

At the annual meeting in March, 2022, the Board of Trustees proposes amending our Bylaws in the following five ways:

1. To authorize electronic meetings
2. To clarify who can serve as treasurer
3. To clarify the procedure for appointing interim trustees
4. To replace traditional pronouns with gender-neutral ones
5. To correct typographical errors or inadvertent omissions

A copy of the Bylaws is attached. Sections to be removed are shown in **[brackets]**. Sections to add are underlined.

The following table lists all proposed changes.

Page	Line(s)	Reason for Change
1	2-3	Use correct name of the Center
1	15	Designate section of Bylaws that addresses parliamentary issues.
3	16	Typographical error
4	1, 5, and 10	Typographical errors
5	11	Typographical error
7	10-11	Authorize electronic meetings
8	4	Typographical error
9	20	Typographical error
11	10	Typographical error
11	19	Remove unnecessary word
11	21	Remove pronoun
12	3	Typographical error
12	8	Create gender-neutral pronoun
12	13	Create gender-neutral pronoun
13	10-12	Clarify procedure for appointing interim trustees
13	16	Typographical error
13	23	Create gender-neutral pronoun
14	7-10	Authorize electronic meetings
14	16	Remove pronoun
17	4	Create gender-neutral pronoun
17	22	Typographical error
18	1-2	Typographical errors and create gender-neutral pronoun
19	13	Remove pronoun
19	5 and 16	Create gender-neutral pronouns
19	17	Typographical error
20	8	Create gender-neutral pronoun
20	11-16	Clarify who can serve as Treasurer of the board
20	20	Typographical error
21	2	Remove pronoun
21	5	Create gender-neutral pronoun
26	18	Use correct name of the Center

1 **BYLAWS**

2 **THE CENTER FOR SPIRITUAL LIVING, [SANTA ROSA [CALIFORNIA]**

3 **A SCIENCE OF MIND COMMUNITY**

4 (A Religious Nonprofit Corporation herein called Center)

5 **ARTICLE I**

6 **SECTION 1. PREAMBLE**

7 The Bylaws of this corporation are adopted for the purpose of prescribing and defining the
8 means and methods by which this Center, its general membership, its board, and officers shall
9 function and shall carry out their respective duties, obligations, and purposes. The provisions
10 herein contained shall govern and control the means by which any and all action to be taken by
11 or on behalf of this Center shall be accomplished, and in the event that the specific provisions of
12 these Bylaws shall be deemed inadequate for any purpose or action that may be deemed
13 necessary or for the best interest of this Center, resort shall be made to the applicable provisions
14 of the corporate statutes of the State in and under which this Center is organized as a corporation.

15 If the issue in question is a parliamentary issue, Article XI of these bylaws will be followed.

16 **SECTION 2. AFFILIATION**

17 This Center is fully affiliated with the Centers for Spiritual Living, a nonprofit religious
18 corporation with offices in Golden, Colorado, an international church denomination, and exists
19 for the purpose hereinafter expressed in Section 4 of this Article, and further for the purpose of
20 worship, and for teaching the principles of Science of Mind as expressed by Ernest Holmes and
21 taught by Centers for Spiritual Living. This Member Center acknowledges that it has been
22 chartered by the Centers for Spiritual Living as an affiliated church for such purpose and that it
23 has been created under its sponsorship and guidance.

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SECTION 3. ECCLESIASTICAL AUTHORITY

This Center, its Board of Trustees, members, and officers shall be subject to the ecclesiastical law and authority of the Centers for Spiritual Living in all matters lawfully within ecclesiastical jurisdiction. Ecclesiastical authority refers to the Ministerial Code, the Practitioners Code, and the Church Code. This latter code consists of all documents required for a Center to become affiliated with the Centers for Spiritual Living.

SECTION 4. PURPOSE

The Centers for Spiritual Living is a spiritual movement dedicated to awakening and supporting the conscious experience and expression of every person's inherent divine nature through teaching and practicing the principles of the Science of Mind.

ARTICLE II OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located in Sonoma County, California.

