

BYLAWS FOR UNITY CHURCH OF FORT WORTH

5051 Trail Lake Drive, Fort Worth, Texas 76133

I. IDENTIFICATION.

- A. **Statement of Purpose.** The purpose of Unity Church of Fort Worth (the "***Church***"), a non-profit corporation organized under the Texas Non-Profit Corporation Act (the "***Act***"), is to teach and practice the universal principles of Truth, as taught and demonstrated by Jesus Christ and interpreted by Unity School of Christianity and Unity Worldwide Ministries, a non-profit corporation organized and existing under the laws of the state of Georgia with headquarters at Unity Village, Missouri ("***UWM***"). In the accomplishment of this purpose, the Church shall pursue the following, which shall be referred to collectively in these Bylaws as the "***Ministry***":
1. Conduct services of worship and classes of instruction in practical Christianity;
 2. Demonstrate the principles of Truth by using them in the operation of the Ministry;
 3. Receive, hold and disperse gifts, bequests and funds from all sources;
 4. Acquire (by gift, purchase or otherwise), hold, improve, and convey real or personal property;
 5. Exercise any and all powers, rights and privileges which corporations organized under the Non-Profit Corporation Law of the State of Texas may now or hereafter exercise; and
 6. Adopt other means that, in the judgment of the Ministers and the Board, will further the principles of practical Christianity among people everywhere.
- B. **Tax Exemption.** This Church is organized exclusively for one or more of the purposes as specified in section 501(c)(3) of the Internal Revenue Code of 1986, as amended (herein the "***Code***"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. Specifically, the Corporation shall be organized and operated exclusively: (a) as a church as described in Section 170 (b)(1)(A)(I) of the Code; (b) for religious purposes within the meaning of Section 501(c)(3) of the Code; and (c) to support public worship according to the principles of UWM.
- C. **UWM Membership and Responsibilities.** The Church is a member of UWM. The operation and conduct of this Ministry shall comply with the regulations and policies of UWM as outlined in UWM Bylaws, as they may be updated and amended from time to time, insofar as they do not conflict with the laws of the State of Texas. The Church shall operate on a strictly non-profit basis and no net earnings or assets of the Church shall benefit any individual, corporation, director or officer of the Church, except for the compensation of employees as expressly authorized in these Bylaws.
1. **Participation.** This Ministry may have its voice heard and its wishes expressed in the membership meetings of UWM, and its members may participate in workshops, seminars, and classes designed to encourage and foster their spiritual development and that of the ministry.
 2. **Resources.** This Ministry can benefit from its membership in UWM 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.
 3. **Leadership.** This Ministry shall have as its leader an ordained or licensed Unity Minister or Ministers, each in good standing, or a person (preferably a Licensed Unity Teacher) serving under special dispensation approved by UWM.

4. Teaching. The principles of practical Christianity, as revealed from the Bible and other sacred texts, shall be taught through this Ministry. Methods, textbooks, literature and other materials approved by UWM are recommended for use.
5. Mailings. As appropriate, copies of printed matter sent by this Ministry to the membership shall be sent to the office of the President/CEO of UWM.
6. Reports. As Administrative Director of this Ministry, the Senior Minister will make annual reports to UWM on forms supplied by UWM.

D. Definitions. Defined terms used in these Bylaws are shown where defined in "*bold italics*".

II. OFFICE AND OFFICIAL RECORDS.

- A. Principal Office. The Principal office of the Church shall be located at 5051 Trail Lake Drive, Fort Worth, Tarrant County, Texas 76133, or at such other place within the State of Texas as the Board of Trustees (the "**Board**") hereafter shall designate. The Church may also have offices at such other place or places as the Board may from time to time designate.
- B. Registered Office and Registered Agents. The Church shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Church's principal office in Texas. The Board may change the registered office and the registered agent as provided in the Act.
- C. Official Records. Records of membership, finances, donation, corporate minutes, etc. will be maintained at the principal office of the Church. Official Church documents are to be available to Church officers, the Board and the Ministers as appropriate.

III. MEMBERSHIP.

- A. Qualifications. A member of Unity Church of Fort Worth shall endeavor to live in accord with the Jesus Christ principles of Love and Truth as taught by Unity and shall further the work of this Ministry through active interest, love and support.
- B. Classes Of Membership. Membership in this Church shall be in one of two classifications:
 1. Voting Membership. Voting membership shall consist of those persons 18 years of age or over who have made written application for membership, who have attended an approved orientation as designated by the Senior Minister, who have attended and received prayerful induction before the congregation at a designated Membership Sunday service, and who continue to support this Church through their prayers, attendance and financial contributions as active members of this Ministry. Each voting member in attendance at annual or special membership meetings shall have one vote for each ballot item requiring a vote by the Church membership. All Ministers and Licensed Unity Teachers serving on the Church staff shall be members of this Ministry.
 2. Youth Membership. Youth membership shall consist of young people under 18 years of age who otherwise fulfill all prerequisites of voting membership. Upon reaching the age of 18 years, youth members may become voting members by making written application.
- C. Terms Of Membership.
 1. Active Members. To retain active membership rights, each member must indicate a desire to remain a member by completing and returning to the Church a yearly membership renewal card or such other document as approved by the Board of Trustees. If no current membership

renewal card or approved document is on file prior to the annual membership meeting, that person becomes inactive and cannot serve on the Board of Trustees or vote at any membership meeting.

