

# **Bylaws of Unity Church of Dallas (A non-profit corporation)**

## **ARTICLE 1. IDENTIFICATION**

- 1.1 Name. The name of the corporation is Unity Church of Dallas (hereinafter referred to as "UCD").
- 1.2 Registered office and registered agent. The address of the registered office of UCD is 6525 Forest Lane, Dallas, Dallas County, Texas 75230. The registered agent shall be determined by the Board of Directors from time to time.

## **ARTICLE 2. PURPOSE**

- 2.1 Statement of Purpose. The purpose for which UCD is organized is to promote the cause of Christianity in a practical manner by helping people recognize the Christ Within and, in conjunction therewith.
  - 2.1.1 Establish a place or places of worship;
  - 2.1.2 Seek fellowship and cooperation with any and all persons;
  - 2.1.3 Receive, hold, and disperse gifts, bequests, and funds from all sources;
  - 2.1.4 Provide a place of Christian work for the public;
  - 2.1.5 Heal the sick (in body, soul, and spirit);
  - 2.1.6 Lend a helping hand to those in need of spiritual guidance and enlightenment;
  - 2.1.7 Preach, teach, and demonstrate the word of God daily;
  - 2.1.8 Bear witness to the Christian truths and the teachings of the Christ, especially those relating to the development of a more complete Christian life;
  - 2.1.9 Serve as a member ministry of the Association of Unity Churches;
  - 2.1.10 Acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in furtherance of the purposes of UCD.
  - 2.1.11 Have and exercise any and all powers, rights, and privileges which corporations organized under the Non-Profit Corporation Law of the State of Texas may, by law, now or hereafter, have or exercise, provided, however, that all such powers, rights and privileges shall be utilized only in furtherance of the purposes of UCD.
- 2.2. UCD shall operate on a strict non-profit basis, and in no event shall any part of the net earnings, if any, or assets of UCD inure to the benefit of any individual, including but not limited to any in corporation, Director, or officer of UCD; however, UCD may pay compensation in a reasonable amount to the Senior Minister of UCD, UCD's Associate Ministers, and other members of the staff of UCD, for services rendered as long as such services promote the purposes of UCD as set forth in UCD'S Articles of Incorporation and Bylaws.

## **ARTICLE 3. MEMBERS**

- 3.1 The corporation shall have members. Members shall not be entitled to the issuance of any stock but may be issued certificates of membership.
- 3.2 Requirements for membership. Anyone who has a sincere desire to further the purposes of UCD as set forth in these Bylaws may be considered for membership, subject to completion of the following:
  - 3.2.1 Public acknowledgment of their willingness to further the purposes of UCD, either before or immediately after completion of 3.2.2.
  - 3.2.2 An orientation course offered by UCD concerning the history of the Unity movement or a letter of recommendation from another Unity church.
  - 3.2.3 Familiarity with the policies of UCD and these Bylaws, which shall be part of any orientation course.
  - 3.2.4 Participation in the activities and purposes of UCD.
  - 3.2.5 Members in good standing on the date of the adoption of these Bylaws are exempt from the requirement to attend an orientation course described in section 3.2.2.
- 3.3 Powers of members. Members of UCD shall have the power to do the following:
  - 3.3.1 Vote at any meeting of members at which the member is present. Except as provided in Section 4.2.12, there will be no votes cast by proxy.
  - 3.3.2 Elect members to the Board of Directors – “The Board” and the Endowment Fund Advisory Committee. Qualifications for serving on the Endowment Fund Advisory Committee shall be equivalent to those for Directors.
  - 3.3.3 Vote on any matter requiring approval of the membership pursuant to section 4.2.9.
  - 3.3.4 Call a special membership meeting when the affairs of this ministry warrant such an action in accordance with section 3.4.2.
  - 3.3.5 Elect members to serve on the Nominating Committee.
  - 3.3.6 Vote on any other matter on which a membership vote is required by the Texas Non-profit Corporation Act.
  - 3.3.7 Inspect the approved minutes of meetings of the Board of Directors, excluding the minutes of executive session, within 15 business days following a Board meeting.
    - 3.3.8 Vote to override any action of the Board of Directors provided notice of such vote is communicated to the membership by mail ten (10) days prior to the meeting of the membership. Seventy-five (75) percent of the members present are required to override an action of the Board of Directors.
  - 3.3.9 Vote for the removal of any Director from office in accordance with section 4.7.2.
  - 3.3.10 Offer suggestions to the minister(s) or Board of Directors as may seem advisable for the good of UCD.
  - 3.3.11 A petition signed by ten (10) percent of the members may request liaison assistance by notifying the Executive Director of the Association of Unity Churches in writing with copies to the Board of Directors and minister(s), as defined in Article 6.
  - 3.3.12 Attend all meetings of the Board of Directors as an observer except when the Board is in executive session, without a vote and without the right to participate unless invited to do so by the President.