The Board of Trustees shall establish the principal office for the transaction of the business of the Center and may change the principal office from one location to another within the community served by this Center. Notice shall be mailed to each Center member of a new address of principal office at least ten days prior to such change being made, and to the Office of Ecclesiastical Affairs.

SECTION 2. CHANGE OF ADDRESS

The county of the corporation's principal office can be changed only by amendment of these bylaws and not otherwise. The Board of Trustees may, however, change the principal office from

1 one location to another within the named county by noting the changed address and effective
2 date below, and such changes of address shall not be deemed an amendment of these bylaws:

3 _____
4 _____
5 _____

6 Dated: _____ Dated: _____ Dated: _____

7 **SECTION 3. OTHER OFFICES**

8 The corporation may also have offices at such other places, within or without the State of
9 California, where it is qualified to do business, as its business may require and as the Board of
10 Trustees may, from time to time, designate.

11 **ARTICLE III MEMBERS**

12 **SECTION 1. APPLICATION OF MEMBERS**

13 The corporation shall have four classes of members: Voting Members, Emeritus Members,
14 Associate Members, and Youth Members. No member shall hold more than one
15 membership in the corporation. Except as expressly provided in or authorized by the
16 Articles of Incorporation or bylaws of this corporation, all ~~memberships~~ members shall
17 have the same rights, privileges, restrictions, and conditions.

18 Any person, at least 18 years of age, may become a member upon making an application
19 wherein that person commits to personal spiritual growth and to supportive active
20 membership in the Center. Individuals shall hold membership in only one Member Center.

21 Any Voting Member, who has been a member in good standing for at least 15 years, may
22 apply for a transfer to become an Emeritus Member, when that individual is unable to
23 perform the responsibilities and privileges of Membership, as outlined in Section 3 of

1 ~~[these Bylaws]~~ this Article, due to physical, financial, or other conditions. The application
2 shall be reviewed and approved by the Board of Trustees.

3 Any individual who supports the Center, both spiritually and financially, regardless of their
4 place of residency, and is unable to perform the responsibilities and privileges of full
5 membership, as outlined in Section 3 of ~~[these Bylaws]~~ this Article, may apply to the Senior
6 Minister to become an Associate Member of the Center. The Board of Trustees, with the
7 Senior Minister's recommendation, shall approve such membership.

8 Neither Emeritus Members nor Associate Members shall have voting rights, hold office, or
9 serve on official committees of the Board of Trustees.

10 For Youth Membership, see Section 6 of ~~[these Bylaws]~~ this Article.

11 **SECTION 2. MEMBERSHIP APPROVAL**

12 Membership in this Center shall be considered active only when the applicant has been approved
13 by the Board of Trustees.

14 **SECTION 3. MEMBERSHIP RESPONSIBILITIES AND PRIVILEGES**

15 Duties and privileges of Center Voting Members shall be:

16 1. To uphold the teachings and practices of Science of Mind and Spirit and to exemplify
17 these teaching and practices in daily life.

18 2. To attend the religious and social functions of this Center. Members outside of the
19 physical jurisdiction may agree to participate in the activities of this Center online or by
20 other means of communication.

21 3. To study and practice the teachings of Science of Mind and Spirit diligently.

1 **SECTION 9. NONTRANSFERABILITY OF MEMBERSHIPS**

2 No member may transfer their membership in this Center to another person.

3 **ARTICLE IV MEETING OF MEMBERS**

4 **SECTION 1. PLACE OF MEETINGS**

5 All meetings of members shall be held either at the principal office or place of worship of this
6 Center or at any other place within the State of California, which may be designated by the
7 Board of Trustees.

8 **SECTION 2. ANNUAL MEETINGS**

9 The annual membership meeting shall be held during the month of March. The date shall be
10 established by the Board of Trustees. These bylaws authorize the conducting of member
11 meetings by electronic means as specified in Article V, Section 8 of these bylaws.

