

UNITY OF THE VALLEY BYLAWS

As recommended by the Association of Unity Churches

Last updated 12/7/2012

Note: In the draft below, the red font indicates recommended changes in meaning:

1. Sometimes the current wording in the Bylaws is struck through, indicating that we recommend deleting it.
2. Sometimes struck-through wording in red is followed by wording in red that is not struck through, indicating that we recommend changing the current wording to the new wording.
3. And sometimes there are completely new items or parts of items in red, indicating that we recommend adding them to the current Bylaws.

ARTICLE I – Name

The name of this organization shall be Unity of the Valley of Eugene, Oregon.

ARTICLE II – Purpose

Section 1. Statement of Purpose. The purpose of Unity of the Valley, an Oregon corporation, is to teach and be a living expression of the universal spiritual principles of Truth and Love as revealed and demonstrated by Jesus and other enlightened way-showers and interpreted by Unity and the Association of Unity Churches International [DBA Unity Worldwide Ministries], a nonprofit corporation organized and existing under the laws of the state of Georgia with headquarters at Lee’s Summit, Missouri, hereinafter referred to as UWM.

Section 2. Accomplishment of Purpose. To accomplish this purpose, Unity of the Valley shall conduct services of worship, provide classes of instruction, and administer the Ministry in ways that are consistent with said purpose.

Section 3. Unity Worldwide Ministries. Unity of the Valley shall be a vital part of the worldwide Unity movement and a member of UWM. Any member of this Ministry may call upon the resources and support of **UWM** ~~the Association~~ through its Senior Minister(s) ~~or Co-Ministers~~, Associate Ministers, Board of Trustees, staff, or through direct communication with UWM.

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

- A. Participation.** This Ministry may have its voice heard and its wishes expressed in the membership meetings of UWM, and its members may participate in workshops, seminars, and classes designed to encourage and foster their spiritual

development and that of the Ministry.

B. Resources. This Ministry can benefit from its membership in UWM and its corresponding region through direct support, materials, and coaching regarding organization, finances, music, adult and youth education, church growth programs, ethics compliance, and other topics related to church function.

C. Leadership. ~~This ministry shall have as its leader an ordained or licensed Unity minister(s) approved for ministry employment by the Association or a person serving under special dispensation approved by the Association. For the purpose of these bylaws, the term “minister” shall include a person serving under special dispensation of the Association.~~

~~This Ministry is committed to the ideal of “shared leadership.” The Board of Trustees shall work with the Senior Minister(s) to establish and maintain a “Ministerial Team” to lead this ministry. In accordance with UWM requirements for full-ministry status, the Board of Trustees shall endeavor to employ as part of the Ministerial Team a Unity Minister ordained or licensed by UWM or a Licensed Unity Teacher. For the purpose of these Bylaws, the term “Unity Minister” shall include a person serving under special dispensation of UWM.~~

D. Teaching. The universal spiritual principles of Truth and Love as revealed and demonstrated by Jesus and other enlightened way-showers shall be taught through this Ministry in alignment with UWM.

E. ~~The Ministry shall comply with all requests for identifying information from UWM, including but not limited to:~~

- ~~1. A copy of the Articles of Incorporation.~~
- ~~2. Copies of Ministry Bylaws shall be sent whenever updated.~~
- ~~3. A copy of the deed to properties owned by the Ministry.~~
- ~~4. A copy of the completed Form SS-4, Application for Employer Identification Number, once it has been returned by the IRS to the Ministry.~~
- ~~5. A copy of the Form 8822-B, Change of Address or Responsible Party – Business Form that the IRS requests.~~

F. Reports. The ministry shall make Annual Reports to UWM as required.

ARTICLE III – Office and Official Records

Section 1. Principal Office. The principal Executive Office of the Corporation will be fixed by the Board of Trustees. Said Office shall be in the County of Lane, 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. *[NOTE: Governments commonly require designation of the principal office of a corporation, at which legal*

service can be made.]

Section 2. Official Records. Records of membership, finances, donations, corporate minutes, and other records required by law or as designated by the Board of Trustees shall be maintained at the principal office of the Corporation. Confidential documents are available for use only by the Minister(s), Board Members, or designated professional staff. Other documents are available to active members upon request.

ARTICLE IV – Members

Section 1. Qualifications. A member of Unity of the Valley will endeavor to live in accord with the universal spiritual principles of Truth and Love as revealed and demonstrated by Jesus and other enlightened way-showers and to further the work of this Ministry through active service, love, support and membership.

Section 2. Becoming a Member. Anyone desiring membership in Unity of the Valley shall submit an Application for Membership form to the Ministry office. The applicant shall attend a required orientation class and membership ceremony before being accepted as a member. All Staff Ministers and licensed Unity teachers are considered members of this Ministry.

Section 3. Types of Membership. There shall be two types of members of this Ministry: active and inactive. Active members have full membership rights and may participate and vote at any membership meeting. Inactive members cannot serve on the Board of Trustees or vote at any membership meeting.

A. Active Membership.

- 1. New Members.** New active members shall have voting rights at all membership meetings up through and including the next regularly scheduled Annual Membership Meeting after joining the church.
- 2. Existing Members.** ~~To retain active membership rights, each member must complete and return to the church a yearly membership renewal card as approved by the Board of Trustees. If no current membership renewal card is on file prior to the annual membership meeting, that person becomes an inactive member. If a member is inactive for two (2) years or more, their name will be dropped from the mailing list until such time an inactive member reinstates active membership status.~~

~~To retain active membership rights and to update contact information, members will be asked to complete a yearly membership renewal card. These cards will be mailed with the Annual Membership Meeting notice, as well as being made available at the time of the Meeting itself. An effort will be made to contact any member who has not returned a completed card for two (2) years in a row. If no response is received, that person's membership will be~~

considered inactive until such time as that person may reinstate active membership.

