

**BYLAWS  
of  
UNITY ON THE BAY, INC.**

Amended February 1989, February 1990, February 2006,  
February 2010, August 2010, and March 2022.

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**ARTICLE I - Name**

The legal name of the Ministry shall be "Unity on the Bay, Inc.," a Florida not-for-profit corporation (this "Ministry" or "the Corporation"). This Ministry shall be known as "Unity on the Bay."

**ARTICLE II - Purpose**

**Section 2.1: Statement of Purpose.** The purpose of this Ministry is to promote a contemporary interpretation of the universal spiritual principles that constitute the life and ministry of Jesus Christ, in accord with the worldwide Unity movement, i.e., Unity World Headquarters at Unity Village, Missouri, and Unity Worldwide Ministries ("UWM").

**Section 2.2: Accomplishment of Purpose.** In the accomplishment of this purpose, this Ministry will endeavor to conduct programs and services (worship, classes, seminars, and other events) and conduct its daily operations in ways, that, in the judgment of the Senior Minister, will further the practice and demonstration of said universal spiritual principles.

**Section 2.3: Unity Worldwide Ministries.** This Ministry is a part of the worldwide Unity movement and shall seek to cooperate within the policies of UWM as set forth in its bylaws, insofar as they are requirements for membership in UWM and do not conflict with the laws of the State of Florida.

**Section 2.4: Principal Office.** The principal office of this Ministry shall be located at 2800 Biscayne Blvd., Suite 410, Miami, FL 33137, except that the Board of Trustees (sometimes referenced herein as the "Board of Trustees" or "Board") may, from time to time, change the address of the principal office by a duly adopted resolution.

**Section 2.5: Registered Agent.** This Ministry shall have and continuously maintain in the State of Florida a registered office and a registered agent as required by the Florida Not-For-Profit Corporation Act, including Florida Statute Section 617.0501. The registered office may be, but need not be, identical to the principal office of the Ministry and the address of the registered office may be changed from time to time by the Board of Trustees.

**Section 2.6: Official Records.** Records of membership, finances, donations, corporate minutes, and other records required by law, including but not limited to Florida Statute Section 617.1601, shall be maintained at the principal office of the Ministry or as otherwise designated by the Board of Trustees. The Senior Minister (or such person's designee), with the consent of the

Board, may at any time deem any such records confidential. Confidential documents are available only for use by the Ministers, trustees, or designated staff. Other documents are available to members upon request, which requests shall be submitted in writing.

### **ARTICLE III – Membership**

**Section 3.1: Qualifications.** A member of this Ministry shall endeavor to practice the universal spiritual principles as taught and demonstrated by Jesus Christ. Members shall further the work of this Ministry through participation, love and support. The Board, in consultation with the Senior Minister, shall from time to time establish rules for persons desiring to become Members of this Ministry.

**Section 3.2: Election of Members.** Anyone desiring membership in this Ministry, other than staff ministers and staff licensed unity teachers (all of whom are automatically members), will complete a membership request with the Ministry in such form and with such requirements as the Board of Trustees may require and approve. The request will be presented to the Board of Trustees and must be approved by majority vote of the trustees serving. The Board of Trustees may implement additional procedures, consistent with the Bylaws, for the election of members.

#### **Section 3.3 Terms of Membership.**

**A. Types of Membership; Rights and Responsibilities.** This Ministry shall consist of two types of members (each generally referenced as a “member” and collectively, “members”): Member and Steward Member. All members will apply for membership in accordance with the provisions set forth in Section 3.2 of these Bylaws, and must also attend one (1) member orientation class prior to Membership Sunday.

- 1. Member.** A Member is required to renew his or her membership annually as provided in Section 3.3.C. Only Members who demonstrate one or more of the following, as determined by the Board, in its sole discretion--1) sacred service; 2) leadership; and/or 3) financial support of the Ministry--may vote at a membership meeting so long as he or she has been an active member for at least one (1) year and complied with Section 3.3.C. (relating to renewal of membership) or 3.3.B.4. (relating to reinstatement of membership).
- 2. Steward Member.** A Steward Member is an individual who has been an exemplary server and has held leadership positions, and/or has made a significant and extraordinary contribution of time, talent, and/or treasure to this Ministry. An individual shall apply to become a Steward Member in accordance with the provisions set forth in Section 3.2 of these Bylaws, after demonstrating a record of leadership and/or financial support as determined by the Board in the Board's sole discretion. Steward members shall have the same rights as Members, but will not be required to renew his or her membership annually, as long as the Board, in the Board's sole discretion, determines that such member has an active record of giving and/or leadership. If a Steward Member is inactive for one (1) or more years, then the Board may reclassify such member as a Member in its sole discretion. A former Steward

Member who has been reclassified as a Member must reapply to regain Steward Member status as provided under Section 3.2 of these Bylaws as automatic reinstatement as a Stewart Member is not authorized under these Bylaws.

