

**BYLAWS
CHRIST UNITY CHURCH OF MEDFORD**

**ARTICLE I
Identification**

Section 1.01 - Statement of Purpose

The purpose of CHRIST UNITY CHURCH OF MEDFORD, a non-profit corporation incorporated in the State of Oregon, is to teach the universal principles of Truth, as taught and demonstrated by Jesus the Christ and interpreted by Unity.

In the accomplishment of this purpose, CHRIST UNITY CHURCH OF MEDFORD 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 Church and to adopt other means which will further the principles of practical Christianity among people everywhere.

Section 1.02 - Association of Unity Churches Membership and Responsibilities

CHRIST UNITY CHURCH OF MEDFORD is a member of the Association of Unity Churches. The operation and conduct of this ministry shall comply with the regulations and policies of the Association as outlined in the Association Bylaws, insofar as they do not conflict with the laws of the STATE OF OREGON.

(a) Mailings. Copies of any printed matter mailed by this Ministry to its Membership may be requested by the office of the Executive Director of the Association of Unity Churches.

(b) Reports. The Administrative Director will make annual reports to the Association on forms supplied by the Association.

**ARTICLE II
Office and Official Records**

Section 2.01 - Principal Office

The principal executive office of the Corporation shall be fixed by the Board of Trustees. Said office shall be in the County of Jackson, State of Oregon, or at such other place within the State of Oregon as the Board of Trustees hereafter shall designate. The Corporation may also have offices at such other place or places, as the Board of Trustees may from time to time designate.

Section 2.02 Official Records

Records of membership, finances, donation, corporate minutes, etc. will be maintained at the principal office of the Corporation. Official church documents are to be available to church officers and the senior minister and/or co-minister(s) at all times.

**ARTICLE III
Membership**

Section 3.01 - Qualifications

A member of CHRIST UNITY CHURCH OF MEDFORD shall endeavor to live in accord with the Jesus Christ Principles of Love and Truth as taught by Unity. He/she shall further the work of this Ministry through his/her active interest, love, and support.

Section 3.02 - Members

Anyone desiring membership in CHRIST UNITY CHURCH OF MEDFORD will file an application with the Ministry office. The application will be presented to the Board of Trustees at its next regular meeting. Upon a majority affirmative vote of the trustees

present and voting, the applicant will become an active member and will be notified accordingly by the Board Secretary. All staff ministers and licensed Unity teachers are considered members of this ministry.

Section 3.03 - Terms of Membership

(a) Tenure. A member shall retain membership as an active member:

- (1) Through his/her participation in prayer, services, classes and financial support during the fiscal year.
- (2) Until it is voluntarily severed by written notice.
- (3) As long as his/her ideas and conduct are in accord with the qualifications specified in Section 3.01.

(b) Inactive members. An active member shall become inactive:

- (1) Upon moving over 100 miles from the ministry.
- (2) Upon absence from the congregation for one year providing the church has attempted by mail to notify the member of the change in membership status, or unless member notifies church, either by his/her continued financial support or in writing, of desire to remain.
- (3) Those individuals who are determined by the Board of Trustees, including agreement by the minister to no longer fulfill the qualifications of active membership will be placed on the inactive member list. The Board of Trustees will attempt to notify the said member of their inactive status by certified mail within ten (10) days.
- (4) Removal. Removal from the membership role of any member whose qualifications are in question requires at least a two-third (2/3) affirmative vote of the Board of Trustees, including agreement by the Minister. Prior to action concerning removal, the member must be notified by mail and given an opportunity for a hearing before the Board.
- (5) Reinstatement.
 - (a) Within one year of inactivation, if an inactive member desires an active member status, he/she must attend three consecutive Sunday services and or 3.03(a) (1) and request reinstatement through the Minister or the Board of Trustees.
 - (b) After one year of inactivation, members must reapply for active membership in accordance with Section 3.02.

