

BYLAWS
UNITY CHURCH OF NORTHEAST TARRANT COUNTY
ARTICLE I

Identification

SECTION 1.01 - STATEMENT OF PURPOSE

The purpose of Unity Church of Northeast Tarrant County, a Texas Corporation, (hereinafter sometimes referred to as the Church, Corporation, or the Ministry) is to teach the universal principles of Truth, as taught and demonstrated by Jesus Christ and interpreted by Charles and Myrtle Fillmore.

SECTION 1.02 - OPERATION

Unity Church of Northeast Tarrant County shall operate as a non-profit corporation in keeping with the laws of the state of Texas.

ARTICLE II

Location

SECTION 2.01 - PRINCIPAL OFFICE

The principal executive office of the Corporation shall be fixed by the Board of Directors. Said office shall be in the County of Tarrant, State of Texas, or at such other place within the State of Texas as the Board of Directors hereinafter shall designate. The Corporation may also have offices at such other place or places, as the Board of Directors may from time to time designate. At present, the principal office of the Corporation is at 1650 Hughes Road, Grapevine, Texas 76051.

ARTICLE III

Membership

SECTION 3.01 - QUALIFICATIONS

A member of Unity Church of Northeast Tarrant County shall endeavor to live in accord with the Jesus Christ principles of Love and Truth as taught by Unity. He or she shall further the work of the Ministry through his or her active interest, love, and support.

SECTION 3.02 - ELECTION AND CLASSIFICATION OF MEMBERS

Election into membership, classification, and verification of membership shall be performed as follows:

- (a) Election of Member: Anyone 18 years or older, including Junior Members who have turned 18 years of age, desiring membership in Unity Church of Northeast Tarrant County shall attend membership orientation and file an Application for Membership with

the office of the Corporation. The ministers and licensed Unity teachers are considered members of this Ministry.

(b) Classification of Membership: Membership in this Ministry shall be classified according to voting eligibility and by the age of the member. There shall be Voting Members, Non-voting Members, and Junior Members.

(1) Voting Members: Members who are 18 years or older and have satisfactorily verified membership annually in accordance with Section 3.02(c) shall be Voting Members.

(2) Junior Members: Members who have not reached 18 years of age shall be Junior Members. Junior Members are Non-Voting Members.

(3) Non-Voting Members: Members who have not satisfactorily verified membership in accordance with section 3.02(c) shall be Non-Voting Members. Non-Voting Members who do not return membership verification forms for 2 (two) consecutive years shall have their membership inactivated until they initiate reinstatement by completing the membership orientation and reapplying for membership.

(c) Annual Verification of Membership: The Board of Directors shall mail membership verification forms to members annually. All members (except Junior Members) who complete and return the verification forms by the deadline indicated by the Board of Directors shall be Voting Members. Members who do not return membership verification forms within the designated time shall be Non-Voting Members until they initiate reinstatement of membership.

SECTION 3.03 - TERMS OF MEMBERSHIP

Tenure and removal from membership shall be determined as follows:

(a) Tenure: A member shall retain membership until it is voluntarily severed, or as long as his or her ideas and conduct are in accord with the qualifications specified in Section 3.01.

(b) Removal: Removal from the membership roll of any member whose qualifications are in question requires at least a two-thirds (66%) affirmative vote of the Board of Directors. Prior to action concerning removal, the member must be given an opportunity for a hearing before the Board.

SECTION 3.04 - POWERS OF VOTING MEMBERS

Voting Members of Unity Church of Northeast Tarrant County shall have power to do the following:

(a) Vote at any membership meeting called in accordance with Section 3.05, at which the member is present.

(b) Elect members to the Board of Directors as specified in Section 4.04.

(c) Ratify the Bylaws of the Corporation or any amendments thereto as specified in Section 8.01.