2. Inactive Member.

(a) An active member will become inactive upon (i) moving such a distance from the Ministry that would prevent attendance, or (ii) absence from the congregation for one year providing the Ministry has attempted by mail to notify the member of the change in membership status, (iii) resignation, or (iv) failure to recommit annually.

(b) Members who have been advised by the Board of inactive status may regain active status during the year 90 days after submitting a membership renewal card and being active in accord with **Section III.C.1**. Inactive members will only be removed from the membership rolls upon their request. They can resume active status no less than 90 days before a membership meeting.

3. Removal. Those individuals who are determined by the Board, including agreement by the Senior Minister, to no longer fulfill the qualifications of active membership will be removed from the member list. Prior to any such removal, the member must be given an opportunity for a hearing before the Board, if requested. The Board will attempt to notify such member of their removal within 30 days. Said notice shall be sent to the member's last known address then on file with the Church. A removed member may submit a written request for reinstatement of membership. The Board may reinstate membership on any reasonable terms that the Board deems appropriate.

4. Transfer of Membership. Individuals seeking to transfer membership from another Unity church shall provide a letter confirming their membership status at that church.

D. Rights of Active Members. Each active member of the Church shall have the following rights:

1. Vote at any duly called annual or special membership meeting at which the member is present. See **Section III.E**.

2. Elect members to the Board as specified in **Section IV.D**.

3. Ratify the Bylaws of this Ministry or any amendments thereto as specified in **Section XI**.

4. Vote on any expenditure regarding the sale, pledge, or proposed financing of real property belonging to this Ministry that exceeds \$50,000 in value in accordance with **Section III.E.10**.

5. Elect members to serve on the Board Development Team as specified in **Section IV.D.2**.

6. Call a special membership meeting when the affairs of this Ministry warrant such action. Refer to **Section III.E.9**.

7. Vote to override any action of the Board at a duly constituted membership meeting (notice of the issue to be voted on must be submitted to the membership in writing at least 10 days, but not more than 60 days, prior to the subsequent membership meeting) in accordance with **Section III.E.10.h**.

8. Vote for the removal of any Minister in accordance with **Section IV.C.4.(c)** or of any or all Trustee(s) from the Board in accordance with **Section III.E.10.f**.

9. Vote on any matters on which a membership vote is required by the Texas Non-Profit Corporation Act or otherwise officially brought to the attention of the membership.

10. Offer suggestions to the Minister(s) or Board as may seem advisable for the good of this Ministry.

11. Request conflict transformation assistance by notifying the President/CEO of UWM in writing with copies to the Board and Ministers in the event of a dispute adversely affecting the Ministry. Upon receipt of a request for assistance from 10 or more voting members to the President/CEO or designee of UWM, such person will confer with the Ministers, the Board and/or UWM's Regional Representative to evaluate whether further action is required.

12. Serve on Ministry teams if selected; speak in debate at any membership meeting according to the rules provided for debate.
13. Participate in all activities and programs of the ministry.

E. Celebrations, Meetings and Quorums.

1. General. Annual or special membership meetings of the membership shall be conducted for the transaction of the spiritual and financial business and welfare of this Ministry.
2. Annual Membership Meeting and Celebration. The Annual Membership Meeting and Celebration of the Church shall be held at its official headquarters on the day and at the time of day designated by the Senior Minister and Board, typically in the month of November unless the Board votes to hold the meeting at another time and place in another month.
3. Written Notice. Written notice stating the date, time and place shall be sent to all voting members at least 10 days, but not more than 60 days, before any membership meeting.
4. Quorum. Those voting members present and voting at a duly called membership meeting called pursuant to the notice provisions of **Section III.E.3.** shall constitute a quorum at any membership meeting.
5. Participation. Participation in the business affairs of any membership meeting shall be restricted to voting members of the Church. Participation of other persons must be approved by a two-thirds vote of the voting members in attendance. UWM representatives have the right to participate in discussion (but not any vote) when they have been invited by any Minister, the Board, or the membership.
6. Voting. Unless otherwise provided herein, the vote of a majority of the voting members present and voting, or by absentee ballot, shall be necessary for approval or disapproval of that action being voted upon. Voting members unable to be present at the Annual Membership Meeting and Celebration may vote by absentee ballot upon application to the Church office in advance of the meeting date. Absentee ballots must be returned prior to the meeting. Absentee ballots will not be accepted at special membership meetings. Proxy votes are not allowed at any membership meeting.
7. Prayer. In any membership meeting, the Board President (or acting chair) or any Minister, Trustee, UWM Representative or 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 chair shall provide a period of prayer and silence.
8. Adjournment. All meetings shall be adjourned by the President, or by motion from the floor, and subject to ratification by the assembled members by acclamation.
9. Special Membership Meetings. Any time the affairs of this Ministry warrant, a special membership meeting may be called by:
 - (a) Any Minister or
 - (b) A majority of the Board or
 - (c) A petition submitted and signed by 10 percent of the voting members. A written request must be submitted to the Board who shall, within a reasonable period of time not to exceed 30 days, call the meeting on behalf of the requesting party(ies).