12 At such meetings, Trustees shall be elected, reports of the affairs of the Center shall be
13 considered, annual financial reports shall be reviewed, the next annual budget may be presented,
14 and any other business transacted which is within the powers of the members.

15 Notice of each annual meeting shall be given by public announcement at the public meetings of
16 the Center on not less than two consecutive Sundays next preceding the date of such meetings,
17 and by written notice mailed at least 21 days prior to such meeting.

18 **SECTION 3. ANNUAL MEETING AGENDA**

19 At the annual meeting of this Center, the membership shall receive a complete statement of the
20 financial condition of this Center. The membership shall elect Trustees to fill the positions of the
21 terms expiring and pass upon and transact such other business and reporting as may properly
22 come before such meeting.

1 **SECTION 6. ADJOURNED MEETING AND NOTICE THEREOF**

2 Any members' meeting, annual or special, may be adjourned from time to time by the vote of a
3 majority of the voting members present. When any members' meeting, either annual or special, is
4 adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of
5 an original meeting. Where any such meeting is adjourned for less than thirty days, it shall not be
6 necessary to give any notice of the time and place of the adjournment or of the business to be
7 transacted other than by announcement at the meeting at which such adjournment is taken.

8 **SECTION 7. VOTING POWERS**

9 At any annual meeting, each voting member of record shall be entitled to one vote, except in the
10 election of trustees, which is provided for below in Article V Section 4. At any regular or special
11 meeting of voting members, persons of record who shall have become a voting member of the
12 Center less than sixty days prior to the date of such meeting shall be entitled to attend and to
13 participate in discussion, but shall not be entitled to cast any vote.

14 At any election of trustees, nominations shall be received as provided in Article V, Section 5, of
15 these Bylaws. Each voting member shall be entitled to cast a total number of votes equal to the
16 number of positions on the Board of Trustees to be filled at such meeting, casting one vote (but
17 not more than one) for each nominee of his choice up to the number of nominees required to fill
18 such positions. The President shall determine the method for counting votes for the elections for
19 trustees, which may include a count of hands, standing count, or ballot. The nominees receiving
20 the highest number of votes shall be elected. In the event the number of nominees equals the
21 number of positions to be filled, elections may be accepted by acclamation.

- 1 (c) Hire the Senior Minister to supervise all officers, agents, and employees of the corporation to
2 assure that their duties are performed properly.
- 3 (d) Meet at such times and places as required by these Bylaws.
- 4 (e) Register their addresses with the Secretary of the corporation. Notices of meetings mailed or
5 sent electronically to them at such addresses of record shall be valid.

6 **SECTION 3. NUMBER AND QUALIFICATIONS OF TRUSTEES.**

7 The authorized number of trustees shall be a minimum of seven (7) and not more than nine (9)
8 plus the Senior Minister unless changed by amendment of the Bylaws. Only those persons
9 meeting the following requirements shall be qualified for election as trustees:

- 10 (a) The person must be a loyal, ~~[tithing]~~ supporting, and active member of this Center for one
11 year.
- 12 (b) The person must be willing to accept the responsibilities of membership of the Board of
13 Trustees.
- 14 (c) The person must have neither close relatives, nor live-in relationships on the Board of
15 Trustees serving a contemporaneous term, nor with an employee of this Center.
- 16 (d) The person must have completed Foundations of Science of Mind or its equivalent.
- 17 (e) Except for the Senior Minister, no trustee of this Center may receive compensation.

18 **SECTION 4. TRUSTEE ELECTION AND TERM OF OFFICE**

19 The person holding the position of ~~[the]~~ Senior Minister of this Center shall be the Corporate
20 Secretary and a member of the Board of Trustees, with all the powers and duties of a trustee, and
21 shall hold such position throughout this tenure. ~~[S/he]~~ The Senior Minister shall not be required
22 to be elected to or fill any other office than Corporate Secretary.

1 The remaining trustees shall hold office for three years. Their tenure shall be such that one-third,
2 as nearly as practicable, shall be elected each year. New trustees shall be nominated as provided
3 in Section 5 ~~[below]~~ of this Article and shall be elected at each annual meeting of members to fill
4 the offices made vacant, but if any such annual meeting is called but not held or the trustees are
5 not elected thereat, the trustees shall be elected at a special meeting of members held for the
6 purpose within thirty days of the date of the original meeting.