**B. Membership Status (includes Members and Steward Members).**

**1. Active Status.** A member shall maintain active status by demonstrating dedication to the growth and expansion of this Ministry, as demonstrated through consistent financial support, regular attendance at services, and/or active involvement in programs and sacred service. Active members should also endeavor to support the mission and vision of this Ministry.

**2. Inactive Status.**

a. An active member will become inactive upon:

(i) failure to renew his or her membership annually (if such person is a Member), as required in Section 3.3.C of these Bylaws, or when this Ministry has no record of service, attendance, or financial contributions from the member for the previous year (“Grounds for Inactivity”). If there is a determination that Grounds for Inactivity exists, then the Ministry shall send written notice to the member’s last known address, and request the member renews his or her membership in order to maintain active status and membership rights. If no communication from the member is received by the Ministry within a period of thirty (30) days from the date of submission of the written notice to such last known address, then unless the Board determines that good cause exists, the member shall be moved to inactive status and will have relinquished membership rights.

(ii) if the member voluntarily requests to be moved to inactive status.

b. Inactive members are not allowed to vote at any membership meetings.

**3. Removal.** The Board of Trustees may remove an active member for cause in the Board's sole discretion. The member in question must be notified by certified mail of the charges and meeting date, at least ten (10) calendar days prior to such meeting, and the physical location at which the charges will be heard and removal considered. The member shall be given an opportunity to be heard at that meeting, and may choose to have representation for the sole purpose of presenting the members' information and response. A vote of two-thirds (2/3) of Board members present shall be required for removal of membership.

**4. Reinstatement.** A member who has become inactive for any reason, except for removal for cause, and wishes to return to active status may apply for reinstatement. If the reinstatement is made within two (2) years after becoming inactive and all other membership requirements are otherwise met, a Member shall regain active status. If the reinstatement is made after two (2) years of becoming inactive, such Member must

reapply for membership in accordance with Section 3.2 of the Bylaws and comply with all other then applicable membership requirements. Notwithstanding the foregoing, a former Steward Member must reapply to regain status as a Steward Member in accordance with Section 3.2 of the Bylaws.

- C. Membership Roster.** In January of each year, or otherwise as specified by the Board, this Ministry shall have an annual membership drive in which a renewal notice will be sent to each member's last known address, email, and/or cellphone number. To maintain active status, all members except for Steward Members must renew their membership and fulfill member tier requirements as established in Section 3.3.A of these Bylaws. The Board may implement additional procedures consistent with these Bylaws to ensure that the membership roster is current.

### **Section 3.4: Powers of Members.**

- A. Powers Upon Becoming Member.** Each active member of this Ministry shall have the following powers:

1. Serve on committees if selected; participate through speaking at any membership meeting according to the rules provided for the meeting;
2. Offer suggestions to the minister(s) or Board of Trustees as may seem advisable for the good of this Ministry;
3. Contact the UWM regional representative or UWM directly for guidance, support, or information on available resources;
4. Participate, as appropriate, in all activities and programs of this Ministry; and
5. Call a special membership meeting as permitted by Section 3.5.B when the affairs of this Ministry warrant such action.

- B. Right to Vote.** After one (1) year of active membership, each active member of this Ministry shall have the power to vote. Without limiting the generality of the foregoing, a active member may:

1. Vote at any membership meeting if the member is physically present;
2. Vote on any question covered by Section 4.9.I (relating to the sale, pledge, or proposed financing of real property belonging to this Ministry) or Section 4.9.J. (relating to unbudgeted expenses);
3. Vote to override any action of the Board of Trustees or remove any member(s) of the Board of Trustees (except the Senior Minister), provided that notice of such intent to override or remove is submitted in writing to the Senior Minister and the Board in the form of a petition signed by at least twenty-five (25%) percent of the active membership within sixty days (60) days of the action. After receipt of such petition, the Board shall within thirty (30) days, call a meeting on behalf of the petitioning party(ies). The Board shall cause the announcement of the petition and the meeting at which it shall be voted on to be noticed to the members in accordance with Section 3.5.C. of these Bylaws. Three quarters (3/4) of those active members present and voting at the meeting are required to override the action of the Board or to remove a member of the Board.

