

UNITY WEST CHURCH BY-LAWS
A Non-Profit California Corporation

The principle office for the transaction of the business of this non-profit Corporation shall be located as established by the Board of Directors, in the County of Los Angeles, State of California.

Article 1

Identification

Section 1.01. Statement of Purpose

The purpose for which this non-profit California Corporation, Unity West Church of Los Angeles County, has been established is religious as set forth in its Article of Incorporation, and shall be to conduct religious services and to teach the principles of Love and Truth as taught and exemplified by Jesus Christ.

The principle office for the transaction of the business of this non-profit Corporation shall be located as established by the Board of Directors, in the County of Los Angeles, State of California.

Section 1.02. Function

(a) Spiritual Leadership

This Ministry shall have as its spiritual leader an ordained/licensed minister or teacher.

(b) Teaching

The principles of Truth as exemplified by Jesus Christ shall be taught through this Ministry using methods, textbooks, literature and other materials selected and/or approved by the spiritual leader, the Minister.

Article II

Membership

Section 2.01. Qualifications.

A member of Unity West Church shall endeavor to love 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.

Section 2.02. Election of Members.

Anyone desiring membership in Unity West Church shall complete a membership card.

(a) Active members will be those attending at least four (4) services per year.

(b) Inactive members will remain on the mailing list unless they request removal.

Section 2.03. Term of Membership.

(a) Tenure

A member shall retain membership until it is voluntarily served. A member may be removed from the membership role only as specified in Section 2.03(b).

(b) Removal

Removal from the membership of any member whose qualifications are in question requires at least a two-third affirmative vote of the Board of Directors, including agreement by the Minister. Prior to action concerning removal, the member must be given an opportunity for a hearing before the Board or membership, if requested.

(c) Dues

Members may not be subject to the collection of either dues or assessments.

Section 2.04. Powers of Members.

Members of Unity West Church shall have the power to do the following:

(a) Vote at any membership meeting called in accordance with section 2.05 at which the member is present or provides a written proxy.

(b) Elect members to the Board of Directors as specified in Section 3.04.

(c). Ratify the by-laws of this Ministry, or any amendments thereto, as specified in Section 5.01.

(d) Vote on any question of sale or pledge of real property owned and used for the operation of this Ministry which exceeds Fifteen Thousand Dollars (\$15,000.00) in value. A majority, fifty one percent (51%) affirmative vote of those voting is required to approve the sale or pledge. Refer to Section 3.03(b) 7.

(e) Call a special membership meeting when the affairs of this Ministry warrant such action. Refer to Section 2.05(b) 3.

(f) Vote to override any action of the Board of Directors providing it is communicated to the membership in writing thirty (30) days prior to the subsequent meeting of the membership. Seventy-five percent (75%) of those voting have the authority for determination.

(g) Vote for the removal of any Director from his/her office in accordance with Section 3.05(a)(4). One Director may be removed or the entire Board. If the entire board is removed the

membership will create a nominating committee for replacement Directors.

- (h) Vote on any matters officially brought to the attention of the membership.
- (i) Offer suggestions to the Minister or Board of Directors as may seem advisable for the good of this Ministry.

Section 2.05 Meetings and Quorum.

(a) Annual Membership Meeting

The annual membership meeting of Unity West Church shall be held on the second Sunday in the month of July at the time of day and location designated by the Board of Directors.

(b) Special Membership Meetings

Anytime the affairs of this Ministry warrant, a special membership meeting may be requested by:

- (1) The Minister
- (2) A majority of the Directors of the Board.
- (3) Submission of a petition signed by twenty-five percent (25%) of the active membership. A written request must be submitted to the Board who shall call the meeting on behalf of the requesting party, to be held within sixty (60) days. The purposes for the special meeting shall be stated both in the written request and the written notice to the membership, via the Church newsletter.

(c) Written Notice

Written notice stating the date, time and place shall be mailed to all members at least thirty (30) days before any membership meeting, via the Church newsletter.

(d) Participation

Participation in the business affairs of any membership meeting shall be restricted to members. Participation of other persons must be approved by a two-thirds majority vote of the members in attendance.

(e) Voting

Unless otherwise provided herein, the majority of the members voting in person or by proxy shall be necessary for approval or disapproval of action being voted upon. Refer to Section 2.04 d. and g. and Section 7.01.

Article III
Government

Section 3.01 Administration.

The government of Unity West Church shall be vested in the Board of Directors elected from the membership.

Section 3.02 Minister.

(a) Duties

As the Spiritual Leader, the Minister shall be responsible for the scheduling, conduct and content of services, classes and all other activities that further the purpose of this Ministry as specified in Section 1.01, shall attend board meetings, and shall be a member of all committees except concerning the Minister's employment or that of a successor.

