

## **BYLAWS - UNITY IN SANTA FE (Revised 3/01/2009)**

### **ARTICLE I Identification**

#### **Section 1.01 Statement of Purpose.**

- (a) The purpose of Unity in Santa Fe, a New Mexico corporation, is to teach the universal principles of Truth, as taught and demonstrated by Jesus Christ and interpreted by Unity and the Association of Unity Churches, a non-profit corporation organized and existing under the laws of the State of Georgia with headquarters at Lee's Summit, Missouri, here-in-after referred to as the Association.
- (b) In the accomplishment of this purpose, Unity in Santa Fe will 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 in Santa Fe 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 State of New Mexico.

- (a) **Leadership.** The ministry will have as its leader an ordained or licensed member Unity minister approved for ministry employment or a person serving under special dispensation approved by the Association. For the purpose of these bylaws, the term "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) **Mailing.** 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.** As Administrative Director of this ministry, the minister will make annual reports to the Association on forms supplied by the Association.

### **ARTICLE II Office and Records**

**Section 2.01 Principal Office.** The principal executive office of the corporation will be fixed by the Board of Trustees. Said office will be in the County of Santa Fe, State of New Mexico, or at such other place within the State of New Mexico as the Board of Trustees hereafter will designate. The corporation may also have offices at such other place or places as the Board of Trustees may from time to time designate.

Section 2.02 **Official Records.** Records of membership, finances, donations, corporate minutes, etc. will be maintained at the principle office of the corporation. Official ministry documents are to be available to ministry officers and the minister at all times.

### **ARTICLE III Membership**

Section 3.01 **Qualifications.** A member of Unity in Santa Fe 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 **Membership Application.** Anyone desiring membership in Unity in Santa Fe will file an application for membership form with the ministry office and attend an orientation program. All staff ministers and licensed Unity teachers are considered members of this ministry.

#### **Section 3.03 Terms of Membership.**

- (a) **Member.** A member will remain on the membership roll through his/her active participation in prayer, worship, classes, service and/or giving during a fiscal year.
- (b) **Removal.** A member will be removed from the membership roll:
  - (1) By notice from the member;
  - (2) By member's non-participation in prayer, worship, classes, service and/or giving during a fiscal year;
  - (3) Upon determination by the Board of Trustees, including agreement of the minister, that a member's qualifications are in question or that a member's actions are detrimental to the mission of the congregation; or
  - (4) If mail addressed to a non-participating member is returned to the church as undeliverable and the church office is unable to contact the member by telephone or email.

Removal from the membership roll of any member (other than by notice of member) requires at least a two-thirds (2/3) affirmative vote of the Board of Trustees, including agreement by the minister. Prior to removal action the Board of Trustees will attempt to notify said member of their removal from the membership roll by mail within ten (10) days and the member must be given an opportunity for a hearing before the board.

- (c) **Reinstatement of former member.** One year after being removed from the membership roll, a member may reapply for membership by filing an application for membership card with the ministry office after attending four of the six preceding Sunday services. The application will be presented to the Board of Trustees at its next regular meeting. Upon a two-thirds (2/3) affirmative vote of the Trustees present and voting, the former member will be reinstated to membership and will be notified accordingly by the Board Secretary.

