

BYLAWS - UNITY CENTER OF PITTSBURGH

(Amended May 22, 2016)

ARTICLE I - Identification

Section 1.01 - Statement of Purpose. The purpose of Unity Center of Pittsburgh, a Pennsylvania corporation, is to teach the universal principles of Truth, as taught and demonstrated by Jesus Christ and interpreted by Unity School of Christianity and the Association of Unity Churches, 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 the Association.

In the accomplishment of this purpose, Unity Center of Pittsburgh 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.

Section 1.02 - Association of Unity Churches Membership and Responsibilities. Unity Center of Pittsburgh is a member of the Association of Unity Churches. The operation and conduct of this ministry will 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 Commonwealth of Pennsylvania

(a) Leadership. This ministry will have as its leader an ordained or licensed Unity minister(s) in good standing or a person serving under special dispensation approved by the Association. Refer to Section 4.01 (c) of the Association Bylaws. For the purpose of these Bylaws, the term A minister will include a person serving under special dispensation of the Association

(b) Teaching. The Principles of practical Christianity will be taught through this ministry using methods, textbooks, literature, and other materials approved by the Association

(c) Mailings. Copies of all printed matter mailed by this ministry to its membership will be sent to the office of the President of the Association

(d) Reports. The minister designated 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 will be fixed by the Board of Trustees. Said office shall be in the County of Allegheny, Commonwealth of Pennsylvania, or at such other place within the Commonwealth of Pennsylvania 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 2.02 - 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 Unity Center of Pittsburgh will endeavor to live in accord with the Jesus Christ principles of love and truth as taught by Unity. He/she will further the work of this ministry through his/her active interest, love, and support.

Section 3.02 - Election of Members. Anyone desiring membership in Unity Center of Pittsburgh 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. 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) Active Member. A member will retain status as an active member upon completing the annual membership renewal form and through his/her participation in prayer, service, classes, and/or giving.

(b) An Inactive member

(1) An active member will become inactive:

a) upon requesting in writing to the Board of Trustees to be removed from the active member list.

b) upon non-renewal of annual membership.

c) those individuals who are determined by the Board of Trustees, including agreement by the minister(s) 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.

(c) 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(s). Prior to action concerning removal, the member must be notified by mail and be given an opportunity for a hearing before the Board.

(d) Reinstatement of Inactive Member:

(1) Within one year of inactivation, members who have been advised by the Board of inactive status may regain active status during the year by requesting in writing to the Board for status change to active. A 2/3 vote of the Board of Trustees is required to reinstate the individual to active status.

(2) After one year of inactivation, members must reapply for active membership in accordance with Section 3.02 [Election of Members].

Section 3.04 - Powers of Active Members: Active members of Unity Center of Pittsburgh shall have the power to do the following:

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

(b) Elect members to the Board of Trustees as specified in Section 4.04 [Board of Trustees - Election].

(c) Ratify the Bylaws of this ministry or any amendments thereto as specified in Section 8.01 [Bylaws Amendments Procedures].

(d) Vote on any expenditure which exceeds twenty-five thousand dollars (\$25,000) 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) [Board of Trustees - Duties].

(e) Elect a member, and an alternate, to serve on the Nominating Committee as specified in Section 4.04 (b) [Nominating Committee].

(f) Call a special membership meeting when the affairs of this ministry warrant such action. Refer to Section 3.05 (b) [Special Membership Meeting].

(g) Vote to override any action of the Board of Trustees. This vote must be taken at a duly constituted membership meeting. [See 3.05 (a) and (b).] Notice of the issue to be voted on must be submitted to the membership in writing ten (10) days prior to the meeting. Seventy-five percent (75%) of those present and voting have the authority for determination.

(h) Vote for the removal of any or all trustee(s) from the Board of Trustees in accordance with Section 4.05 (a) [Vacancy]. A 2/3 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(s), or Board of Trustees, as may seem advisable for the good of this ministry.

(k) Any ten (10) active members may request Conflict Management assistance by notifying the President of the Association of Unity Churches in writing with copies to the 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 the Association of Unity Churches, said person will confer with the minister(s) 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 Unity Center of Pittsburgh shall be held at its official headquarters on a specified Sunday in May at the time of day designated by the minister(s) and Board of Trustees.

