

January 14, 2025

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CURRENT BYLAWS

PROPOSED BYLAWS

<p>ARTICLE I</p> <p>SECTION 1 PREAMBLE</p> <p>The provisions herein contained shall govern and control the means by which any and all action to be taken by or on behalf of this Center shall be accomplished, and in the event that the specific provisions of these Bylaws shall be deemed inadequate for any purpose or action that may be deemed necessary or for the best interest of this Center, resort shall be made to the applicable provisions of the corporate statutes of the State in and under which this Center is organized as a corporation.</p>	<p>ARTICLE I</p> <p>SECTION 1 PREAMBLE</p> <p>The provisions herein contained shall govern and control the means by which any and all action to be taken by or on behalf of this center shall be accomplished, and in the event that the specific provisions of these bylaws shall be deemed inadequate for any purpose or action that may be deemed necessary or for the best interest of this center, resort shall be made to the applicable provisions of the nonprofit religious corporate statutes of the state in and under which this center is organized as a nonprofit religious corporation (hereinafter, the corporation).</p> <p><i>Align with California corporate codes. Many financial and operational rules are different for nonprofits than for regular corporations, and additional differences apply for nonprofit religious corporations.</i></p>
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SECTION 2 AFFILIATION

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

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.

SECTION 2 AFFILIATION

This center is fully affiliated with Centers for Spiritual Living, a nonprofit religious corporation with offices in Golden, Colorado, an international spiritual organization.

The board of trustees may update the address of the principal office of Centers for Spiritual Living from one location to another by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these bylaws:

*Align with the wording in our affiliation agreement with Centers For Spiritual Living. Allow for change of address for CSL home office.
Remove duplication of the center's statement of purpose, which is expressed later in Section 4.*

SECTION 3 CENTERS FOR SPIRITUAL LIVING AUTHORITY

This center, its board of trustees, members, and officers shall be subject to the authority of Centers for Spiritual Living in all matters lawfully within their jurisdiction as outlined in *Centers for Spiritual Living Policies and Procedures Manual* and our *Affiliation Agreement*.

Align with the correct name and wording for the Centers for Spiritual Living document. Update names of the Centers for Spiritual Living documents that outline their policies.

SECTION 4 PURPOSE

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.
Our center comes together as a spiritual community to create an atmosphere of spiritual growth using our spiritual practices of spiritual study, spiritual mind treatment (affirmative prayer), meditation, selfless service, and spiritual circulation.

Add purpose for our center.

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

Dated: _____

Dated: _____

SECTION 3. OTHER OFFICES

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

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 Centers for Spiritual Living.

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

Dated: _____

Dated: _____

SECTION 3. OTHER OFFICES

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

ARTICLE III MEMBERS

SECTION 1. APPLICATION OF MEMBERS

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

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

Any voting member who has been in good standing for at least 15 years, may apply for transfer to become an Emeritus Member, when that individual is unable to perform the responsibilities and privileges of Membership, as outlined in Section 3 of this Article, due to physical, financial, or other conditions. The application shall be reviewed and approved by the Board of trustees.

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

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

For Youth Membership, see Section 6 of this Article.

SECTION 2. MEMBERSHIP APPROVAL

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

SECTION 3. MEMBERSHIP RESPONSIBILITIES AND PRIVILEGES

Duties and privileges of Center Voting Members shall be:

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

ARTICLE III MEMBERS

SECTION 1. APPLICATION OF MEMBERS

The center shall have *one class of members*. No member shall hold more than one membership in the *center*. All members shall have the same rights, privileges, restrictions, and conditions.

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

Simplify to one class of members.

SECTION 2. MEMBERSHIP APPROVAL

Membership in this center shall be considered active only when the applicant has been approved by the board of trustees.

SECTION 3. MEMBERSHIP RESPONSIBILITIES AND PRIVILEGES

Duties and privileges of center members shall be:

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

2. To attend the religious and social functions of this Center. Members outside of the physical jurisdiction may agree to participate in the activities of this Center online or by other means of communication.
3. To study and practice the teachings of Science of Mind and Spirit [diligently](#).
4. To make regular contributions of their time and talent in the form of volunteering, and to support this Center by making regular, identifiable financial contributions through the annual Giving Intentions Program.
5. To attend the business meetings of this Center, whenever possible, and to vote therein.
6. To hold official office and/or serve on committees of the Board of Trustees or other teams of the Center.