Section 3.04 - Powers of Active Members

Active Members of CHRIST UNITY CHURCH OF MEDFORD shall have the power to do the following:

- (a) Vote at any membership meeting called in accordance with Section 3.05, at which the member is present or has presented his/her absentee vote.
- (b) Elect members to the Board of Trustees as specified in Section 4.04.
- (c) Ratify the Bylaws of this Ministry or any amendments thereto as specified in Section 8.01.
- (d) Vote on any question of sale, pledge or proposed financing of real or personal property owned and used for the operation of this ministry which exceeds Five Thousand Dollars (\$5000.00) in value. A seventy-five percent (75%) affirmative vote of those present and voting is required for approval. Refer to Section 4.03 (c) (7).
- (e) Elect a member, and an alternate, to serve on the Nominating Ministry Team as specified in Section 4.04 (b).
- (f) Call a special membership meeting when the affairs of this Ministry warrant

such action In accordance with Section 3.05 (b) (3).

(g) Vote to override any action of the Board of Trustees must be taken at a duly constituted membership meeting providing it is communicated to the membership in writing ten (10) days prior to the subsequent meeting of the membership and seventy-five percent (75%) of those present and voting have the authority for determination. Refer to 3.05 (a) and (b).

(h) Vote for the removal of any Trustee or all Trustees from the Board of Trustees in accordance with Section 4.05 (a). A seventy-five percent (75%) affirmative vote of those present and voting is required.

(i) Vote on any matters officially brought to the attention of the Membership.

(j) Offer suggestions to the Minister or Board of Trustees as may seem advisable for the good of this ministry.

(k) Any ten (10) or more active members may request liaison assistance by notifying the Executive Director of the Association of Unity Churches in writing with copies to the Board of Trustees and Minister. Upon receipt of a request for liaison to the Executive Director or designee of the Association of Unity Churches, said person will confer with the minister and/or regional representative to evaluate whether further action is required.

Section 3.05 - Meetings and Quorum

(a) Annual Membership Meeting. The annual membership meeting of CHRIST UNITY CHURCH OF MEDFORD shall be held at its official headquarters on the last Sunday of September or at the date and time as designated by the Minister and Board of Trustees.

(b) Special Membership Meetings. Any time the affairs of this Ministry warrant such action, a special meeting may be called by:

(1) The Minister and/or Administrative Director,

(2) A majority of the Board of Trustees,

(3) 10% of the active membership submitting a written request to the Board. The Board shall, within a reasonable length of time, call the meeting on behalf of the requesting party.

The purpose(s) for the special meeting shall be stated both in the written request and the written notice to the Membership. In the case of a Special Membership Meeting called by written petition, the written notice of the meeting to the Membership will faithfully reflect (restate, reproduce) the purpose(s) for the special meeting stated in the petition. Business conducted at the special meeting shall be limited to the pre-stated purpose(s).

(c) Written Notice. Written notice stating the date, time and place shall be mailed to all active members at least ten days before any Membership meeting. (NOTE: "Mailed" because the notice needs a postmark for legality.)

(d) Quorum. Those members present and voting at a membership meeting called pursuant to the notice provisions of Section 3.05(c) shall constitute a quorum for the transaction of business at any membership meeting.

(e) Participation. Participation in the business affairs of any membership meeting shall be restricted to active members in attendance. Participation of other persons in discussion of business must be approved by seventy-five percent (75%) vote of the active members in attendance.

(f) Voting. Unless otherwise provided herein, the vote of seventy-five percent (75%) of the active members present and voting or by absentee ballot shall be necessary for approval or disapproval of the action being voted upon. Refer to Section 3.04 (d) and (g), and Section 8.01. Active members unable to be present in an annual Membership Meeting may vote by absentee ballots obtained from the church office in advance of the

meeting date. Absentee ballots must be returned prior to the meeting. Absentee ballots will not be accepted at special membership meetings. Proxy votes are not allowed.
(g) Prayer. In any membership meeting, the Chair, Minister Administrative Director, Association of Unity Churches Liaison 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 request the Chair shall provide a period of prayer and silence.

ARTICLE IV Government

Section 4.01 - Administration

The government of CHRIST UNITY CHURCH OF MEDFORD shall be vested in the Board of Trustees.

Section 4.02 - Minister - Administrative Director

(1.) Minister

(a) Duties. As the Spiritual Leader, the Minister shall be:

(1) Responsible for the scheduling, conduct, and contents of services, classes, and other activities that further the purpose of this Ministry as specified in Section 1.01.

(2) A voting member of the Board of Trustees on all matters except his/her employment or that of successor.

(3) an appointing authority of ministry teams in accordance with Section 5.01.

(4) A member of all ministry teams. Refer to Section 5.01.

(5) Responsible for seeking Association of Unity Churches liaison assistance in the event of a dispute adversely affecting the Ministry.