- B. Reinstatement of Inactive Membership.** A member who has become inactive and wishes to return to active status must fill out a membership renewal card or document approved by the Board of Trustees in order to be reinstated as an active member. In order to vote at a Membership Meeting, such members must renew their membership at least six (6) weeks before the Membership Meeting.
- C. Removal of Membership for Cause.** A member may be removed for cause by the Board of Trustees. Prior to any vote concerning removal, the member in question must be notified by certified mail at least ten (10) days prior to the Board of Trustees meeting of the charges that may lead to removal of membership and thereafter be given an opportunity for a hearing before the Board. A two-thirds (2/3) vote of the Board of Trustees shall be required for removal of membership, provided that the Senior Minister(s) ~~or Co-Ministers~~ is/are in agreement with this action.

Section 4. Rights of Active Members. Each active member of Unity of the Valley shall have the following rights:

- A. To enter into discussion at any Membership Meeting.
- B. To vote at any Membership Meeting at which the member is present.
- C. To serve on ministry teams (hereafter referred to simply as “teams”) if selected.
- D. To offer suggestions to the Minister(s) or Board of Trustees as may seem advisable for the good of this Ministry.
- E. To contact the UWM regional representative or UWM directly for guidance, support, or information on available resources. ~~; and suggest to the Board of Trustees the participation of an Association representative at annual or special membership meetings;~~
- F. To participate in all general activities and programs of the Ministry.

ARTICLE V – Meetings

Section 1. Annual Meetings. There shall be an Annual Membership Meeting conducted according to *Robert’s Rules of Order, Newly Revised*.

- A. Date and Location of Annual Meeting.** The Annual Membership Meeting shall be held at the principal Executive Office of the Ministry on a Sunday in February at a time established by agreement between the Senior Minister(s) and the Board of Trustees.

- B. Notice.** Written notice stating the date, time, and place of the Annual Meeting shall be mailed to all active members at least ~~ten (10)~~ **fifteen (15)** days in advance of the Meeting, shall be posted in the church in a prominent location, and shall be included in the Sunday bulletin at least two (2) weeks in advance of the Meeting. The mailing requirement to each active member may be satisfied by electronic communication (e-mail, text, etc.) if such electronic communication is available to, and used by, the active member. Active members may acknowledge in writing, on a form provided by the Church, the electronic means by which they can receive notification to meet the above requirement.
- C. Quorum.** Those active members present will constitute a quorum for the transaction of business at any Annual Membership Meeting.
- D. Presiding Officer.** The President of the Board of Trustees shall serve as the presiding officer of the Annual Membership Meeting.
- E. Participation.** All active members have the right to make motions, discuss, and vote during Annual Meetings. UWM representatives have a right to speak when they have been invited by the Senior Minister(s), by the Board of Trustees, or by request in writing by ten (10) active members.
- F. Voting.** Unless otherwise provided in these Bylaws, a majority vote of the active members present and voting will be necessary for approval or disapproval of the action being voted upon. Proxy, absentee, or electronic (Internet, email, fax, etc.) voting is not allowed.
- G. Power and Authority.** Annual Membership Meetings shall have the power and authority to do all of the following:
1. Elect members to the Board of Trustees.
 2. Approve proposed amendments to these Bylaws.
 3. Approve by a two-thirds (2/3) vote any expenditure regarding the sale, pledge, or proposed financing of real property belonging to this Ministry that exceeds twenty-five thousand dollars (\$25,000) or 25% of the previous year's income, whichever is greater.
 4. Elect ~~an active member and an alternate~~ **two active members** to serve on the Nominating Team.
 5. Override any action of the Board of Trustees provided that notice of the action to be voted upon is submitted to all active members in writing ~~ten (10)~~ **fifteen (15)** days prior to the Meeting and is approved by a three-fourths (3/4) vote.
 6. Remove by a two-thirds (2/3) vote any or all Trustee(s) from the Board of Trustees (see also Article VI, Board of Trustees, Section 12.A.4).
 7. Vote on any matters officially brought to the attention of the membership.

- H. Prayer.** In any Annual Membership Meeting, the Board President, Minister(s), a UWM Representative, or any **active** member may request that action on an item of business be suspended while the membership enters into a time of prayer on the issue. Upon such request the President will provide a period of prayer and silence.
- I. Childcare.** At all Membership Meetings, the church shall provide childcare for children of all ages.

Section 2. Special Membership Meetings.

- A. Requesting Special Meetings.** Any time the affairs of this Ministry warrant, a Special Membership Meeting may be requested by the Senior Minister(s) ~~or Co-Ministers~~; a majority vote of the entire number of Trustees currently serving on the Board of Trustees; or a member submitting a written request to the Board with a petition having been signed by ten percent (10%) of the active membership.
- B. ~~Calling Scheduling~~ Special Meetings.** ~~Upon receiving proper request for a Special Membership Meeting, the President of the Board of Trustees shall call the meeting on behalf of the requesting party within thirty (30) days of the receipt of the request. Within 15 days of receiving proper request for a Special Membership Meeting, the President of the Board of Trustees shall announce the meeting to take place within thirty (30) days of the receipt of the request.~~ The location, notice, quorum, presiding officer, participation, voting, and prayer provisions for Special Membership Meetings shall be the same as those for Annual Meetings.
- C. Special Meeting Business.** The purpose for the Special Meeting shall be stated both in written request and written notice to the active members at least two (2) weeks prior to the Meeting. Business conducted at a Special Meeting shall be limited to the pre-stated purpose(s) given in the Meeting notice.