**Section 3.04 Powers of Active Members.** Active members of Unity in Santa Fe will have the power to:

- (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) In accordance with Section 4.03 (d)(7) [Board of Trustees (Members) – Duties], vote on any proposed expenditure or on the proposed sale, pledge, or financing of real or personal property that 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;
- (e) Elect a member, and an alternate, to serve on the Nominating Ministry Team as specified in Section 4.04 (b) [Board of Trustees – Election – Nominating Ministry Team];
- (f) In accordance with Section 3.05 (b) [Meetings & Quorum – Special Membership Meetings], call a special membership meeting when the affairs of this ministry warrant such action;
- (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) [Meetings & Quorum – Annual Membership Meeting and Special Membership Meetings]. Notice of the issue to be voted on must be submitted to the membership in writing at least ten (10) days prior to the subsequent meeting of the membership. A seventy-five percent (75%) affirmative vote of those present and voting is required to override any action of the Board of Trustees.
- (h) Vote for the removal of any or all trustee(s) from the Board of Trustees in accordance with section 4.05(a)(4) [Board of Trustees – Vacancy and Replacement – 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 or Board of Trustees as may seem advisable for the good of the ministry; and
- (k) Any ten (10) active members may request peacemaking assistance by notifying the President of the Association of Unity Churches in writing, with copies to the Board of Trustees and minister. Upon receipt of a request for peacemaking assistance from ten or more active members to the president or designee of the Association, said person will confer with the minister, the Board of Trustees, and/or regional representative to evaluate whether further action is required.

### Section 3.05 Meetings & Quorum.

- (a) **Annual Membership Meeting.** The annual membership meeting of Unity in Santa Fe will be held at its official headquarters no later than the first Sunday in March at the time of day designated by the minister and Board of Trustees.
- (b) **Special Membership Meetings.** Any time the affairs of this ministry warrant, a special meeting may be called by:
  - (1) The minister;
  - (2) A majority of the trustees of the board; or
  - (3) Petition signed by a least ten percent (10%) of the active membership. A written request must be submitted to the board, who will, within a reasonable of time, call the meeting on behalf of the requesting party.

The purpose(s) for the special meeting will be stated both in the written request and the written notice to the membership. In the case of a Special Membership Meeting called by written petition, the written notice of the meeting to the membership will clearly reflect 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.
- (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, the board, or the membership.

- (f) **Voting.** Unless otherwise provided herein, the vote of a majority of the active members present and voting, and those voting by absentee ballot will be necessary for approval or disapproval of the action being voted upon. Refer to Section 3.04 (d) and (g) [Powers of Active Members] and Section 8.01 [Bylaws Amendments – Procedure]. Active members unable to be present in a membership meeting may vote by absentee ballot upon application to the ministry office in advance of the meeting date. Absentee ballots will not be accepted at special membership meetings. Proxy votes are not allowed.
- (g) **Prayer.** In any membership meeting, the board president, the minister, an Association of Unity Churches peacemaking representative, or any active member may request that action on an item of business be suspended while those present enter into a time of prayer on the issue. Upon request, the board president will provide a period of prayer and silence.

#### **ARTICLE IV Government**

**Section 4.01 Administration.** The government of Unity in Santa Fe will be vested in the minister as the Administrative Director, and the Board of Trustees elected from the membership.

#### **Section 4.02 Minister.**

- (a) **Duties.** As the spiritual leader, the minister 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 (a) [Statement of Purpose]. As Administrative Director, the minister will be:
  - (1) Responsible for the complete functioning of this ministry, including the hiring and termination of all employees;
  - (2) A voting member of the Board of Trustees on all matters except his/her own employment, or that of a successor;
  - (3) Appointing ministry teams in accordance with Section 5.01 [Ministry Teams – Formation];
  - (4) A member of all ministry teams. Refer to Section 5.01 [Ministry Teams – Formation];
  - (5) Responsible for seeking Association’s assistance in the event of a dispute adversely affecting the ministry.

- (b) **Compensation.** The compensation of the minister will be fixed by agreement between the minister and the Board of Trustees.
- (c) **Vacancy.** The position of minister may be vacated by either of the following actions:
  - (1) Resignation; or
  - (2) After complying with Section 4.03 (f) [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) [Minister – Duties].

#### **Section 4.03 Board of Trustees (Members).**

- (a) **Structure.** The Board of Trustees will consist of the minister and no fewer than six (6) trustees elected from the membership of Unity in Santa Fe. Each elected trustee will hold office for three years or until his/her successor is duly elected. The terms of one-third of the elected trustees will expire annually and 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 at least one year between terms. The following are prohibited from serving on the Board of Trustees:
  - Any active Licensed Unity Teacher (except when acting as spiritual leader of the ministry).
  - Relatives or significant others, or household members of another Board member, or Licensed Unity Teacher.
  - Individuals receiving compensation\* from the ministry [with the exception of the minister.]
  - Relatives or significant others, or household members of an individual receiving compensation\* from the ministry.

