

BYLAWS FOR UNITY OF LAS CRUCES

REVISED March 1, 2015

ARTICLE I – Name

The name of this association shall be Unity of Las Cruces, Inc.

ARTICLE II - Purpose

Section 1. Statement of Purpose The purpose of Unity of Las Cruces, a New Mexico corporation, is to teach the universal principles of Truth, as taught and demonstrated by Jesus Christ and interpreted by Charles and Myrtle Fillmore and Unity.

Section 2. Accomplishment of Purpose In the accomplishment of this purpose, Unity of Las Cruces 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 ministry and to adopt other means that in the judgment of the minister will further the principles of practical Christianity among people everywhere.

- A. Leadership.** This ministry shall have as its leader(s), ordained or licensed by Unity, minister(s) approved for ministry employment by the Unity of Las Cruces Board of Trustees or a person serving under special dispensation approved by the Unity of Las Cruces Board of Trustees. For the purpose of these bylaws, the term “minister(s)” shall include a person serving under such special dispensation.
- B. Teaching.** The principles of practical Christianity shall be taught through this ministry using methods, textbooks, literature, and other materials in alignment with unity principles.

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 Dona Ana, State of New Mexico or at such other place within the State of New Mexico 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. Official Records The records of membership, finances, donation, 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 only for use 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 Las Cruces will endeavor to live in accord with the Jesus Christ principles of love and truth as taught by Unity and further the work of this ministry through active interest, love, and support.

Section 2. Election of Members Anyone desiring membership in Unity of Las Cruces will file an application for membership card with the ministry office. The application will be presented to the Board of Trustees at its next regular meeting. A majority vote of the trustees present and voting will be required for the applicant to become an active member. The applicant will be notified of the board's action by the Board Secretary. All staff ministers and licensed Unity teachers are considered members of this ministry.

Section 3. Classes of Members There shall be two classes of members of this ministry, active and inactive. Active members have full membership rights and may participate and vote in any membership meeting.

A. Active Membership

- 1. New Members** After acceptance as a new member, each member 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** All members who are attending Unity of Las Cruces services and/or Classes will be considered Active Members. Any member who does not attend Unity functions for a period of one year (annual meeting to next annual meeting) will automatically be considered Inactive.

B. Reinstatement of Inactive Membership.

- 1. Reinstatement with two years.** If a member who has become inactive wishes to return to active status within the first two years after becoming an inactive member, such a member who meets membership qualifications and fills out a yearly membership renewal card or document approved by the Board of Trustees shall be reinstated as an active member. In order to vote at a membership meeting such members must fulfill these requirements at least six (6) weeks before a membership meeting.
- 2. Reinstatement after two years.** If a member has been inactive for two years or more and desires to become an active member again, such a member must reapply for active membership in the same manner required of new members.

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 changes that may lead to removal of membership and thereafter be given an opportunity for a hearing before the board. A 2/3rds vote shall be required for removal of membership provided that the minister(S) IS in agreement with this action.

Section 4. Powers of Active Members. Each active member of Unity of Las Cruces shall have the following powers:

- A.** To vote at any membership meeting at which the member is present;
- B.** Serve on ministry teams if selected; speak in debate at any membership meeting according to the rules provided for debate;
- C.** Offer suggestions to the minister(S) or Board of Trustees as may seem advisable for the good of this ministry; AND
- D.** Participate in all activities and programs of the ministry.

ARTICLE V - Meetings

Section 1. Annual Meetings There shall be one annual membership meeting each year.

- A. Date and Location of Annual Meeting.** The annual membership meeting shall be held at the principal executive office of the ministry on 1st Sunday in March at a time established by agreement between the minister(s) and Board of Trustees.
- B. Notice.** Written notice stating the date, time, and place of the annual meeting will be mailed to all active members at least ten (10) days in advance of the meeting.
- 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.** The right to speak in debate, make motions, and vote during annual meetings shall be restricted to those active members present. The right of other persons to speak during membership meetings may be extended by a two-thirds (2/3) vote.
- 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 are 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 (2/3rds) 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, which ever is greater;
 - 4. 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) days prior to the meeting and is approved by a three-fourths (3/4ths) vote;

5. Remove by a two-thirds (2/3rds) vote any or all trustee(s) from the Board of Trustees; and

6. Vote on any matters officially brought to the attention of the membership.

H. Prayer. In any annual membership meeting, the Board President, minister(s), 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 such request the President will provide a period of prayer and silence.

Section 2. Special Membership Meeting.

A. Requesting Special Meetings. Any time the affairs of this ministry warrant, a special membership meeting may be requested by the minister(s), a majority vote of the entire number of trustees currently serving on the Board of Trustees; or a petition signed by one-tenth (1/10th) of the active membership and submitted to the Board of Trustees.