### 3.4 Meetings.

- 3.4.1 Annual Membership Meeting. The annual meeting of members shall be called on a Sunday in April at a time designated by the Senior Minister or the Board of Directors.
- 3.4.2 Special Membership Meetings. Any time the affairs of the ministry warrant it, a special meeting may be called by:
  - 3.4.2.1 The Senior Minister or any Associate Minister.
  - 3.4.2.2 A majority of the Directors.
  - 3.4.2.3 A petition signed by ten (10) percent of the members. A written request must be submitted to the Board of Directors who shall, within 10 days, call the meeting on behalf of the requesting party.
- 3.4.3 Written Notice. Written notice stating the date, time, and place shall be provided to all members at least ten (10) days before any membership meeting.
- 3.4.4 Quorum. All members present at a membership meeting shall constitute a quorum for the transaction of business. Unless otherwise stated, a majority vote of the members present shall be required to constitute an action of the members.
- 3.4.5 Participation. Participation in the business affairs at any membership meeting shall be restricted to those members in attendance.
- 3.4.6 Prayer. In any membership meeting, the chair, the minister(s), or any member, may request that action on an item of business be suspended while those present enter into a time of prayer on the item. Upon such request the chair shall provide one period of silence per item.

## **ARTICLE 4. BOARD OF DIRECTORS**

- 4.1 Number and Qualifications. The affairs of the corporation (excluding matters pertaining to the Endowment Fund for Unity Church of Dallas, responsibility for which is delegated to the Endowment Fund Advisory Committee) shall be managed by a Board of Directors consisting of eight (8) persons and the Senior Minister of UCD. They must be members of UCD for a minimum of one year preceding their election. No individual currently receiving compensation from UCD (other than the Senior Minister), nor the spouse, parent, or child of an individual receiving compensation from the ministry, nor the spouse, parent, or child of another Board member, shall be eligible to serve. No more than one Licensed Unity Teacher (excluding the Senior Minister) may serve on the Board at any one time, and any Licensed Unity Teacher serving on the Board must forego compensation from UCD during his or her term of service.
- 4.2 Duties. As representatives of the membership, the Board of Directors shall:
  - 4.2.1 Uphold the spiritual purpose of this ministry.
  - 4.2.2 Uphold the highest interests of the membership in conducting the business of this ministry.
  - 4.2.3 Be conversant with these Bylaws.
  - 4.2.4 Be faithful in attendance at services, Board and membership meetings of this ministry.
  - 4.2.5 Approve applicants for membership in UCD in accordance with the provisions of section 3.2 of these Bylaws.
  - 4.2.6 Review the membership rolls at least annually. The Board shall establish a procedure for determining whether a member who has not participated in the activities of UCD for a period of more than one full year should be removed from the rolls.