Section 3. Peacekeeping. Any ten (10) active members may request peacemaking services by notifying the President of UWM in writing, with copies to the Unity of the Valley Board of Trustees and Minister(s). Upon receipt of a request for assistance from ten or more active members to the President or designee of UWM, at the discretion of said person, said person will confer with the Unity of the Valley Minister(s) and Board and/or Regional Representative to evaluate whether further action is required. Intervention, if any, will be at the sole discretion of the Unity of the Valley Board and UWM.

ARTICLE VI – Board of Trustees

Section 1. Membership. The Board of Trustees shall be composed of the Senior Minister(s) ~~and other members of the Ministerial Team~~ and no fewer than six (6) other Trustees elected from among the active membership of Unity of the Valley at the Annual Membership Meeting. The optimal number of Trustees for the Board of Unity of the Valley is nine (9) Trustees in addition to the Senior Minister(s) ~~or Co-Ministers~~.

Section 2. Term of Office. Elected Trustees' ~~term of office is will hold office for~~ three (3) years ~~, or until their successors have been elected and assume office.~~ Trustees elected at any Annual Membership Meeting shall take office at the next following regular or special Board meeting, whichever comes first, following the conclusion of the Annual Membership Meeting at which they were elected. No elected Trustee shall serve more than two consecutive terms without an interval of one year between terms. Any person who serves on the Board more than half of a term shall be credited with having served a full term. ~~For the purpose of term limits, the full length of term shall be defined by the full length at the time the Board member is elected or selected.~~

Section 3. Prohibition of Service. The following persons are prohibited from serving on the Board of Trustees:

- A. Any active Licensed Unity Teacher.
- B. Relatives, significant others or household members of any Board member or Licensed Unity Teacher.
- C. Individuals receiving compensation from the Ministry, with the exception of the Senior Minister(s) ~~or Co-Ministers.~~
- D. Relatives, significant others, or household members of any individual receiving compensation from the Ministry.
- E. Relative to this entire section of the Bylaws, exceptions can be made by a consensus vote of all unaffected Board members ~~(not just those voting)~~, notwithstanding any other provisions of the Bylaws or Board Policies.

Section 4. Regular Board Meetings. Regular meetings of the Board of Trustees will be held at the principal Executive Offices of this Ministry on a designated Tuesday of each month, unless otherwise stated by the Board.

Section 5. Special Board Meetings. Special Meetings of the Board will be called by the President of the Board if requested by the Senior Minister(s) ~~or Co-Ministers~~; if requested by two or more Trustees; or if the President of the Board deems it necessary. Any request for a Special Board Meeting shall be made in writing to the Board Secretary. All current Board members, including the Senior Minister(s) ~~or Co-Ministers~~, shall be given notice of any Special Board Meeting at least forty-eight (48) hours in advance of the Meeting unless they were in attendance when the Meeting was scheduled.

Section 6. Quorum. A ~~simple~~ majority of the total number of Trustees currently serving shall constitute a quorum for the transaction of business.

Section 7. Voting. Board decisions shall be arrived at by majority vote, subject to ~~a the~~ Voting Policy ~~adopted by the Board that follows~~, of all Trustees voting, unless otherwise specified in the Bylaws. All Trustees shall be entitled to vote by being present,

except for the Board President, who shall vote only to break a tie, to constitute a quorum, on matters pertaining to the dismissal of the Senior Minister(s) or Board member(s), or as otherwise ~~proscribed~~ indicated in the Bylaws.

~~The Board shall adopt and implement a Voting Policy. The intent of the Policy is, within the overall methodology of (simple) majority voting or 2/3 voting where required by the Bylaws, to promote the highest degree of communication, collaboration and collegiality, while minimizing divisiveness. The Policy may recommend or require steps the Board shall take before taking any action to a simple majority vote or 2/3 majority vote as appropriate.~~

The Board, whenever engaging in majority voting or 2/3 voting where required by the Bylaws, shall endeavor to promote the highest degree of communication, collaboration and collegiality, while minimizing divisiveness. To achieve this goal, the Board shall consider and implement any additional steps necessary, such as prayer and/or extended discussion before voting.

Each non-ministerial Trustee shall be entitled to one vote, except as otherwise specified in the Bylaws. The Senior Minister(s) ~~, if there is a sole Senior Minister,~~ shall be entitled to no more than one vote in total. ~~If there are Co-Ministers, the Co-Ministers shall be entitled to one total vote, except as otherwise specified in the Bylaws.~~

Associate Ministers ~~shall not~~ vote only ~~, unless~~ in the case of absence of the Senior Minister(s) ~~where if they are have been~~ designated by the Senior Minister(s) or Board ~~as to serve as~~ acting Senior Minister.

Section 8. Minister(s) Attendance. ~~The All Senior Ministers or Co-Ministers and Associate Ministers has/~~ have the right to attend all Board meetings, with the exception of ~~those meetings or portions thereof~~ Board discussions ~~that~~ pertaining to ~~determinations of the Ministerial Team~~ salary and performance reviews ~~that~~ are outside the purview of the Minister(s) in question.

Section 9. Prayer. It is important ~~, that in addition to adhering to the normal procedures for legal functioning set forth in these Bylaws,~~ that the universal spiritual principles taught by Unity be utilized in the handling of decisions before the Board of Trustees. During the discussion of an item of business, any Trustee may request time for prayer about an issue. Upon such request the President shall provide a period of prayer and silence.