The purpose(s) for the special membership meeting shall be stated both in the written request for the meeting and the written notice to the membership. In the case of a special membership meeting called by written petition, the written notice of the meeting to the membership will faithfully reflect the purpose(s) for such meeting stated in the petition. Business conducted at the special membership meeting shall be limited to the pre-stated purpose(s).

Voting on all issues at a special membership meeting shall follow the voting guidelines set out in **Section III.E.10.**

10. Power and Authority. Annual membership meetings shall have the power and authority to do all of the following:
- (a) Elect members to the Board of Trustees;
 - (b) Approve proposed amendments to these bylaws;
 - (c) Elect members and an alternate to serve on the Board Development Team;
 - (d) Vote on any matters officially brought to the attention of the membership;
 - (e) Approve by a two-thirds (2/3) vote any expenditure regarding the sale, pledge, or proposed financing of real property belonging to this Ministry that exceeds fifty thousand dollars (\$50,000);
 - (f) Remove by a two-thirds (2/3) vote any or all trustee(s) from the Board of Trustees;
 - (g) Terminate or suspend by a two-thirds (2/3) vote the employment of the Senior Minister;
 - (h) Override any action of the Board of Trustees provided that notice of the action to be voted upon is submitted to all active members in writing ten (10) days prior to the meeting and is approved by a three-fourths (3/4) vote; and
 - (i) Approve by a three-fourths (3/4) vote the dissolution of the Church.

IV. ADMINISTRATION, MANAGEMENT, AND LEADERSHIP.

A. Administration. The administration, management, and leadership of the Church shall be vested in the Senior Minister, who is the Administrative Director, and the Board elected from the membership.

B. Ministers.

1. Senior Minister:

- (a) Duties: As the Spiritual Leader of the Ministry, the Senior Minister shall be responsible for the scheduling, conduct, and content of worship services, classes, and spiritual studies; shall minister to the needs of all individuals who seek spiritual guidance; and shall supervise all other activities that further the purpose of this Ministry as specified in **Section I.A.** As Administrative Director, the Senior Minister shall be:
 - (i) Responsible for the functioning of this Ministry, including the hiring and termination of all employees and the maintenance of the physical facilities of the Church.
 - (ii) Responsible for managing the day-to-day financial affairs of the Ministry in accordance with the approved Budget;
 - (iii) A voting member of the Board on all matters except own employment, salaries or performance, or that of successors.
 - (iv) Responsible for appointing Ministry Teams in accordance with **Section V.**
 - (v) A member of all Ministry Teams, other than any teams to which the Senior Minister appoints an alternate representative of the Ministry or otherwise declines to participate, or any teams created by the Board to consider the Senior Minister's employment or salary, or that of successors.
 - (vi) Responsible for requesting conflict transformation assistance by notifying the President/CEO of UWM in writing, with copies to the Board President and the Secretary, in the event of a dispute adversely affecting the Ministry. Upon receipt of such request for assistance to the President/CEO or designee of UWM, such person will confer with the Ministers, the Board and/or UWM Regional Representative to evaluate whether further action is required.
- (b) Selection: The Board of Trustees shall select the Senior Minister (or Co-Ministers) following the employment procedures for ministerial personnel of UWM.
- (c) Contract: The terms and conditions of the Senior Minister's employment, including compensation and provisions for dismissal or resignation, 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.

