

CENTER FOR SPIRITUAL LIVING - OLYMPIA
A RELIGIOUS SCIENCE CHURCH

BYLAWS

Amended April 17, 2011

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CENTER FOR SPIRITUAL LIVING - OLYMPIA

A RELIGIOUS SCIENCE CHURCH

BYLAWS

A Nonprofit Religious Corporation, incorporated under the laws of the State of Washington, herein called "Center"

ARTICLE 1: Name and Affiliation

The name of this Spiritual Community is Center for Spiritual Living - Olympia (also referred herein as "CSL"). CSL is fully affiliated with the United Centers for Spiritual Living, a Colorado nonprofit religious corporation with offices in Golden, Colorado. It exists for the primary purpose of worship and teaching the principles of Science of Mind, as expressed by Ernest Holmes, and taught by the United Centers for Spiritual Living, as well as other New Thought principles. This Center acknowledges that it has affiliated with the United Centers for Spiritual Living by written Membership Covenant and is now under its sponsorship and guidance.

ARTICLE 2: Offices

The principal office for maintaining and keeping of files and records resides with the current Core Council Secretary. The Core Council may change the principal office from one location to another. Refer to current Policies and Procedures for specifics relating to the current mailing address and physical location of records.

ARTICLE 3: Purpose, Vision and Mission

3.1 Purpose: CSL's Purpose is to support personal and global transformation.

3.2 Vision and Mission

CSL's Vision: We are co-creating a community that radiates our individual and collective Passions, Power, and Infinite Possibilities as unique, Divine Emanations of God, the Love-Intelligence of the Universe. We support personal and global transformation through Love and Service, and, knowing our Oneness with God, welcome and embrace a rainbow of diversity.

CSL's Mission: To co-create a diverse, loving, and Spirit-led community that is dedicated to global and individual evolution and collective growth, through service, study, fellowship, music and play.

ARTICLE 4: Ecclesiastical Authority and Public Policy

4.1 Ecclesiastical Authority

The Center, its Core Council, members and offices shall be subject to the ecclesiastical law and authority of the United Centers for Spiritual Living in all matters lawfully within ecclesiastical jurisdiction. Ecclesiastical authority refers to the Ministerial Code, the Practitioner's Code, and the Member Affiliation Agreement. The Member Affiliation Agreement consists of all documents required for a Center to become affiliated with the United Centers for Spiritual Living.

4.2 Public Policy

4.2.1 Non-Partisan Activities

The Center is governed by the policies of the United Centers for Spiritual Living and the laws of the State of Washington. It shall be nonprofit and nonpartisan. It shall not publish or disseminate materials with the purpose of attempting to influence legislation. It shall not participate or intervene in any political campaign on behalf of any candidate for public office, or for or against any cause or measure being submitted to the people for a vote.

4.2.2 Limitations on Public Policy Pronouncements

As a general rule, public policy pronouncements shall not be made on behalf of the Center by anyone other than the Senior Minister. If a situation arises, a public policy pronouncement may be made, but only if it is consistent with the provisions of Article 4.2.1 (Non-Partisan Activities) of these Bylaws.

ARTICLE 5: Policies and Procedures

5.1 Bylaws

The Bylaws of this corporation are adopted for the purpose of prescribing and defining the means and methods by which the Center, its membership, its Core Council and its staff shall function and carry out their respective duties, obligations and purposes. In all events the applicable provisions of the corporation statutes of the State in and under which the Center is organized as a corporation shall prevail.

These Bylaws form the basic policies for structure and function of the Center. All other policies and procedures are the responsibility of the Core Council.

5.2 Policy Formulation

Policy formulation in support of the Center's purpose and vision is the task of members of the Core Council, committees, and professional staff members. It is a cooperative effort in which each group brings its special insights, experience and skills to

bear on the task. It involves the identification of policy needs, formulation of policy options, and consideration of policy options.

5.3 Policy Determination

Policy determination is the responsibility of the Core Council alone. This responsibility derives from the legal status of the Core Council. Core Council action(s), in establishing policies and directions for the total organization must be consistent with the Core Council's purpose and vision.

5.4 Policy Implementation

Policy implementation is the responsibility of the Core Council. Staff and others may be involved and assist in implementation, and all actions must support the Center's purpose and vision.

5.5 Policy Monitoring

Policy monitoring is the responsibility of the Core Council, committees and professional staff members. Staff is responsible for periodic performance reporting on implementation. The Core Council is ultimately responsible for evaluating the efficacy of implementation and determining future policy actions as appropriate, in continuing support of the Center's purpose and vision.

5.6 Policies and Procedures

Core Council-adopted policies and procedures shall be maintained in a manual which is kept by the current Secretary and is available for reference by members of the Center. Subsequent reference to policy refers to the policy and procedure function of the Core Council.