Section 10. Duties and Responsibilities of the Board of Trustees. As representatives of the membership, the Board of Trustees shall:

- A. Uphold the spiritual purpose of this Ministry as stated in Article II (Purpose), Section 1 of these Bylaws.
- B. Uphold the highest best interests of the membership in conducting the business of this Ministry.

- C. Be conversant with these Bylaws and establish policy for the operation of this Ministry. Board policies shall be kept in the Church office, made available to all congregants as requested, and be kept up to date in the Board manuals distributed to all Board members.
- D. Be faithful in attendance at services as well as Board and membership meetings of this Ministry.
- E. Determine the business needs of this Ministry and authorize payment of funds for those purposes. To accomplish this responsibility, the Board shall:
 - 1. ~~Adopt and~~ Adhere to ~~or revise the existing a~~ Procurement Policy.
 - 2. Establish and implement a policy for maintaining adequate reserves for capital expenses. The capital reserve shall be used only for capital expenses, major building or grounds projects representing new construction or upgrades, and the like. The capital reserve shall not be used for operating expenses and ongoing or predictable maintenance, custodial, or grounds expenses, nor shall it be used to provide short- or long-term loans to any other accounts or reserves of the Church.
 - 3. Establish and implement a policy for maintaining an adequate operating reserve for all non-capital expenses normally included in the operating budget.
 - 4. Prior to the start of each fiscal year, establish a reasonable balanced operating budget for the fiscal year. Monitor the budget monthly through the Treasurer's reports, and make adjustments as and when needed to balance the budget for the fiscal year.
- F. Administer the real and personal property of this Ministry. Obtain and maintain adequate personal and property insurance for the Ministry. Obtain and maintain all other insurances as required by the Bylaws, prudent stewardship of the Church, and governmental requirements.
- G. Make decisions regarding the sale, pledge, or proposed financing of real property belonging to this Ministry provided that all decisions concerning the sale, pledge, or proposed financing of real property exceeding twenty-five thousand dollars (\$25,000) or twenty-five percent (25%) of the previous year's income, whichever is greater, shall be presented to the membership at a properly constituted membership meeting for final approval.
- H. ~~Endeavor to~~ employ (a) licensed or ordained Unity Minister(s) through cooperation with the employment management procedures of Unity Worldwide Ministries (UWM).
- I. Perform at least annual performance reviews of the Senior Minister(s) ~~or Co-~~

- ~~Ministers. In cases of serious conflict between the Board of Trustees and a Senior Minister that remain unresolved after the Board of Trustees and the Senior Minister have sought to reconcile their differences and have cooperated with the procedures and guidance of UWM, the Board of Trustees may terminate the employment of said Senior Minister by a two-thirds (2/3) vote of all Trustees, excluding the Senior Minister, who shall not vote on such matters. The Board President shall be permitted to vote on such action.~~
- ~~After a ministry and its Senior Minister(s) or Co-Ministers have sought to reconcile differences and cooperated with the procedures and guidance of the Association UWM, the Board of Trustees may terminate the employment of a Senior Minister or Co-Ministers by a two-thirds (2/3rds) vote of all Trustees, except for the Senior Minister who shall not vote on such matters. The Board President shall be permitted to vote on such action.~~
- J. As recommended by the Senior Minister(s) ~~or Co-Ministers~~, approve staff positions and authorize funds for their compensation.
 - K. Establish the dates for the beginning and ending of the fiscal year.
 - L. Cause to be prepared each year a complete financial statement with disclosures that will set forth the financial conditions and operations of the Ministry.
 - M. Secure theft and dishonesty insurance for persons handling church funds.
 - N. ~~Work with the Senior Minister(s) if needed to~~ approve applicants for membership.
 - O. Fill the unexpired term of any Trustee ~~who has left the Board~~.
 - P. Elect Officers of the Board and their successors to fill any unexpired term when necessary.
 - Q. Create such teams as needed to support the functions and responsibilities of the Board.
 - R. Advise the President of the Board on appointments to teams.
 - S. Attend and actively participate in ongoing Board education programs.
 - T. Consider other issues brought to their attention by the Ministerial Staff or Members of the Board.
 - U. Keep or cause to be kept an accurate record of active and inactive members, ~~and provide for the mailing of yearly membership renewal cards to all active and inactive members (who have been inactive for two (2) years or fewer). The mailing requirement can be satisfied by electronic media which meets the criteria established in Article V, Section 1, B.~~ as specified in Article IV (Active

Membership), Section 3.A.2.

[For your convenience, here is the update referred to above:

To retain active membership rights and to update contact information, members will be asked to complete a yearly membership renewal card. These cards will be mailed with the Annual Membership Meeting notice, as well as being made available at the time of the Meeting itself. An effort will be made to contact any member who has not returned a completed card for two (2) years in a row. If no response is received, that person's membership will be considered inactive until such time as that person may reinstate active membership.] **[End of insert]**

- V. Through the Board Treasurer, keep or cause to be kept accurate records of gifts to the ministry in compliance with Internal Revenue Service regulations. All records of gifts to the Ministry shall be handled with an appropriate degree of reverence and confidentiality. To accomplish this goal, the Board shall adopt and adhere to a Confidentiality Policy for Gifts and Reporting.
- W. Issue or cause to be issued necessary 1099 and W-2 forms in compliance with Internal Revenue Service regulations.
- X. Consistent with Item V., acknowledge or cause to be acknowledged in writing contributions in compliance with Internal Revenue Service regulations.
- Y. Secure or cause to be secured liability insurance for all Board of Trustee Members and Minister(s); and
- Z. Take such other actions as may be deemed necessary for the best interests of this Ministry, including seeking ~~Association~~ UWM assistance in the event of a dispute adversely affecting the Ministry.