(d) Vacancy:

- (i) The position of Senior Minister may be vacated by death, incapacity, resignation or departure of the Senior Minister or, after complying with **Section IV.C.4.**, the Senior Minister's suspension or removal due to failure to fulfill the duties of the position as specified in **Section IV.B.1(a)**.
 - (ii) Should a vacancy occur in the office of the Senior Minister, the President or Secretary of the Board shall, within 30 days, communicate with the President/CEO of UWM to make requests for other candidates. The Board shall form a search team consisting of five voting members and two Trustees, or other search team composition and/or procedure provided by a Transitional Ministry Specialist serving under the auspices and authority of Unity Worldwide Ministries. The search team shall request and consider applications from individuals qualified to assume and fulfill the duties of the Senior Minister, and shall invite applicants considered qualified and worthy to conduct a worship service. The membership shall then tender their comments regarding each applicant to the search team for prayerful consideration. A Senior Minister shall be recommended from among the candidates by the Board and approved by the membership. The search process shall be conducted in a timely manner.
2. Associate and/or Assistant Ministers. Associate and/or Assistant Ministers will be duly licensed or ordained Unity Ministers who function with less responsibility than the Senior Minister. The Associate and/or Assistant Minister(s) will perform the duties and fulfill the responsibilities assigned them by the Senior Minister. The compensation of the Associate and/or Assistant Ministers shall be fixed by agreement of these Ministers and the Senior Minister, as ratified by the Board.

C. Board Of Trustees - Members.

1. Structure. The Board of Trustees (the "**Board**") shall consist of the Senior Minister and six (6) Trustees elected from the membership of the Church. Each elected Trustee shall hold office for two years, or until a successor is elected. Terms of elected Trustees shall be staggered so that the terms of either two or three Trustees shall expire annually. Vacancies caused by term expiration shall be filled at the Annual Membership Meeting and Celebration in accordance with **Section IV.D.** No person shall serve as Trustee for more than three consecutive terms of two years each without an interval of one year between third and fourth terms. No person filling an unexpired term of a Trustee shall be reelected more than twice without an interval of at least one year. No more than one Minister may serve on the Board at any one time. No individual receiving compensation from the Ministry, excluding the Senior Minister, nor any relative or "significant other" of such individuals, may serve on the Board. Further, no Trustee shall be the relative or "significant other" of another Trustee.
2. Prayer. It is important that in addition to adhering to the normal procedures for legal functioning set forth in these Bylaws, the spiritual principles taught by Unity shall 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.
3. Duties and Responsibilities of the Board of Trustees. As representatives of the membership of the Church, the Board shall:
 - (a) Uphold the spiritual purpose of this Ministry as stated in **Section I.A.**
 - (b) Uphold the highest interest of the membership in conducting business of this Ministry.

- (c) Be thoroughly conversant with the Bylaws and policies and procedures established for the operation of this Church and be careful not to exceed their powers as granted by the Bylaws. The Board shall provide directives governing the actions of the Trustees acting individually in carrying out the duties of office. Officers and Trustees shall remember always that they are servants of the membership.
- (d) Actively fulfill and sustain the qualifications for Trustees set forth in **Section IV.D.1.**
- (e) Establish policies and procedures for membership and approve applicants for membership in accordance with **Section III.B.**
- (f) Keep, or cause to be kept, accurate record of membership of the Church and review the membership rolls at least annually.
- (g) Be faithful in attendance at services, Board, and membership meetings of this Ministry.
- (h) Make determinations of the business needs of this Ministry and authorize payment of monies for those purposes.
- (i) Administer the real and personal property of this Ministry.
- (j) Make determinations on the sale, pledge, financing or purchase of real or personal property belonging to this Ministry. All decisions in favor of the sale, pledge, financing or purchase of real or personal property exceeding \$50,000 in value shall be presented to the membership at a membership meeting to be voted on in accordance with **Section III.E.10.** A vote of the membership is not required to refinance existing debt on real property. The Board shall have the right, without the need to call a special membership meeting, to dispose of any real or personal property donated to the Church which is not designated for a specific purpose and which does not exceed \$50,000.
- (k) Except as otherwise provided in these Bylaws, authorize in writing any officer, agent or employee of the Church to enter into any contract or execute any instrument in the name and on behalf of the Church, which authority may be general or confined to specific instances. Unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Church by contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.
- (l) Employ licensed or ordained Unity Minister(s) through cooperation with the employment management procedures of UWM.
- (m) As recommended by the Senior Minister, approve all staff positions of this Ministry, authorize the employment of all staff personnel, set and approve their salaries and establish policies and procedures for their recruitment, employment and termination.
- (n) Prior to the beginning of each fiscal year, cause to be prepared and approve a budget of all anticipated revenues and expenditures for the new fiscal year. The budget shall contain sufficient detail to provide meaningful information for Church management. A summary of the budget shall be made available to all members.
- (o) Set dates for the fiscal year for the Church's financial calendar.
- (p) Each year cause to be prepared and presented at the Annual Membership Meeting and Celebration a complete financial statement with disclosures that will set forth the fiscal conditions and operations of the Ministry. These statements shall be prepared in accordance with generally accepted accounting principles for non-profit organizations and will be made available to all members.
- (q) Be responsible for preparation of a financial report by a qualified independent person of the financial statement and records of the Church at the end of each Church fiscal year.
- (r) Act to fill the unexpired term of any Trustee in accordance with **Section IV.E.2.**
- (s) Elect officers of the Board and their successors to fill any unexpired term when necessary.
- (t) Attend and actively participate in any ongoing Board education programs.