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

1) the senior minister or co-ministers

2) a majority of the Trustees of the Board

3) submitting a petition having been signed by 10% of the active membership; a written request must be submitted to the Board who will, within a reasonable length of time, call the meeting on behalf of the requesting party.

The purpose(s) for the special meeting will be stated by both written request and 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 restate the purpose(s) for the special meeting stated in the petition. Business conducted at the special meeting will be limited to the pre-stated purpose(s).

(c) Written Notice. Written notice stating the date, time, and place will be mailed to all active members at least ten (10) days before any membership meeting. [Note: "Mailed" because the notice needs a postmark for legality.]

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

(e) Participation. Participation in the business affairs of any membership meeting will be restricted to active members in attendance. Participation of other persons in discussion of business must be approved by a two-thirds (2/3) majority vote of the active members in attendance. Association representatives have a right to participate in discussion when they have been invited by the minister(s), the Board, or the membership.

(f) Voting. Unless otherwise provided herein, the vote of a majority of the active members present and voting or by absentee ballot will 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 ballot upon application to the ministry office in advance of the meeting date. Absentee ballots must be returned prior to the meeting. Proxy votes are not allowed.

(g) Prayer. In any membership meeting, the Board President, minister(s), and Association of Unity Churches Conflict Management 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 such request the President will provide a period of prayer and silence.

ARTICLE IV - Government

Section 4.01 - Administration. The government of Unity Center of Pittsburgh shall be vested in the minister(s) as the Administrative Director(s), and the Board of Trustees elected from membership.

Section 4.02 - Minister(s).

(a) Senior Minister(s) or Co-ministers

(1) **Duties.** As the spiritual leader(s), the minister(s) will be responsible for the scheduling, conduct, and content of services, classes, and all other activities that further the purpose of this ministry as specified in Section 1.01 [Statement of Purpose]. As Administrative Director(s), the minister(s) will be:

(a) Responsible for the complete functioning of this ministry.

(b) Voting member(s) of the Board of Trustees on all matters except own employment, or that of successor(s).

(c) Appointing committees in accordance with Section 5.01 [Formation].

(d) A member of all committees. Refer to Section 5.01 [Formation].

(e) Responsible for seeking Association's assistance in the event of a dispute adversely affecting the ministry.

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

(a) Resignation, or

(b) After complying with Section 4.03 (e) [Termination of Employment of Minister(s)], the minister's removal because of failure to fulfill the duties of the position as specified in Section 4.02 (a)

(3) **Compensation.** The compensation of the minister(s) shall be fixed by agreement between the minister(s) and the Board of Trustees

(b) Associate and/or Assistant Ministers. Associate and/or Assistant Minister(s) will be duly licensed or ordained Unity minister(s) who function(s) with less responsibility than the Senior Minister(s) or Co-minister(s).

(1) **Duties.** The Associate and/or Assistant Minister(s) will perform the duties and fulfill the responsibilities assigned them by the Senior or Co-Minister(s)

(2) **Compensation.** The compensation of the Associate and/or Assistant Minister(s) shall be fixed by agreement of these minister(s) and the Senior or Co-Minister(s), as ratified by the Board of Trustees

Section 4.03 - Board of Trustees Members.

(a) Structure. The Board of Trustees shall consist of the minister(s) and no fewer than 5 Trustees elected from the membership of Unity Center of Pittsburgh. Each elected Trustee will hold office for three years, or until a successor is duly elected. As the terms of Trustees expire, their offices will be filled at the annual membership meeting in accordance with Section 4.04 [Board of Trustees-Election]. No elected Trustee will serve more than two consecutive terms of three years each without an interval of one year between terms. No active Licensed Unity Teacher, individual receiving compensation from the ministry (with the exception of the minister/ministers), or the relative of, or significant other of, an individual receiving compensation from the ministry may serve on the Board of Trustees. Further, 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 President shall provide a period of prayer and silence.

(c) Duties. As representatives of the membership, the Board of Trustees will

(1) Uphold the spiritual purpose of this ministry as stated in Section 1.01 [Statement of Purpose].

(2) Uphold the highest interest of the membership in conducting the business of this ministry.

(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 property exceeding twenty-five thousand dollars (\$25,000) 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) [Powers of Active Members].