- 4.2.7 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.
- 4.2.8 Each year cause to be prepared and presented at the annual membership meeting a complete set of financial statements for the most recent fiscal year. These statements shall be prepared in accordance with generally accepted accounting principles for non-profit organizations. The statements may be compiled rather than audited or reviewed, in accordance with church policy. Said financial statements, including disclosures, will be made available to all Members.
- 4.2.9 Make determinations in the sale, pledge, or proposed financing of real or personal property belonging to UCD. All decisions in favor of the sale of the principal place of worship for UCD shall be presented at a properly constituted membership meeting to be voted on in accordance with section 3.3.3. A vote of the membership is not required to refinance existing debt on real property.
- 4.2.10 Authorize and create all staff positions and set and approve their salaries and establish policies and procedures for their employment and termination.
- 4.2.11 The Board of Directors may by majority vote request liaison assistance by notifying the Executive Director of the Association of Unity churches in writing with copies to the Board of Directors and minister(s), as defined in Article 6.
- 4.2.12 Dissolution. Should the Board of Directors recommend by majority vote to dissolve the Corporation, said dissolution shall be put to a vote of the members. UCD may be dissolved only at a meeting at which at least twenty-five (25) percent of the members are present or voting by proxy and only by the vote of at least seventy-five (75) percent of those in attendance and voting by proxy. Such vote concerning dissolution shall specify the disposition of the assets of UCD should the vote carry.
- 4.2.13 Committees. The Endowment Fund Advisory Committee is hereby designated as a permanent standing committee, and irrevocably delegated the authority to act for UCDS in all respects pertaining to the Endowment Fund for Unity Church of Dallas. The Board may form, by resolution, other committees to serve in an advisory role. Each committee shall have a Board member as its liaison, but not as the chair of such committees. Board liaisons have the right to choose the leader of committees (with the exception of the Endowment Fund Advisory Committee) to which they are liaison, subject to approval of the full Board. All committees, except the Endowment Fund Advisory Committee, are considered to be dissolved one month following an election of Board members.
- 4.2.14 Since members of the Board of Directors carry full responsibility for the Church, records of UCD shall be open to them if requested pursuant to their duties as Board members. Such access, except where explicitly stated elsewhere in these Bylaws, shall require approval of the Board.
- 4.3 Nominating Committee. The Nominating Committee shall be chosen at the annual meeting of members. It shall nominate candidates for the Board of Directors for election at the next year's annual meeting. The committee shall consist of the Senior Minister, one member of the existing Board of Directors whose term does not expire with the subsequent election and who is chosen by the Board, and five members of the Church who are not Board members or paid staff. The following rules govern the Nominating Committee.
- 4.3.1 Election. These last five members shall be nominated from the floor at the membership meeting and elected by secret ballot. The five with the largest number of votes are elected. Members of the Nominating Committee shall be ineligible to serve two consecutive terms.
- 4.3.2 Duties. Such Nominating Committee shall establish a procedure by which it selects qualified nominees for both the Unity Church of Dallas Board of Directors and the Unity Church of Dallas Endowment Fund Advisory Committee. It shall then, through its duly authorized representative, nominate the two proposed slates of Directors at the next annual meeting of

members. The names and qualifications of the nominees shall be made public four (4) weeks prior to the annual meeting. No person may serve on both the Board of Directors and the Endowment Fund Advisory Committee at any one time.