The Center officers and senior minister, or designee, shall provide an orientation of new members for the purpose of developing well informed, committed, and supportive members.

SECTION 4. TERMINATION OF MEMBERSHIP

- Membership in this Center shall be automatically terminated by death, resignation, withdrawal, or transfer of membership to another Center. The Board of Trustees of this Center shall have full power and authority to terminate the membership of any person or persons by one of the actions below; any terminated member shall be notified of such action in writing.
- (a) Any member who shall have permanently changed residence from the community or communities served by this Center, and who has not, for a period of at least one year, contributed to the support of or participated in the services or affairs of this Center.
 - (b) [Any member where the records show that for a period of one year or more there has been a complete lack of interest, either materially, or from the standpoint of participation in the services and/or affairs of this Center.](#)
 - (c) Any member who has clearly demonstrated antagonism, or opposition to the purpose of this Center or its teachings and vision.

SECTION 5. MEMBERSHIP RECORD

The Secretary of the Board of Trustees shall be the Corporate Secretary; and shall keep and maintain, or cause to be kept and maintained, a true, complete, and fully up-to-date permanent record containing at least the names and addresses of all members of this Center. It shall be the duty of the

2. To attend the spiritual and social functions of this center. Members outside of the physical jurisdiction may agree to participate in the activities of this center online or by other means of communication.
3. To study and practice the teachings of Science of Mind and Spirit.
4. To make regular contributions of their time and talent in the form of volunteering, and to support this center by making regular, identifiable financial contributions through the annual giving intentions program.
5. To attend the business meetings of this center, whenever possible, and to vote therein.
6. To hold official office and/or serve on committees of the board of trustees or other teams of the center.

The center officers and senior minister, or designee, shall provide an orientation of new members for the purpose of developing well informed, committed, and supportive members.

[Remove "diligently", a requirement that cannot be quantified.](#)

SECTION 4. TERMINATION OF MEMBERSHIP

- Membership in this center shall be automatically terminated by death, resignation, withdrawal, or transfer of membership to another center. The board of trustees of this center shall have full power and authority to terminate the membership of any person or persons by one of the actions below.
- (a) Any member who shall have permanently changed residence from the community or communities served by this Center and who has not, for at least one year, contributed to the support of or participated in the services or affairs of this center.
 - (b) [Any member whose records show that for one year or more, there has been no record of participation in center affairs, such as class attendance, financial contributions, or volunteerism.](#)
 - (c) Any member who has demonstrated antagonism or opposition to the purpose of this center or its teachings and vision.

[Clarify item \(b\).](#)

SECTION 5. MEMBERSHIP RECORD

The secretary of the board of trustees shall be the corporate secretary ([see Article V, Section 4](#)); and shall keep and maintain, or cause to be kept and maintained, a true, complete, and fully up-to-date permanent record containing at least the names and addresses of all members of this center. It

Corporate Secretary to promptly record in the minutes all new members of this Center, when approved by the Board of Trustees, and to delete all terminated members upon the adoption of a resolution to terminate. Such records shall establish membership of record for all purposes and shall be available for inspection by any member of this Center at all reasonable times.

SECTION 6. YOUTH MEMBERS

Persons through 17 years of age may be admitted to Youth Membership in this Center, with the approval of their parents or legal guardian. Youth members shall not have voting power but may have such other responsibilities and privileges of membership as the Board of Trustees may establish from time to time. Youth membership shall require regular attendance at the Child and Youth Ministry.

SECTION 7. MEMBERS IN GOOD STANDING

Any Voting Member wishing to serve the Center in any capacity must be in good standing. The Board of Trustees shall determine good standing based upon the criteria outlined under Section 3 Membership Responsibilities and Privileges.

SECTION 8. NON-LIABILITY OF MEMBERS

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

SECTION 9. NON-TRANSFERABILITY OF MEMBERSHIPS

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

ARTICLE IV MEETING OF MEMBERS

SECTION 1. PLACE OF MEETINGS

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

shall be the duty of the corporate secretary to promptly record in the minutes all new members of this center, when approved by the board of trustees, and to delete all terminated members upon the adoption of a resolution to terminate. Such records shall establish membership of record for all purposes and shall be available for inspection by any member of this center at all reasonable times.

