) Replacement. Should a vacancy occur on the Board of Trustees, the Board shall fill the vacancy by appointment within three months of the vacancy. Only persons meeting the Qualifications specified in these bylaws may be considered as a replacement. The appointment shall expire on the day of the next annual meeting. A person appointed in this manner is not considered having served a term.

7.05 Prayer. In addition to adhering to the normal procedures set forth in these bylaws, it is important that the spiritual principles taught by Unity be utilized in the handling of decisions before the Board. During the discussion of an item of business, any Trustee may request time for prayer about the issue. Upon request, the chair shall provide a period of prayer and silence.

7.06 Duties. As representatives of the membership, the Board of Trustees shall perform the duties set forth in these bylaws and shall:

(a) Spirituality. Uphold the spiritual purpose of this ministry.

- (b) Mission and Vision Statements, and Core Values. Uphold the Mission, Vision and Core Values of the Church.
- (c) Membership representation. Uphold the highest interest of the membership in conducting the business of this ministry.
- (d) Knowledge of Bylaws. Be conversant with these bylaws and establish such Board policies as it deems appropriate in fulfilling the responsibilities under these bylaws.
- (e) Payment Authorization. Determine the business needs of this ministry and authorize payment of monies for these purposes.
- (f) Budget Approval. Approve the annual operating and capital budget and review the monthly actual performance relative to the budget.
- (g) Attendance. Be faithful in attendance at services, Board and membership meetings of the Church.
- (h) Fiduciary Responsibility. The Board commits to being judicious stewards of the Church resources in alignment with the Strategic Vision and Direction of the Church. Each year cause to be prepared a complete financial statement with disclosures which will set forth the fiscal conditions and operations of the ministry.
- (i) New Members. Receive members into the Church.
- (j) Board Vacancy. Act to fill the unexpired term of any trustee in accordance with these Bylaws.
- (k) Election of Officers. Elect officers of the board, and their successors to fill any unexpired term when necessary.
- (l) Participation. Attend and actively participate in ongoing Board education programs.
- (m) Membership Records. Keep or cause to be kept an accurate record of membership and conduct an annual membership renewal.
- (n) Other duties. Consider, and when necessary, perform other duties brought to the attention of the Board by the Senior Minister or other Trustees.
- (o) Contracts/Expenditures. The Board may authorize the Senior Minister or other officer or agent to enter into contracts or expend funds up to Twenty-five Thousand Dollars (\$25,000) for non-capital expenditures for individual items which are not in the approved annual UCOH budget. The Board may authorize an individual non-capital expenditure of up to Seventy-five Thousand Dollars (\$75,000) for an item not approved in the annual budget. A capital expenditure may be authorized by the Board not exceeding One

Hundred Thousand Dollars (\$100,000). Expenditures in excess of the aforementioned amounts may be considered and approved as stipulated in Section 6.01(g).

- (p) Fidelity Bonds. At the Church's expense, fidelity bonds may be secured for the Treasurer, Senior Minister, and any other officers or agents as determined by the Board.
- (q) Financial Review/Audit. The Board shall engage an independent certified public accountant to conduct an annual audit or review of the financial records of the Church.
- (r) Fiscal Year. The fiscal year for the Church shall be October 1 through September 30.
- (s) Investments. Funds of the Church may be invested in a manner and for such purposes as authorized by the Board.
- (t) Property. The Board shall administer, or cause to be administered, the property of the Church, both real and personal.
- (u) Seal. The Church may have a seal of such design as the Board may adopt.
- (v) Staff. As recommended by the Senior Minister, the Board may authorize the employment of all staff and personnel within the approved budget.
- (w) Tax Reporting. The Board shall keep, or cause to be kept, accurate records of contributions and gifts to the Church in compliance with Internal Revenue Service regulations and acknowledge in writing such contributions in compliance with those regulations.
- (x) Secure and maintain directors and officers insurance for all Board of Trustee members and Senior Minister.