Section 11. Nomination and Election.

A. Qualifications. To be eligible to be elected to the Board of Trustees, a person must be an active member of Unity of the Valley. In addition, a candidate for election shall endeavor to live in accordance with the universal spiritual principles of Truth and Love as revealed and demonstrated by Jesus and other enlightened way-showers; shall work to further the purposes of this Ministry through active service, love, and support; shall be a sincere and continuing student of Unity, always remaining conversant with its teachings; and shall have demonstrated leadership capabilities.

B. Nominating ~~Ministry~~ Team.

- 1. Selection.** A Nominating Team shall be formed at least ~~three~~ six months prior to the Annual Membership Meeting. The Team shall consist of ~~the Senior~~

~~Minister or a Co-Minister~~ two Ministers, ~~one Associate Minister~~, and three non-ministerial active members selected in the following manner:

- a. At the Annual Membership Meeting, the active membership shall select ~~one member and one alternate~~ two active members to serve on the Nominating Team for the following year's election. ~~In the event the person elected to serve becomes unavailable, the alternate shall serve. If the alternate also~~ either newly elected Nominating Ministry Team member becomes unavailable to serve, the Board shall elect a person from among the active members who is not a current member of the Board to fill the vacancy.
- b. At the ~~October~~ July Board meeting, the Board shall select one of its Trustees to serve on the Nominating Team.
- c. ~~Together with the senior minister or co-ministers, and the associate minister selected for this team, the above two (2) Team members will select a third (3rd) person from among the active members to serve on the Nominating Team. One (1) of the Nominating Team members (other than the a Minister) shall be appointed Chair. The Nominating Team members shall select one (1) member from among themselves (other than the/a Minister) to serve as Chair.~~
- d. In the event of an interim Board, the Nominating Team shall complete its selection process within thirty (30) days from the establishment of the interim Board.

2. Duties and Responsibilities.

- a. The Nominating Team shall initiate a search for ~~three (3)~~ four (4) qualified candidates for nomination as members of the Board of Trustees. ~~Of these candidates, three (3) will be elected as Trustees and one (1) will serve as an Alternate.~~
 - b. The Nominating Team shall meet and select ~~three (3)~~ four (4) qualified candidates for the Board of Trustees by 12/15, in time for all four of them to observe at the December, January and February Board meetings.
 - c. The names of the nominees shall be posted at the church at least ten (10) days prior to the Annual Membership Meeting.
- C. Qualified nominations from the membership may also be submitted to the Chair ~~person~~ of the Nominating Team no later than ~~two (2) weeks~~ thirty (30) days prior to the Annual Meeting. [We're suggesting moving this item to this separate section because it needs to take place by a deadline in greater advance of the Annual Meeting.]

D. All qualified candidates, whether nominated by the Board of Trustees or the membership, must be interviewed by the Nominating ~~Ministry~~ Team in advance of the Annual Meeting.

E. ~~Nomination Selection Procedure.~~ The ~~presiding officer~~ Chair of the Annual Membership Meeting shall:

1. ~~Read Review~~ Article VI, Section ~~10A~~ 11A (Qualifications), 11C, ~~10D~~ 11D, and all of 11E (~~Selection Procedure~~) of these Bylaws just prior to ~~beginning the process of nomination and election~~; the Annual Membership Meeting.
2. Call upon the Chair ~~person~~ of the Nominating Team to present all qualified nominees. ~~offer the Ministry Team's three nominations.~~

~~Identify any qualified membership nominees who have been interviewed by the Nominating Team.~~

3. Normally, at the Annual Meeting, there will be ~~three (3)~~ four (4) nominees for the Board of Trustees, with the possibility of additional qualified nominees from the Active Membership. ~~The three (3) nominees will be elected by the Active Membership through a ballot of approval. The Active Membership shall vote by paper ballots and elect three new Trustees members and an Alternate from the qualified nominees to the Nominating Ministry Team. The three nominees receiving the largest number of votes shall become the Trustees, and the nominee receiving the next-largest number of votes shall become the Alternate. Each new Trustee will normally serve a three- (3-) year term.~~

F. The Board shall adopt and implement a Board Selection Policy to promote and communicate to the congregation, in a timely manner, ways in which congregants can express interest in serving on the Board. This Policy shall also provide for a communication and de-briefing process for all nominees who stood for election.

Section 12. Vacancy and Replacement.

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

1. The resignation of the Trustee (any Trustee may resign at any time).
2. Two-thirds (2/3) of the Board voting for the removal of a Trustee due to unexcused absences from three (3) successive regular Board meetings. Absences may be excused by the Board upon written request.
3. Two-thirds (2/3) of 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 (e)~~

~~[Duties]~~ Article VI, Section 10 ~~[Duties and Responsibilities of the Board of Trustees]~~ of these Bylaws.

4. The active membership voting for removal of a Trustee because of failure to fulfill the duties of the office as specified in ~~Article VI, Section 10 [Duties and Responsibilities of the Board of Trustees]~~ of these Bylaws.
5. If two serving Board members enter into a romantic relationship, both shall inform the Board and at least one (1) shall resign his/her Trustee position at the next Board meeting, regardless of whether or not the romantic relationship continues.

