

BYLAWS F OR UNITY OF GAITHERSBURG

ARTICLE I – Name

The name of this association shall be Unity of Gaithersburg.

ARTICLE II - Purpose

Section 1. Statement of Purpose. The purpose of Unity of Gaithersburg, a Maryland corporation, (hereinafter referred to as “UOG”) is to teach the universal principles of Truth as taught and demonstrated by Jesus Christ and interpreted by UOG and the Association of Unity Churches International, doing business as Unity Worldwide Ministries, a nonprofit corporation organized and existing under the laws of the state of Georgia with headquarters at Lee’s Summit, Missouri, (hereinafter sometimes referred to as “Unity Worldwide Ministries” and “UWM”).

Section 2. Accomplishment of Purpose. In the accomplishment of this purpose, UOG shall endeavor to conduct services of worship and classes of instruction and to demonstrate the principles of Truth by using them in the operation of the UOG ministry and to adopt other means that in the judgment of the minister will further the principles of practical Christianity among people everywhere.

Section 3. Unity Worldwide Ministries. UOG shall be a vital part of the worldwide Unity movement and a member of the UWM. Any member of UOG may call upon the resources and support of the UWM through its minister(s), Board of Trustees, staff, or through direct communication with UWM.

In the spirit of cooperation, the operation and conduct of UOG shall comply with the regulations and policies of UWM as outlined in the UWM Bylaws, insofar as they do not conflict with the laws of the State of Maryland.

- A. Participation.** UOG may have its voice heard and its wishes expressed in the membership meetings of the UWM, 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.** UOG 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.
- C. Leadership.** UOG shall have as its leader an ordained or licensed Unity minister(s) approved for ministry employment by UWM or a person serving under special dispensation approved by UWM. For the purpose of these bylaws, the term “minister” shall include a person serving under special dispensation of UWM.
- D. Teaching.** The principles of practical Christianity shall be taught through UOG using methods, textbooks, literature, and other materials approved by UWM.
- E. Mailings.** Copies of all printed matter mailed by UOG to its membership shall be sent to the offices of UWM.
- F. Reports.** UOG shall make annual reports to UWM as required.

ARTICLE III - Office and Official Records

Section 1. Principal Office. The principal executive office of UOG will be fixed by the Board of Trustees. Said office shall be in the County of Montgomery, State of Maryland or at such other place within the State of Maryland as the Board of Trustees hereafter shall designate. UOG may also have offices at such other place or places as the Board of Trustees may from time to time designate.

Section 2. Official Records. 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 UOG. Confidential documents are available only for use by the minister(s), Board members, or designated professional staff. Other documents are available to Voting Members upon request.

ARTICLE IV – Members

Section 1. Qualifications. Members/Voting Members of Unity of Gaithersburg will endeavor to live in accord with the Truth Principles of Love and Oneness as taught by Unity and further the work of this ministry through active interest, love, and support.

Section 2. Classification of Members. There shall be two classifications of members of this ministry: member and Voting Member.

A. Member. Any person who states that he or she is a member of Unity of Gaithersburg shall be considered to be a member.

B. Voting Member. Voting Members shall have all rights and responsibilities as stated in Article IV, Section 3. A member may become a Voting Member via any of the following provisions:

1. Anyone desiring to be a Voting Member of Unity of Gaithersburg will satisfy membership requirements as outlined in the current Policy Manual
2. All Unity ministers and Licensed Unity Teachers of Unity of Gaithersburg shall be Voting Members
3. All high school seniors, upon graduation from the Unity of Gaithersburg Y.O.U. program, shall be eligible to become Voting Members of Unity of Gaithersburg through a process determined by the Senior Minister and the Board.
4. Any person who is a Voting Member of another Unity congregation, which is in good standing with Unity Worldwide Ministries (UWM), can become a Voting Member of Unity of Gaithersburg through a process determined by the Senior Minister and the Board.

Section 3. Rights of Voting Members.

Each Voting Member of Unity of Gaithersburg shall have the following rights:

- A. To vote at any membership meeting at which the Voting Member is present.
- B. To offer questions and discussion at any membership meeting according to the guidelines provided for such discussion.
- C. To serve on ministry teams, if selected.
- D. To participate in activities and programs of the ministry.
- E. To elect at any time to resign their status as a Voting Member.