Add reference to Article V, Section 4, which states that the senior minister shall be the corporate secretary.

Eliminate separate youth memberships.

SECTION 6. MEMBERS IN GOOD STANDING

Any member wishing to serve the center in any capacity must be in good standing. The board of trustees shall determine good standing based upon the criteria outlined under Section 3 Membership Responsibilities and Privileges.

SECTION 7. NON-LIABILITY OF MEMBERS

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

SECTION 8. NON-TRANSFERABILITY OF MEMBERSHIPS

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

ARTICLE IV MEETING OF MEMBERS

SECTION 1. PLACE OF MEETINGS

All meetings of members may be held electronically or at the principal office or at any other place within the State of California, which may be designated by the board of trustees.

Simplify options for location of membership meetings and allow for electronic meetings.

SECTION 2. ANNUAL MEETINGS

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

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

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

SECTION 3. ANNUAL MEETING AGENDA

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

SECTION 4. SPECIAL MEETINGS

Special meetings of the membership may be called at any time by the Senior Minister, or by the presiding officer of the Board of Trustees, or by a majority of the members of the Board of Trustees, or by 25% or more of the voting members of this Center. Notice of special meetings shall be given in the same manner as for annual meetings of members. Notice of any special meeting shall specify, in addition to the place, day, and hour of such meeting, the general nature of the business to be transacted. Unless special meeting notice is properly given, the meeting will be considered an unofficial meeting and any matters of business acted upon or transacted will be considered null and void.

SECTION 2. ANNUAL MEETINGS

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

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

Notice of each annual meeting shall be given by public announcement at the public meetings of the center on not less than two (2) consecutive Sundays preceding the date of such meetings, and by written notice or email **or other electronic method** sent at least twenty-one (21) days prior to such meeting.

Eliminate "next", which is not necessary and grammatically incorrect. Allow for electronic notice of membership meetings.

SECTION 3. ANNUAL MEETING AGENDA

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

SECTION 4. SPECIAL MEETINGS

Special meetings of the membership may be called at any time by the senior minister, or by the presiding officer of the board of trustees, or by a majority of the members of the board of trustees, or by twenty-five percent (25%) or more of the voting members of this center. Notice of special meetings shall be given in the same manner as for annual meetings of members. Notice of any special meeting shall specify, in addition to the place, day, and hour of such meeting, the general nature of the business to be transacted. Unless special meeting notice is properly given, the meeting will be considered an unofficial meeting and any matters of business acted upon or transacted will be considered null and void.

SECTION 5. QUORUM

Those voting members-of-record present at any meeting shall constitute a quorum for the transaction of business at such meeting. A quorum shall consist of 15% of the voting power of the corporation.

The voting members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of voting members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the voting members required to constitute a quorum.

In the absence of a quorum, any meeting of the voting members may be adjourned from time to time by the vote of a majority of the votes represented in person at the meeting, but no other business shall be transacted at such meeting.

SECTION 6. ADJOURNED MEETING AND NOTICE THEREOF

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

SECTION 7. VOTING POWERS

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

At any election of trustees, nominations shall be received as provided in Article V, Section 5, of these Bylaws. Each voting member shall be entitled to cast a total number of votes equal to the number of positions on the Board of Trustees to be filled at such meeting, casting one vote ([but not more than one](#)) for each nominee [of his choice up](#) to the number of nominees required

SECTION 5. QUORUM

Those members of record present at any meeting shall constitute a quorum for the transaction of business at such meeting. A quorum shall consist of fifteen percent (15%) of the voting power of the corporation.

The voting members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

In the absence of a quorum, any meeting of the voting members may be adjourned from time to time by the vote of a majority of the votes represented in person at the meeting, but no other business shall be transacted at such meeting.

SECTION 6. ADJOURNED MEETING AND NOTICE THEREOF

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

SECTION 7. VOTING POWERS

At any annual meeting, each member of record shall be entitled to one vote [per issue brought forward for a vote](#). At any regular or special meeting of members, persons of record who shall have become a member of the center less than sixty (60) days prior to the date of such meeting shall be entitled to attend and to participate in discussion, but shall not be entitled to cast any vote.