- (u) Keep, or cause to be kept, accurate records of gifts to the Ministry in compliance with Internal Revenue Service regulations.
 - (v) Secure liability insurance, or make other appropriate arrangements, on behalf of any person who is or was a director, trustee, officer, employee or agent of the Church reasonably sufficient, in the Board's discretion, to protect each such person from and against any claims, expenses or liability asserted against or incurred by such person in such capacity or status, whether or not the Church would have the power to indemnify him or her against that liability under applicable law.
 - (w) Approve Ministry Teams as appointed by the Senior Minister or the Board President in accordance with **Section V**.
 - (x) Refer to mediation of all matters concerning the Senior Minister's services that cannot otherwise be reasonably resolved.
 - (y) Notify the President/CEO of UWM in writing, with copies of the approved request to the Ministers and the Secretary, in the event of a dispute adversely affecting the Ministry; also, to allow the President/CEO or designee of UWM, to confer with the Ministers, the Board and/or UWM's Regional Representative to evaluate whether further action is required.
 - (z) Terminate or suspend the employment of a Senior Minister, but only by complying with the procedure set out in **Section IV.C.4.(a-c)**.
 - (aa) Recommend dissolution of the Church as a corporation in accordance with **Section IX.B**.
 - (bb) Approve Applicants for membership and keep an accurate record of active and inactive members.
 - (cc) Issue, or cause to be issued, necessary W-2 and 1099 forms in compliance with Internal Revenue Service regulations.
 - (dd) Consider other duties brought to its attention by the Ministers, other Trustees, or the membership.
 - (ee) Take such other actions as may be deemed necessary for the best interest of this Ministry.
4. Termination or Suspension of Employment of Senior Minister.
- (a) Mediation. If a conflict, dispute, or impasse exists between the Board and the Senior Minister, the Board and Senior Minister must submit the conflict to a qualified Mediator within sixty (60) days from the date of the conflict. If the Board and Senior Minister cannot agree on a qualified Mediator, they each shall select a mediator. The two mediators shall then designate a qualified Mediator to mediate the dispute. Mediation must occur within sixty (60) days after designation of the Mediator.
 - (b) Conciliation. During the sixty (60) day period between the occurrence of the impasse and mediation, the Board and the Senior Minister shall cooperate with the conciliation procedures and guidance of UWM.
 - (c) Special meeting. If conciliation and mediation are unsuccessful, the Board may vote by a two-thirds (2/3) majority to terminate or suspend the employment of the Senior Minister. A two-thirds (2/3) vote of the Board is required to call a Special Meeting of the membership to consider removal or suspension of the Senior Minister. This Special Meeting must be held within sixty (60) days after the Board calls for the Special Meeting. A two-thirds (2/3) vote of the voting members then present and voting is required to terminate, suspend, or, if warranted, impose appropriate sanctions on the continued employment of the Senior Minister.

D. Board Of Trustees – Election.

1. Qualifications. Any person elected to the Board shall be a person who:
 - (a) Desires to serve on the Board and is capable and willing to perform the duties and responsibilities of a Trustee, as more specifically set out in **Section IV.C.3**.

- (b) Has been a voting member of this Church for at least two consecutive years.
- (c) Endeavors to live in accordance with the Jesus Christ principles of Love and Truth as taught by Unity.
- (d) Furthers the work of this Ministry through active interest, love, and support.
- (e) Is a sincere and continuing student of Unity, conversant with its teachings, and preferably someone who has made a systematic study of courses approved by the Senior Minister or from Unity's Spiritual Education and Enrichment Program.
- (f) Has demonstrated leadership capabilities through service on Ministry Teams, educational programs or other committed service to the Church.
- (g) Demonstrates ongoing support of the Ministry through the tithing of time, talent and treasure.