(b) Compensation

The compensation of the Minister shall be fixed by agreement between the Minister and the Board of Directors.

Section 3.03 Board of Directors: Members.

(a) Structure

The Board of Directors shall consist of five (5) members elected from the Membership of Unity West Church. Each elected Director shall hold office two (2) years or until a successor is elected. Every effort shall be made that half of the directors terms will begin on alternating years to insure that the terms the directors do not end simultaneously. The number of directors may be increased without revising the by-laws as the membership expands but must always be an odd number. The number shall be determined prior to the Annual Membership Meeting by those serving on the present Board.

(b) Duties

As representatives of the Membership, the Directors of the Board shall:

- (1) Uphold the spiritual purposes of this Ministry as stated in Section 1.01.
- (2) Uphold the highest interest of the Membership in conducting the business of the Ministry.
- (3) Be conversant with the by-laws.
- (4) Be faithful in attendance at services, board and membership meetings of this Ministry.

- (5) Make determination of the business needs of this Ministry and authorize payment of monies for those purposes.
- (6) Administer the property of this Ministry, both real and personal.
- (7) Make determination on the sale or pledge of real or personal property belonging to this Ministry. All decision in favor of the sale of real property exceeding Fifteen Thousand Dollars (\$15,000.00)in value shall be presented to the membership in a properly constituted membership meeting to be voted on in accordance with Section 2.04 d.
- (8) Authorize the employment of a Minister and other staff personnel of this Ministry and set and approve their salaries. See Section 3.02.
- (9) Set the dates for the fiscal year.
- (10) When deemed advisable, secure a fidelity bond for the Treasurer, the amount to set by the Board.
- (11) Act to fill the unexpired term of any Director in accordance with Section 3.05 (b).
- (12) Elect officers of the Board, and their successors to fill any unexpired term as necessary.
- (13) Ratify committees and their chairpersons as appointed by the Board President.

Section 3.04 Board of Directors: Elections.

(a) Qualifications

Any person elected to the Board of Directors must be an active member of Unity West Church and shall be a person who:

- (1) Desires to serve on the Board and is a current member of Unity West Church.
- (2) Endeavors to live in accord with the Jesus Christ principles of Love and Truth.
- (3) Is nominated either by the Board or the membership at the Annual Membership Meeting. A special nominating committee may be appointed prior to this meeting from the membership of the church.
- (4) Is elected or confirmed by the membership at the Annual Board Meeting.

(b) Nomination

(1) Nominees are presented to the membership at the Annual Membership Meeting by either the Chairperson of the Nominating Committee or the President of the Board of Directors.

(2) Additional nominations are opened from the floor for qualified persons among the membership.

(3) Nominees shall leave the room so that a free discussion may be held concerning the qualifications of the nominees and during the voting if the voting is by voice vote.

(4) Members of the Board that have been appointed by the Board to fill unexpired terms due to a vacancy on the Board prior to the Annual Membership Meeting will be presented to the members for confirmation.

(c) Election

(1) Votes shall be cast by ballot only if more nominations are made than positions to be filled. Members will have the same number of votes as positions to be filled. Nominees getting the most votes will fill positions.

(2) Members of the Board that have been appointed by the Board to fill unexpired terms due to a vacancy on the Board prior to the Annual Membership Meeting will be presented to the members for confirmation by voice vote.

Section 3.05 Board of Directors: Vacancy and Replacement

(a) Vacancy

The office of a Director may be vacated by any of the following means:

(1) Resignation.

A resigning member shall endeavor to give a minimum one (1) month notice.

(2) Excessive unexcused absences.

The Board may remove a Director due to absences from three successive regular board meetings. Absences may be excused by the Board upon written request.

(3) Vote of Board Directors.

The Board may vote by majority for the removal of a Director because of failure

to fulfill the duties of the office as specified in
Section 3.03 b.

(4) Vote of members. See Section 2.04 (g)

A vote of seventy-five (75%) of the active membership present at an Annual Membership Meeting or a Special Membership Meeting may remove a Director for failure to fulfill the duties of the office as specified in Section 3.03 b.

(b). Replacement

Should a vacancy occur on the Board of Directors, the Board shall proceed to fill time remaining on the vacating member's term by nominating a qualified person from the membership. A vote will be taken by ballot at the next regular Board meeting. The new member will begin serving immediately but will be presented for confirmation at the next Annual Membership Meeting. (See Section 3.04 b. 4.)