Section 4. Responsibility of Voting Member. To retain voting rights, each Voting Member must renew membership at least once every two years. Membership can be renewed in one of three ways:

1. Attend at least one quarterly community meeting throughout the year.
2. Give identifiable financial contributions during the year.
3. Submit a renewal request to the church office via an email from the email address recorded in the membership record, or a signed request submitted via US Mail, or a signed request given

personally by the member to a representative of the church office staff.

Section 5. Removal of a Voting Member for Cause.

A Voting Member may be removed for cause by the Board of Trustees. Prior to any vote concerning removal, the Voting Member in question must be notified in writing at least ten (10) days prior to the Board of Trustees meeting of the charges that may lead to removal of membership and thereafter be given an opportunity for a hearing before the Board. A two-thirds (2/3) majority Board vote shall be required for removal of membership provided that the Senior Minister is in agreement with this action.

ARTICLE V - Meetings

Section 1. Annual Meetings. There shall be one annual membership meeting each year.

- A. Date and Location of Annual Meeting.** The Annual Meeting shall be held at the principal executive office of UOG on a date and time established by agreement between the minister(s) and Board of Trustees.
- B. Notice.** Voting Members shall be notified of the Annual Meeting in writing at least ten (10) days prior to the date of said meeting. The written notice shall include the date, time, and place of the Annual Meeting.
- C. Quorum.** Those Voting Members present shall constitute a quorum for the transaction of business at any annual membership meeting.
- D. Presiding Officer.** The President of the Board of Trustees shall serve as the presiding officer of the annual membership meeting.
- E. Participation.** The right to speak in debate, make motions, and vote during annual meetings shall be restricted to those Voting Members present. The right of other persons to speak during membership meetings may be extended by a two-thirds (2/3) affirmative vote of the Voting Members present in attendance. UWM representatives have a right to speak when they have been invited by the minister(s), the Board of Trustees, or any member.
- F. Voting.** Unless otherwise provided in these bylaws, a majority affirmative vote of the Voting Members present and voting will be necessary for approval or disapproval of the action being voted upon. Proxy, absentee, or electronic (Internet, email, fax, etc.) voting are not recognized.
- G. Power and Authority.** Annual membership meetings 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 bylaws;
 - 3. Approve by a two-thirds (2/3) affirmative vote any expenditure regarding the sale, pledge, or proposed financing of real property belonging to UOG that exceeds twenty-five thousand dollars (\$25,000) or 25% of the previous year's income, whichever is greater;
 - 4. Elect a member and an alternate to serve on the Board Nominating Committee (as defined in Article VI, Section 10.B); Override any action of the Board of Trustees provided that notice of the action to be voted upon is submitted to all Voting Members in writing ten (10) days prior to the meeting and is approved by a three-fourths (3/4th) affirmative vote;
 - 5. Remove by a two-thirds (2/3) affirmative vote any or all trustee(s) from the Board of

- Trustees; and
6. Vote on any matters officially brought to the attention of the membership.

H. Prayer. In any annual membership meeting, the Board President, minister(s), and UWM Representative, 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 President will provide a period of prayer and silence.

Section 2. Special Membership Meeting.

- A. Requesting Special Meetings.** Any time the affairs of UOG warrant, a special membership meeting may be requested by the minister(s); 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 voting 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.
- 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 VI – Board of Trustees

Section 1. Membership.

The Board of Trustees (hereinafter sometimes referred to as the “Board”) shall be composed of the minister(s) and no fewer than six (6) trustees elected from among the voting membership of UOG at the Annual Membership Meeting.

Section 2. Term of Office.

Elected trustees will hold office for three years, or until their successors have been elected and assume office. Trustees elected at any Annual Membership Meeting shall take office at the conclusion of the Annual Membership Meeting at which they were elected. No elected trustee will serve more than two consecutive terms without an interval of one year between terms. Any person who serves on the Board of Trustees more than half of a term shall be credited with having served a full term.

Section 3. Prohibition of Service.

The following persons are prohibited from serving on the Board of Trustees: any active licensed Unity teacher; relatives, significant others or household members of any Board member or licensed individuals receiving compensation from UOG with the exception of the minister(s); relatives, significant others, or household members of any individual receiving compensation from the UOG.

Section 4. Regular Board Meetings.

Regular meetings of the Board of Trustees will be held at the principal executive offices of UOG on a date and time determined by the Board.

Section 5. Special Board Meetings.

Special meetings of the Board will be called by the President of the Board if requested by the minister(s); 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 minister(s), 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.

Section 6. Quorum.

A majority of the total number of trustees currently serving shall constitute a quorum for the transaction of business.

Section 7. Minister(s) Attendance.