\*NOTE: The phrase "individuals receiving compensation" is defined as those persons serving as Unity Santa Fe employees or contractors.

- (b) **Alternate Board Members.** Up to two (2) alternate board members may be elected from the membership of Unity in Santa Fe at the annual membership meeting or appointed by the Board of Trustees during the fiscal year. An alternate board member must meet the qualifications outlined in Section 4.04(a) [Qualifications]. An alternate board member will attend all Board meetings. S/he will have a voice but no vote on matters discussed unless a regular board member is absent from the meeting. In the event of the absence of a regular board member, an alternate board member will have a voice and a vote on matters that require action. An alternate board member may serve in such an office six (6) consecutive terms of one (1) year each. There must be an interval of one (1) year before s/he may serve a seventh (7<sup>th</sup>) year. An alternate board member may be appointed to serve the unexpired term of a regular board member. S/he may be elected to serve two (2) terms as a regular board member after filling an unexpired term provided

the total time served as an alternate and regular board member does not exceed six (6) consecutive years.

- (c) **Prayer.** It is important that, in addition to adhering to the normal procedures for legal functioning set forth in these bylaws, 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 will provide a period of prayer and silence.
- (d) **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 of 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 will 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, authorize all staff positions of this ministry and set and approve the salary range in accordance with Section 4.02 (a)(1) [Minister – 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) When deemed advisable, secure a fidelity bond for persons handling ministry monies, the amount to be set by the board;
  - (12) Remove members from the membership roll in accordance with Section 3.03 (b) [Terms of Membership – Removal];
  - (13) Act to fill the unexpired term of any trustee in accordance with Section 4.05 (b) [Board of Trustees – Vacancy and Replacement – Replacement];
  - (14) Elect officers of the board, and when necessary, their successors to fill any unexpired term in accordance with Section 4.07 [Board of Trustees – Officers];
  - (15) Ratify ministry teams and their chairs, as appointed by the board president or minister in accordance with Section 5.01 [Ministry Teams – 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; and
  - (20) To keep or cause to be kept an accurate record of gifts to the ministry in compliance with Internal Revenue Services regulations; and acknowledge in writing contributions in compliance with Internal Revenue Services regulations.
  - (21) Will secure liability insurance for all board of trustee members including minister.
- (e) **Employment of Minister.** It is the responsibility of the Board of Trustees to employ a licensed or ordained member Unity minister approved for ministry employment or person serving under special dispensation for the ministry through cooperation with the employment management procedures of the Association.
- (f) **Termination of Employment of Minister.** After a ministry and its minister have cooperated with the peacemaking procedures of the Association of Unity Churches, a two-thirds (2/3) majority vote of the Board of Trustees is required to terminate the employment of a 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 in Santa Fe. 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; and
  - (5) Has demonstrated leadership capabilities.
- (b) **Nominating Ministry Team.** A Nominating Ministry Team will be formed at least three months prior to the annual membership meeting and will initiate a search for at least three qualified candidates for the Board of Trustees. The ministry team will consist of the minister and three active members selected in the following manner:
- (1) At the annual membership meeting, the membership will elect one of its active members, and an alternate, to serve on the Nominating Ministry Team for the next year's election. In the event of the 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 who will not be a candidate for re-election.
  - (3) Together with the minister, the above two ministry team members will select a third ministry team member from the active membership who will become chair of the Nominating Ministry Team.
  - (4) In the event of an interim board, the Nominating Ministry team will 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 board president will:
- (1) Read Section 4.04 just prior to the call for nominations;