At any election of trustees, nominations shall be received as provided in Article V, Section 5, of these bylaws. Each member shall be entitled to cast a total number of votes equal to the number of positions on the board of trustees to be filled at such meeting, casting one (1) vote for each nominee up to the number of nominees required to fill such positions. The president shall

to fill such positions. The President shall determine the method for counting votes for the elections for trustees, which may include a count of hands, standing count, or ballot. The nominees receiving the highest number of votes shall be elected. In the event the number of nominees equals the number of positions to be filled, elections may be accepted by acclamation.

SECTION 8. PROXIES PROHIBITED

Every voting member entitled to vote or execute consents must do so in person and not by agent or proxy, and no proxy shall be valid.

determine the method for counting votes for the elections of trustees, which may include a count of hands, standing count, written ballot, or [electronic ballot](#). The nominees receiving the highest number of votes shall be elected. In the event the number of nominees equals the number of positions to be filled, elections may be accepted by acclamation.

Simplify explanation of number of votes allowed to members. Allow for electronic voting at membership meetings.

SECTION 8. PROXIES PROHIBITED

Every member entitled to vote or execute consents must do so in person and not by agent or proxy, and no proxy shall be valid.

ARTICLE V BOARD OF TRUSTEES

SECTION 1. POWERS

Subject to the provisions of the California Nonprofit Religious Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Board of Trustees.

The emphasis of Board of Trustees activities shall be on goals, objectives, strategies, and policies. It will hold the Chief Administrative Officer (Senior Minister) accountable for implementation of planning and policy decisions. It will establish other volunteer groups and look to these groups for operational planning, policy recommendations, and two-way communications between itself and the Center membership.

SECTION 2. DUTIES

It shall be the duty of the trustees to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws.
- (b) Appoint and remove, employ, and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers and agents of the corporation.

ARTICLE V BOARD OF TRUSTEES

SECTION 1. POWERS

Subject to the provisions of the California nonprofit religious corporation law and any limitations in the articles of incorporation and bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted, and all corporate powers shall be exercised, by or under the direction of the board of trustees.

The emphasis of board of trustees activities shall be on goals, objectives, strategies, and policies. The board will hold the chief administrative officer (senior minister) accountable for implementation of planning and policy decisions. It will establish other volunteer groups and look to these groups for operational planning, policy recommendations, and two-way communications between itself and the center membership.

SECTION 2. DUTIES

It shall be the duty of the trustees to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation of this corporation, or by these bylaws.
- (b) Appoint and remove, employ, and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers and agents of the corporation.

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

SECTION 3. NUMBER AND QUALIFICATIONS OF TRUSTEES

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

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

SECTION 4. TRUSTEE ELECTION AND TERM OF OFFICE

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

The remaining trustees shall hold office for three years. Their tenure shall be such that one-third, as nearly as practicable, shall be elected each year. New trustees shall be nominated as provided in Section 5 of this Article and shall be elected at each annual meeting of members to fill the offices made vacant, but if any such annual meeting is called but not held or the trustees are not

- (c) Hire the senior minister to (1) supervise all officers, and agents of the corporation and (2) employ, supervise, and discharge all employees of the center.
- (d) Meet at such times and places as required by these bylaws.
- (e) Register their addresses with the secretary of the corporation. Notices of meetings mailed or sent electronically to them at such addresses of record shall be valid.

Clarify the senior minister's responsibility for hiring and supervising all staff.

SECTION 3. NUMBER AND QUALIFICATIONS OF TRUSTEES

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

- (a) The person must be a loyal, supporting, and active member of this center for one year.
- (b) The person must be willing to accept the responsibilities of membership of the board of trustees.
- (c) The person must have neither close relatives, nor live-in relationships on the board of trustees serving a contemporaneous term, nor with an employee of this center.
- (d) The person must have completed Foundations of Science of Mind or its equivalent.
- (e) Except for the senior minister, no trustee of this center may receive compensation.

SECTION 4. TRUSTEE ELECTION AND TERM OF OFFICE

The person holding the position of senior minister of this center shall be the corporate secretary and a member of the board of trustees, with all the powers and duties of a trustee, and shall hold such position throughout this tenure. The senior minister shall not be required to be elected to or fill any other office than corporate secretary.