- 4.3.3 Removal. A member of the Nominating Committee may be removed by a majority vote of the Board of Directors based on the recommendation of 2 or more members of the Nominating Committee. Reasons for such a recommendation include failure to attend meetings of the committee, resignation from membership in UCD and inactivity in the affairs of UCD.
- 4.3.4 Replacement. Should a member of the Nominating Committee withdraw or be removed before the committee completes its task, the remaining members shall have the power to select a replacement. This replacement shall be the person from the list of nominees who had the next highest number of votes if there are nominees who received votes available for selection.
- 4.3.5 Initial Nominating Committee. A Nominating Committee shall be chosen at the meeting of members at which these Bylaws are adopted.
- 4.3.6 Qualifications. Members of the Nominating Committee shall meet the same requirements as Directors as set forth in section 4.1. In addition, any member of the immediate family of any Board member or candidate, employee of any Board member or candidate, or in these relations to any other member of the Nominating Committee, or in any other relation which constitutes a conflict of interest, shall not be eligible to serve.
- 4.4 Other Nominations. Any person who submits to the Board of Directors a summary of qualifications and a petition signed by ten (10) members no less than two (2) weeks before an annual meeting of members shall be a nominee.
- 4.5 Election. With the exception of the Senior Minister of UCD, members of the Board of Directors of UCD shall be elected by a majority of the members attending the annual meeting of the members called for such purpose. If there are more than four (4) nominees (or eight (8) nominees for election at the next annual meeting following the adoption of these Bylaws), election shall be by secret ballot, with each member being entitled to vote for four (4) nominees (or eight (8) nominees for election at the next annual membership meeting following the adoption of these Bylaws). The four (4) nominees (or eight (8) nominees for election at the next annual meeting following the adoption of these Bylaws) who receive the largest number of votes shall be elected. The newly-elected Board shall meet immediately following the annual meeting of members. Determination of membership of any person shall be made by reference to the books and records of UCD. Each Director shall hold office for the term for which such Director is elected or until his or her successor shall be duly elected and qualified.
- 4.6 Term. Each Director shall serve a term of two (2) years. No Director shall serve more than four years consecutively without an interval of at least one year before again serving on the Board. The terms of four (4) of the Directors shall expire annually. After the first election following the adoption of these Bylaws, four of the Directors shall serve a term of one year, as determined by the Board. Any period of service prior to the annual meeting following the adoption of these Bylaws is not included in the limitation specified above.
- 4.7 Removal. Directors may be removed from office by any of the following means:
  - 4.7.1 Resignation.
  - 4.7.2 The membership voting for the removal of a Director due to failure to fulfill the duties of office. A two-thirds majority of those present and voting is required for removal.
  - 4.7.3 The Board of Directors may, by majority vote, remove a Director who misses three or more consecutive meetings.
- 4.8 Vacancies. Any vacancy occurring in the Board of Directors must be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the remainder of his or her predecessor's term. A new Director must be chosen within 45 days unless the term of the vacating Director would have ended within 90 days of his or her resignation.
- 4.9 Place of Meetings. Meetings of the Board of Directors of UCD, regular or special, may be held at the principal office of UCD or at such other place or places as the Board of Directors may from time to

time designate.

- 4.10 Regular Meetings. The Board of Directors of UCD shall hold regular meetings at least once per calendar month.
- 4.11 Annual Meetings. At its first regular meeting following the annual membership meeting, the Board of Directors shall elect officers for the ensuing year and consider any other business that may properly come before the meeting. No other notice of any kind to either old or new members of the Board of Directors for such first regular meeting shall be necessary.
- 4.12 Other Meetings. Other meetings of the Board of Directors may be called at any time by the President, by the Senior Minister of UCD, or by any three (3) Directors, and notice for all such meetings of the Board of Directors shall be given to each Director by ten (10) days service of same by telegram, registered letter, personally, or by group telephone conference of the Board of Directors, or such meetings may be held at any time and at any place by unanimous consent of the Directors. Notice of such special meetings must be accompanied by an agenda and, except as approved by a majority of the whole Board, only business covered by the agenda may be transacted.
- 4.13 Waiver of Notice. A Waiver of Notice in writing, signed by a Director or officer, whether before or after the time stated in said Waiver for holding a meeting, shall be deemed equivalent to a notice required to be given to any Director or officer.
- 4.14 Quorum. Six (6) of the Directors shall constitute a quorum for the transaction of business. Except as otherwise provided in the Articles of Incorporation and elsewhere in the Bylaws, the act of a majority of the Directors present at a meeting, at which a quorum is present, or an action taken by the unanimous consent of the Board of Directors, shall be the act of the Board of Directors. There will be no votes cast by proxy.