### **Section 3.5. Meetings and Quorum.**

- A. Annual Membership Meeting.** The annual membership meeting of this Ministry shall be held in the first quarter of the fiscal year at the time of day and place designated by the Board of Trustees; provided however, the Board of Trustees, by a two-thirds (2/3) majority vote of the Board, may schedule an annual membership meeting at a later date due to Force Majeure. As used herein, the term "Force Majeure" shall include but is not limited to acts of God, war, civil unrest, rioting, acts of terrorism, and/or events of pandemic, whether declared or undeclared.
- B. Special Membership Meetings.** Any time the affairs of this Ministry warrant, a special membership meeting may be called by:
1. The Senior Minister;
  2. The Board of Trustees; or
  3. Members submitting a petition signed by twenty-five (25%) percent of the membership which states the purpose(s) of the special membership meeting. The petition must be submitted to the Board of Trustees, and the Board of Trustees shall within thirty (30) days, call a meeting on behalf of the petitioning party(ies).

A special meeting shall be limited to the pre-stated purpose(s) stated in the written notice provided in accordance with Section 3.5.C.

- C. Written Notice.** Each active member entitled to vote shall receive written notice of each meeting of the members at least ten (10) calendar days before such meeting by:
1. electronic mail if his or her email address is available; or;
  2. if an electronic email address is not available, by first class mail in accordance with Section 617.0141, Florida Statutes, as it may be amended.

The written notice must specify the place, date and time of the meeting, and, in the case of a special meeting, the purpose of the meeting.

- D. Quorum.** Unless specified otherwise in these Bylaws, the membership present shall constitute a quorum at any annual or special membership meeting.
- E. Voting.** The approval or disapproval of an action requiring the vote of the active members must be made by the concurrence of at least a majority of the active members with right to vote who are physically present. No member shall vote by absentee ballot or by proxy, provided however, the Board may establish a policy in which a member may vote remotely so long as the validity of the vote can be independently established and the secrecy of the vote guaranteed.

- F. Participation.** Participation in the business affairs of any membership meeting shall be open to all members in attendance, subject to rules set by the presiding officer, but only active members shall be allowed to vote.
- G. Translations.** At all membership meetings, a translator or translations shall be provided to members upon request in all languages in which regularly scheduled services are conducted and may be provided for such other language groups as the Board may determine.
- H. Prayer.** In any membership meeting, the Board President, minister(s), and a representative of UWM, 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.

#### **ARTICLE IV - Government**

**Section 4.1: Stewardship.** The government and stewardship of this Ministry shall be vested in the Board of Trustees (the members of which are elected by the active membership), and in the Senior Minister, who is the spiritual leader vested with responsibility and authority to administer the Ministry, subject to the oversight of the Board of Trustees.

**Section 4.2: Board Membership.** Except as provided in this Section 4.2, the Board of Trustees shall be composed of the Senior Minister and no fewer than six (6) and no more than eight (8) trustees elected from among the membership of this Ministry at the annual membership meeting, with no more than three elected annually, unless an election is needed to fill a vacant position.

- A.** If a person (i) has served as President for at least two (2) consecutive years, (ii) such person's term as President is ending and he or she is not seeking re-election, and (iii) he or she is able and willing to continue on the Board as a trustee, then by a simple vote of the majority of the Board, such person shall serve a one (1) year term as a member of the Board with the designation of "Past President". The Past President shall have a vote on all Board items, but cannot hold an officer position.
- B.** When a Past President continues on the Board as provided in 4.2.A, there may be ten (10) members on the Board [*e.g.*, nine trustees (including the Past President) of the Board, and the Senior Minister].
- C.** After serving as Past President for one (1) year, such person shall not serve as a trustee on the Board for a period of one (1) year from the date of his or her extended term.