The remaining trustees shall hold office for three years. Their tenure shall be such that one-third, as nearly as practicable, shall be elected each year. New trustees shall be nominated as provided in Section 5 of this article and shall be elected at each annual meeting of members to fill the offices made vacant, but if any such annual meeting is called but not held or the trustees are not

elected thereat, the trustees shall be elected at a special meeting of members held for the purpose within thirty days of the date of the original meeting. No person having served as a trustee shall be eligible for reelection for at least one year after expiration of their most recent full term of office. All Trustees, unless they resign or are removed, shall hold office until their respective successors are properly elected and installed.

SECTION 5. NOMINATIONS OF TRUSTEES

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

elected thereat, the trustees shall be elected at a special meeting of members held for the purpose within thirty (30) days of the date of the original meeting.

Trustees are eligible to hold up to two (2) consecutive terms. All trustees, unless they resign or are removed, shall hold office until their respective successors are properly elected and installed.

SECTION 5. NOMINATIONS OF TRUSTEES

At a reasonable time prior to each annual meeting of members, the board of trustees shall select a nominating committee of three (3) to five (5) members who may be, but need not be, trustees. The committee shall proceed to prepare a slate of nominees for election as trustees consisting of one (1) or more nominees for each vacancy to be filled. Such slate shall be nominated by a member of the nominating committee, when nominations are called for at the annual meeting, and further nominations, if any, shall be received from the floor. Voting for trustees shall proceed as provided in Article IV, Section 7, of these bylaws.

Clarify our practice that the senior minister does not serve on the nominating committee. Remove the requirement that only the chair of the nominating committee can present the slate of candidates at the annual membership meeting. Allow the nomination to the membership to be made by any person on the nominating committee

SECTION 6. TERMINATION OF A BOARD MEMBER

A Board Member may be terminated by the adoption of a resolution to terminate by majority vote of the members of the Board present and qualified to vote. The Board of Trustees also may by resolution declare vacant the office of any trustee who:

- (a) Fails to perform their assigned duties as a trustee of the Center.
- (b) Is absent for three (3) consecutive meetings without valid excuse granted by the Board of Trustees.
- (c) Is absent for three (3) meetings within one calendar year.
- (d) Has demonstrated a lack of interest either materially or from the standpoint of participation in the services or affairs of this Center.

SECTION 6. TERMINATION OF A BOARD MEMBER

With the exception of the senior minister, a board member may be terminated by the adoption of a resolution to terminate by majority vote of the members of the board present and qualified to vote. The board of trustees also may by resolution declare vacant the office of any trustee other than the senior minister who:

- (a) Fails to perform their assigned duties as a trustee of the center.
- (b) Is absent for three (3) consecutive meetings without valid excuse granted by the board of trustees.
- (c) Is absent for three (3) meetings within one (1) calendar year.
- (d) Has demonstrated a lack of interest either materially or from the standpoint of participation in the services or affairs of this center.

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

SECTION 7. VACANCIES

Vacancies on the Board of Trustees shall be filled by a majority of the remaining trustees (the quorum requirement is waived), appointing an interim Trustee or Trustees to fill the vacancy (ies). In the event the unexpired term or terms is for a period of less than eighteen months, the appointee or appointees are eligible for election to a full three-year term.

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

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

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

No reduction of the authorized number of trustees shall have the effect of removing any trustee prior to the expiration of their term of office.

SECTION 8. PLACE OF MEETING

Regular meetings of the Board of Trustees shall be held at any place within or without the State of California, which has been designated from time to time by resolution of the Board or by consent of all members of the Board. In the absence of such designation, regular meetings shall be held at the principal office of this Center. Special meetings of the Board may be held either at a place so designated or at the principal office.

All meetings of the Board of Trustees, meetings of the members, and meetings of committees of the Board may be conducted by electronic means. Unless otherwise specified by the Board of Trustees, the rules for conducting these meetings will be in accord with the existing rules for conducting in-person meetings.

Notice shall be sent to the terminated board member regarding such action taken by the board of trustees.

Termination of senior minister: see new Article VIII Section 3

SECTION 7. VACANCIES

Vacancies on the board of trustees shall be filled by a majority of the remaining trustees (the quorum requirement is waived), appointing an interim trustee or trustees to fill the vacancy (ies). In the event the unexpired term or terms is for a period of less than eighteen (18) months, the appointee or appointees are eligible for election to a full three-year term.

A vacancy or vacancies in the board of trustees shall be deemed to exist in case of death, resignation, or removal of any trustee, or if the members fail, at any annual or special meeting of members at which trustees are elected, to elect the fully authorized number.