ARTICLE 6: CSL Members

6.1 Application of Members

Any person, at least eighteen (18) years of age, may become a member upon making written application and meeting requirements as determined by the Core Council as specified in Article 6.3 (Membership Requirements). Each applicant asserts a personal commitment to spiritual growth and to supportive active membership in the Center.

6.2 Membership Confirmation

Membership in the Center shall be considered active following application and verification by the Core Council.

6.3 Membership Requirements

Each of the following represents both a responsibility and a privilege of Center membership and serves to define a member as being in "Good Standing":

- Embracing the values, vision and standards of CSL
- Upholding the teachings and practices of Religious Science
- Completion of either Foundations or the Membership Orientation Class
- Contributing to the financial support of CSL*
- Volunteering time and service to the Center community*
- Signing and abiding by CSL's Membership Agreement

* To maintain membership status at CSL, an annual pledge indicating continued financial support, and an active volunteer commitment is required. These are for a calendar year (January through December).

6.4 Termination of Membership

Membership at the Center shall automatically be terminated by death, resignation, withdrawal, transfer of membership to another Center, or failure to fulfill the requirements of membership as outlined in Article 6.3 (Membership Requirements).

The Core Council of CSL shall have full power and authority to terminate the membership of any person where the above-mentioned requirements are not met. Such termination shall be by the adoption of a resolution by the Core Council. Any person whose membership is terminated by the Core Council shall be notified of such action in writing.

6.5 Membership Record

The Secretary of the Core Council shall maintain a true, complete and up-to-date permanent record containing at least the name, address, current standing, and date of confirmation of each member of the Center. Such record shall establish membership for all purposes and shall be available for inspection by any members of the Center at all reasonable times.

ARTICLE 7: Meeting of Members

7.1 Annual Meeting

The Annual Meeting of the membership shall be held annually as determined by the Core Council.

At such meetings, Core Council members shall be elected, reports of the affairs of the Center shall be considered, annual financial reports shall be reviewed, and any other appropriate business properly presented by the members will be conducted.

7.2 Special Meetings

Special meetings of the members may be called at any time by consensus of the Core Council or by a majority (50% plus one) of the members of the Center.

7.3 Meeting Notice

Notice of the Annual Meeting or any Special Meeting shall be given by public announcement at all Sunday services on not fewer than two consecutive Sundays preceding the date of such meetings, and by written notice mailed to the membership at least twenty-one (21) days prior to such meeting. Notice of any Annual Meeting or Special Meeting shall specify the place, day, hour, and the nature of the business to be transacted. Unless meeting notice is properly given, the meeting will be considered an unofficial meeting and any such matters of business acted upon or transacted will be considered null and void.

7.4 Place of Meetings

All meetings of members shall be held at the principal office or place of worship of the Center or at any other place within the community served by the Center within the State of Incorporation which may be designated by the Core Council.

7.5 Quorum

Those members present at any scheduled meeting of the membership shall constitute a quorum for the transaction of business at such meeting.

7.6 Adjourned Meeting and Notice Thereof

Any Annual or Special Meeting may be adjourned by the vote of a majority of the members present.

When any Annual or Special Meeting is adjourned for thirty (30) days or more, the notice of the adjourned meeting shall be given as in Article 7.3 (Meeting Notice). Where any such meeting is adjourned for less than thirty (30) days, it shall not be necessary to give any such notice.

7.7 Voting Powers

At any Annual or Special Meeting, each member shall be entitled to one vote, except in the election of Council Members.

For any election of Council Members, nominations shall be received as provided in Article 8.9.2 (Nominations of Council Members). Each member shall be entitled to cast a total number of votes equal to the number of positions on the Core Council to be filled at such meeting, casting only one (1) vote for each nominee of choice up to the number of positions to be filled. Election of Council Members shall be by secret ballot. The nominees receiving the highest number of votes shall be elected. In the event that a tie occurs for the last position to be filled, a run-off election shall take place between the nominees whose votes were tied, and such voting shall be by secret ballot. In the event the number of nominees equals the number of positions to be filled, election may be accepted by acclamation.

7.8 Proxies Prohibited

Every member entitled to vote must do so in person and not by agent or proxy.

ARTICLE 8: Core Council

8.1 General Powers

Subject to limitations of the Articles of Incorporation or these Bylaws and all applicable laws as to action to be authorized by the members, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Center shall be the responsibility of the Core Council.

The Core Council shall have the right to sell, convey, lease, transfer, or otherwise dispose of any real or personal property of the Center, when it is deemed to be in the best interest of the Center, except that it may not convey the real property, land and/or buildings of the principal place of worship except with the approval of a majority vote of the members present at an Annual or Special Meeting.

The Core Council retains the Senior, Co- and Associate Ministers.