#### **Section 4.3: Term of Office.**

- A. Generally.** Elected trustees will hold office for three (3) years, or until their successors have been elected or appointed and assume office. Any person who serves on the Board more than half of a term shall be deemed to have served a full term. Unless expressly

authorized herein, no elected trustee will serve more than two (2) consecutive three-year terms without an interval of one (1) year between terms.

**B. Vacancies.** Vacancies on the Board shall be filled as follows:

1. Should a vacancy occur due to the death, resignation or removal of a trustee before his or her term expires and ahead of the annual meeting, the Board may select a qualified replacement to fill such position until the next annual meeting of the members.
2. The procedures outlined in Section 4.10 shall be utilized for the selection of a member to fill any vacancy on the Board at the annual meeting of the members; provided that available positions shall be filled based on the term and number of votes received by the parties. The person receiving the most votes shall serve for the longest term (i.e., he or she shall serve a full term), and each successive available position shall be filled based on the number of votes received, with the person receiving the higher votes having priority over a person receiving a lower number of votes.

**Section 4.4: Prohibition of Service.** The following persons are prohibited from serving on the Board of Trustees:

- A. Any licensed Unity minister (other than the Senior Minister) or licensed Unity teacher employed or working for this Ministry;
- B. Relatives, significant others or household members of any board member or licensed Unity minister or licensed Unity teacher employed or working for this Ministry;
- C. Individuals receiving compensation from the Ministry; and
- D. Relatives, significant others, or household members of any individual receiving compensation from the Ministry.

**Section 4.5: Board Meetings.**

- A. **Regular Board Meetings.** Regular meetings of the Board of Trustees will be held at the principal executive offices of the Ministry on the third Thursday of each month, unless otherwise determined by the Board.
- B. **Special Board Meetings.** The President of the Board will call special meetings of the Board, if requested by the Senior Minister or 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 President or the Board Secretary. All current board members 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.
- C. **Executive Board Meetings.** An Executive Board meeting may be called by the Senior Minister, the President of the Board, or by two or more trustees by petition to the

President. The purpose of an Executive Board meeting should be specified in the request for a meeting. Executive Board meetings may be requested for such purposes as legal issues, human resource issues, or other matters confidential to the operations of this Ministry. An Executive Board meeting may take place after a scheduled Board meeting, or within 48 hours notice to the Board. After each Executive Board meeting, it will be determined, which items that were voted on must be ratified at the next regular Board meeting.

- D. Conflicts of Interest.** At any Regular, Special, or Executive Board meeting, a trustee who has a personal, pecuniary, business or professional interest in a matter to be voted upon shall excuse herself or himself from the deliberation and vote on such matter. If such trustee fails to excuse herself or himself, the trustee may be excused by two thirds (2/3) vote of the Board members present. The Trustee shall comply with the then existing Conflicts of Interest Policy then in effect for the Ministry (the “Conflicts of Interest Policy”).

**Section 4.6: Quorum.** A majority of the total number of trustees currently serving shall constitute a quorum for the transaction of business.

**Section 4.7: Minister(s) Attendance.** The Senior Minister (or such person's designee) should attend all board meetings, with the exception of those meetings or portions thereof that pertain to determinations of the Senior Minister's salary and/or review of the Senior Minister's work record or as otherwise provided in the Conflicts of Interest Policy. Designees may not vote in lieu of the Senior Minister.

**Section 4.8: 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 4.9: 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 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, including but not limited to hiring an Executive Director to oversee the business operations and report to the Board;



- F. Authorize payment of funds for unbudgeted expenses over \$5,000 and less than \$300,000;
- G. Approve an annual operating financial plan thirty (30) days prior to the beginning of each fiscal year;
- H. Administer the real and personal property of this Ministry;
- I. Make decisions regarding the sale, pledge, or financing of real property belonging to this Ministry, except that all decisions concerning the sale, pledge, or proposed financing of real property exceeding three hundred thousand dollars (\$300,000) or 25% of the previous year's income, shall be presented to the membership at a properly constituted membership meeting for final approval;
- J. Approve expenditures of up to three hundred thousand Dollars (\$300,000) for unbudgeted expenses not included in the fiscal-year financial plan, provided that the detailed expense(s) must be noted in the financial statements of the Ministry as unplanned expenses or capital expenses. If an expense exceeds the threshold of \$300,000, a special membership meeting must be scheduled in accordance with the terms set forth in Section 3.5.B of these Bylaws, and the expense justification presented to the membership and approved by a majority vote, except in cases of acts of God or other emergency, in which case such excess expense shall be approved by a two-thirds (2/3) majority of the Board;
- K. Employ a licensed or ordained Unity minister as the senior minister (Spiritual Leader);
- L. Terminate the employment of the Senior Minister by a two-thirds (2/3) vote of all Trustees but only after seeking to reconcile differences with the Senior Minister in cooperation with the procedures and guidance of UWM;
- M. Determine staff positions and authorize funds for their financial support;
- N. Establish the dates for the beginning and ending of the fiscal year;
- O. Cause to be prepared each year audited financial statements with disclosures that will set forth the financial conditions and operations of the Ministry for presentation to the Board;
- P. Seek UWM assistance in the event of a dispute adversely affecting the Ministry;
- Q. Approve applicants for membership;
- R. Fill the unexpired term of any trustee in accordance with these Bylaws;
- S. Elect officers of the Board and their successors to fill any unexpired term when necessary;