7 No person having served as a trustee shall be eligible for reelection for at least one year after
8 expiration of ~~[his or her]~~ their most recent full term of office. All Trustees, unless they resign or
9 are removed, shall hold office until their respective successors are properly elected and installed.

10 **SECTION 5. NOMINATIONS OF TRUSTEES**

11 At a reasonable time prior to each annual meeting of members, the Board of Trustees shall select
12 a Nominating Committee of three to five members (one of whom shall be the Senior Minister or
13 ~~[his/her]~~ their representative) who may be, but need not be, trustees. The committee shall
14 proceed to prepare a slate of nominees for election as trustees consisting of one or more
15 nominees for each vacancy to be filled. Such slate shall be nominated by the committee
16 chairperson, when nominations are called for at the annual meeting, and further nominations, if
17 any, shall be received from the floor. Voting for trustees shall proceed as provided in Article IV,
18 Section 7, of these Bylaws.

19 **SECTION 6. TERMINATION OF A BOARD MEMBER**

20 A Board Member may be terminated by the adoption of a resolution to terminate by majority
21 vote of the members of the Board present and qualified to vote. The Board of Trustees also may
22 by resolution declare vacant the office of any trustee who:
23 (a) Fails to perform their assigned duties as a trustee of the Center.

1 (b) Is absent for three (3) consecutive meetings without valid excuse granted by the Board of
2 Trustees.

3 (c) Is absent for three (3) meetings within one calendar year.

4 (d) Has demonstrated a lack of interest either materially or from the standpoint of participation
5 in the services or affairs of this Center.

6 Notice shall be sent to the terminated Board Member regarding such action taken by the Board of
7 Trustees.

8 SECTION 7. VACANCIES

9 Vacancies on the Board of Trustees shall be filled by a majority of the remaining trustees (the
10 quorum requirement is waived), ~~[though less than a quorum, or by a sole remaining trustees]~~
11 appointing an interim Trustee or Trustees to fill the vacancy (ies). In the event the unexpired
12 term or terms is for a period of less than eighteen months, the appointee or appointees ~~[may~~
13 succeed her/himself by] are eligible for election to a full three-year term.

14 A vacancy or vacancies in the Board of Trustees shall be deemed to exist in case of death,
15 resignation, or removal of any trustee, or if the members fail, at any annual or special meeting of
16 members at which trustees are elected, to elect the ~~[full-authorized]~~ fully authorized number.

17 The Center members may elect a trustee or trustees at a special meeting to fill any vacancy or
18 vacancies which shall not have been filled by the trustees.

19 If the Board of Trustees accepts the resignation of a trustee submitted to take effect at a future
20 time, the Board or members shall have power to appoint a successor to take office when the
21 resignation is to become effective.

22 No reduction of the authorized number of trustees shall have the effect of removing any trustee
23 prior to the expiration of ~~[his]~~ their term of office.

1 The Trustees present at a duly called and held meeting at which a quorum is initially present may
2 continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal
3 of trustees from the meeting, provided that any action thereafter taken must be approved by at
4 least a majority of the required quorum for such meeting or such greater percentage as may be
5 required by law, or the Articles of Incorporation or Bylaws of this corporation.

6 **SECTION 13. MAJORITY ACTION AS BOARD ACTION**

7 Every act or decision done or made by a majority of the Trustees present at a meeting duly held
8 at which a quorum is present is the act of the Board of Trustees, unless the Articles of
9 Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Religious
10 Corporation Law, particularly those provisions relating to appointment of committees (Section
11 9212), approval of contracts or transactions in which a trustee has a material financial interest
12 (Section 9243), and indemnification of trustees (Section 9246e), require a greater percentage or
13 different voting rules for approval of a matter by the Board.