8.2 Role of the Core Council

- A. **Vision.** All activities of the Core Council must support the Center's Purpose, Vision, and Mission (see Article 3, Purpose, Vision and Mission). The Core Council shall actively participate in, and encourage others to participate in the ongoing vision creation process.
- B. **Financial Development, Stewardship, and Integrity.** The Core Council is responsible for ensuring that the Center is adequately financed to fulfill the objectives set by the Core Council. The Core Council ensures the financial integrity of the Center.
- C. **Planning and Policies.** The Core Council sets priorities and establishes policies for the operation of the Center and develops the procedures and plans for implementation of these policies (see Article 5, Policies and Procedures).
- D. **Leadership.** The Core Council is responsible for ensuring the achievement of the Center's goals, objectives, and policies (see Article 5, Policies and Procedures).
- E. **Responsibility.** The Core Council is responsible to the membership of the Center.

8.3 Number of Council Members

The authorized number of Council Members shall be seven (7) unless changed by amendment of these Bylaws. No reduction of the authorized number of Council Members shall have the effect of removing any Council Member prior to the expiration of his/her term of office.

8.4 Senior Minister as Council Member

The Senior Minister of the Center shall be one of the Council Members and shall be a voting member, with all of the powers and duties as a Council Member. The Senior Minister shall not be elected to, or required to fill, any other Core Council office.

8.5 Compensation and Reimbursement

Except for the Senior Minister or as provided in Article 8.6 (Conflict of Interest), no Council Member may receive compensation from the Center. Council Members and members of the Center may receive reimbursement for expenses as determined by resolution of the Core Council, by the annual budget, or as outlined in the Policies and Procedures Manual.

8.6 Conflict of Interest

A Council Member may have neither a close relative nor live-in relationship with any employee of the Center or other Council Member serving a concurrent term on the Core Council.

The Core Council's responsibility to manage the business affairs of the Center is primary and absolute over any individual Council Member's personal benefits. Except as specifically provided below, no business transactions shall be entered into by the Core Council between the Center and any person who is a member or a member-elect of the Core Council, or any entity in which such person or any member of such person's immediate family shall have an opportunity for financial gain.

The Center recognizes that, in specific instances or in unique matters, it may be in the best interest of the Center to enter into a business transaction of the type otherwise prohibited above. Such a transaction may be permitted if:

- A. The Core Council complies with all provisions of State law relating to transactions between a non-profit organization and a Council Member; and
- B. The Core Council is fully apprised of the fact that the proposed transaction is of the type otherwise prohibited above, and such disclosure is set forth in the minutes; and
- C. The Core Council finds and records in its minutes, that the proposed transaction:
 - 1. is particularly unique and advantageous to the Center and/or

2. is upon terms and conditions which the Core Council believes to be more favorable to the Center than would be available in a similar transaction between the Center and any other Party.

8.7 Qualifications of Council Members

To be eligible to be elected or appointed as a member of the Core Council a candidate must:

- be an active member of CSL for at least 6 months at the date of the Annual Meeting
- pass background check(s) as specified in the Policies and Procedures Manual
- demonstrate integrity and support of other members by honoring confidentiality of names and information when appropriate
- have demonstrated a commitment to personal and spiritual growth, and completed the SOM Foundations class, or its equivalent, as determined by the Senior Minister
- have shown evidence of successful leadership in Center-related activities
- have shown evidence of personal or professional talents, skills, or qualities that will contribute to the health and expansion of the Center
- have been determined as eligible by the nominating committee prior to election or appointment

8.8 Term of Office

The Senior Minister shall serve on the Core Council for the duration of retention at the Center.

The term of office for the remaining Council Members shall be three (3) years. A Council Member may be elected to a second three-year term, except that any Council Member having served two (2) consecutive elected terms shall not be eligible for re-election or appointment for at least one (1) year after expiration of the most recent term of office. In the event that a Council Member is appointed to fulfill an incomplete term of one year or less, that Council Member shall be eligible for two (2) subsequent, full three-year (3) terms following the appointed term. In the event that the unexpired term is for a period of more than one (1) year, the appointee may be elected to one subsequent, full three-year (3) term. All Council Members, unless they resign or are removed, shall hold office until their respective successors are properly elected and installed (see Article 8.18, Organization Meeting).

8.9 Nominations of Council Members

8.9.1 Nominating Committee Members

The Nominating Committee members shall be appointed by the Core Council as specified in Article 8.21.2 (Nominating Committee).

8.9.2 Nominations of Council Members

The Core Council shall appoint a Nominating Committee to prepare a slate of nominees meeting the requirements of Article 8.7 (Qualifications of Council Members) for election as Council Members, with one nominee for each vacancy to be filled. Such slate shall be presented by the Committee when nominations are called for at the Annual Meeting, and further nominations, if any, shall be received from the floor. Those nominated from the floor must be present at the Annual Meeting and must meet the requirement qualifications of Council Members set forth in Article 8.7 (Qualifications of Council Members).

Additional eligible and qualified candidates may be nominated from the floor at the Annual Meeting.