Section 3.06 Board of Directors: Meetings and Quorum.

a. Regular business meetings of the Board shall be determined by the Board. See Section 3.03 b. 9.

b. Special meetings of the Board shall be called by the President under any of the following conditions:

(1) By request of the Minister.

(2) By request of two or more Directors.

(3) As the President deems it necessary. This request shall be filed in writing with the Board Secretary. Reasonable effort must be made to notify all Directors of any special meeting. Reasonable effort shall include more than one mode of communication (electronic, phone, mail) if it is difficult to contact a member.

(c) A majority of the Directors shall constitute a quorum for the transaction of business.

(d) The Minister has the right to attend all Board Meetings and shall be notified of all special meetings except those concerning the Minister's employment or compensation. See Section 3.02 a.

(e) No business shall be conducted without a meeting of the Board except in emergency.

Then a reasonable effort as defined in Section 3.06 (b) (3) must be made to contact all members and get their vote.

Section 3.07 Board of Directors: Officers.

Officers of the Board of Directors shall consist of a President, Vice-President, Secretary and Treasurer. A Vice-President is optional unless the Board has seven members or greater. The President shall be elected at the last regular board meeting prior to the annual membership meeting and shall assume office at the first board meeting following the annual membership meeting, at which time all other officers of the board shall be elected. All officers shall be elected by a majority vote of the Directors present and voting and shall hold their offices for one (1) year, or until their successors are duly elected or qualified.

(a) President

The President shall

- (1) Call Board Meetings and set a preliminary agenda.
- (2) Preside at all Board of Directors meetings.
- (3) Preside at all membership meetings.
- (4) Call and preside at special membership meetings unless there is a conflict of interest. See Section 2.05 (b) and Section 2.04 (g).
- (5) Appoint committees and charge them with their duties. ~~in accordance with Section 4.01.~~
- (6) Be a member of all committees by virtue of the office, except a nominating committee appointed from the church membership.

(b) Vice-President

The Vice-President shall

- (1) Perform all the duties of the President in case of absence.
- (2) Become President in case the office of the Presidency becomes vacant. In such case, a new Vice-President shall be elected from among the remaining Directors to fill the remainder of the term.

c. Secretary

The secretary shall

- (1) Keep, or cause to be kept, an accurate record of the minutes of all Board and Membership Meetings.
2. Hold in custody and be responsible for all reports and contracts assuring their safety and availability when needed.

3. Attend to all official business required by the Board.

d. Treasurer

- (1) Be custodian of the funds of this Ministry and pay out, or cause to be paid out, funds authorized by the Board. Refer to Section 3.03 b. 10.
- (2) Keep, or cause to be kept, a record of all financial transactions, and submit a monthly financial report at each regular Board Meeting.
- (3) Submit a financial report, covering the last complete fiscal period, at the annual membership meeting.
- (4) Count, or cause to be counted by the appointment of qualified persons, all funds received, and be responsible for their deposit.
- (5) Place, or cause to be placed, the funds of this Ministry in the bank or other depository approved by the Board.
- (6) Secure, or cause to be secured, liability insurance for the Minister and Board members.
- (7) Oversee the investments of the Church, directly or by the appointment of qualified persons, as to their appropriateness and security for the mission of the Ministry.
- (8) Act in the place of the President in his/her absence if a Vice-President is not available.
- (9) Send, or cause to be sent, annual reports to all donors for income tax purposes.

Article IV

Meeting Procedures

Section 4.01 Order of Business.

The regular order of business at Board of Directors and Membership meetings shall be determined by the Board of Directors.

Section 4.02 Rules of Order.

Robert's Rules of Order shall be the authority of this Ministry on parliamentary law and its usage, unless otherwise provided by these By-laws.

Article V--By-Laws

Section 5.01 Procedure.

Substantive amendments to these by-laws must be made by voting members of this Corporation at a legally constituted Membership Meeting. Written notice setting for the proposed amendments must be made available to all members at least thirty (30) days prior to the required Membership Meeting. An affirmative vote of seventy-five percent (75%) of all members present and voting shall be necessary to pass any amendment to these by-laws.

Section 5.02 Precedence and Certification

These by-laws shall take effect and control the operation of this Corporation from time of their adoption, and shall always take precedence over any other documents, articles or by-laws in the event of a question or conflict.

I, the undersigned, duly elected and acting Secretary of Unity West Church, a nonprofit California Corporation, do hereby certify:

That the foregoing by-laws were originally adopted as the by-laws of said Corporation on the 10th day of July, in the year 1983.

Darcey Diaz – Secretary
Unity West Church Santa Monica

Adopted 7/10/1983
Modified 11/02/1999
Modified 7/12/2009
Modified 7/10/2011