2. Board Development Team.

- (a) For each calendar year of the Church, a "Board Development Team" shall be formed for the purpose of nominating candidates for the Board.
- (b) At the annual membership meeting, the membership shall from among the active membership of the ministry select one member and one alternate to serve on the Board Development Team for the following year's election. In the event the person elected to serve becomes unavailable, the alternate shall serve. If the alternate also becomes unavailable to serve, the Board will elect a person from among the active members who is not a current member of the Board to fill the vacancy.
- (c) The Board will elect one of its Trustees to serve on the Board Development Team.
- (d) Together with the Senior Minister or Co-Ministers, the above two ministry team members will select a third person from among the active members to serve on the Board Development Team and be its chairperson.
- (e) In the event of an interim Board, the Board Development Team shall complete its selection process within thirty (30) days from the establishment of the interim Board.
- (f) Any person elected to the Board Development Team shall be a person who:
 - (i) Desires to serve on the team and is capable and willing to perform the duties of a member of the Church.
 - (ii) Has been a voting member of this Church for at least two consecutive years.
 - (iii) Endeavors to live in accordance with the Jesus Christ principles of Love and Truth as taught by Unity.
 - (iv) Furthers the work of this Ministry through active interest, love and support.
 - (v) Is a sincere and continuing student of Unity, conversant with its teachings, and preferably someone who has made a systematic study of courses approved by the Senior Minister or from Unity's Spiritual Education and Enrichment Program.
 - (vi) Has demonstrated leadership capabilities through service on Ministry Teams, educational programs or other committed service to the Church.
 - (vii) Faithfully attends services and team and membership meetings of the Ministry.
- (g) A member of the Board Development Team may be removed by a majority vote of the Board based on the recommendation of two or more members of the team for reasons such as failure to attend team meetings, refusal to fulfill the required duties in a productive manner, resignation from membership in the Church or inactivity in the affairs of the Church. Should any of the persons so elected be removed or otherwise unable to serve, including the alternate, the Board will select a person from the voting membership to fill the vacancy, other than a current Board member. In the event of an interim Board elected in accordance with **Section IV.E.2(d)**, the Board Development Team shall complete its selection process within 30 days from the establishment of the interim Board.
- (h) The Board Development Team shall convene as soon as reasonably possible after the Annual Membership Meeting and Celebration to establish a procedure by which it will

select qualified nominees. The team shall regularly communicate team progress reports to the membership through the Church newsletter, announcements at Sunday services, mailings and other presentations and publications, as necessary and appropriate.

3. Nominating Procedure.

- (a) At least six months prior to the Annual Membership Meeting and Celebration, the Board Development Team shall initiate a search for qualified candidates for each anticipated vacancy on the Board. Nominees should never be chosen on the basis of a person's business or financial resources alone.
- (b) At least four weeks prior to the Annual Membership Meeting and Celebration, the Board Development Team shall present its recommended nominees for each vacant Trustee position to the Board and the membership.
- (c) At the Annual Membership Meeting and Celebration, the Board Development Team shall present nominees for Trustee positions to be filled, which will be placed on the formal ballot.
- (d) As the presiding officer of the Annual Membership Meeting and Celebration, the outgoing President of the Board shall:
 - (i) Present **Section IV.D.** to the membership just prior to the call for nominations.
 - (ii) Call upon the chairperson of the Board Development Team to present the team's nominations.
 - (iii) All nominees must qualify in accordance with **Section IV.D.1.**

4. Election. If there are more nominees than openings, votes shall be cast by written ballot. The nominees receiving the greatest number of votes shall be elected to fill the vacancies created by the expiration of two-year terms. Determination of membership of any person shall be made by reference to the books and records of the Church.

5. Declaration. The newly elected Trustees shall be declared elected by the Chairperson following the report of the election tellers. Newly elected Trustees shall be formally notified by the outgoing Secretary of the Board.

E. Board Of Trustees - Vacancy and Replacement.

1. Vacancy. The office of a Trustee may be vacated by any of the following means:

- (a) The death, incapacity, resignation or departure of the Trustee.
- (b) The Board voting for the removal of a Trustee due to absences from three successive regular Board meetings. Absences may be excused by the Board upon written request to the Board President or Secretary.
- (c) The Board voting for the removal or suspension of a Trustee, or the imposition of appropriate conditions if warranted by the circumstances, because of a failure to fulfill the duties of his office as specified in **Section IV.C.3.**
- (d) The membership voting for removal or suspension of a Trustee, or the imposition of appropriate conditions if warranted by the circumstances, because of a failure to fulfill the duties of the office as specified in **Section IV.C.3.**

2. Replacement.

- (a) Should a vacancy occur on the Board, the remaining members of the Board shall proceed to fill such vacancy temporarily by majority vote at its next meeting. In case of emergency, a special membership meeting may be called to elect replacement Trustee(s). Only persons meeting the qualifications specified in **Section IV.D.1.** may be considered as replacements. No replacement shall have served as a Trustee during the year prior to his election. At the next membership meeting for which a vote on replacement Trustees is feasible, permanent replacement Trustees will be nominated and elected in the manner prescribed in **Section IV.D.4.** to fill any remaining year(s) of that term. The term of each such elected

- replacement Trustee shall expire on the same date as the term of the Trustee replaced. A person elected in this manner is not considered to have served a complete term.
- (b) If resignations on the Board have brought the number of Trustees to less than a quorum, the Board Development Team will submit a slate of qualified nominees to the membership to fill the vacancies.
 - (c) If more than fifty percent of the Board is to be recalled, the entire Board must be recalled. In such event, the membership may re-elect no more than fifty percent of the recalled Trustees.
 - (d) If the entire Board has been recalled, or a quorum does not exist, the voting membership will elect an interim Board whose term of office will not exceed 90 days. By the end of 90 days, a permanent Board must be elected.