14 **SECTION 14. REIMBURSEMENT**

15 Trustees and members of committees may receive reimbursement for expenses as may be fixed
16 or determined by resolution of the Board.

17 **SECTION 15. OPEN AND CLOSED MEETINGS**

18 Attendance at any meeting or part of any meeting of the Board of Trustees may, at the Board's
19 option, be limited only to the Trustees or may include such others as it may choose to admit.
20 When a meeting is declared closed, the meeting minutes shall indicate the basis for closing the
21 segment of the meeting. Attendees present, other than Board members, shall be identified unless
22 substantial justification is noted in the minutes.

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1 **SECTION 16. MEETING MINUTES**

2 Minutes shall be kept in each meeting of the Board of Trustees, Executive Committee, or other
3 committee established by the Board of Trustees. These meeting minutes shall be submitted to the
4 Senior Minister or ~~[his/her]~~ their designee and be available at the next regular meeting of the
5 Board of Trustees. These minutes shall identify attendees, the purpose for the meeting, and a
6 brief synopsis of the meeting.

7 **SECTION 17. NON-LIABILITY OF TRUSTEES**

8 The Trustees shall not be personally liable for the debts, liabilities, or other obligations of the
9 corporation.

10 **ARTICLE VI OFFICERS**

11 **SECTION 1. OFFICERS**

12 The officers of this Center shall be a President, a Vice President, a Corporate Secretary, who is
13 also the Senior Minister, and a Treasurer. This Center may also have, at the discretion of the
14 Board of Trustees, such assistant officers as may be appointed in accordance with the provisions
15 of Section 3 of this Article. One person may hold two offices. Officers appointed in accordance
16 with Section 3 of this Article may be, but need not be, Trustees. In the event of the resignation or
17 absence of the Senior Minister, the Board of Trustees may appoint a Trustee as acting Corporate
18 Secretary. The minutes shall state the date and reason for this appointment.

19 Any number of offices may be held by the same person except that neither the Corporate
20 Secretary nor the Treasurer may serve as the President or Chairperson of the Board.

21 **SECTION 2. ELECTION**

22 The officers of ~~[this Center]~~ the Board of Trustees, except such officers as may be provided for
23 in accordance with the provisions of Sections 3, 5, 8, and 9 of this Article, shall be elected

1 annually by the Board of Trustees. Each shall hold ~~[his]~~ office until ~~[he shall]~~ they resign or
2 ~~[shall be]~~ are removed or otherwise disqualified to serve, or ~~[his]~~ until a successor ~~[shall be]~~ is
3 properly elected and installed.

4 **SECTION 3. ASSISTANT OFFICERS**

5 The Board of Trustees may appoint, and may empower the President to appoint, such assistant
6 officers as the business of this Center may require, each of whom shall hold office for such
7 period, have such authority, and perform such duties as are provided in the Bylaws or as the
8 Board of Trustees may from time to time determine. Assistant officers need not, but may be
9 members of the Board of Trustees.

10 **SECTION 4. REMOVAL AND RESIGNATION**

11 Any trustee or assistant officer of this Center may be removed, with or without cause, by a
12 majority of the Board of Trustees, at any regular or special meeting called for that purpose.
13 Any officer may resign at any time by giving written notice to the Board of Trustees, or the
14 President, or the Corporate Secretary. Any such resignation shall take effect at the date of the
15 receipt of the notice or at later time specified therein; and, unless otherwise specified therein, the
16 acceptance of the resignation shall not be necessary to make it effective. In the event written
17 notice is not received within 10 days of verbal notice, the verbal resignation shall become
18 effective.

19 **SECTION 5. VACANCIES**

20 A vacancy in any office may be filled by a majority vote of the remaining Trustees.

21 **SECTION 6. PRESIDENT**

22 The President shall be the chief volunteer officer of the corporation, is chief of all policy making
23 groups, and shall, subject to the control of the Board of Trustees, have general supervision of the

1 business affairs and the properties of this Center. The President shall preside at all meetings of
2 the Board of Trustees and the members and shall have such other powers and perform such other
3 duties as may be required from time to time by the Board of Trustees. The President shall vote
4 only in the event of a tie. The President may appoint such committees, except those of an
5 ecclesiastical nature, as ~~[s/he]~~ the President may be authorized to appoint by the Board of
6 Trustees, from time to time, and define the duties of such committees in writing. In all
7 administrative matters, except those of an ecclesiastical nature, the President shall be responsible
8 for maintaining open communication and relations with the Centers for Spiritual Living.