## **ARTICLE 5. OFFICERS**

- 5.1 Officers. The officers of UCD shall consist of a President, Vice President, Secretary, Treasurer, Senior Minister of UCD, and such other Associate Ministers, officers, and assistant officers and agents as may be deemed necessary by the Board of Directors. Officers must be members of UCD. The President, Vice President, Secretary, and Treasurer must be members of the Board of Directors. All officers shall be appointed by the Board, provided, however, that each Associate Minister, prior to being appointed by the Board, must be approved by the Senior Minister of UCD.
- 5.2 Vacancies. Whenever any vacancy shall occur in any office by resignation, death, increase in the number of officers of UCD or otherwise, the same shall be filled by the Board of Directors, and the officer so elected shall hold office until his successor is chosen.
- 5.3 The President. The President shall preside at all meetings of the Directors and members, shall implement and execute the decisions of the Board of Directors, shall discharge all of the duties which devolve upon a presiding officer, and shall perform such other duties as the Bylaws or the Board of Directors may prescribe.
- 5.4 The Vice President. The Vice President shall perform all duties incumbent upon the President during the absence or disability of the President, and shall perform such other duties as the Bylaws may require or the Board of Directors may prescribe.
- 5.5 The Secretary. The Secretary shall keep or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings at such meetings, and shall perform a like duty for all standing committees appointed by the Board of Directors, when required. The Secretary shall attend to the giving and serving of all notices of UCD, and shall perform such other duties as these Bylaws may require or the Board of Directors may prescribe.
- 5.6 The Treasurer. The Treasurer shall keep or cause to be kept correct and complete records of account, showing accurately at all times the financial condition of UCD. The Treasurer shall be the legal custodian of all monies, notes, securities, and other valuables, which may from time to time come into the possession of UCD. The Treasurer shall immediately deposit all funds of UCD coming into his or her hands in some reliable bank or other depositories to be designated by the Board of Directors, and

shall keep such bank account in the name of UCD. The Treasurer shall prepare or cause to be prepared monthly accrual-basis financial reports which shall include a statement of assets and liabilities at the end of each month and a statement of revenues and expenditures which shows actual and budgeted amounts for each month. A summary of this report shall be made available to the membership not less than quarterly. The Treasurer shall establish and maintain adequate financial controls, subject to the approval of the Board of Directors.

- 5.7 Senior Minister of UCD. UCD will maintain a place or places of worship consistent with its purposes. The Senior Minister of UCD is selected by the Board of Directors with the advice of the Members, as defined in Section 5.10.
- 5.8 Associate Ministers. The corporation may have one or more Associate Ministers who shall be responsible to the Senior Minister of UCD.
- 5.9 Duties of Ministers. As the spiritual leader(s) the minister(s) shall be responsible for the complete functioning of the ministry and furthering its purposes.
  - 5.9.1 The Senior Minister of UCD shall supervise and manage the affairs of UCD. The Senior Minister shall be responsible for maintaining each place of worship both physically and spiritually and in conjunction therewith shall perform such actions as are necessary to maintain the physical appearance of each place of worship, shall lead worship or designate others to lead worship, shall conduct classes in prayer, meditation, Bible and spiritual studies, and shall minister to the needs of all individuals who seek spiritual guidance.
  - 5.9.2 The Senior Minister of UCD shall also be a voting member of the Board of Directors and shall continue as a member of the Board of Directors as long as he or she serves in such capacity but no longer.
  - 5.9.3 The Senior Minister has the right to participate as a member of all committees.
  - 5.9.4 The Senior Minister shall have the power to employ and terminate the employment of staff subject to policies and procedures established by the Board of Directors.
  - 5.9.5 Ministers may seek Association of Unity Churches liaison assistance in the event of a dispute adversely affecting the ministry, as defined in Article 6.
- 5.10 Selection of Senior Minister of UCD. Should a vacancy occur for the position of Senior Minister of UCD, the Board of Directors shall form a search committee consisting of five (5) Members and two (2) members of the Board of Directors. This committee shall request applications and invite such applicants, as it deems worthy to conduct a worship service. The Members shall then tender their comments regarding each applicant to the search committee, which shall review them. While the final decision rests with the Board of Directors, it shall take into account the comments from the entire membership in making that decision.
- 5.11 Vacancy. The position of Senior Minister of UCD may be vacated by resignation, death, or because of failure to fulfill the duties specified in section 5.9 or for other good cause as determined by the Board. Removal of the Senior Minister of UCD requires a 2/3 vote of the Board of Directors.
- 5.12 Terms of office. The officers of UCD shall hold office until their successors are chosen.