The minister(s) has/have the right to attend all Board meetings, with the exception of those meetings or portions thereof that pertain to determinations of the minister's salary and/or review of the minister's work record.

Section 8. Prayer.

It is important that in addition to adhering to the normal procedures for legal functioning set forth in these bylaws, that the spiritual principles taught by Unity be utilized in the handling of decisions before the Board of Trustees. During the discussion of an item of business any trustee may request time for prayer about an issue. Upon such request the President shall provide a period of prayer and silence.

Section 9. Duties and Responsibilities of the Board of Trustees.

As representatives of the membership, the Board of Trustees shall:

- A.** Uphold the spiritual purpose of UOG as stated in Article II, Section 2 of these bylaws;
- B.** Uphold the highest good of the membership in conducting the business of UOG;
- C.** Be conversant with these Bylaws;
- D.** Establish policy for the operation of UOG;
- E.** Establish standard operating procedures for the facility, property maintenance and administration, and ensure that all committees and ministries maintain and adhere to current standard operating procedures.
- F.** Be faithful in attendance at services as well as Board and membership meetings of UOG;
- G.** Determine the business needs of UOG and authorize disbursement of funds for those purposes.
- H.** Administer the real and personal property of UOG;
- I.** Make decisions regarding the sale, pledge, or proposed financing of real property belonging to UOG, provided that all decisions concerning the sale, pledge, or proposed financing of real property exceeding twenty-five thousand dollars (\$25,000) or 25% of the previous year's income, whichever is greater, shall be presented to the membership at a properly constituted membership meeting for final approval;

- J.** Employ a licensed or ordained Unity minister(s) through cooperation with the employment management procedures of the UWM of Unity Churches International;
- K.** Terminate the employment of a minister(s) by a two-thirds (2/3) affirmative vote, provided that the Board and its minister(s) have sought to reconcile differences and followed the procedures and guidance of UWM;
- L.** As recommended by the minister(s), determine staff positions and authorize funds for their financial support;
- M.** Establish the dates for the beginning and ending of the fiscal year;
- N.** Cause to be prepared each year a complete financial statement with disclosures that will set forth the financial conditions and operations of the ministry;
- O.** Secure a fidelity bond or theft and dishonesty insurance policy for persons handling church funds;
- P.** Approve applicants for membership;
- Q.** Fill the unexpired term of any trustee;
- R.** Elect officers of the Board and their successors to fill any unexpired term when necessary;
- S.** Create such subcommittees as needed to support the functions and responsibilities of the Board;
- T.** Advise the President of the Board on appointments to subcommittees;
- U.** Seek Unity Worldwide Ministries assistance in the event of a dispute adversely affecting the UOG and its Ministry;
- V.** Attend and actively participate in ongoing Board education programs;
- W.** Consider other issues brought to their attention by the minister or members of the Board;
- X.** Keep or cause to be kept an accurate record of Voting Members and members;
- Y.** Keep or cause to be kept accurate records of gifts to the ministry in compliance with Internal Revenue Service regulations;
- Z.** Issue or cause to be issued necessary 1099 and W-2 forms in compliance with Internal Revenue Service regulations;
 - AA.** Acknowledge in writing contributions in compliance with Internal Revenue Service regulations;
 - BB.** Secure liability insurance for all Board of Trustee members and minister(s); and
 - CC.** Take such other actions as may be deemed necessary for the best interests of UOG.

Section 10. Nomination and Election to the Board of Trustees.

A. Qualifications.

To be eligible to be elected to the Board of Trustees, a person must be a Voting Member of UOG. In addition, candidates for election shall endeavor to live in accord with the Jesus Christ principles of love and truth as taught by Unity; work to further the purposes of UOG through active interest, love, and support; be a sincere and continuing student of Unity always remaining conversant with its teachings; and shall have demonstrated leadership capabilities. The Board of Trustees may determine other requirements for eligibility at its discretion.