B. Replacement. Trustees may be replaced by any of the following means:

1. ~~Should a vacancy occur among the elected members of the Board of Trustees, the Board members present at the next regular Board meeting shall select, by two-thirds (2/3) majority, a qualified replacement to fulfill the term. Should a vacancy occur among the elected members of the Board of Trustees, the Alternate candidate from the previous election of Trustees shall serve out the remainder of that Trustee's term. No replacement shall have served as a Trustee during the year prior to this election. Any person who would be serving a third consecutive term by filling this position is not eligible for consideration.~~
2. If resignations on the Board have brought the number of Trustees (**including the alternate Trustee**) to less than a quorum, a Nominating Team shall submit to the membership a slate of qualified nominees to fill the vacancies at a special membership meeting.
3. ~~If more than fifty percent (50%) of the Board of Trustees is recalled by the membership, the entire Board of Trustees must be recalled.~~
4. ~~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.~~
3. The membership is empowered to recall any Board member(s) by a two-thirds (2/3) majority vote, and to replace the removed Board member(s), also by a two-thirds (2/3) majority vote. This voting must take place at the Annual Membership Meeting or at a Special Membership Meeting called for this purpose. Only members who are present may vote on either of these issues.
4. If the entire Board of Trustees is recalled by the membership, then the membership may re-elect recalled Trustees at the Annual Membership Meeting or at a Special Membership Meeting called for this purpose. Only members who are present may vote on either of these issues. The number re-

elected must be less than fifty percent (50%) of the number of recalled Trustees.

- C. Interim Board.** If the entire Board of Trustees has been recalled by the membership, or a quorum does not exist, the active church membership may choose to elect an interim Board whose term of office shall not exceed sixty (60) days, during which time a Nominating Team will be formed composed of the Nominating Team member elected at the last Annual Meeting, the Senior Minister(s), and an interim Board member, who together shall select an active member from the congregation to serve as Chair of this Nominating Team. The Nominating Team shall meet to nominate candidates to serve on the permanent Board of Trustees. These nominees shall then be elected voted on at a special membership meeting within sixty (60) days of the formation of the interim Board. The Board of Trustees has the power to fill remaining vacancies [See Section 12, B.1.].

Section 13. Board of Trustees Officers and Their Duties. The Officers of the Board of Trustees shall be a President, a Vice President, a Secretary and a Treasurer. All Officers shall be selected in a manner determined by the Board at the first Board meeting after the Annual Meeting or at a Special Board Meeting called for the purpose of selecting Officers, whichever comes first. The term of office shall be one year or until successors are elected. Election of all Officers shall conform to the voting requirements of Article VI, Section 7, except for the election of President. For the election of President, all Trustees shall vote except for the Senior Minister(s) or Co-Ministers, who shall vote only to break a tie.

[For your convenience, here is Article VI, Section 7:]

[Section 7. Voting. Board decisions shall be arrived at by majority vote, subject to a the Voting Policy adopted by the Board that follows, of all Trustees voting, unless otherwise specified in the Bylaws. All Trustees shall be entitled to vote by being present, except for the Board President, who shall vote only to break a tie, or to constitute a quorum, or on matters pertaining to the dismissal of the Senior Minister(s) or Board members, or as otherwise indicated in the Bylaws.

~~[The Board shall adopt and implement a Voting Policy. The intent of the Policy is, within the overall methodology of (simple) majority voting or 2/3 voting where required by the Bylaws, to promote the highest degree of communication, collaboration and collegiality, while minimizing divisiveness. The Policy may recommend or require steps the Board shall take before taking any action to a simple majority vote or 2/3 majority vote as appropriate.]~~

~~[The Board, whenever engaging in majority voting or 2/3 voting where required by the Bylaws, shall endeavor to promote the highest degree of communication, collaboration and collegiality, while minimizing divisiveness. To achieve this goal, the Board shall consider and implement any additional steps necessary, such as prayer and/or extended discussion before voting.]~~

[Each non-ministerial Trustee shall be entitled to one vote, except as otherwise specified in the Bylaws. The Senior Minister(s) ~~, if there is a sole Senior Minister,~~ shall be entitled to ~~no more than one vote in total. If there are Co-Ministers, the Co-Ministers shall be entitled to one total vote, except as otherwise specified in the Bylaws.~~

[Associate Ministers ~~shall not~~ vote only ~~, unless~~ in the case of absence of the Senior Minister ~~where if they are have been~~ designated by the Senior Minister or Board ~~as to serve as~~ acting Senior Minister.] **[End of insert]**

- A. President.** The President shall preside at ~~or delegate a Trustee to preside at each~~ ~~all~~ Board of Trustees meeting; shall plan and preside at all membership meetings; shall appoint members of any team with the advice of the Board; shall serve at will as a member of any team except the Nominating Team; shall sign such papers and documents upon proper authorization as may be necessary; and shall be responsible for the planning of Board orientation, retreats and workshops.
- B. Vice President.** The Vice President shall assist the President in the performance of that officer's duties; shall perform all the duties of the President of the Board in the absence of the President; and shall succeed to the office of President in case the office of the President becomes vacant for the balance of the term of the President who has left. In such a case, a new Vice President shall be elected from among the remaining Trustees to fill the remainder of the unexpired term.
- C. Secretary.** The Secretary shall keep, or cause to be kept, an accurate record of the minutes of all Board and membership meetings; shall hold in custody and be responsible for all reports, contracts, other legal papers, and the meeting minutes books, which shall be kept at the principal Executive Office of the Ministry at all times or in such other depository as prescribed by the Board; shall attend to all official business as directed by the Board; shall keep or cause to be kept accurate active and inactive membership lists; ~~and send or cause to be sent yearly membership renewal cards to all active or inactive members.~~ and shall contact or ~~cause to be contacted~~ people who can reasonably be considered to be no longer actively involved in this church [see Article IV, Section 3.A.2].
- D. Treasurer.** The Treasurer shall be custodian of all funds belonging to this Ministry; shall pay out or cause to be paid out funds authorized by the Board; shall keep or cause to be kept a record of all financial transactions; shall submit a monthly financial report at each regular Board meeting; shall submit a financial report covering the last complete fiscal year to the Annual Membership meeting; shall account for, or cause to be accounted for by the appointment of qualified persons, all funds received; and shall be responsible to assure that they are deposited in accounts authorized by the Board. The Treasurer shall ensure that in the counting of Ministry funds ~~from Sunday service donations~~ there shall be at least two (2) persons present. ~~For other funds received, an official Unity of the Valley accounting log shall be kept in accordance with generally accepted accounting principles.~~ All actions shall conform to the Procurement Policy of Unity of the Valley Church, as established in Article VI, Section 10.E. **[For your**