9 **SECTION 7. VICE-PRESIDENT**

10 In the absence or disability of the President, the Vice-President shall perform all the duties of the
11 President, and when so acting shall have the powers of, and be subject to, all the restrictions
12 upon the President. The Vice-President shall have such other powers and perform such other
13 duties as from time to time may be prescribed ~~[from her/him]~~ by the Board of Trustees or by the
14 Bylaws.

15 **SECTION 8. CORPORATE SECRETARY**

16 The Corporate Secretary shall be the Senior Minister of the Center. ~~[S/he]~~ They shall be one of
17 the ~~[signatures]~~ signatories for all contracts and legal documents and shall be in charge of the
18 Corporate Seal. The Corporate Secretary shall keep or cause to be kept, at the principal office or
19 other such place as the Board of Trustees may order, a book of minutes of all meetings of
20 Trustees and members, with time and place of holding whether regular or special, and if special,
21 how authorized, the notice thereof given, the names of those present at Trustees' meetings, the
22 number of persons present at members' meetings, and the proceedings thereof.

1 As herein above provided, the Corporate Secretary shall keep at the principal office of this
2 Center the Membership Record showing the names of the members and their addresses.
3 The Corporate Secretary shall give, or cause to be given, notice of all meetings of the members
4 of the Board of Trustees required by the Bylaws or by law to be given, and shall have such other
5 powers and perform such other duties as may be prescribed by the Board of Trustees or by the
6 Bylaws.

7 **SECTION 9. TREASURER**

8 The Treasurer may be an ex-officio, non-voting member of the Board of Trustees if ~~[s/he is]~~ they
9 are a paid employee or a non-paid volunteer. However, the treasurer may be a member of the
10 Board, in which case the Treasurer shall have full privileges accorded all Trustees.

11 If the Treasurer is to be a Trustee, the Treasurer will be elected at the first meeting of the new
12 Board along with the other officers of the Board. If the Treasurer is to be an ex-officio, non-
13 voting member of the Board, such person shall be appointed by the Board of Trustees at a time
14 appropriate for doing so, as determined by the then existing members of the Board. The currently
15 serving Treasurer shall continue serving until such time as their replacement has been
16 determined.

17 The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct
18 accounts of the properties and business transactions of this Center, including accounts of its
19 assets, liabilities, receipts, disbursements, gains, losses, capital, and surplus. The books of
20 ~~[account]~~ accounts shall be open at all reasonable times to inspection by any trustee. The
21 treasurer shall be responsible for the preparation and distribution of financial statements of this
22 Center as provided in Article IX, Section 6. All financial records should be reasonably accessible
23 to any trustee, preferably in the principal office of the Center. The Treasurer shall deposit or

1 cause to be deposited all monies and other valuables in the name and to the credit of this Center
2 with such depositories as may be designated by the Board of Trustees. [She/he] The Treasurer
3 shall disburse or cause to be disbursed the funds of the Corporation as may be ordered by the
4 Board of Trustees; shall render to any member of the Board of Trustees, whenever they request
5 it, an account of all of [his/her] their transactions as treasurer, and of the financial condition of
6 this Center; and shall have such other powers and perform such other duties as may be prescribed
7 by the Board of Trustees or these Bylaws.

8 **ARTICLE VII COMMITTEES**

9 **SECTION 1. EXECUTIVE COMMITTEE**

10 The Board of Trustees may, by a majority vote of trustees, designate two (2) or more of its
11 members (who may also be serving as officers of this corporation) to constitute an Executive
12 Committee and delegate to such Committee any of the powers and authority of the Board in the
13 management of the business and affairs of the corporation, except with respect to:

14 (a) The approval of any action which, under law or the provisions of these Bylaws, requires the
15 approval of the members or of a majority of all of the members.