- T. Keep or cause to be kept an accurate record of members;
- U. Keep or cause to be kept accurate records of gifts to the Ministry in compliance with Internal Revenue Service regulations;
- V. Ensure compliance with all applicable legal requirements, including without limitation Internal Revenue Service regulations;
- W. Secure adequate liability insurance for all Board of Trustee members, minister(s) and the Ministry; and
- X. Take such other actions as may be deemed necessary for the best interests of this Ministry.

**Section 4.10: Nomination and Election.**

- A. **Qualifications.** To be eligible to serve on the Board of Trustees, a person must be an active member of this Ministry for one year immediately preceding their election. In addition, candidates for election shall endeavor to live in accordance with the Unity principles; work to further the vision and mission of this Ministry through active service, love, and financial support; be a sincere and continuing student of Unity, always remaining conversant with its teachings; and shall have demonstrated leadership capabilities and/or core competencies in areas relevant to this Ministry.
- B. **Leadership Development Committee.** The Leadership Development Committee is a standing committee of the Board of Trustees, responsible for the ongoing identification and development of individuals who are capable and interested in serving on the Board.
  - 1. **Selection.** Each year in April the Board shall form the Leadership Development Committee. The Leadership Development Committee shall consist of the Senior Minister and three (3) members selected in the following manner:
    - a. The Board will elect one of its trustees not up for re-election to serve on the Leadership Development Committee, and the person so elected shall serve as Chairperson.
    - b. The Board shall select one member from the membership (other than a Trustee) of this Ministry; or, in the absence of such selection by the Board, such member may be selected by vote of the membership at the annual meeting.
    - c. The Senior Minister and the two (2) selected committee members shall select the fourth (4<sup>th</sup>) member from the membership of this Ministry.
  - 2. **Duties and Responsibilities.** The Leadership Development Committee will initiate a search for at least one (1) qualified candidate per available position for nomination as members of the Board of Trustees. The report of the Leadership Development

Committee will be provided to all members at least ten (10) calendar days prior to the annual membership meeting in accordance with Section 3.5.C of these Bylaws.

Additionally, the Leadership Development Committee is responsible for the planning of board orientations, retreats, and workshops as well as developing with the Senior Minister a program for leadership in the ministry.

- C. **Additional Nominations.** The Board shall establish a procedure for the submission of additional nominations of candidates by the voting members; provided however, additional nominations must be submitted to the Leadership Development Committee at least thirty (30) days before the annual meeting.
- D. **Nomination Procedure.** The presiding officer of the annual membership meeting shall:
  - 1. Read Article IV, Sections 4.10.A, 4.10.B, and 4.10.C, of these Bylaws just prior to beginning the process of nomination and election; and
  - 2. Call upon the Chairperson of the Leadership Development Committee to offer the committee's nominations and all individuals nominated as provided in Section 4.10.C.
- E. **Election Procedure.** The Leadership Development Committee will finalize the nomination process of candidates within ten (10) calendar days before the annual meeting. The candidates will be presented to the membership. The election shall be carried out by secret ballot, if there are any partial terms to be filled or there are more than two nominees for any vacant position. The result of the vote shall be announced to the annual meeting.

**Section 4.11: 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 by a majority vote of all trustees presently serving, due to unexcused absences from three (3) successive regular board meetings or four board meetings in any twelve-month period, or by two-thirds (2/3) vote of all trustees presently serving due to a failure to fulfill the duties of the office or to abide by the code of ethics as established by the Board and the Conflicts of Interest Policy.