Council Member Skills Needed:

- Organizational development
- Finance
- Fundraising.
- Marketing
- Facility Management
- Volunteer Management

Nominating Committee functions:

- Solicit candidates to apply for consideration by advertising and by invitation. Fully disclose selection/election process
- Screen applications
- Perform background checks as specified in the Policies and Procedures Manual
- Interview viable candidates
- Select the committee's slate of candidates
- Make recommendations at the Annual Meeting

The Committee shall create a system of advertising the positions available and then screen the applicants with the needs of the Core Council in mind. Candidates may be incumbent Council Members who wish to be considered for a second term of office. Further, the Committee asks about events in the applicant's life that might conflict with duties as a Council Member. These might include relationship crises, financial difficulties, health issues, and career workload.

The Committee presents only the number of candidates needed to fill the vacancies on the Core Council. Before the membership is asked to vote, there will be a call for nominations from the floor. Should there be a nomination or nominations, the Committee shall recess to check the basic qualifications as defined in Article 8.7 (Qualifications of Council Members). If qualified, the nominee will be "written in" to the ballot and the election held. This "write-in" function will act as a safeguard to having a closed system.

It is the Nominating Committee's intention to attract to the Core Council the most appropriate people who will help CSL move towards its vision.

8.10 Election of Council Members

New Council Members shall be elected at each Annual Meeting of members. Voting for Council Members shall proceed as provided in Article 7.7 (Voting Powers).

8.11 Termination of a Core Council Member

8.11.1 Termination by the Core Council

The Core Council may, by adoption of a resolution by majority vote by the members of the Core Council present, terminate the Council Membership and declare vacant the position of any Council Member who fails to meet the qualifications set forth in Article 8.7 (Qualifications of Council Members). The Core Council shall send notice of termination to the person whose Council Membership has been terminated.

8.11.2 Termination by the Center Membership

The Center membership has the authority to remove for cause any or all members of the Core Council, except the Senior Minister (provided for separately in a later Section), at any Annual or Special Membership Meeting called for that purpose. A motion to remove requires an affirmative two-thirds (2/3) vote of those present and qualified to vote.

8.12 Vacancies on the Core Council

8.12.1 Definition

A vacancy or vacancies on the Core Council shall be deemed to exist in case of the death, resignation or removal of any Council Member, or if the authorized number of Council Members is increased, or if the members fail, at any Annual or Special Meeting of members at which Council Members are elected, to elect the full authorized number. If the Core Council accepts the resignation of a Council Member submitted to take effect at a future time, the successor shall take office when the resignation becomes effective.

8.12.2 Filling Vacancies

If a vacancy occurs by reason of removal by the membership, such vacancy may be filled at the removal meeting by nominations made from the floor and voted upon by the membership present and qualified to vote; otherwise vacancies shall be filled by one of the following means:

- A. By a majority vote of the remaining Council Member(s).

- B. By a majority vote of the Center membership at an Annual Meeting or Special Meeting called to fill any vacancy or vacancies which shall not have been filled by the Council Members.

In all cases, the nominees or appointees must meet the qualification requirements of Article 8.7 (Qualifications of Council Members).

In the event that a Council Member is appointed to fulfill an incomplete term of one year or less, that Council Member shall be eligible for two (2) subsequent, full three-year (3) terms following the appointed term. In the event that the unexpired term is for a period of more than one (1) year, the appointee may be elected to one subsequent, full three-year (3) term.

8.13 Place of Meeting

Regular and special meetings of the Core Council shall be held at any place within or without the State of Incorporation of the Center which has been designated by resolution of the Core Council or by consent of all Core Council Members. In the absence of such designation, meetings shall be held at the principal office of the Center or the principal place of worship.

8.14 Teleconferencing

The use of audio and/or videoconferencing shall be allowed as a means of conducting a Core Council meeting. Teleconferencing means, for the purpose of this Section, complete all-way communication among all the participants. Each participant must be able to hear and respond to all conversation, comments, questions, and voting. Any method requiring another person to act as an intermediary for a Council Member does not meet the criteria for teleconferencing. Individual Council Members participating via teleconference shall be included in determining if a quorum is present, as described in Article 8.15 (Quorum) and shall have full voting privileges.

8.15 Quorum

A majority of the standing Council Members shall be necessary to constitute a quorum for the transaction of business, except to adjourn. Every act or decision done or made by a majority of the Council Members present at a meeting duly held at which a quorum is present shall be regarded as the act of the Core Council, unless a greater number is required by law, the Articles of Incorporation, the UCSL covenant agreement, or by these Bylaws.

8.16 Proxies Prohibited

Any Council Member entitled to vote on any action taken or authorized by the Core Council must do so in person and not by agent or proxy.

8.17 Open and Closed Meetings

All Core Council meetings are open to the Center's membership; however attendance at any part of any meeting of the Core Council may, at the Core Council's option, be limited only to the Council Members or may include such others as it may choose to admit.