16 (b) The filling of vacancies on the Board or on any committee which has the authority of the
17 Board.

18 (c) The amendment or repeal of Bylaws or the adoption of new Bylaws.

19 (d) The amendment or repeal or any resolution of the Board which by its express terms is not so
20 amendable or repealable.

21 (f) The appointment of committees of the Board or the members thereof.

22 By a majority vote of its members then in office, the Board may at any time revoke or modify
23 any or all of the authority so delegated, increase or decrease but not below two (2) the number of

1 its members, and fill vacancies therein from the members of the Board. The Committee shall
2 keep regular minutes of its proceedings, cause them to be filed with the corporate records, and
3 report the same to the Board from time to time as the Board may request.

4 **SECTION 2. OTHER COMMITTEES**

5 The corporation shall have such other committees as may from time to time be designated by
6 resolution of the Board of Trustees. Such other committees may consist of persons who are not
7 also members of the Board. These additional committees shall act in an advisory capacity only to
8 the Board and shall be clearly titled as “advisory” committees.

9 **SECTION 3. MEETINGS AND ACTION OF COMMITTEES**

10 Meetings and action of committees shall be governed by, noticed, held, and taken in accordance
11 with the provisions of these Bylaws concerning meetings of the Board of Trustees, with such
12 changes in the context of such Bylaw provisions as are necessary to substitute the committee and
13 its members for the Board of Trustees and its members, except that the time for regular meetings
14 of committees may be fixed by resolution of the Board of Trustees or by the committee. The time
15 for special meetings of committees may also be fixed by the Board of Trustees. The Board of
16 Trustees may also adopt rules and regulations pertaining to the conduct of meetings of
17 committees to the extent that such rules and regulations are not inconsistent with the provisions
18 of these Bylaws.

19 **ARTICLE VIII SENIOR MINISTER**

20 **SECTION 1. ROLE OF THE SENIOR MINISTER**

21 As presented in these Bylaws the Senior Minister has three major roles in the Center including:

- 22 (a) Ecclesiastical head of the Center with exclusive rights.
- 23 (b) Chief Administrative Officer reporting to the Board.

1 (c) Corporate Secretary and Member of the Board of Trustees.

2 **SECTION 2. AUTHORITY AND TERMS OF EMPLOYMENT**

3 The Board of Trustees shall recruit and hire the Senior Minister to serve as the ecclesiastical
4 head of the Center, and Chief Administrative Officer responsible for the employing, supervision,
5 and discharging of all staff.

6 **ARTICLE IX CORPORATE RECORDS**

7 **SECTION 1. INSPECTION OF CORPORATE RECORDS**

8 The membership record, the books of accounts, and the minutes of proceedings of the members
9 and of the Board of Trustees, and of the Executive and other committees of the Board of
10 Trustees, shall be open to inspection by any qualified representative of the Centers for Spiritual
11 Living, or at any reasonable time by any Center member when duly authorized by a member of
12 the Board of Trustees.

13 **SECTION 2. CHECKS, DRAFTS, OR OTHER ORDERS FOR PAYMENT**

14 All expenditures of Center funds shall be evidenced by documentation approved by the person or
15 persons authorized by the Board of Trustees to approve such expenditures. All checks, drafts, or
16 other orders for payment of money shall be co-signed by two of four authorized signatories, as
17 from time to time shall be designated by the Board.

18 Notes or other evidence of indebtedness issued in the name of or payable to the Center, shall be
19 signed or endorsed by such persons or persons and in such manner as from time to time shall be
20 determined by resolution of the Board of Trustees.