(b) Compensation. The compensation of the Minister shall be fixed by agreement between the Minister and the Board of Trustees.

(c) Vacancy. The position of minister may be vacated by any of the following actions:

(1) Resignation, with 60 days prior written notice from the minister or less with the written consent of the Board of Trustees. Verbal notice will not be accepted.

(2) After complying with section 4.03(f), the minister's removal because of failure to fulfill the duties of the position as specified in Section 4.02(a).

(d) Appointment as Administrative Director. The Board of Trustees may appoint the Minister as Administrative Director.

(2.) Administrative Director.

(a) Duties: The Administrative Director will be:

(1) Responsible for the complete functioning of this ministry, including providing recommendations for the hiring and termination of all employees.

(2) A voting member of the Board of Trustees on all matters except his/her employment or that of a successor.

(b) Compensation. The compensation of the Administrative Director shall be fixed by agreement between the Administrative Director and the Board of Trustees or included in the agreement with the Minister if so appointed.

(c) Vacancy. The position of Administrative Director may be vacated by any of the following actions:

(1) Resignation, with 60 day's prior written notice or less with the written

consent of the Board of Trustees. Verbal notice will not be accepted.

(2) Because of failure to fulfill the duties of the position as specified.

Section 4.03 - Board Of Trustees - Members

(a) Structure. The Board of Trustees shall consist of the Minister and/or the Administrative Director and four or more trustees elected from the Membership of CHRIST UNITY CHURCH OF MEDFORD.

(1) Each elected Trustee shall hold office for two years or until a successor is duly elected.

(2) The terms of two elected Trustees shall expire annually and their offices shall be filled at the annual membership meeting in accordance with Section 4.04.

(3) No individual receiving compensation from the Church (with the exception of the minister and/or the Administrative Director), or any relative of, or significant other of an individual receiving compensation from the Church shall serve on the Board of Trustees.

(4) No Board Member shall be the relative of, or significant other of another Board Member.

(b) 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 the issue. Upon request the Chair shall provide a period of prayer and silence.

(c) Duties. As representatives of the Membership, the Board of Trustees shall:

(1) Uphold the spiritual purpose of this Ministry as stated in Section 1.01.

(2) Uphold the highest interest of the Membership in conducting the business of this Ministry. And in any case where an appearance of a conflict of interest occurs shall recuse him/her self from participation in that matter.

(3) Be conversant with these Bylaws, and establish policy for the operation of the church.

(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 determinations on the sale, pledge, or proposed financing of real or personal property belonging to this Ministry. All decisions in favor of the sale, pledge, or proposed financing of real or personal property exceeding Five Thousand Dollars (\$5,000.00) in value shall be presented to the Membership at a properly constituted membership meeting to be voted on in accordance with Section 3.04(d).

(8) As recommended by the Minister, authorize the employment of all staff personnel of this Ministry and set and approve their salaries. See Section 4.02(a).

(9) Set dates for the fiscal year.

(10) Each year cause to be prepared a complete financial statement with disclosures, which will set forth the fiscal conditions and operations of the Ministry.

(11) When deemed advisable, secure a fidelity bond for the Treasurer, and any person(s) handling church monies.

(12) Welcome, in writing, new members to CHRIST UNITY CHURCH OF MEDFORD. Refer to Section 3.02.

(13) Act to fill the unexpired term of any Trustee(s) in accordance with Section

4.05(b).

(14) Elect officers of the Board and their Successors to fill any unexpired term when necessary. Refer to Section 4.07.

(15) Seek Association assistance in the event of a dispute adversely affecting the ministry.

(16) Attend and actively participate in ongoing Board Education Programs.

(17) Consider other duties brought to their attention by the Minister, Administrative Director and other Trustees.

(18) Keep or cause to be kept an accurate record of membership.

(19) Keep or cause to be kept accurate records of gifts to the ministry in compliance with Internal Revenue Service regulations; and acknowledge in writing contributions in compliance with Internal Revenue Service regulations.

(d) Authority and Liability

(1) General Authority: No officer, trustee, ministry member or other person shall contract or incur any debt on behalf of the Corporation or in any way render it liable unless authorized by the Board of Trustees.

(2) Personal Liability for Corporate Acts: No officer, trustee or member of the advisory board or of any ministry team shall be personally liable for the acts of the Corporation, its board, ministry team, officers, agents or employees.