B. Calling 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. 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. Business conducted at a special meeting shall be limited to the pre-stated purpose(s) given in the meeting notice.

ARTICLE VI – Board of Trustees

Section 1. Membership. The Board of Trustees shall be composed of the minister(s) and no more than six (6) other trustees elected from among the active membership of Unity of Las Cruces at the annual membership meeting.

Section 2. Term of Office. Elected trustees will hold office for three years, or until their successors have been elected and assume office. Trustees elected at any annual membership meeting shall take office at the conclusion of the annual membership meeting at which they were elected. No elected trustee will 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.

Section 3. Prohibition of Service. The following persons are prohibited from serving on the Board of Trustees: any active licensed Unity teacher; relatives, significant others or household members of any board member or licensed Unity teacher; individuals receiving compensation from the ministry with the exception of the senior minister or co-ministers; or relatives, significant others, or household members of any individual receiving compensation from the ministry.

Section 4. Regular Board Meetings. Regular meetings of the Board of Trustees will be held at the principal executive offices of this ministry on third Wednesday 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 minister(s); 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 minister(s) shall be given notice of any special board meeting at least forty-eight (48) hours in advance of the meeting. The attendance of any member of the board at the meeting shall serve as a waiver of this notice requirement.

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

Section 7. Minister(s) Attendance. The minister(s) has the right to attend all board meetings, with the exception of those meetings or portions thereof that pertain to determinations of the minister's salary and/or review of the ministers work record.

Section 8. 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 an issue. Upon such request the President shall provide a period of prayer and silence.

Section 9. 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, Section 2 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;
- 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;
- F. Administer the real and personal property of this ministry;
- 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 25% of the previous year's income, which ever is greater shall be presented to the membership at a properly constituted membership meeting for final approval;
- H. Employ a licensed or ordained Unity minister(s), licensed teacher(s), and/or spiritual leader(s).
- I. After a ministry and its minister(s) has sought to reconcile differences through mediation, the Board of Trustees may terminate the employment of a senior minister or co-ministers by a two-

thirds (2/3rds) vote;

- J.** As recommended by the minister(s), determine staff positions and authorize funds for their financial support;
- 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 a fidelity bond or theft and dishonesty insurance for persons handling church funds;
- N.** Approve applicants for membership;
- O.** Provide for the mailing of yearly membership renewal cards to all active and inactive members;
- P.** Fill the unexpired term of any trustee;
- Q.** Elect officers of the board and their successors to fill any unexpired term when necessary;
- R.** Create such ministry teams as needed to support the functions and responsibilities of the board;
- S.** Advise the President of the Board on appointments to ministry teams;
- T.** Attend and actively participate in ongoing board education programs;
- U.** Consider other issues brought to their attention by the minister or members of the board;
- V.** Keep or cause to be kept an accurate record of active and inactive members;
- W.** Keep or cause to be kept accurate records of gifts to the ministry in compliance with Internal Revenue Service regulations;
- X.** Issue or cause to be issued necessary 1099 and W-2 forms in compliance with Internal Revenue Service regulations;
- Y.** Acknowledge in writing contributions in compliance with Internal Revenue Service regulations;
- Z.** Secure liability insurance for all Board of Trustee members and minister(s); and
- AA.** Take such other actions as may be deemed necessary for the best interests of this ministry.

Section 10. 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 Las Cruces. In addition candidates for election shall endeavor to live in accord with the Jesus Christ principles of love and truth as taught by Unity; work to further the purposes of this ministry through active interest, love, and support; be a sincere and continuing student of Unity always remaining conversant with its teachings; and shall have demonstrated leadership capabilities.

B. Nomination Procedure. The presiding officer of the annual membership meeting shall:

1. Read Article VI, Section 10A and 10C of these bylaws just prior beginning the process of nomination and election;
2. Call for nominations from the floor.

C. Election Procedure

The election shall be by ballot if there are any partial terms to be filled or there are more than two nominees. The result of the vote shall be announced to the annual meeting. The two nominees receiving the largest number of votes will be elected to full three (3) year terms. The candidates receiving the next highest number of votes will be elected to the longest unexpired term.

Section 11. Removal from Office by the Board of Trustees

Any trustee may resign at any time. In addition any trustee may be removed by the Board of Trustees due to unexcused absences from three successive regular board meetings or because of a failure to fulfill the duties of the office.

Section 12. Vacancies. Should a vacancy occur among the elected members of the Board of Trustees, the board may select a qualified replacement to fill the position. A majority vote shall be necessary for election. The term of service for any replacement shall expire on the date of the next annual meeting.