8.18 Organization Meeting

The organization meeting of the Core Council shall be held within thirty (30) days following the date of the Annual Meeting.

At this meeting, the Secretary of the outgoing Core Council shall act as Chairman pro tem while the new President is nominated and elected for the new Core Council.

The new President shall then assume office and proceed with the nomination and election of a Vice President, a Secretary, and a Treasurer for the ensuing year. (See also Article 9, Officers). This newly organized Core Council shall then proceed with any business necessary, including establishing meeting dates for subsequent Core Council meetings.

8.19 Regular Core Council Meetings

Regular meetings of the Core Council shall be held at least monthly, day and time to be determined by the Core Council.

8.20 Special Core Council Meetings

8.20.1 General

Special meetings of the Core Council for any purpose or purposes may be called at any time by the President or the Senior Minister, or, if they are absent or unable or refuse to act, any two (2) Council Members.

8.20.2 Notice

Notice of the time and place of special meetings and specific purpose shall be delivered personally to each Council Member or sent to each Council Member by mail or email to the Council Member's address of record, at least seventy-two (72) hours prior to the time of the holding of the meeting. Such notice is not required when all current Core Council Members are present when the decision is made for a special Core Council Meeting.

8.20.3 Waiver of Notice

The transactions of any special meeting of the Core Council, however called and noticed or whatever held, shall be valid:

- 1) if a quorum is present, and;

- 2) if each Council Member not present acknowledges receipt of the minutes of the meeting; or
- 3) the Core Council Secretary provides documentation of certified mail delivery or attempted delivery to last known address of any absent Council Member(s).

8.21 Committees

8.21.1 General

The Core Council may appoint, by consensus, standing or ad hoc committees, teams, and other task groups as necessary in order to carry out the work and purpose of the Center, and may give them such authority, powers, and duties as may be appropriate; provided that the final responsibility and duty for management of the affairs, assets, properties, and employees of the Center may not be delegated and shall rest upon the Core Council.

8.21.2 Nominating Committee

The Core Council shall annually select a Nominating Committee, consisting of a minimum of five (5) members, including the Senior Minister, and two (2) additional Core Council Members. The Nominating Committee will be performing duties as described in Article 8.9.2 (Nominations of Council Members).

The Nominating Committee shall be established under the following guidelines: The two Core Council Members outlined in the Bylaws shall be Core Council Members who are not up for re-election and are continuing on the Core Council. These two Core Council Members, along with the Senior Minister, shall then select the two lay members to complete the five-person committee.

8.21.3 Senior Minister Selection Committee

When the office of the Senior Minister becomes, or is expected to become, vacant for any reason, the Core Council shall appoint a Selection Committee consisting of an equal number of Council Members and members of the Center who are not Council Members. The Core Council shall also designate one of those selected as chairperson of the Committee. The Selection Committee shall perform duties as described in Article 10.6 (Ministry Vacancies).

ARTICLE 9: Officers

9.1 Corporate Officers

The corporate officers of CSL shall be the President of the Core Council, the Vice President, the Secretary, and the Treasurer. The President, Vice President and Secretary shall

be elected from the membership of the Core Council, and will serve simultaneously as officers of the Core Council. The Treasurer may be, but need not be, a Council Member.

9.2 Election of Corporate Officers

The corporate officers of CSL shall be elected annually by the Core Council at the Organization Meeting. Each shall hold office until he/she shall resign or shall be removed or otherwise disqualified to service, or his/her successor shall be properly elected and installed.

9.3 Officer Restrictions

The same person may not hold more than one office.

9.4 President of the Core Council

The President shall preside at meetings of the Core Council and shall be the Presiding Officer for Annual business meetings. The President shall exercise and perform such other powers and duties as may from time to time be assigned to the President by the Core Council or prescribed by these Bylaws. As authorized by the Core Council, the President may appoint committees, except those of an ecclesiastical nature.

9.5 Vice President of the Core Council

The Vice President shall preside at all meetings of the Core Council in the absence of the President and shall perform such other duties as may be required by the Core Council or by the Bylaws.

9.6 Secretary

The Secretary shall give or cause to be given, notice of all meetings of the Core Council, and of all Center meetings as required by the Bylaws; shall record accurate minutes of all Core Council meetings, including

- The time, place, and proceedings of the meeting.
- If a membership meeting, the number of persons present, and if a special meeting, how authorized.
- If a Core Council meeting, the names of those present, and if a special meeting; how authorized.

The Secretary shall maintain the list of members in good standing and eligible to vote; and shall perform such other duties as may be prescribed by the Core Council or these Bylaws.

9.7 Treasurer

The Treasurer shall maintain or cause to be maintained all depositories for all money and valuables in the name and credit of CSL as may be designated by the Core Council for receipt and disbursement of funds. This shall be done in a manner consistent with the

policies adopted by the Core Council. The Treasurer shall provide to the Core Council Members, whenever they request it, statements of the financial condition of CSL. The Treasurer shall request studies and recommendations from the Finance Committee. The Treasurer shall render to any member, whenever they request it with reasonable notice, an account of all transactions as Treasurer, and of the financial condition of the Center. The Treasurer shall perform such other duties as may be prescribed by the Core Council or these Bylaws.