- (d) Elect a member, and an alternate, to serve on the Nominating Committee as Specified in Section 4.04(b).
- (e) Call a special membership meeting when the affairs of the Ministry warrant such action. Refer to Section 3.05(b).
- (f) Vote to override any action of the Board of Directors. In order to override an action, it must be communicated to the Voting Members in writing at least ten days prior to a meeting of the membership. A quorum is required and seventy-five percent (75%) of those present and voting have the authority for determination.
- (g) Vote for the removal of any Director from his or her office in accordance with Section 4.05(a)(4).
- (h) Vote on any matters officially brought to the attention of the membership.
- (i) Be notified by email and posting at the Information Center prior to any financial transaction over the initial amount of \$5,000.
- (j) Offer suggestions to the Minister or Board of Directors as may seem advisable for the good of the Ministry.
- (k) Request liaison assistance. A minimum of 10 members is required to originate such a request.
- (l) Vote on Prospective Minister Candidate(s) at a special meeting should a vacancy occur. The Board of Directors will consider the results of the membership vote and make a final determination on the candidate(s).

SECTION 3.05 - MEETINGS AND QUORUM

Meetings shall be conducted as follows:

- (a) All meetings involving participation of the voting members shall be conducted, simultaneously, electronically and at the actual meeting location. Voting members joining electronically shall have the same voting privileges as those joining and voting at the actual meeting location. Electronic votes shall be monitored and counted by two (2) individuals approved by the minister or the board of directors.
- (b) Annual Membership Meeting: The annual membership meeting of the Corporation shall be held on the second Sunday in January or a day designated by the Minister and Board of Directors, yet no later than the second Sunday in February.
- (c) Special Membership Meetings: Any time the affairs of the Corporation warrant, a special meeting may be called by:
 - (1) The Minister
 - (2) Majority of Board of Directors
 - (3) A minimum of ten percent (10%) of the Voting Members shall notify the Secretary of the Board of Directors in writing of their intent to hold a special

meeting and declare the purpose(s). A petition signed by at least 25% of the Voting Members is required in order to hold the meeting. Upon receiving the petition, the Board of Directors shall call the meeting on behalf of the requesting party parties within 60 days.

The purpose(s) for a special meeting shall be stated in the written notice to the membership. Business conducted at the special meeting shall be limited to the pre-stated purpose(s).

(d) Written Notice: Written notice stating the date, time, and place shall be mailed to all Voting Members at least ten days before any membership meeting.

(e) Quorum: The lesser of forty (40) Voting Members or twenty-five percent (25%) of the Voting Members shall constitute a quorum at any membership meeting.

(f) Participation: Participation in the business affairs of any membership meeting shall be restricted to Voting Members in attendance. Participation of other persons in discussion of business must be approved by a two-thirds (66%) majority vote of the Voting Members in attendance.

(g) Voting: Unless otherwise provided herein, the vote of the majority of the Voting Members present and voting shall be necessary for approval or disapproval. ~~of the action being voted upon.~~

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

ARTICLE IV Government

SECTION 4.01 - ADMINISTRATION

The government of Unity Church of Northeast Tarrant County shall be vested in the Minister and the Board of Directors.

SECTION 4.02 - MINISTER

Requirements and Duties of the Minister are as follows:

(a) Spiritual Leader: The Spiritual Leader shall be an ordained or licensed Unity Minister in good standing, or other ordained or licensed minister who is in alignment with Unity principles, responsible for the scheduling, conduct, and content of services, classes, and all other activities that further the purpose of the Ministry as specified in Section 1.01.

(b) The Minister shall be:

(1) The manager of operations of the church in conjunction with the Board of Directors.

- (2) A Voting Member of the Board of Directors on all matters except his or her own employment or successor. Co-ministers shall have one vote, which may be exercised by either of them.
- (3) A member of all committees. Refer to Section 5.01.
- (4) Responsible for seeking liaison assistance in the event of a dispute adversely affecting the Ministry.
- (5) Empowered to employ and terminate employees of the Corporation with the approval of the Board of Directors.