7.07 Compensation. Upon approval of the Board, an elected Trustee, including the Trustee's spouse, significant other, parent or child, may receive reasonable compensation for services rendered to the Church. An elected Trustee who receives compensation in this manner (either directly or indirectly through a loved one) must disclose his/her interest to the Board and recuse him/herself from the vote to authorize said payments. The action of the Board shall be recorded in the minutes.

7.08 Selection/Termination of Senior Minister. It is the responsibility of the elected members of the Board to select and employ a Senior Minister by a two-thirds (2/3) majority vote. Similarly, a two-thirds (2/3) majority vote of the elected members of the Board is required to terminate the employment of a Senior Minister.

7.09 Meetings and Quorum.

- (a) Regular Board Meetings. The regular business meetings of the Board shall be held at the Church on the dates and times called by the President, unless otherwise specified by the Board.

(b) The Board is also 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 concerned.

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.

(c) Special Board Meetings. Special meetings of the Board shall be called by the President under any of the following conditions:

(1) By request of the Senior Minister.

(2) By the request of two or more of the Trustees.

(3) As the President deems necessary.

The request shall be filed with the Board Secretary. Reasonable effort must be made to notify all Trustees of any special meeting.

(d) Quorum. Five Trustees or a two-thirds majority of active Trustees shall constitute a quorum for the transaction of business.

(e) Senior Minister. The Senior Minister (whether one or more) has the right to be notified and to attend all regular or special meetings of the Board, and to vote on all matters, except that of his or her own employment, or that of his or her successor; or any other matter proscribed in these bylaws. The Senior Minister shall serve as an ex-officio member on all teams consistent with these bylaws.

ARTICLE VIII. OFFICERS

8.01 Structure. Officers of the Board of Trustees 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. The Senior Minister is ineligible to hold an officer position.

8.02 President. The President shall: (a) Preside at all Board meetings.

(b) Preside at all membership meetings.

(c) Appoint teams in accordance with these bylaws.

(d) Serve as an ex-officio member on all teams, except the Nominating Team.

(e) Sign such papers and documents, upon proper authorization, as may be necessary or appropriate.

(f) Be responsible for the planning of Board orientation, retreats and workshops.

8.03 Vice-President. The Vice-President shall:

(a) Perform all the duties of the President in the absence of the President.

(b) Become President in the event the office of the presidency becomes vacant. In such case, a new Vice-President shall be elected from among the remaining trustees to fill the remainder of the term.

8.04 Secretary. The Secretary shall:

(a) Keep, or cause to be kept, an accurate record of the minutes of all Board and membership meetings.

(b) Keep, or cause to be kept, all records, contracts, other legal papers, minute books, and the corporate seal, which items shall be kept in the Church at all times, or in such other depository as prescribed by the Board.

(c) Attend to all official business required by the Board.

8.05 Treasurer. The Treasurer shall, in conjunction with the Senior Minister:

(a) Serve as a member of the Budget and Finance Team.

(b) Keep, or cause to be kept, a record of all financial transactions, and submit a monthly financial report at each regular Board meeting.

(c) Cause to be submitted a financial report, covering the last complete fiscal period, at the annual membership meeting.

(d) Count, or cause to be counted by at least two (2) qualified persons all funds received, and be responsible for their deposit.

ARTICLE IX. BOARD TEAMS

9.01 Formation. Unless otherwise provided by these bylaws, the President of the Board may appoint and charge teams for any specific purpose, conditioned upon the Senior Minister's approval and ratification by the Board. Both the President and the Senior Minister shall serve as ex-officio members of any team formed under this section. Unless otherwise provided in the team's charge, the team shall cease to exist at the end of the next annual membership meeting.

9.02 Budget and Finance Team.

(a) Structure. The Budget and Finance Team shall be a standing team to the Board. After the annual membership meeting, the newly selected President shall appoint the Treasurer and at least three (3) other individuals to serve on the Team. Team members shall be appointed (or re-appointed) from the Church membership and Board members shall be eligible for appointment (except the President and Senior Minister who serve as ex-officio members). The Budget and Finance Team shall select a chairperson to preside over its meetings.