## **ARTICLE 6. LIAISON**

- 6.1 Upon receipt of a request for liaison from the members, the Board of Directors, or any minister, in accordance with these Bylaws, the Executive Director of the Association of Unity Churches or designee shall confer with the minister(s) and/or regional representative to evaluate whether further action is required. Any action suggested by the Executive Director or designee shall be subject to the approval of the membership of UCD.

## **ARTICLE 7. SIGNATURE AUTHORITY**

- 7.1 All checks, drafts, and orders for the payment of money of the corporation must, unless otherwise directed by the Board of Directors, or unless otherwise required by law, be signed by either the President and/or the Senior Minister of UCD. The Board of Directors shall establish an amount for checks, drafts, and the like over which two signatures are required. All deeds, mortgages, and other written contracts and agreements to which UCD shall become a party, unless otherwise directed by the Board of Directors, or unless otherwise required by law shall be signed by either the President and/or the Senior Minister of UCD. The Board of Directors may at any time designate officers, employees, or other members of UCD, other than those named above, who may, in the name of UCD, sign any of such instruments. The Board shall review such designations at least annually.

## **ARTICLE 8. EXECUTIVE COMMITTEE**

- 8.1 Designation. The Board of Directors may, by resolution passed by a majority of the whole Board, designate an Executive Committee, to consist of two or more of the Directors of UCD. Any resolution creating an Executive Committee must specify the purpose, constitution, and duration of said committee. No Executive Committee shall persist past an election of the Board of Directors. Upon termination of an Executive Committee, it shall prepare a report of its actions; said report shall become part of the minutes of the Board of Directors.
- 8.2 Authority. The Executive Committee, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors except where action of the full Board of Directors is required by statute or by the Articles of Incorporation.
- 8.3 Removal. Any member of the Executive Committee may be removed by the Board of Directors by the affirmative vote of a majority of the whole Board whenever in the judgment of the Board the best interests of UCD will be served thereby.

## **ARTICLE 9. OTHER COMMITTEES**

- 9 The Board of Directors may, by resolution passed by a majority of the whole Board, designate such other committees, as it deems necessary to accomplish the purposes of UCD.

## **ARTICLE 10. ADVISORY DIRECTORS**

- 10.1 The Board of Directors may, at its option, elect any number of advisory Directors, provided that at the time of the election of any advisory Director, the Board of Directors shall prescribe the term for which such advisory Director shall serve, which shall not be for a period of time beyond the date set as the next annual meeting of the Board of Directors of UCD, such date being determined in accordance with Article 3.4.1 of these By-laws. Each advisory Director so elected shall be entitled to notice of each meeting of the Board of Directors of UCD, which notice shall be given in the same manner as if such advisory Director were, in actuality, a Director of UCD. Each advisory Director shall be entitled to attend all meetings of the Board of Directors of UCD and shall be entitled to make comments at such meetings. In no event shall an advisory Director be allowed to vote on any matter presented to the Board of Directors. Furthermore, the rights of advisory Directors provided herein shall not be construed to prevent the Board of Directors from acting by unanimous consent.

## **ARTICLE 11. AMENDMENT OF BY-LAWS**

- 11.1 Proposing Amendments. Amendments to the Bylaws may be proposed by a resolution passed by a majority of the Board of Directors, or by a petition signed by ten (10) percent of the membership of UCD.
- 11.2 Notice. Written notice setting forth the proposed amendments must be mailed to all members at least ten (10) days prior to the membership meeting at which the vote will be taken.
- 11.3 Adoption. An affirmative vote of two-thirds of those members present at the meeting shall be required to pass any such amendment.