F. Board Of Trustees - Meetings and Quorum.

- 1. Regular Board Meetings. Regular meetings of the Board of Trustees will be held at the principal executive offices of this ministry on the third Thursday of each month, unless otherwise stated by the Board.
- 2. Special Board Meetings. Special meetings of the Board will be called by the President of the Board if requested by the Senior Minister or Co-Minister; if requested by two or more Trustees; or if the President of the Board deems it necessary. Any request for a special Board meeting shall be made in writing to the Board Secretary. All current Board members, including the Senior Minister or Co-Minister, shall be given notice of any special Board meeting at least forty-eight (48) hours in advance of the meeting. The attendance of any member of the Board at the meeting shall serve as a waiver of this notice requirement.
- 3. Resolutions. The Board may conduct business without a meeting, when such business is "time-sensitive", through the preparation and distribution of written corporate resolutions that are approved by the Trustees via post, e-mail, or other approved means.
- 4. Quorum. A majority of the total number of Trustees currently serving shall constitute a quorum for the transaction of business. **Unless otherwise provided herein, the vote of a majority of the Trustees present shall be necessary for approval of the action being voted upon. Should the total number of Trustees fall below four (this includes the Minister) refer to Article IV, Section E.2.(Vacancy).**
- 5. Attendance. The Senior Minister and senior Associate Minister shall have the right to attend all Board meetings, with the exception of those meetings or portions thereof that pertain to determinations of the Senior Minister's employment, salary or performance and, with respect to the senior Associate Minister only, to ratification of the senior Associate Minister's employment, salary or performance. Each Minister must be notified in writing of all special Board meetings. If the Senior Minister or any Trustee declines to attend a regular or special Board meeting, the Board shall conduct the meeting as usual. Board meetings shall be open to all members and staff.

G. Board of Trustees – Officers. Officers of the Board shall consist of a President, Vice President, Secretary, Treasurer, and such other officers as the Board shall designate. All officers shall be elected at the first Board meeting following the Annual Membership Meeting and Celebration, or at a special membership meeting called for the purpose of selecting officers, and shall assume office at that time. All officers shall be elected by a majority vote and shall hold their respective offices for one year, or until their successors are elected or qualified.

- 1. President. The President shall:
 - (a) Preside at all Board meetings.
 - (b) Preside at all membership meetings.
 - (c) Sign such papers and documents, upon proper authorization, as may be necessary.

- (d) Be responsible for planning the Board orientation, retreats and workshops.
2. Vice President. The Vice President shall:
Assist the President in the performance of that officer's duties; perform all the duties of the President of the Board in the absence of the President; and succeed to the office of President in case the office of the President becomes vacant. In such a case, a new Vice President will be elected from among the remaining Trustees to fill the remainder of the unexpired 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.
 - (b) Hold in custody and be responsible for all reports, contracts, agreements, minute books, and the corporate seal, which items shall be kept in the Ministry office at all times, or in such other depository as prescribed by the Board.
 - (c) Attend to all official business required by the Board.
 - (d) Give all notices as provided in the Bylaws or as required by law.
 - (e) Keep a register of the mailing address of each member, Trustee, officer, and employee of the Church.
 - (f) Perform all other duties incident to the office of Secretary or as assigned by the President or the Board.
4. Treasurer. The Treasurer shall:
- (a) Be custodian of all monies, notes, securities and other valuables which may from time to time come into possession of this Ministry, and shall pay out, or cause to be paid out, funds authorized by the Board. See **Section IV.C.3**.
 - (b) Keep, or cause to be kept, a record of all financial transactions, and submit a monthly cash-basis financial report, which shall include a statement of assets and liabilities as of the end of each month and a statement of revenues and expenditures showing actual and budgeted amounts for each month, at each regular Board meeting. A summary of this report shall be made available to the membership not less than quarterly.
 - (c) The Treasurer shall establish and maintain adequate financial controls, subject to the approval of the Board of Trustees.
 - (d) Submit a financial report, covering the last complete fiscal period, at the Annual Membership Meeting and Celebration.
 - (e) Submit a financial report to the Board regarding the Church's books and records at the first regular meeting following receipt. See **Section IV.C.3**.
 - (f) Count, or cause to be counted by the appointment of qualified persons, all funds received. When counting ministry funds there should be at least two persons present.
 - (g) Place, or cause to be placed, the funds of this Ministry in the bank or other depository approved by the Board.
 - (h) Perform all other duties incident to the office of Treasurer or as assigned by the President or the Board.
5. Absence or Removal. If any Officer of the Board is not present at any regular or special Board meeting, such office shall be filled temporarily by those attending. Any officer elected or appointed by the Board may be removed by the Board with good cause. The removal of an officer shall be without prejudice to the contract rights previously exercised by such officer, if any.
6. Signature Authority. All checks, drafts, and orders for the payment of money of the Church shall require two signatures. All deeds, mortgages, and other written contracts and agreements to which the Church shall become a party, unless otherwise directed by the Board or required by law, shall be signed by the President and/or the Senior Minister, and at least one other Trustee. The Board may at any time designate officers, employees or other members of the