convenience, that section has been inserted just below this item. The Treasurer shall make recommendations for amending or updating the Procurement Policy, when and as appropriate.

[Here is Article VI, Section 10E:

- E. [Determine the business needs of this Ministry and authorize payment of funds for those purposes. To accomplish this responsibility, the Board shall:
- a. ~~[Adopt and~~ Adhere to ~~or revise the existing a~~ Procurement Policy.
 - [2. Establish and implement a policy for maintaining adequate reserves for capital expenses. The capital reserve shall be used only for capital expenses, major building or grounds projects representing new construction or upgrades, and the like. The capital reserve shall not be used for operating expenses and ongoing or predictable maintenance, custodial, or grounds expenses, nor shall it be used to provide short- or long-term loans to any other accounts or reserves of the Church.
 3. [Prior to the start of each fiscal year, establish a reasonable balanced operating budget for the fiscal year. Monitor the budget monthly through the Treasurer's reports, and make adjustments as and when needed to balance the budget for the fiscal year.] **[End of insert]**

In order to maintain a continuity of business management for the Church, the ~~Church~~ Board of Trustees may elect a Treasurer-Elect any time within three months prior to the date it is known that the existing Treasurer will leave the position. The Treasurer-Elect shall be empowered with the signature and other financial management responsibilities of the Treasurer, to become effective on the date the Treasurer's term ends, in order to create as seamless a transition as possible.

The Board shall establish and implement Policy for Qualifications for Treasurer that shall describe the qualifications and experience necessary to serve in the position, and shall guide the Board to select the most qualified person to fill the position.

ARTICLE VII – Administration, Management and Leadership

Section 1. Administration. The administration of Unity of the Valley shall be vested in the Senior Minister(s) ~~or co-ministers~~ as the administrative director(s), and the Board of Trustees elected from the membership.

Section 2. Minister(s).

- A. Senior Minister(s) ~~or Co-ministers~~.** Preferably, the Senior Minister(s) ~~or Co-Ministers~~ will be duly licensed or ordained Unity minister(s). **[See Article II,**

Section 3. C.]

1. **Duties.** As the spiritual leader(s) of this ministry, the Senior Minister(s) ~~or Co-Ministers~~ shall be responsible for the scheduling, conduct, and content of services, classes, and all other activities that further the purpose of this Ministry. [See Article II, Section 3.C., Leadership.] **For your convenience, I'm copying that item here:**

[This ministry is committed to the ideal of “shared leadership.” The Board of Trustees shall work with the Senior Minister(s) to establish and maintain a “Ministerial Team” to lead this ministry. In accordance with UWM requirements for full-ministry status, the Board of Trustees shall endeavor to employ as part of the Ministerial Team a Unity Minister ordained or licensed by UWM or a Licensed Unity Teacher. For the purpose of these Bylaws, the term “Unity Minister” shall include a person serving under special dispensation of UWM.] **End of insert**

As administrative director(s), the Minister(s) shall:

- a. Be responsible for the complete functioning of this Ministry, including the hiring, performance review, and termination of all employees and contracted personnel, including Associate or Assistant Ministers; establishing personnel policies, subject to Board approval, for all employees and contracted personnel; and developing and implementing contracts, to be approved by the Board, for all contracted employees.
 - b. Serve as voting member(s) of the Board of Trustees on all matters except their own employment, or that of their successor(s), or on other matters as designated in the Bylaws.
 - c. Create teams related to these duties.
 - d. Appoint the members of such teams.
 - e. Serve at will as a member of any teams.
 - f. Be responsible for seeking UWM’s assistance in the event of a dispute adversely affecting the Ministry.
2. **Selection.** The Board of Trustees shall select the Senior Minister(s) ~~or Co-Ministers~~ following the employment procedures for ministerial personnel of UWM.
 3. **Compensation.** The compensation of the Senior Minister(s) ~~or Co-Ministers~~ employed by this Ministry shall be set by the Board of Trustees.