9.8 Resignation

Any officer may resign as a Core Council officer at any time by giving written or verbal notice to the Core Council. This shall not be deemed as a resignation from the Core Council itself. Any such resignation shall take effect at the date of the receipt of the notice or any later date specified. In event written notice is not received within ten (10) days of verbal notice, the verbal resignation shall become effective.

9.9 Removal of Officers

Any officer of the Core Council may be removed, with or without cause, by at least a two-thirds (2/3) majority vote of the Core Council, at any regular or special meeting called for that purpose.

The Center membership has the authority to remove for cause any or all members of the Core Council, except the Senior Minister (provided separately in Article 10.9, Termination of Senior Minister), at any Annual or Special membership meeting called for that purpose. Removal of a Core Council member requires an affirmative two-thirds (2/3) vote of the membership.

9.10 Vacancies

A vacancy in any office shall be filled by consensus of the Core Council at any regular or special meeting.

ARTICLE 10: Ministry

10.1 Letter of Call

A Letter of Call, signed by the Senior Minister and by the President of the Core Council shall be the agreement in which the relationship between the Senior Minister and the Center for Spiritual Living - Olympia is detailed. The Letter of Call contains details of expected minister services, compensation, leave, business expenses, notifications, etc. The Letter of Call and its terms may be for a definite term, as determined by the Core Council, and shall have provision for periodic review and updating of the terms. CSL shall deliver an executed copy of the Letter of Call to the United Centers for Spiritual Living.

10.2 Term of Office of the Minister

The minister shall serve CSL until retirement, resignation, or termination under provisions of Article 10.9 (Termination of Senior Minister). The death or felony conviction of the Minister shall be considered a resignation.

10.3 Support of the Minister

The minister shall be supported by a staff as approved by the Core Council.

10.4 Qualifications of Ministers

CSL shall retain as its Senior Minister and other Ministers only those individuals who are licensed and in good standing as a Minister of United Centers for Spiritual Living.

10.5 Responsibility of the Senior Minister

The Senior Minister expresses the purpose and vision of the Center. The Senior Minister has the following major responsibilities:

10.5.1 Ecclesiastical Affairs

The Senior Minister shall have and exercise all of the powers, ecclesiastical duties and prerogatives usually accorded to the clergy as set forth in the Ministerial Code of the United Centers for Spiritual Living. This includes without limitation:

- the planning and conducting of all religious or worship services
- the planning, teaching and supervising of all classes of instruction, both accredited and non-accredited
- the leadership, supervision and conduct of the activities of all practitioners, other ministers, organizations, ministry of prayer, affiliated groups or individuals within the Center
- the leadership, supervision and conduct of religious, educational counseling, fellowship and worship activities of the Center
- spiritual counseling to CSL membership (for a fee, when appropriate and as determined by the Minister), including practitioners, leaders, and active members, during designated office hours or emergency situations.

The above-mentioned duties may be delegated by the Minister as he/she chooses.

10.5.2 Administrative Affairs

The Senior Minister shall be:

- responsible for keeping the United Centers for Spiritual Living generally informed as to its affairs
- the CSL spokesperson within public forums, including, but not limited to CSL's stance on issues, topics, or public matters

The above-mentioned duties may be delegated by the Minister as he/she chooses.

10.5.3 Core Council and Committee Duties

The Senior Minister shall serve as a permanent voting member of the Core Council and shall not be elected to, or required to fill any other Core Council office. The Senior Minister shall also serve as a permanent member of the Nominating Committee.

10.6 Ministry Vacancies

When the office of the Senior Minister becomes, or is expected to become, vacant for any reason, the Selection Committee shall initiate the process for selecting a new Senior Minister, as provided in Article 8.21.3 (Senior Minister Selection Committee).

10.7 Selection Process for Senior Minister

10.7.1 Screening of Candidates

The Selection Committee shall contact the United Centers for Spiritual Living and work within its defined guidelines of candidating to select a candidate to fill the vacancy. The Committee shall present the name and qualifications of the person selected to the Core Council.

10.7.2 Core Council Approval

If the Core Council approves the selection, it shall present the candidate to an Annual or Special Meeting of the membership, called for such purpose, for approval. If the Core Council does not approve the selection, it shall notify the candidate of its decision and direct the Selection Committee to present such further names obtained from the United Centers for Spiritual Living as may be necessary to obtain a selection satisfactory to the Core Council.

10.7.3 Membership Approval

Selection requires a majority approval of the members present. If the members approve the candidate, the Core Council shall negotiate and extend a written Letter of Call as provided in Article 10.1 (Letter of Call) to such person to become the Senior Minister of the Center. If the membership does not approve such selection, the Core Council shall notify the candidate of the decision and shall direct the Selection Committee to continue as before with the selection process.