8) As recommended by the minister(s), authorize the employment of all staff personnel of this ministry and set and approve their salaries. See Section 4.02 (a) [Senior Minister or Co-minister(s) Duties].

(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) Will secure a fidelity bond for persons handling church monies.

(12) Approve applicants for membership in accordance with Section 3.02 [Election of Members].

(13) Act to fill the unexpired term of any Trustee in accordance with Section 4.05 (b) [Replacement].

(14) Elect officers of the Board, and their successors to fill any unexpired term when necessary. See Section 4.07 [Board of Trustees - Officers].

(15) Ratify committees and their Chairpersons as appointed by the President of the Board. See Section 5.01 [Formation].

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

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

(18) Consider other duties brought to their attention by the minister and other Trustees.

(19) To keep or cause to be kept an accurate record of membership.

(20) To 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. Will secure liability insurance for all Board of Trustee members and minister(s).

(21) In the absence of a minister (s) the duties and responsibilities of the minister (s) (Article IV Section 4.02 a) 1) Duties) becomes the duties and responsibilities of the Board of Trustees.

(c) Employment of Minister(s): It is the responsibility of the Board of Trustees to employ a licensed or ordained Unity minister(s) for the church through cooperation with the employment management procedures of the Association of Unity Churches.

(d) Termination of Employment of Minister(s). After a ministry and its senior minister or co-ministers have cooperated with the Conflict Management procedures of the Association of Unity Churches, a two-thirds (2/3) majority vote of the Board of Trustees or active church membership is required to terminate the employment of a senior minister or co-minister.

Section 4.04 - Board of Trustees Election.

(a) Qualifications. Any person elected to the Board of Trustees must be an active member of Unity Center of Pittsburgh. He/she will 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, conversant with its teachings.
- (5) Has demonstrated leadership capabilities.

(b) Nominating Committee. A Nominating Committee will be formed at least three months prior to the annual membership meeting, and will initiate a search for qualified candidates for the Board of Trustees. The committee will consist of the senior minister or co-minister(s) and a minimum of two active members selected in the following manner:

(1) At the annual membership meeting, the membership shall elect one of its active members, to serve on the Nominating Committee for the next year's election. In the event of unavailability to serve of the persons so elected, the Board will select a person from the active membership to fill the vacancy, other than a current Board member.

(2) The Board will elect one of its Trustees.

(3) In the event of an interim Board the Nominating Committee shall complete its selection process within thirty (30) days from the establishment of the interim Board.

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

(1) Read Section 4.04 [Board of Trustees-Elections] just prior to the call for nominations.

(2) Call upon the Chairperson of the Nominating Committee to present the committee'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 4.04 (a) [Qualifications] of this Section.

(d) Election. Written ballots are required if there are any partial terms to be filled or there are more than two nominees. The two nominees receiving the largest number of votes will be elected to full three (3) year terms. The candidate receiving the next highest number of votes will be elected to the longest unexpired term, etc. All persons elected in such a manner will be considered to be fulfilling a term of office.

Section 4.05 - Board of Trustees - 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.

(2) The Board voting for the removal of a Trustee due to absences from three successive regular Board meetings. Absences may be excused by the Board upon written request.

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

(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) [Duties]. See Section 3.04 (h) [Powers of Active Members].

(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), Powers of Active Members.

(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 will 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) [Qualifications] may be considered as replacements. A majority vote of those present and voting will be necessary to elect. The appointment will expire on the day of the next annual meeting. A person appointed in this manner is not considered having served a complete term.

(c) Interim Board. If the entire Board of Trustees has been recalled, the active church membership may choose to elect an interim Board whose term of office will not exceed sixty (60) days. At the end of sixty (60) days a permanent Board must be elected.

Section 4.06 - Board of Trustees - Meetings and Quorum.

(a) Regular Board Meetings. The regular business meetings of the Board of Trustees will be held at the headquarters of this ministry on the second Tuesday of each month, unless otherwise specified by the Board.

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

- (1) By request of the senior minister or co-ministers.
- (2) By request of two or more Trustees.
- (3) As the President of the Board deems it necessary.

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

(c) Quorum. Four Trustees will constitute a quorum for the transaction of business.

(d) Minister(s) Attendance. The minister(s) has/have the right to attend all Board meetings. Each minister must be notified of all special meetings.