(3) Trustees' and Officers' Liability: Trustees and uncompensated officers of the Corporation shall not be personally liable for conduct as trustees or officers, except that this provision shall not eliminate or limit the liability of a trustee or officer for:

(a) any breach of the trustee's or officer's duty of loyalty to the Corporation;

(b) any act or omission not in good faith or which involves intentional misconduct or a knowing violation of law;

(c) any unlawful distribution;

(d) any transaction from which the trustee or officer derived an improper personal benefit; or

(e) any act or omission in violation of the sections of the Oregon Nonprofit Corporation Act relating to conflicts of interest, or loans to or guarantees of loans for trustees or officers.

(e) Employment of Minister. It is the responsibility of the Board of Trustees to employ a Minister for the church through cooperation with the placement and liaison procedures of the Association of Unity Churches.

(f) Termination of Employment of Minister. The Board of Trustees may not terminate the employment of a minister who has senior or associate minister status until it has cooperated with the liaison procedures of the Association of Unity Churches and has a seventy-five percent (75%) vote of the Board of Trustees or active church membership.

Section 4.04 - Board of Trustees - Election

(a) Qualifications. Any person elected to the Board of Trustees must be an active member of CHRIST UNITY CHURCH. He/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 this Ministry through his/her active interest, love, and support.

(4) Is a sincere and continuing student of Unity principles.

(5) Has demonstrated leadership capabilities.

(b) Nominating Ministry Team. A Nominating Ministry Team 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 Trustees. The Team shall consist of the Minister and/or the Administrative Director and three active members selected in the following manner:

(1) At the annual membership meeting, the Membership shall elect one of its active members, and an alternate, to serve on the Nominating Ministry Team for the next year's election.

(2) The Board shall elect one of its' Trustees.

(3) Together with the Minister and/or the Administrative Director, the above two Team members shall select a third Team member from the Active Membership and together they shall select a Chairperson of the Nominating Ministry Team. In the event of unavailability to serve of the persons so elected, the Board shall select a person from the active membership to fill the vacancy, other than a current Board member, relative or significant other of a Trustee.

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

(1) Read Section 4.04 (a) just prior to the call for nominations.

(2) Call upon the Chairperson of the Nominating Ministry Team to present the Team's nominations.

(3) Call for additional nominations from the floor. Nominees should never be chosen on the basis of a person's business success or financial resources alone. All nominees, no matter how nominated, must qualify in accordance with paragraph (a) of this Section.

(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 Trustees.

Section 4.05 - Board of Trustees - Vacancy & Replacement

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

(1) The written resignation of the Trustee.

(2) The Board voting for the removal of a Trustee due to UNEXCUSED absences from three successive regular Board meetings. Absences may be excused by the Board upon written, oral or telephonic request during unforeseen circumstances

(3) The Board voting for the removal of a Trustee because of a failure to fulfill the duties of the office as specified in Section 4.03(c).

(4) The active membership voting for removal of a Trustee because of failure to fulfill the duties of the office as specified in Section 4.03 (c). Refer to Section 3.04 (h).

(5) If more than fifty-percent (50%) of the Board of Trustees is to be recalled, the entire Board of Trustees must be recalled. Refer to Section 3.04 (h).

(6) If the entire Board of Trustees is recalled by the membership, then the membership may re-elect recalled Trustees. The number re-elected must be less than fifty-percent (50%) of the recalled Trustees.

(b) Replacement. Should a vacancy occur on the Board of Trustees, 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. Only persons meeting the qualifications specified in Section 4.04(a) may be considered as replacements. No replacement shall have served as a Trustee during the year prior to their election. A majority vote of those present and voting shall be necessary to elect. The term of the newly elected Trustee shall expire on the same date as the term of the Trustee succeeded. A replacement of 6 months or less

will not be considered having served a complete term.

Section 4.06 - Board of Trustees - Meetings & Quorum

(a) Regular Board Meetings. The regular business meetings of the Board of Trustees shall be held at the headquarters of this Ministry, the second week of each month unless otherwise specified by the Board.

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

- (1) By request of the Minister and/or the Administrative Director.
- (2) By request of two or more Trustees.
- (3) As the President deems it necessary.

The request shall be filed in writing with the Board Secretary. Reasonable effort must be made to notify all Trustees of any special meeting.