- (2) Call upon the chair of the Nominating Ministry Team to present the ministry team's nominations; and
- (3) Call for additional nominations from the floor. Nominees should never be chosen on the basis of a person's business success or financial resources alone. All nominees, no matter how nominated, must qualify in accordance with paragraph (a) of this Section.
- (d) **Election.** Written ballots are required if there are any partial terms to be filled or there are more nominees than there are vacant positions. The three 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 terms, 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) If resignations on the Board of Trustees have brought the number of Trustees to less than a quorum, a Nominating Ministry Team will submit a slate of qualified nominees to the membership to fill the vacancies;
  - (3) 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;
  - (4) 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) [Board of Trustees (Members) – Duties]; or
  - (5) 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) [Board of Trustees (Members) – Duties]. [See Section 3.04 (h) [Powers of Active Members].]
  - (6) If more than fifty percent (50%) of the board of trustees is to be recalled, the entire board of trustees must be recalled. [See Section 3.04(h) [Powers of Active Members].]
  - (7) 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 qualification specified in Section 4.04 (a) may be considered as replacements. No replacement will have served as a trustee during the year prior to their election unless their total time served is less than six years in accordance with Section 4.03 (a). A majority vote of those present and voting will be necessary to elect. The term of the newly elected trustee will expire on the day of the next annual meeting. A person elected in this manner is not considered having served a complete term.
- (c) **Interim Board.** If the entire board of trustees has been recalled, or a quorum does not exist, 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 the sixty (60) days a permanent board must be elected.

#### Section 4.06 **Board of Trustees - Meetings and Quorum.**

- (a) **Regular Board Meetings.** The regular monthly business meetings of the Board of Trustees will be held at the headquarters of this ministry, unless otherwise specified by the board.
- (b) **Special Board Meetings.** Special meetings of the board will be called by the board president under any of the following conditions:
  - (1) By request of the minister;
  - (2) By request of two or more trustees; or
  - (3) As the president of the board deems necessary.

Reasonable effort must be made to notify all trustees of any special meeting.

- (c) **Quorum.** Fifty-one percent (51%) of elected trustees will constitute a quorum for the transaction of business.
- (d) **Minister Attendance.** The minister has the right to attend all board meetings, with the exception of those meetings or portions thereof that pertain to determinations of the minister's salary and/or review of work record. He/she must be notified of all special meetings.

Section 4.07 **Board of Trustees - Officers.** Officers of the Board of Trustees will consist of a president, vice-president, secretary and treasurer. All officers will be selected in a manner decided by the board at the first meeting of the Board of Trustees after the annual meeting or at a special meeting called for the purpose of electing 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) Form ministry teams in accordance with Section 5.01 [Ministry Teams – Formation];
  - (4) With the exception of the Nominating Ministry Team, be a member of all ministry teams by virtue of his/her office;
  - (5) Sign such papers and documents, upon proper authorization, as may be necessary; and
  - (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 in the absence of the President: and
  - (2) Become President of the Board in the event 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 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. These items will be kept in the ministry office at all times, or in such other depository as prescribed by the board; and
  - (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 in accordance with Section 4.03 (d)(5) [Board of Trustees (Members) – 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 persons present; and
- (5) Place, or cause to be placed, the funds of this ministry in a bank or other depository approved by the board.

## **ARTICLE V MINISTRY TEAMS**

Section 5.01 **Formation.** Ministry teams for any specific purpose, with the exception of the Nominating Ministry Team, 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 will 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, 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 Santa Fe.
- (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 will determine, which are organized and operated exclusively for purposes set out in Section 5.01 (3) of the Internal Revenue Code of 1954.

**ARTICLE VII**  
**Meeting Procedures**

Section 7.01 **Rules of Order.** The latest edition of *Roberts'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 (10) days prior to the required membership meeting. An affirmative vote of seventy-five percent (75%) of all members present and voting will be necessary to pass any amendment to these bylaws. These bylaws fully supersede all previous bylaws adopted by Unity in Santa Fe.

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Attest - Secretary

SEAL

Date of adoption or revision: 3/01/2009