If the Core Council and the candidate cannot agree to the terms for the Letter of Call, and, in the opinion of the Core Council, it seems unlikely to reach agreement, the Core Council shall notify the membership of the Center and the candidate of the decision and shall direct the Selection Committee to continue as before with the selection process.

10.8 Compensation of Senior Minister

The salary and benefits, including incentive compensation, if any, provided to the Senior Minister of the Center are fixed by the Core Council and shall be included in the Letter of Call. Such benefits may be increased from time to time by the Core Council as it may deem appropriate, but shall not be reduced or adversely changed without the prior consent of the Senior Minister.

10.9 Termination of Senior Minister

Notwithstanding any provision by the Letter of Call or any other agreement or understanding, the employment of the Senior Minister shall be terminated without liability by action of the members of the Center as provided in this Section. Notice of the proposed termination of the service of any Senior Minister shall first be given to the United Centers for Spiritual Living, so that a representative may attend and be heard at the meeting called for termination. Employment of the Senior Minister may be terminated by adoption of a resolution to terminate by the affirmative vote of at least two-thirds (2/3) of the membership at an Annual or Special meeting of members called for such purpose. Notice of the time, place and purpose of this meeting must be provided as set forth in these Bylaws.

All past monies owed to a Senior Minister shall be paid promptly at the time of termination.

The minister may submit his/her resignation to the Core Council. Termination shall take effect at a time specified in the Letter of Resignation, which shall be no earlier than 60 calendar days from the date the letter of resignation is given to the Core Council.

10.10 Co-Ministers

If the Center decides to employ Co-Ministers, the Co-Ministers will be considered to have equal status as Senior Ministers and all the provision in these Bylaws regarding Senior Ministers will apply. A single Letter of Call shall be prepared for the Co-Ministers and shall define the respective duties of the Co-Ministers and shall be as provided for in Article 10.1 (Letter of Call).

10.11 Assistant Ministers

The position of Assistant Minister must be approved by the Core Council. Any individual employed as Assistant Minister shall serve the Center under the exclusive jurisdiction and at the pleasure of the Senior Minister, without the right of succession. Letters of Call, terms therein, and a written job description, shall be prepared by the Senior Minister and approved by the Core Council.

10.12 Staff Ministers

Any Staff Minister shall be under the supervision and exclusive jurisdiction of and the pleasure of the Senior Minister and shall perform specific duties of an administrative,

pastoral, music, youth, education or other area. Letters of Call, terms therein, and a written job description shall be prepared by the Senior Minister, and approved by the Core Council.

ARTICLE 11: Corporate Matters

11.1 Inspection of Corporate Records

The Membership Record and the minutes of the proceedings of the membership and of the Core Council shall be open to inspection at the principal office of the Center at any mutually agreeable time by any qualified representative of the United Centers for Spiritual Living or by any Center member.

11.2 Shares of Other Corporations

The President or Vice President, acting together with the Senior Minister, are authorized to vote, represent, and exercise on behalf of the Center all rights incident to any and all shares of any other corporation or corporations owned by the Center. Such authority may be exercised either by such officers in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officers.

ARTICLE 12: Financial Matters

12.1 No Liabilities

Neither the Council Members, nor Officers, nor members of the Center shall be personally liable for the debts, liabilities, or obligations of the Center.

12.2 Center Finances

The financial support of the Center shall be by voluntary offerings, pledges or gifts, and from such other sources and activities as may be proper and in keeping with the purposes of the Center. No fixed membership dues shall be charged but all members are required to make an annual financial pledge to the Center.

12.3 Fiscal Year

The Core Council is responsible for determining the Fiscal Year as specified in the Policies and Procedures Manual, provided that no Fiscal Year shall be longer than twelve (12) months.

12.4 Execution of Contracts

The Core Council, except as otherwise stated in the Bylaws, may authorize any officer or agent to enter into any contract, or to execute any instrument in the name of and on behalf of the Center. Such authority may be general or limited to specific instances; and, unless so authorized by the Core Council, no officer, agent, or employee shall have any

power or authority to make any agreement or create any obligation which shall bind the Center.

12.5 Checks, Drafts, or Other Orders for Payment

All expenditures of Center funds shall be evidenced by documentation approved by the person or persons authorized by the Core Council to approve such expenditures. All checks, drafts, or other order for payment of money shall be signed by authorized signatories, as designated by the Core Council.

12.6 Financial Statements

It shall be the duty of the Treasurer to prepare, or cause to be prepared, and to make available to the members, an annual financial statement, including a balance sheet and statement of income and expenses, prepared in accordance with generally accepted accounting principles, and a report made at each Annual Meeting of the members.