Section 13. Board of Trustees Officers. The officers of the Board of Trustees shall be a president, a vice president, a secretary, and a treasurer. All officers will be selected in a manner determined by the board at the first board meeting after the annual meeting or at a special meeting called for the purpose of selecting officers. The term of office shall be one year or until successors are elected.

Section 14. Duties of Officers.

- A. President.** The president shall preside at all Board of Trustees meetings; preside at all membership meetings; appoint members of ministry teams with the advice of the board; serve as an ex officio member of all ministry teams; sign such papers and documents upon proper authorization as may be necessary; and 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; perform all the duties of the president of the board in the absence of the president; and succeed to the office of president in case the office of the president becomes vacant. In such a case, a new vice president will 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; hold in custody and be responsible for all reports, contracts, other legal papers, and the meeting minute books which will be kept at the principal executive office of the ministry at all times or in such other depository as prescribed by the board; attend to all official business as directed by the board; 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.

- D. Treasurer.** The treasurer shall be custodian of all funds belonging to this ministry; pay out or cause to be paid out funds authorized by the board; keep, or cause to be kept, a record of all financial transactions; submit a monthly financial report at each regular board meeting; submit a financial report covering the last complete fiscal year to the annual membership meeting; and account for, or cause to be accounted for by the appointment of qualified persons, all funds received being responsible to assure that they are deposited in accounts authorized by the board. When counting ministry funds there should be at least two (2) persons present.

ARTICLE VII – Administration, Management and Leadership

Section 1. Administration. The administration of UNITY OF LAS CRUCES. shall be vested in the minister(s) as the administrative director(s), and the Board of Trustees elected from the membership.

Section 2. Minister(s).

A. Minister(s) and Licensed Teachers. The minister(s) and Licensed Teachers will be duly licensed or ordained Unity minister(s).

1. **Duties.** As the spiritual leader(s) of this ministry, the senior minister or co-ministers will be responsible for the scheduling, conduct, and content of services, classes, and all other activities that further the purpose of this ministry. As administrative director(s), the minister(s) shall:
 - a. Be responsible for the complete functioning of this ministry, including the hiring and termination of all employees including associate or assistant ministers;
 - b. Serve as voting member(s) of the Board of Trustees on all matters except their own employment, or that of their successor(s);
 - c. Create ministry teams related to these duties;
 - d. Appoint the members of such ministry teams;
 - e. Serve as ex officio members of all ministry teams;
2. **Compensation.** The compensation of the minister(s) employed by this ministry shall be set by the Unity of Las Cruces Board of Trustees.

Section 3. Definitions.

A. A Unity Ministry. A Unity Minister shall be a duly ordained or licensed Unity minister, or a person serving under special dispensation as its Spiritual Leader.

B. Senior Minister(s). A Unity minister duly ordained, licensed who assumes the spiritual and administrative leadership role in a ministry.

This leader works in conjunction with the Board of Trustees of the ministry, and is to oversee the teaching, preaching (lesson), worship services, healing, counseling, prayer, administrative, and fellowship activities of the ministry.

C. Co-Minister. In shared partnership ministries, a Unity minister duly ordained or licensed who equally assumes the spiritual and administrative leadership role with another co-minister in a ministry.

This leader works in conjunction with the Board of Trustees of the ministry, and is to oversee the teaching, preaching (lesson), worship services, healing, counseling, prayer, administrative, and fellowship activities of the ministry.

D. Associate Minister. In ministries with more than one minister, a Unity minister duly ordained or licensed serving in a ministry.

The Associate Minister may be equal in ability, 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.

E. Assistant Minister. In ministries with more than one minister, a Unity minister duly ordained or licensed serving in a ministry.

The skills and/or experience of the Assistant Minister may be less than those of the Senior Minister. The assistant may be placed in a specialized service area of the ministry, i.e., pastoral visitation, or administrative support. The skills of the assistant are, therefore allowed to develop for a more comprehensive range of ministry service of the assistant, and the ministry.

ARTICLE VIII - Ministry Teams

Ministry teams may be appointed by the President of the Board or the minister(s) for their respective areas of responsibility.

ARTICLE IX - Dissolution

Upon the dissolution of Unity of Las Cruces (the corporation), assets shall be distributed for one or more exempt purposes within the meaning of section 501©(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not disposed of shall be governed by a Court of Competent Jurisdiction of the country in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court may

determine, which are exclusively organized and operated for such purposes.

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

Any amendment(s) to or general revision of these bylaws may be adopted at any annual or special membership meeting provided that written notice setting forth the exact wording of such proposed amendment(s) or general revision has been mailed to all active members at least ten (10) days prior to the meeting at which they will be considered. An affirmative vote of three-fourths (3/4ths) of the active members present and voting will be necessary to adopt any amendment(s) to or general revision of these bylaws.