B. Board Nominating Committee.

1. **Selection.** A Board Nominating Committee (the “Nominating Committee”) shall be formed at least three months prior to the Annual Membership Meeting. The Nominating Committee will consist of 1) the minister(s); 2) a UOG membership electee (as hereinafter defined); 3) a Board electee (as hereinafter defined); and 4) a Nominating Committee selectee (as hereinafter defined) selected in the following manner:
 - a. At the annual membership meeting, the membership shall from among the voting membership of the ministry elect one member (the “Nominating Committee Electee”) and one alternate to serve on the Nominating Committee for the following year’s election. If the Nominating Committee Electee becomes unavailable, the alternate shall serve. If the alternate also becomes unavailable to serve, the Board will elect a person from among the Voting Members who is not a current member of the Board to fill the vacancy.
 - b. The Board will elect one of its trustees to serve on the Nominating Ministry Team (the “Board Electee”).
 - c. Together with the minister(s), the above two ministry team members will select a third person from among the voting members to serve on the Nominating Ministry Team and be its chairperson (the “Nominating Committee Selectee”).
 - d. In the event of an interim Board, the Nominating Committee shall complete its selection process within thirty (30) days from the establishment of the interim Board.
2. **Duties and Responsibilities.** The Nominating Committee will initiate a search for at least two qualified candidates for nomination as members of the Board of Trustees. The report of the Nominating Committee will be sent to all Voting Members at least ten (10) days prior to the annual membership meeting.

C. Nomination Procedure.

The presiding officer of the annual membership meeting shall:

1. Read Article VI, Section 10A and 10D of these bylaws just prior beginning the process of nomination and election; and
2. Call upon the Chairperson of the Nominating Committee to offer the committee’s nominations.

- D. Election Procedure.** The election shall be by ballot if there are any partial terms to be filled or there are more than two nominees. The result of the vote shall be announced at the annual meeting. The two nominees receiving the largest number of affirmative votes will be elected to full three (3) year terms. The candidates receiving the next highest number of affirmative votes will be elected to the longest unexpired terms. In the event of a tie, the Nominating Committee will determine who will serve in what capacity.

Section 11. Removal from Office by the Board of Trustees. Any Trustee may resign at any time. In addition, any Trustee may be removed by the Board of Trustees due to unexcused absences from three successive regular Board meetings or because of a failure to fulfill the duties of the office.

Section 12. Vacancies. Should a vacancy occur among the elected members of the Board of Trustees, the Board may select a qualified replacement to fill the position. A majority affirmative vote shall be necessary for election. The term of service for any replacement shall expire on the date of the next annual meeting.

Section 13. Board of Trustees Officers. The officers of the Board of Trustees shall be a president, a vice president, a secretary, and a treasurer. All officers will be selected in a manner determined by the Board at the first Board meeting after the annual meeting or at a special meeting called for the purpose of selecting officers. The term of office shall be one year or until successors are elected.

Section 14. Duties of Officers.

- A. President.** The President shall preside at all Board of Trustees meetings; preside at all membership meetings; appoint members of committees and subcommittees with the advice of the Board; serve as an ex officio member of all committees except the Nominating Committee; sign such papers and documents upon proper authorization as may be necessary; and be responsible for the planning of Board orientation, retreats, and workshops.
- B. 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.
- C. Secretary.** The Secretary shall keep, or cause to be kept, an accurate record of the minutes of all Board and membership meetings; hold in custody and be responsible for all reports, contracts, other legal papers, and the meeting minute books which will be kept at the principal executive office of UOG at all times or in such other depository as prescribed by the Board; attend to all official business as directed by the Board; keep or cause to be kept accurate member and Voting Member lists.
- D. Treasurer.** The Treasurer shall be custodian of all funds belonging to UOG; pay out or cause to be paid out funds authorized by the Board; keep, or cause to be kept, a record of all financial transactions; submit a monthly financial report at each regular Board meeting; submit a financial report covering the last complete fiscal year to the Annual Meeting; and account for, or cause to be accounted for by the appointment of qualified persons, all funds received being responsible to assure that they are deposited in accounts authorized by the Board. When counting UOG funds there should be at least two (2) persons present.

ARTICLE VII – Administration, Management and Leadership

Section 1. Administration. The administration of UOG shall be vested in the minister(s) as the administrative director(s) and the Board of Trustees elected from the membership.

Section 2. Minister(s).

- A. Minister(s).** The minister(s) will be duly licensed or ordained Unity minister(s).

1. **Duties.** As the spiritual leader(s) of UOG, the minister(s) will be responsible for the scheduling, conduct, and content of services, classes, and all other activities that further the purpose of UOG. As administrative director(s), the minister(s) shall:
 - a. Be responsible for the complete functioning of UOG, including the hiring and termination of all employees including associate or assistant ministers;
 - b. Serve as Voting Member(s) of the Board of Trustees on all matters except their own employment, or that of their successor(s);
 - c. Create ministry teams related to these duties;
 - d. Appoint the members of such ministry teams;
 - e. Serve as ex officio members of all ministry teams;
 - f. Be responsible for seeking the UWM's assistance in the event of a dispute adversely affecting the ministry.