12.7 Annual Review

An Annual Review of the financial operations (books, records, and operations) of the Center shall be conducted by, or overseen by a Certificated Public Accountant, with the scope of work to be determined by the Core Council. An Audit may be conducted when deemed necessary by the Core Council. Results of such Annual Review or Audit shall be presented to the membership at the Annual Meeting.

12.8 Inspection of Financial Records

A copy of all financial statements shall be available at the principal office of the Center, and shall be open at all reasonable times to inspection by any member. The books of account shall be open to inspection at any mutually agreeable time by any Council Member or by any Center member when requested in writing to the President of the Core Council, including a statement of responsible purpose.

ARTICLE 13: Dissolution and Disaffiliation

13.1 Dissolution

In the event of the dissolution and the discontinuance of the activities of this Center, a committee designated at the dissolution meeting, after paying all of the debts and obligations, or adequately providing therefore, shall dispose of the remaining assets in accordance with Washington State laws.

13.2 Disaffiliation

In the event of disaffiliation from UCSL, the provisions of these Bylaws shall continue in force with the exception of those provisions related to UCSL. In the event of disaffiliation from UCSL, all assets remain the property of CSL.

ARTICLE 14: Records and Reports

14.1 Maintenance of Center Records

14.1.1 Responsibilities of Secretary

The Secretary shall keep or cause to be kept, adequate and correct minutes, in written form, of the proceedings of each Center Meeting, and each Core Council meeting and vote. This shall include the time and place of the meeting, whether regular or special, and if special, how authorized, the notice given and the name of those present at such meetings. Also, a record of the names and addresses of all members shall be maintained. All such records shall be kept at the principal office of the Center.

14.1.2 Responsibilities of Treasurer

The Treasurer shall keep or cause to be kept adequate and correct books and records of accounts of the properties and business transactions of CSL. This shall include accounts of its assets, liabilities, receipts, disbursements, gains, losses, and capital, and other matter customarily included in financial reports.

14.2 Members' Inspection Rights

Any member may, upon giving at least ten (10) calendar days notice to CSL, and for a purpose reasonably related to the interest of CSL:

- (a) inspect the records of names and addresses of members; and
- (b) inspect accounting documentation and records and minutes of the proceedings of the Annual and Special Meetings and the Core Council.

14.3 Maintenance and Inspection of Articles and Bylaws

The Center for Spiritual Living - Olympia shall keep at its principal office of the Center the original or a copy of its Covenant agreement and its Bylaws, as amended to date, which shall be open to inspection by members at all reasonable times.

14.4 Inspection by Core Council Members

Every member of the Core Council shall have the right at any reasonable time to inspect, copy and make extracts of all records and documents of CSL and to inspect the physical properties of CSL.

ARTICLE 15: Assets

15.1 Normal Disposition of Assets

No assets of CSL may be sold, donated, or otherwise disposed of without the specific approval of the Core Council.

15.2 Liquidation or Dissolution

The properties and assets of CSL are irrevocably dedicated to religious purposes. No part of the net earnings, properties, or assets of CSL upon dissolution or otherwise, shall inure to the benefit of any private person or individual or any Core Council member. On liquidation or dissolution, all properties and assets of the Center for Spiritual Living - Olympia shall be distributed and paid over to an organization described in Internal Revenue Code, Section 501 (c)(3) dedicated to religious purposes.

ARTICLE 16: Amendment of Bylaws

16.1 Amendment by CSL

These bylaws, with the exception of changes to Articles 13 (Dissolution and Disaffiliation) and 15 (Assets), may be amended, repealed, or new bylaws adopted by the affirmative vote of two-thirds (2/3) of CSL members present and voting at an Annual Meeting, or at a Special Meeting called by the Core Council.

Amendments to Articles 13 (Dissolution and Disaffiliation) and 15 (Assets) can only be adopted by a two-thirds (2/3) vote of CSL members present and voting at a Special Meeting called by the Core Council, where a quorum of one-half (1/2) of CSL members are present.

16.2 Procedures

The Core Council may appoint a Bylaws committee as needed for proposing new Bylaws, or for proposing the amendment or repeal of these Bylaws, for consideration by the Core Council.

16.3 Notice

Notice of a proposed Bylaws change of any kind must be circulated to all CSL members at least thirty (30) calendar days prior to the Meeting at which the Bylaws change shall be considered.

16.4 Effective Date

All Bylaws changes shall become effective immediately after the required vote of the members unless otherwise proposed as part of the Bylaws change.

ARTICLE 17: Parliamentary Authority

The rules contained in Robert's Rules of Order (Gramercy Books, New York, 1978), or later edition shall govern the Center in all cases to which they are applicable and not inconsistent with these Bylaws and any special rules of order the Center may adopt.

These Bylaws were adopted and are effective this 17th day of April, 2011.

President, Core Council

ATTEST:

Secretary, Core Council

Center for Spiritual Living - Olympia
3701 Pacific Avenue SE
PMB 327
Olympia, WA 98501

PROPOSED