Section 4.07 - Board of Trustees – Officers: Officers of the Board of Trustees will consist of a President, Vice-President of the Board, Secretary, and Treasurer. All officers will 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 will hold their respective offices for one year or until their successors are duly elected or qualified.

(a) President - The President will:

- (1) Preside at all Board of Trustees meetings.
- (2) Preside at all membership meetings.
- (3) Appoint committees in accordance with Section 5.01 [Formation].
- (4) Be a member of all committees by virtue of the office, except the Nominating Committee.
- (5) Sign such papers and documents, upon proper authorization, as may be necessary.
- (6) Be responsible for the planning of Board orientation, retreats, and workshops.

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

(1) Perform all the duties of the President of the Board in the absence of the President of the Board.

(2) Become President of the Board in case the office of the President becomes vacant. In such a case, a new Vice-President of the Board will be elected from among the remaining Trustees to fill the remainder of the term.

(c) Secretary - The Secretary will:

(1) Keep, or cause to be kept, an accurate record of the minutes of all Board and Membership Meetings.

(2) Hold in custody and be responsible for all reports, contracts, other legal papers, minute books, and the corporate seal, which items will 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 will:

(1) Be custodian of the funds of this ministry. He/she will pay out or cause to be paid out, funds authorized by the Board. Refer to Section 4.03 (c) [Duties].

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

(3) Submit 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 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 Committee, will be appointed by the President of the Board or the minister. Ratification by the Board is required.

ARTICLE VI – Seal

Section 6.01 - Description. The corporate seal of this ministry 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 will be delivered to the Association of Unity Churches, a nonprofit corporation organized under the laws of the State of Georgia, for religious and educational purposes.

(b) such funds or property will 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) the Association will make available according to its current policies and procedures, funds for the re-establishment of a Unity ministry in Pittsburgh.

(d) should the Association no longer exist, any assets remaining of this corporation after dissolution will 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 (c) (3) of the Internal Revenue Code of 1954.

ARTICLE VII - Meeting Procedures

Section 7.01 - Rules of Order. The latest edition of ROBERT'S RULES OF ORDER will 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 - Procedure. 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 days prior to the required membership meeting. An affirmative vote of seventy-five percent (75%) of all active members present and voting will be necessary to pass any amendment to these Bylaws. These Bylaws fully supersede all previous Bylaws adopted by Unity Center of Pittsburgh.

Attest: Lynn Alms, Secretary

May 22, 2016

Date of adoption or revision

ADDENDUM

Definition of Terms:

A Unity Ministry - A member ministry in the Association of Unity Churches recognized by the Association to be in good standing, will have a duly ordained or Licensed Unity Minister, or a person serving under special dispensation (Section 1.02 (a)), as its Spiritual Leader. (For additional criteria, contact the Association of Unity Churches' office.)

Senior Minister - A Unity minister duly ordained, licensed, or serving under special dispensation (see Section 4.01 (c) of the Association Bylaws), and determined to be in good standing by the Association of Unity Churches (or Unity School of Christianity prior to July 1, 1966), who assumes the spiritual and administrative leadership role in a member ministry in good standing. This leader works in conjunction with the Board of Trustees of the member ministry, and is to oversee the teaching, preaching (lesson), worship services, healing, counseling, prayer, administrative, and fellowship activities of the ministry.

Co-Minister - In shared partnership ministries, a Unity minister duly ordained or licensed and determined to be in good standing by the Association of Unity Churches (or Unity School of Christianity prior to July 1, 1966), who equally assumes the spiritual and administrative leadership role with another co-minister in a member ministry in good standing. These leaders work in conjunction with the Board of Trustees of the member ministry, and oversee the teaching, preaching (lesson), worship services, healing, counseling, prayer, administrative, and fellowship activities of the ministry.

Associate Minister - In ministries with more than one minister, a Unity minister duly ordained or licensed and determined to be in good standing by the Association of Unity Churches (or Unity School of Christianity prior to July 1, 1966), serving in a member ministry in good standing. 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.

Assistant Minister - In ministries with more than one minister, a Unity minister duly ordained or licensed and determined to be in good standing by the Association of Unity Churches (or Unity School of Christianity prior to July 1, 1966), serving in a member ministry in good standing. 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.