**Section 4.13: Board of Trustees Officers.** The officers of the Board of Trustees shall be a President, a Vice President, a Treasurer, and a Secretary. All officers will be selected in a manner determined by the Board, either 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 4.14: Duties of Officers.**

- A. **President.** The President is the legally recognized head of the Corporation. The President shall preside at all Board of Trustees meetings; preside at all membership meetings; appoint members of committees with the advice and consent of the Board; serve as an *ex officio* member of all committees except the Leadership Development

Committee; sign such papers and documents upon proper authorization as may be necessary.

- 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. 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; review audits of this Ministry and do so in concert with auditors where necessary; submit a monthly financial report at each regular board meeting; submit an audited financial report covering the last complete fiscal year at 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.
- D. Secretary.** The Secretary shall keep, or cause to be kept, an accurate record of the minutes of all board and membership meetings; hold or cause to be held 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; and keep or cause to be kept accurate membership lists.

**Section 4.15: Indemnity.** No trustee shall be personally liable to this Ministry or to any person for any act or omission by such trustee made in good faith on behalf of this Ministry or pursuant to these Bylaws. Under no circumstances shall a trustee be liable to this Ministry or a member for any damage or loss suffered by this Ministry or such member, except where such damage or loss is directly caused by the gross negligence or willful misconduct of the trustee.

**Section 4:17: Conflicts of Interest.** It is the policy of the Board to avoid conflicts of interest in its operations and in the selection of specific committees. Therefore, the Ministry's Board, staff, and members of the Executive Committee and Investment Committee must sign the Ministry's Conflict of Interest Policy.

**Section 4:18: Investment Committee.** The Board will establish and maintain an Investment Policy Statement ("IPS"), and shall establish an Investment Committee, the makeup, duties and responsibilities of which will be set forth in as described in the IPS. The Board is required to review the IPS at least once annually. The chair of the Investment Committee (or such person's designee) shall provide an investment portfolio update at each regular board meeting.

**Section 4:19: Executive Committee.** The Executive Committee will oversee the financial operations of this Ministry. Members of the Executive Committee shall be elected by the Board of Trustees and shall serve at the pleasure of the Board. The President, Senior Minister, and Treasurer shall serve on the Executive Committee, which shall consist of not less than five (5)

nor more than seven (7) members. The Chair of the Committee, who shall be a Trustee, shall be elected by the Board. The Board shall appoint one active Member, not currently serving as a trustee, to serve on the Executive Committee. The Executive Committee's primary responsibilities are to hold monthly financial review meetings; review and recommend an annual financial plan to be presented to the Board for approval; engage an annual audit; review any Ministry contracts of more than one (1) year in duration, and engage in special assignments as directed by the Board.

**Section 4.20: Statement of Non-discrimination.** Notwithstanding any other provision of the Bylaws, the Ministry shall not discriminate against any Trustee, officer, employee, applicant, member, or participant in the activities of this Ministry on the basis of race, color, religion, sex (including gender identity, sexual orientation, and pregnancy), national origin, age (40 or older), disability or genetic information.

## ARTICLE V — Administration and Spiritual Leadership

**Section 5.1 Administration.** The administration, management and spiritual leadership of this Ministry shall be vested in the Senior Minister as the top executive officer, subject to the oversight of the Board of Trustees elected from the membership. As used in these Bylaws, the term "Senior Minister" shall include co-ministers if such are hired by the Board of Trustees with such division of powers and duties as the Board may specify. If the Board hires an Executive Director under Section 4.9.E, the Board may assign administrative and management duties between the Senior Minister and the Executive Director.

### **Section 5.2 Ministers.**

- A. Senior Minister.** The Senior Minister will be a duly licensed or ordained Unity minister.
- 1. Duties.** As the spiritual leader of this Ministry, the Senior 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 top executive officer and administrative director, the Senior Minister 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. Report to the Board of Trustees on all matters and attend and vote at all Board meetings, except those portions thereof relating to their own employment, or that of their successor(s);
    - c. Serve as an ex officio member of all committees;
    - d. Be responsible for seeking the UWM's assistance in the event of a dispute adversely affecting the Ministry.
    - e. Create ministry teams related to these duties; and
    - f. Appoint the members of such ministry teams.