4. **Vacancy.** Should ~~a vacancy occur in~~ the office of ~~the~~ Senior Minister ~~become entirely vacant~~, the Board of Trustees shall communicate with the Director of Ministry Employment of UWM and request a list of applicants for the position. The position of a Minister may be vacated by either of the following actions:
 - (1) Resignation, or
 - (2) Termination, following the process described in the contract between the Senior Minister and the Church, or in the Bylaws. Where there is a conflict between the two, the provisions of the contract shall govern.
- B. Associate and/or Assistant Ministers.** Associate and/or Assistant Minister(s) ~~serving on the Unity Ministerial Team~~ will preferably be duly licensed or ordained Unity Minister(s), functioning with less responsibility than the Senior Minister(s) ~~or Co-Ministers~~.
1. **Duties.** The Associate and/or Assistant Minister(s) shall perform the duties and fulfill the responsibilities assigned them by the Senior ~~or Co~~ Minister(s). These responsibilities shall be described in writing and ~~approved are subject to approval~~ by the Board.
 2. **Compensation.** To the extent funded by the Board, the compensation of the Associate and/or Assistant Minister(s) shall be fixed by the Senior Minister(s) ~~or Co-Ministers~~.

Section 3. Definitions.

- A. A Unity Ministry.** A member Ministry in Unity Worldwide Ministries (UWM) shall have (a) duly ordained or licensed Unity Minister(s) or (a) person(s) serving under special dispensation as its Spiritual Leader(s). (For additional criteria, contact the UWM International office.)
- B. Sole Senior Minister.** A Unity Minister ~~serving as the sole Senior Minister~~ shall be a ~~person~~ duly ordained or licensed ~~by Unity~~ [or serving under special dispensation] ~~by the Association of Unity Churches International, (or Unity School of Christianity prior to July 1, 1966), or Unity Worldwide Ministries~~ who assumes the ~~a~~ spiritual and administrative leadership role in a member Ministry. This leader works in conjunction with the Board of Trustees of the member Ministry, and is to oversee the education, all aspects of worship services, healing, counseling, prayer, administration, fellowship, and community outreach activities of the Ministry. ~~No person shall be employed in this position, nor shall any contract for such employment be valid, unless minimally the licensing requirement is met and sustained.~~
- C. Co-Senior Ministers.** In shared partnership ministries, ~~the church shall endeavor to ensure that at least one Co-Senior Minister is duly ordained or licensed by Unity. Co-Senior Ministers share the spiritual and administrative leadership. A Unity Co-Minister shall be a Unity Minister duly ordained or licensed by the Association of Unity Churches International, (or Unity School of Christianity prior to July 1, 1966), or Unity Worldwide Ministries who~~ equally assumes the

spiritual and administrative leadership role with another/~~other~~ Co-Minister(s) in a member Ministry. These leaders work in conjunction with the Board of Trustees of the member Ministry and oversee the education, all aspects of worship services, healing, counseling, prayer, administration, fellowship, and community outreach activities of the Ministry.

D. Other Ministerial Team Members. The Senior Minister(s) shall recommend for Board approval any other members they wish to invite to serve on the Ministerial Team. Team member responsibilities shall be assigned by the Senior Minister(s).

~~**E. Associate Minister.** In Ministries with more than one Minister, a Unity Associate Minister has been duly ordained or licensed by the Association of Unity Churches International, (or Unity School of Christianity prior to July 1, 1966), or Unity Worldwide Ministries serving in a member Ministry. The Associate Minister may be equal in ability to the Senior Minister, but functions with less responsibility than the Senior Minister. The Associate Minister reports to the Senior Minister, who determines the scope of the Associate's responsibilities.~~

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

ARTICLE VIII – **Volunteer** Ministry Teams

With the exception of the Nominating Team, teams for any specific purpose may be appointed by the President of the Board or the Senior Minister(s) ~~or Co-Ministers~~ for their respective areas of responsibility. ~~Ratification by a consensus of the Board is required.~~

ARTICLE IX – **Dissolution**

In the event that this Corporation is dissolved, all property and funds remaining after the payment of the debts of the Corporation shall be delivered to Unity Worldwide Ministries, a nonprofit corporation organized under the laws of the State of Georgia for religious and educational purposes. Such funds or property shall be for the use and benefit of UWM as may be determined by the Board of Trustees of UWM, in alignment with current policies and procedures. UWM shall make available, according to its current policies and procedures, funds for the reestablishment of a Unity ministry in Eugene, Oregon. Should

UWM 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 executive offices of the Corporation are then located, and shall be used exclusively for such purposes or distributed to such organization or organizations as said court shall determine, which are organized and operated exclusively for purposes set out in Section 5.01(c) (3) of the Internal Revenue Code of 1954.

ARTICLE X – Parliamentary Authority

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

ARTICLE XI – Amendment of Bylaws

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 at least ten (10) days prior to the required Membership Meeting. An affirmative vote of seventy-five percent (75%) of all Members present and voting shall be necessary to pass any amendment to these Bylaws. These Bylaws fully supersede all previous Bylaws adopted by Unity of the Valley.

Pursuant to Article V, Section 1.B. of these Bylaws, the mailing requirement can be satisfied by electronic transmission with attachment, or by electronic transmission and link to an appropriate website containing proposed Amendments.

[For your convenience, here is Article V.1.B.:

- B. [Notice.** Written notice stating the date, time, and place of the Annual Meeting shall be mailed to all active members at least ~~ten (10)~~ **fifteen (15)** days in advance of the meeting and shall be posted in the church in a prominent location, and included in the Sunday bulletin at least two (2) weeks in advance of the Meeting. The mailing requirement to each active member may be satisfied by electronic communication (e-mail, text, etc.) if such electronic communication is available to, and used by, the active member. Active members may acknowledge in writing, on a form provided by the Church, the electronic means by which they can receive notification to meet the above requirement.] **[End of insert]**

_____ Attest—Secretary

_____ Date of Adoption or Revision

Proposed Revisions to Bylaws 2/4/2017 Proposed and Vetted by the Board of Trustees 2017
To be voted on at the Annual Membership Meeting, February 26, 2017