Church, other than those named above, who may sign any of such instruments in the name of the Church. The Board shall review such designations at least annually.

V. MINISTRY TEAMS; STANDING COMMITTEES.

“*Ministry Teams*” for any specific purpose, with the exception of the Board Development Team, shall be appointed by the Board or the Senior Minister and ratified by a majority of the Trustees. There shall be standing committees appointed in like fashion and shall consist of the (1) Finance Committee, (2) Marketing Committee, (3) Audit Committee, and such other standing committees as the Board may appoint. Each ministry team may have a board member as an ex-officio member.

VI. INDEMNIFICATION.

The Church shall indemnify a Trustee, officer, committee member, employee, or agent of the Church who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Church. For the purposes of this article, an agent includes one who is or was serving at the request of the Church as Trustee, officer, partner, proprietor, trustee partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Church shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Church’s best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Church shall not indemnify a person who is found liable to the Church or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if a court of competent jurisdiction has adjudged the person liable and all appeals have been exhausted.

VII. FISCAL YEAR.

The fiscal year of the Church shall begin January 1st and end December 31st each year.

VIII. OPEN RECORDS.

The accounting books and records, minutes of proceedings of the members, the Board and any Ministry Teams shall be open to inspection upon the written demand upon the Church by any voting member, Trustee or employee of the Church at any reasonable time for any proper purpose. Such inspection may be made in person or by agent, accountant, or attorney, and the right of inspection includes the right to copy and make extracts. Members also shall have the right to inspect the original or copy of these Bylaws, as amended to date and kept at the Church's principal executive office, at all reasonable times for any proper purpose.

IX. SEAL; DISSOLUTION.

- A. **Description.** The corporate seal of this Ministry shall include the name of the Ministry in a circle, which encloses the name of the city and date of incorporation.
- B. **Dissolution.** Should the Board recommend dissolution of the Church as a corporation, such dissolution shall be put to a vote of the members. The Church may be dissolved only by involuntary dissolution or at a membership meeting at which at least twenty-five percent of the members are present and only by a vote in accordance with **Section III.E.10.i** of the Bylaws. Such vote in favor

of dissolution shall specify the disposition of the assets of the Church. Should this Church dissolve as a corporation:

1. All property and funds remaining after the payment of the debts of the Church will be delivered to UWM.
2. Such funds or property will be for the use and benefit of UWM, as may be determined by the Board of UWM, in alignment with current policies and procedures.
3. UWM will make funds available for the re-establishment of the Unity ministry in Fort Worth, Texas in accordance with its current policies and procedures.
4. Should UWM no longer exist, any assets remaining of this Church after dissolution will be disposed of by a court of competent jurisdiction of Tarrant County, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for purposes set out in Section 5.01(c)(3) of the Internal Revenue Code of 1954.

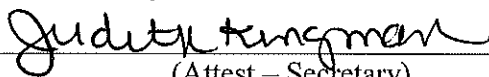
X. RULES OF ORDER - PARLIAMENTARY AUTHORITY.

The latest edition of *Roberts Rules of Order* shall be the authority of this Church on parliamentary law and its usage, unless otherwise provided by these Bylaws, and the Order of Business shall be followed at all meetings of the Ministry.


XI. BYLAWS AMENDMENTS – PROCEDURES.

Amendments to, or restatements of, these Bylaws may be proposed by a resolution passed by a majority of the Board or by a petition signed by 10 percent of the active membership of the Church. Amendments to, or restatements of, these Bylaws must be made by members of this Church at a legally constituted membership meeting. Written notice setting forth the proposed amendments must be sent to all members at least 10 days, but not more than 60 days, prior to the membership meeting. An affirmative vote of 75% of the voting members present and voting shall be necessary to pass any amendment to these Bylaws. These Bylaws fully supersede all previous Bylaws adopted by Unity Church of Fort Worth and where these Bylaws conflict with the Bylaws of UWM, these Bylaws shall control.

Amended and adopted by the membership of the Church effective as of March 3, 2019.



(Attest – Secretary)



(Attest – President)

Judith Kingman

(Print Secretary Name)

Peter Rooney

(Print President Name)