2. **Selection.** The Board of Trustees shall select the Senior Minister following the employment procedures for ministerial personnel of UWM.
3. **Compensation.** The compensation of the Senior Minister employed by this Ministry shall be set by the Board of Trustees.

**B. Associate and/or Assistant Ministers.**

1. **Generally.** Associate and/or assistant minister(s) will be minister(s) in the New Thought Movement, who function(s) with less responsibility than the Senior Minister.
2. **Duties.** The associate and/or assistant minister(s) will perform the duties and fulfill the responsibilities assigned to them by the Senior Minister and will report to the Senior Minister.

**ARTICLE VI - Meeting Procedures**

**Section 6.1: Order of Business.** The agenda items considered at Board and membership meetings shall include an opening prayer as such other items as the President, with the concurrence of the Board, may establish.

**Section 6.2: Rules of Order.** *Robert's Rules of Order* shall be the authority of this Ministry on parliamentary law and its usage, unless otherwise provided by these Bylaws.

**ARTICLE VII - Amendments to Bylaws**

**Section 7.1: Procedure.** Amendments to these Bylaws shall be approved by an affirmative vote of three fourths (3/4) of the active members physically present and voting at a properly noticed annual or special membership meeting; no form of absentee voting shall be permitted.

**Section 7.2: Meeting Notice.** Notice is effectuated according to Section 3.5.C. of these Bylaws.

**Section 7.3: Notice.** In addition to the submission of the written notice in accordance with Section 3.5.C., the written notice must set forth the proposed amendment(s) and show changes from the existing Bylaws. Additionally, the proposed changes to the existing Bylaws shall be:

- A. posted on the Ministry's website; and,
  - B. made available in hard copy form upon a congregant's individual request; and, either;
    1. sent by electronic mail to all active members for whom such email address is available;
- or;

2. if an electronic email address is not available for an active member, by first class mail to such member in accordance with Section 617.0141, Florida Statutes, as it may be amended.

The proposed amendments showing changes from the existing Bylaws shall be made available at the meeting. A translator or translations shall be provided to members upon request in all languages in which regularly scheduled services are conducted and may be provided for such other language groups as the Board may determine.

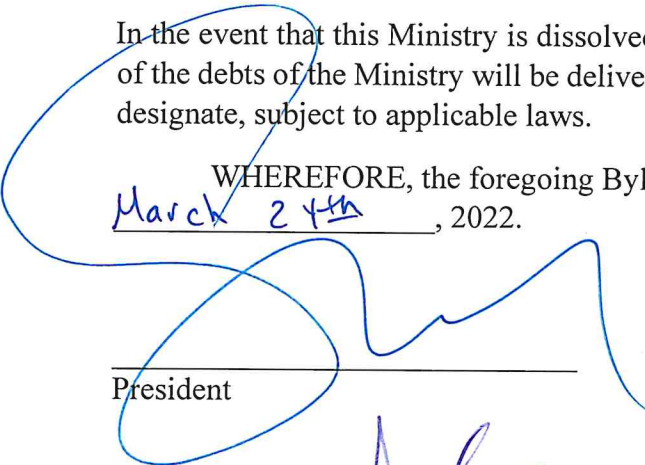
**Article VIII — Physical Presence**

Subject to the restrictions on voting under Section 3.5.E., the Board may establish a policy on when a person is deemed to be present in person. For example, the Board may authorize remote participation by Zoom, Microsoft Teams, Google Meet, Skype, Cisco WebEx, *etc.* for a meeting of the Board or the membership.


**Article IX — Dissolution**

In the event that this Ministry is dissolved, all property and funds remaining after the payment of the debts of the Ministry will be delivered to such charitable organizations as the Board may designate, subject to applicable laws.

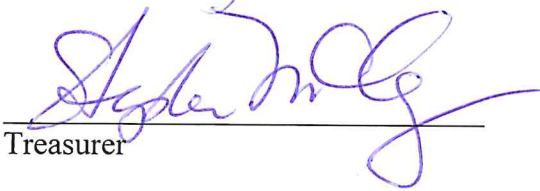
WHEREFORE, the foregoing Bylaws have been duly adopted and are effective as of March 2<sup>th</sup>, 2022.

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Senior Minister

  
\_\_\_\_\_  
Vice President

  
\_\_\_\_\_  
Secretary

  
\_\_\_\_\_  
Treasurer