(c) Quorum. Three Trustees shall constitute a quorum for the transaction of business.

(d) Minister Attendance. The Minister has the right to attend all board meetings, with the exception of those meetings or portions thereof that pertain to determinations of salary and/or review of work record. He/she must be notified of all special meetings.

(e) Administrative Director Attendance. The Administrative Director has the right to attend all board meetings, with the exception of those meetings or portions thereof that pertain to determinations of salary and/or review of work record. He/she must be notified of all special meetings.

Section 4.07 - Board of Trustees - Officers

Officers of the Board of Trustees shall consist of a President, Vice-President, Secretary and Treasurer. All officers shall be selected in a manner decided by the Board, at the first Board meeting after the Annual meeting or at a special meeting called for the purpose of selecting officers. Officers shall hold their respective offices for one year.

(a) President. The President shall:

- (1) Preside at all Board of Trustees meetings.
- (2) Preside at all membership meetings.
- (3) Appoint Ministry teams in accordance with Section 5.01.
- (4) Be a member of all Ministry teams personally or by designation, except the Nominating Ministry team.
- (5) Sign such papers and documents, upon proper authorization, as may be necessary.

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

- (1) Perform all the duties of the President in the absence of the President.
- (2) Become President in case the office of the presidency becomes vacant. In such a case, a new Vice-President shall be elected from among the remaining Trustees to fill the remainder of the term.
- (3) Serve as the Director of Human Resources as defined in the Policy and Procedures Manual.

(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) Be responsible for all reports, contracts, other legal papers, minute books, and the corporate seal, which items shall be kept in the Ministry office at all times or in such other depository as prescribed by the Board.
- (3) Attend to all official business required by the Board.

(d) Treasurer. The Treasurer shall:

- (1) Be custodian of the funds of this Ministry. He/she shall pay out or cause to be

paid out, funds authorized by the Board. Refer to Section 4.03 (c).

(2) Keep or cause to be kept, a record of all financial transactions, and present a monthly financial report at each regular Board meeting.

(3) Present 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. When counting ministry funds, excluding mid-week deposits, there should be at least two (2) persons present.

(5) Place, or cause to be placed, the funds of this Ministry in the bank or other depository approved by the Board.

ARTICLE V Ministry Teams

Section 5.01 - Formation

Ministry Teams for any specific purpose, with the exception of the Nominating Ministry Team, shall be appointed by the Board President, Administrative Director or Minister. Ratification by the Board is required.

ARTICLE VI Seal

Section 6.01 - Description

The corporate seal of this Ministry, if required by the State of Oregon, shall include the name of the Ministry in a circle, which encloses the name of the city, state and date of incorporation.

Section 6.02 - Dissolution

Should this corporation dissolve:

(a) All property and funds remaining after the payment of the debts of the corporation shall be delivered to the Association of Unity Churches, a non-profit corporation organized under the laws of the State of Georgia, for religious and educational purposes.

(b) Such funds or property shall be for the use and benefit of the Association as may be determined by the Board of Trustees of the Association, in alignment with current policies and procedures.

(c) Upon re-establishment of a Unity Church or Center in Medford, Oregon, the Association shall make available to said church an amount of money equivalent to that received from the dissolution according to its current policies and procedures.

(d) Should the Association no longer exist, any assets remaining of this Corporation after dissolution shall be disposed of by a Court of competent jurisdiction of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for purposes set out in Section 5.01 (3) of the Internal Revenue Code of 1954.

ARTICLE VII Meeting Procedure

Section 7.01 - Rules of Order

The latest edition of ROBERT'S RULES OF ORDER shall be the authority of this Ministry on parliamentary law and its usage, unless otherwise provided by these Bylaws.

ARTICLE VIII
Bylaws Amendments

Section 8.01 - Procedures

Amendments to these Bylaws must be made by voting members of this Corporation at a legally constituted membership meeting. Written notice setting forth the proposed amendments must be mailed to all active members at least ten (10) days prior to the required membership meeting. An affirmative vote of seventy-five percent (75%) of all ballots cast shall be necessary to pass any amendment to these Bylaws. These Bylaws fully supersede all previous Bylaws adopted by CHRIST UNITY CHURCH OF MEDFORD.

/s/ Alida Montegna

Attest – Secretary – Alida Montegna

September 21, 2008
Date of Adoption or Revision

Revised 9/21/2008