(b) Duties. The duties of the Budget and Finance Team shall include, but not be limited to:

- (1) Reviewing financial statements of the Church at least quarterly and preparing reports for submission to the Board as necessary.
- (2) Preparing recommendations on the annual budget for the Board.
- (3) Reviewing and recommending the annual financial report to the Board.
- (4) Submitting recommendations to the Board on financial policy and financial administration.

9.03 Nominating Team. Duties and Responsibilities. The Nominating Team shall annually evaluate all candidates and present all qualified nominees for consideration by the membership at the Annual Membership Meeting for open board positions as defined in Section 7.03. See UCOH Policy and Procedures in effect at this time.

9.04 Endowment Management Board – See UCOH Policy and Procedures in effect at the time.

ARTICLE X. MINISTERS

10.01 Senior Minister(s).

(a) Employment. The Board shall select one or more ordained or licensed Unity ministers as the spiritual and administrative leader(s) of the Church, who shall be known as the Senior Minister and who shall automatically be deemed a member of the Church.

(b) Contract: The terms and conditions of the Senior Minister's employment, including compensation, periodic sabbaticals, and provisions for resignation or discharge, shall be reduced to a written contract. This contract shall be reviewed by the Board and the Senior Minister semi-annually during the first year of the Senior Minister's service and annually thereafter. Terms of this contract may be renegotiated at these times; however, the Senior Minister shall not vote as a member of the Board on these matters.

(c) Duties. As spiritual leader, the Senior Minister shall have the independence to determine the spiritual direction of this ministry in accordance with the purposes set forth in these bylaws. As administrative leader, the Senior Minister shall manage, supervise, and direct the daily operations of the Church within the authority established by these bylaws and as delegated by the Board. Such

duties shall include, but not be limited to, the scheduling, conduct, and content of services, classes, and all other activities that further the purpose of this ministry.

(d) Voting. The Senior Minister shall be a voting member of the Board of Trustees in all matters, except that of his or her own employment, or that of his or her successor; or any other matter proscribed in these bylaws.

(e) Termination. The Board may terminate the Senior Minister by a 2/3 majority vote.

10.02 Associate Minister(s).

(a) Employment. The Senior Minister may appoint one or more associate ministers who shall be duly licensed or ordained Unity ministers or duly licensed or ordained New Thought Ministers having been licensed or ordained by a licensing and ordaining body, recognized and approved by Unity Worldwide Ministries. An associate minister's compensation shall be fixed by written agreement between the associate minister and the Senior Minister, and such agreement shall be subject to ratification by the Board. An associate minister shall be deemed a member of the Church.

(b) Duties. An associate minister shall undertake such duties and responsibilities as assigned by the Senior Minister and shall be responsible to the Senior Minister.

ARTICLE XI MEETING PROCEDURE

11.01 Unless otherwise provided by these bylaws, the latest edition of Robert's Rules of Order shall be the authority for meetings conducted under these bylaws.

ARTICLE XII DISSOLUTION

12.01 Dissolution. In the event of dissolution, distribution of all assets remaining after payment of liabilities shall be determined by the Board in alignment with the mission and values of the Church; 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 the Church, the Board of Trustees 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 the Church is located shall make such distribution as herein provided upon the application of one or more persons having a real interest in the Church or its assets.

ARTICLE XIII. AMENDMENTS

13.01 Procedure. These bylaws may be amended or revised by the members at a legally constituted membership meeting, and written notice must be given to the members as provided in these bylaws. In addition, the actual proposed amendments or revision shall be made available to the members at least 14 days before the membership meeting by employing at least two means of publication (e.g., posting inside Church, bulletin insert, Church website, etc.), and copies shall be

provided to any member upon request. An affirmative vote of two-thirds (2/3) of the members present and voting shall be necessary to pass any amendment or revision to these bylaws.

13.02 Review. At a minimum of every five years, the Board shall form a team to review the bylaws and propose any amendments or revision.

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As approved by the members of Unity Church of the Hills at the annual membership meeting, __date__, to be effective immediately.

ATTEST:

Current Secretary
Secretary, Board of Trustees