(c) Compensation: The compensation of the Minister shall be fixed by agreement between the Minister and the Board of Directors.

(d) Vacancy: Should a vacancy occur in the office of the Minister, the Board of Directors shall ~~se~~ move to fill the vacancy.

SECTION 4.03 - BOARD OF DIRECTORS - MEMBERS

Details of structure and duties of the Board of Directors are as follows:

(a) Structure: The Board of Directors shall consist of the Minister and six Directors elected from the membership of Unity Church of Northeast Tarrant County. Each elected Director shall hold office for three years, or until his or her successor is duly elected. The terms of two elected Directors shall expire annually and their offices shall be filled at the annual membership meeting in accordance with Section 4.04. No elected Director shall serve more than two consecutive terms of three years each without an interval of one year between terms. Any member of the Board of Directors who has served more than one year of a term shall be considered to have served the full term. No individual receiving compensation from the Church or the spouse, parents or children of an employee shall serve on the Board of Directors. Further, no Board member shall be the spouse, parent, or child of another Board member. At the time of the approval of these Bylaws, the current Board members are exempt for their current term.

(b) Prayer is important. Therefore, in addition to adhering to the normal procedures for legal functioning set forth in these Bylaws, it is also important that the spiritual principles taught by Unity are utilized in the handling of decisions, which may come before the Board of Directors. During the discussion of an item of business, any Director may request time for prayer about the issue. Upon such request, the Chair shall provide a period of prayer and silence.

(c) Duties: As representatives of the membership, the Board of Directors shall:

- (1) Uphold the spiritual purpose of the 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 these Bylaws.
- (4) Be faithful in attendance at services, board and membership meetings, and be supportive of other activities of the Ministry.
- (5) Make determination of the business needs of the Ministry and authorize payment of monies for those purposes.

- (6) Administer the property of the Ministry, both real and personal.
- (7) Make determinations on the purchase, sale, or pledge of real or personal property on behalf of the Ministry.
- (8) Authorize the Minister to employ all staff personnel of this Ministry, and submit a salary schedule which is subject to approval by the Board of Directors.
- (9) Set dates for the fiscal year.
- (10) Be responsible for establishing the church's overall annual budget.
- (11) Cause to be prepared a complete financial statement with disclosures, each year, setting forth the fiscal condition and operations of this Ministry.
- (12) Appoint a financial review team which is responsible for examining the financial records annually.
- (13) Act to fill the unexpired term of any Director in accordance with Section 4.05(b).
- (14) Elect officers of the Board. When necessary, elect their successors to fill any unexpired term. Refer to Section 4.07.
- (15) Ratify committees and their chair as appointed by the Board President. Refer to Section 5.01.
- (16) Communicate with a dispute resolution specialist for aid in resolution of disputes between the Board of Directors and the Minister.
- (17) Consider other duties brought to their attention by the Minister or other Directors.
- (18) Verify the credentials of any prospective minister.

SECTION 4.04 - BOARD OF DIRECTORS - ELECTION

Election to the Board of Directors is determined as follows:

(a) Qualification: Any person elected to the Board of Directors must be an active Voting Member of Unity Church of Northeast Tarrant County for a minimum of one year. At the time of the approval of these Bylaws, the current Board members are exempt. He or she shall be a person who:

- (1) Desires to serve on the Board.
- (2) Endeavors to live in accord with the Jesus Christ principles of Love and Truth as taught by Unity.
- (3) Furthers the work of the Ministry through an active interest, love, and support as shown by faithful attendance at services and other activities of the Ministry.
- (4) Is a sincere and continuing student of Unity, evidenced by attendance and participation at classes and being conversant with its teachings.
- (5) Has demonstrated leadership capabilities and is willing to serve as an example for the membership.