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SECTION 3. EXECUTION OF CONTRACTS

The Board of Trustees, except as in these Bylaws otherwise provided, may authorize any officer or agent to enter into, or terminate, any contract, or execute any instrument in the name of and on the behalf of this Center. Such authority may be general or limited to specific instances; and, unless so authorized by the Board of Trustees, no officer, agent, or employee shall have any power or authority to make any agreement or create any obligation which shall bind this Center, or to pledge the credit of this Center, or to render it liable for any purpose or in any amount. Any acquisition or sale of real property or transfer or disbursement of expansion, growth, or other capital account funds, shall require the approval of the general membership at a regular or special meeting.

SECTION 4. REPRESENTATION OF SHARES OF OTHER CORPORATIONS

The President or Vice President, acting together with the Corporate Secretary, are authorized to vote, represent, and generally to exercise on behalf of this Center all rights incident to any and all shares of any other corporation or corporations standing in the name of this Center. Such authority may be exercised either by such officers in person or by any other person authorized to do so by power of attorney duly executed by said officers.

SECTION 5. INSPECTION OF BYLAWS

This Center shall keep in its principal office for the transaction of business the original or a copy of the Bylaws, as amended or otherwise altered to date, certified by the Corporate Secretary, which shall be open to inspection by the members at all reasonable times.

SECTION 6. FINANCIAL STATEMENTS

It shall be the duty of the Treasurer to cause to be prepared, and to make available to the members, an annual financial statement, including a balance sheet and statement of income and

1 expense, prepared in accordance with generally accepted accounting principles, and a report
2 made thereof at each annual meeting of members.

3 **SECTION 7. FINANCIAL REVIEW**

4 The Center shall have a qualified accountant of record who will make an annual review of the
5 financial books and records of the Center and make a report of findings and recommendations.

6 This report is to be made available to the membership when complete and presented to the
7 membership at the annual meeting of members.

8 **ARTICLE X CENTER MATTERS**

9 Notwithstanding any other provision of these Bylaws, this Center, its Board of Trustees,
10 members, and officers are, and at all times shall be, subject to the following provisions:

11 **SECTION 1. MINISTERS AND PRACTITIONERS**

12 This Center will hire and retain as Ministers only those persons who shall have been duly
13 credentialed, and who shall be and remain in good standing, as Ministers of the Centers for
14 Spiritual Living, and will endorse and support the work of only those Practitioners of Religious
15 Science who shall have been duly licensed as such by the Centers for Spiritual Living.

16 **SECTION 2. DISSOLUTION / DISAFFILIATION**

17 In the event that the dissolution or disaffiliation with the Centers for Spiritual Living is initiated,
18 actions shall be in accordance with provisions of the most recent approved agreement between
19 this Center and the Centers for Spiritual Living.

20 **ARTICLE XI PARLIAMENTARY AUTHORITY**

21 The rules contained in the current edition of *Roberts Rules of Order Newly Revised* shall govern
22 this Center in all cases to which they are applicable and not inconsistent with these Bylaws and
23 any special rules of order the Center may adopt.

1 **ARTICLE XII AMENDMENTS**

2 Any proposed change or amendment to the Bylaws must first be submitted to the Board of
3 Trustees for their review. Upon approval of the proposed amendment, The Board of Trustees will
4 submit the proposed change(s) to the membership.

5 The notice of proposed changes will include (a) who is proposing the change, (b) the reason for
6 the change, (c) the current language being changed, indicated with strikeouts, if applicable, and
7 (d) the new proposed language or addition. This notice will be made available to the membership
8 for review and comment at least 21 days prior to the proposed special meeting or annual
9 meeting.

10 Amendments must be approved by a minimum two thirds vote of the quorum in attendance at the
11 special meeting or annual meeting.

12 These Bylaws were adopted and are effective this 21st day of March, 2021.

13 _____

14 PRESIDENT, BOARD OF TRUSTEES

15 ATTEST:

16 (Signed)_____ CORPORATE SECRETARY,

17 BOARD OF TRUSTEES

18 CHURCH NAME: The Center for Spiritual Living, Santa Rosa (A Science of Mind Community)

19 ADDRESS: 2075 Occidental Road

20 CITY: Santa Rosa, California 95401

21 TELEPHONE NUMBER: (707) 546-4543