 2. **Selection.** The Board of Trustees shall select the minister(s) following the employment procedures for ministerial personnel of the UWM.

 3. **Compensation.** The compensation of the minister(s) employed by UOG shall be set by the Board of Trustees.
- B. Associate and/or Assistant Ministers.** Associate and/or assistant minister(s) will be duly licensed or ordained Unity minister(s) who function with less responsibility than the minister(s).
1. **Duties.** The associate and/or assistant minister(s) will perform the duties and fulfill the responsibilities assigned them by the senior or co-ministers.

 2. **Compensation.** To the extent funded by the Board, the compensation of the associate and/or assistant minister(s) shall be fixed by the minister(s).

Section 3. Definitions.

- A. A Unity Ministry.** A member ministry in the UWM of Unity Churches International recognized by the UWM having a duly ordained or licensed Unity minister or a person serving under special dispensation as its Spiritual Leader.

- B. Senior Minister.** A Unity minister duly ordained or licensed by the UWM of Unity Churches International (or Unity School of Christianity prior to July 1, 1966) who assumes the spiritual and administrative leadership role in a member ministry. This leader works in conjunction with the Board of Trustees of the member ministry and oversees the teaching, preaching (lesson), worship services, healing, counseling, prayer, administrative, and fellowship activities of the ministry.

- C. Co-Minister.** In shared partnership ministries, a Unity minister duly ordained or licensed by the UWM of Unity Churches International (or Unity School of Christianity prior to July 1, 1966), who equally assumes the spiritual and administrative leadership role with another co-minister in a member ministry. These leaders work in conjunction with the Board of Trustees of the member ministry and oversee the teaching, preaching (lesson), worship services, healing, counseling, prayer, administrative, and fellowship activities of the ministry.

- D. Associate Minister.** In ministries with more than one minister, a Unity minister duly ordained or licensed by the UWM of Unity Churches International (or Unity School of Christianity prior to July 1, 1966) serving in a member ministry. The Associate Minister may be equal in ability

but functions with less responsibility than the Senior Minister. The Associate Minister reports to the Senior Minister, who determines the scope of the associate's responsibilities.

- E. Assistant Minister.** In ministries with more than one minister, a Unity minister duly ordained or licensed by the UWM of Unity Churches International (or Unity School of Christianity prior to July 1, 1966), serving in a member ministry. The skills and/or experience of the Assistant Minister may be less than those of the Senior Minister. The assistant may be placed in a specialized service area of the ministry; i.e., pastoral visitation or administrative support. The skills of the assistant are, therefore, allowed to develop for a more comprehensive range of ministry service of the assistant, and the ministry.

ARTICLE VIII - Committees

With the exception of the Nominating Committee, committees may be appointed by the President of the Board or the minister(s) for their respective areas of responsibility.

ARTICLE IX - Dissolution

In the event that this corporation is dissolved, all property and funds remaining after the payment of the debts of the corporation will be delivered to the UWM of Unity Churches International, a nonprofit corporation organized under the laws of the State of Georgia, for religious and educational purposes. Such funds or property will be for the use and benefit of the UWM as may be determined by the Board of Trustees of the UWM in alignment with current policies and procedures. The UWM will make available, according to its current policies and procedures, funds for the reestablishment of a Unity ministry in Gaithersburg. Should the UWM no longer exist, any assets remaining of this corporation after dissolution will be disposed of by a court of competent jurisdiction of the County in which the principal executive offices of the corporation are then located and shall be used exclusively for such purposes or distributed to such organization or organizations, as said court shall determine, which are organized and operated exclusively for purposes set out in Section 5.01(c) (3) of the Internal Revenue Code of 1954.

ARTICLE X – Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the meetings of this corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the corporation may adopt.

ARTICLE XI – Amendment of Bylaws

Any amendment(s) to or general revision of these bylaws may be adopted at any annual or special membership meeting provided that written notice setting forth the exact wording of such proposed amendment(s) or general revision has been mailed to all Voting Members at least ten (10) days prior to the meeting at which they will be considered. An affirmative vote of three-fourths (3/4) of the Voting Members present and voting will be necessary to adopt any amendment(s) to or general revision of these bylaws. To take effect, any amendment(s) to or general revision of these bylaws must also be ratified by a

(2/3)affirmative vote of the members of the Board of Trustees present and voting at the first meeting of the Board following the adoption of such amendment(s) or general revision.