(b) Nominating Committee: A Nominating Committee shall be formed at least three months prior to the annual membership meeting, and shall initiate a search for at least two qualified candidates for the Board of Directors. The Committee shall consist of the Minister and three members selected in the following manner:

- (1) At the annual membership meeting, the membership shall elect one of its members, and an alternate, to serve on the Nominating Committee for the next year's election.
- (2) The Board of Directors shall elect one of its Directors.
- (3) Together with the Minister, the above two Committee members shall select a third Committee member from the membership who shall become the Chair of the Nominating Committee. In the event a member and the alternate member of the Nominating Committee is unable to serve, the Board shall select a person from the membership to fill the vacancy. The vacancy shall not be filled by a current Board member.

(c) Nominating Procedure: As the presiding officer of the annual membership meeting, the Board President shall:

- (1) Read Section 4.04(a) of the Bylaws just prior to the call for nominations.
- (2) Call upon the Chair of the Nominating Committee to present the Committee's nominations.
- (3) Call for additional nominations from the floor.

The nominees should be chosen primarily on their ability to meet the qualifications indicated in Section 4.04(a). Secondly, a person's past business success and skills may also be considered.

(d) Election: Votes shall be cast by ballot only if more than two nominations have been made. The two nominees receiving the largest number of votes shall be elected to the Board of Directors.

SECTION 4.05 - BOARD OF DIRECTORS - VACANCY AND REPLACEMENT

Vacancy and replacement of Board members shall be ~~handled~~ managed as follows:

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

- (1) The resignation of a Director.
- (2) The Board voting for the removal of a Director due to absences from three successive regular Board meetings. Absences may be excused by the Board upon written request.
- (3) The Board voting for the removal of a Director because of his or her failure to fulfill the duties of the office as specified in Section 4.03(c).
- (4) The membership voting for the removal of a Director because of his or her failure to fulfill the duties of the office as specified in Section 4.03(c). Refer to Section 3.04(g).

(b) Replacement: In the event of a vacancy on the Board of Directors, the Board shall proceed to fill the vacancy by ballot at its next regular meeting. In case of emergency, a special meeting may be called. Persons meeting the

qualifications specified in Section 4.04(a) shall be considered as replacements. No replacement shall have served as Director during the year prior to his or her election. A majority vote of those present and voting shall be necessary to elect. The term of the newly elected Director shall expire on the same date as the term of the Director that is succeeded.

SECTION 4.06 - BOARD OF DIRECTORS - MEETINGS AND QUORUM

Meetings shall be ~~handled~~ managed in the following manner:

(a) Regular Board Meetings: The regular business meetings of the Board of Directors shall be held monthly at the headquarters on a day specified by the Board of Directors.

(b) Special Board Meetings: Special meetings of the Board may be called by the President, the Minister, or at the request of two or more Directors. Their request shall be in writing and filed with the Board Secretary. Reasonable effort must be made to notify all Directors of any special meeting.

(c) Quorum: Four Directors shall constitute a quorum for the transaction of business.

(d) Action without a meeting: The Board may take an action without a meeting if a consent in writing, setting forth the action so taken, is signed or electronically acknowledged by all of the directors and is thereafter ratified at a regular or special meeting.

SECTION 4.07 - BOARD OF DIRECTORS - OFFICERS

Officers of the Board of Directors shall consist of a President, Vice President, Secretary, and Treasurer. All officers shall be elected at the first meeting after the annual membership meeting by a majority vote of the Directors present and voting, and shall hold their respective offices for one year, or until their successors are duly elected or qualified. New members can only be elected to the position of an officer if he or she has a year of prior service on the Unity Church of Northeast Tarrant County Board of Directors.

(a) President: The President shall:

- (1) Preside at all Board of Directors meetings.
- (2) Preside at all membership meetings.
- (3) Appoint committees in accordance with Section 5.01.
- (4) Be a member of all committees by virtue of his or her office, except the Nominating Committee.
- (5) Sign such papers and documents as may be necessary, upon proper authorization by the Board.

(b) Vice-President: The Vice-President shall:

- (1) Perform all the duties of the President in his or her absence.
 - (2) Become President in the event that office becomes vacant.
- In such case, a new Vice-President shall be elected from among

the remaining Directors and serve 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, contracts, legal papers, minute books, and the corporate seal. The items shall be kept in the Ministry office or in such other depository as prescribed by the Board.
- (3) Address all official business required by the Board.

(d) Treasurer: The Treasurer shall:

- (1) Keep or cause to be kept, a record of all financial transactions and submit a monthly financial report at each regular Board meeting. This record shall be made available to Voting Members upon request.
- (2) Submit a financial report covering the last complete fiscal period at the annual membership meeting.
- (3) Count, or cause to be counted, by the appointment of qualified persons, all funds received and be responsible for their deposit.
- (4) Place, or cause to be placed, the funds of this Ministry in the bank or other depository approved by the Board.

SECTION 4.08 – EMERGENCY SITUATIONS

In the case of a national emergency declared by the President of the United States, and/or state or local emergency so declared, as determined by a two-thirds (2/3rds) vote of the local ministry directors present and voting, the Board of Directors is authorized to meet by electronic means and to have the full power to adjust budgets and cancel/postpone events or reschedule them as electronic meetings.

ARTICLE V

Committees

SECTION 5.01 - FORMATION OF COMMITTEES

Committees can be established by the President of the Board of Directors for any specific purpose, except the Nominating Committee (Refer to Section 4.04(b)). Committee members shall be appointed by the President, approved by the Minister, and ratified by the Board. The Board shall also ratify the Chair of the Committees.

ARTICLE VI

Meeting Procedure

SECTION 6.01 - RULES OF ORDER

The latest edition of ROBERT'S RULES OF ORDER shall be the authority of the Ministry unless otherwise provided by these Bylaws.

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All regular and special Board of Directors meetings will consist of the elected Board members, the Minister (Co-Minister if applicable), and the Administrator as a non-voting attendee at the discretion of the Board. Any Voting Member wishing to present an item for discussion at a regular Board meeting shall submit a request in writing to the Secretary of the Board no later than forty-eight (48) hours before the meeting time, stating the item for discussion to be placed on the agenda.

ARTICLE VII

Seal

SECTION 7.01 – DESCRIPTION

The Corporate seal of the Corporation shall include the name of the Ministry in a circle.

ARTICLE VIII

Amendment of Bylaws

SECTION 8.01 - PROCEDURE

Amendments to these Bylaws must be made by Voting Members of the Corporation at a legally constituted membership meeting. Written notice setting forth the proposed amendments must be mailed to all Voting Members at least ten days prior to the required membership meeting. An affirmative vote of two-thirds majority of all Voting Members present and voting shall be necessary to pass any amendment. These Bylaws fully supersede all previous Bylaws adopted by Unity Church of Northeast Tarrant County.

ARTICLE IX

Dissolution

SECTION 9.01 - DISSOLUTION

Dissolution of the Corporation shall be ~~handled~~ managed as follows:

(a) In the event of the dissolution of the Corporation, all property and funds remaining after the payment of the debts and liabilities of the Corporation shall be distributed, as determined by the Corporation's Board of Directors, consistent with the Corporation's organizational documents, and for one or more tax exempt purposes to an organization described in IRS Code Section 501(c)(3).

(b) In the event that the Board of the Ministry is unable to reach a decision regarding the distribution of the Ministry's property and funds, the property and funds remaining after payment of the debts and liabilities of the Corporation shall be distributed by a court of competent jurisdiction in Tarrant County, Texas to another organization to be used in such manner as in the judgment of the court will best accomplish the general purposes for which the Ministry was organized. The Board of the Ministry will be considered to be "unable to reach a decision regarding the distribution" once a period of at least six months has elapsed, from the time the Board, at a properly called Board meeting, initially considers the issue of proper distribution of Ministry's property and funds upon dissolution, with no final decision by the Board having occurred.

President, Board of Directors

Date of