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

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

No reduction of the authorized number of trustees shall have the effect of removing any trustee prior to the expiration of their term of office.

SECTION 8. PLACE OF MEETING

Regular meetings of the board of trustees shall be held at any place within or without the State of California, which has been designated from time to time by resolution of the board or by consent of all members of the board. In the absence of such designation, regular meetings shall be held at the principal office of this center. Special meetings of the board may be held either at a place so designated or at the principal office.

All meetings of the board of trustees, meetings of the members, and meetings of committees of the board may be conducted by electronic means. Unless otherwise specified by the board of trustees, the rules for conducting these meetings will be in accord with the existing rules for conducting in-person meetings.

SECTION 9. ORGANIZATION MEETING

The first regular meeting of the Board of Trustees shall be held no later than thirty (30) days following the date of the annual meeting.

At the first regular and/or specially called meeting of the Board of Trustees following the annual meeting, the Corporate Secretary shall act as Chairperson pro tem while a new President is nominated and elected for the new Board. The new President shall then assume office and proceed with the nomination and election of a Vice President for the ensuing year. (Also, see Article VI.) This newly organized Board shall then proceed with any new business necessary at this first meeting, including establishing the meeting dates for subsequent Board meetings.

SECTION 10. OTHER REGULAR MEETINGS

Other regular meetings of the Board of Trustees shall be held at least monthly, day and time to be determined by the Board of Trustees.

SECTION 11. SPECIAL MEETINGS

Special meetings of the Board of Trustees for any purpose or purposes may be called at any time by the President or the Senior Minister, or, if they are absent or unable or refuse to act, any two Trustees, or twenty-five percent (25%) of the membership by petition.

Notice of the time and place of special meetings and specific purpose shall be delivered personally to each trustee or sent to each trustee by mail or electronic mail addressed to the address as it is shown upon the membership record of this Center, at least seventy-two hours prior to the time of the holding of the meeting. Such notice is not required when all current Board members, including the Senior Minister, are present, when the decision is made for a special Board Meeting, in which case special meetings may be called with the mutual consent of all members.

SECTION 9. ORGANIZATION MEETING

The first regular meeting of the board of trustees shall be held no later than thirty (30) days following the date of the annual meeting.

At the first regular and/or specially called meeting of the board of trustees following the annual meeting, the corporate secretary shall act as chairperson pro tem while a new president is nominated and elected for the new board. The new president shall then assume office and proceed with the nomination and election of a vice president [and treasurer](#) for the ensuing year. (Also, see Article VI [for further guidelines regarding officers.](#)) This newly organized board shall then proceed with any new business necessary at this first meeting, including establishing the meeting dates for subsequent board meetings.

Add the treasurer to the list of officers to be elected. Expand the parenthetical statement to highlight the need to read Article VI.

SECTION 10. OTHER REGULAR MEETINGS

Other regular meetings of the board of trustees shall be held at least monthly, day and time to be determined by the board of trustees.

SECTION 11. SPECIAL MEETINGS

Special meetings of the board of trustees for any purpose or purposes may be called at any time by the president or the senior minister, or, if they are absent or unable or refuse to act, any two (2) trustees, or twenty-five percent (25%) of the membership by petition.

Notice of the time and place of special meetings and specific purpose shall be delivered personally to each trustee or sent to each trustee by mail or electronic mail addressed to the address as it is shown upon the membership record of this center, at least seventy-two (72) hours prior to the time of the holding of the meeting. Such notice is not required when all current board members, including the senior minister, are present when the decision is made for a special board meeting, in which case special meetings may be called with the mutual consent of all members.

Remove a comma in the last sentence.

SECTION 12. QUORUM: NO PROXIES

A majority of the authorized number of Trustees shall be necessary to constitute a quorum for the transaction of business, except to adjourn. Every act or decision done or made by a majority of the Trustees present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Trustees, unless a greater number be required by law, the Articles of Incorporation, or the Bylaws. Any action taken or authorized by the Trustees shall be taken or authorized only in person and not by agent or proxy and no proxies of Trustees shall be valid.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, [except as provided in Section 8 of this Article](#).

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

SECTION 13. MAJORITY ACTION AS BOARD ACTION

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

SECTION 12. QUORUM: NO PROXIES

A majority of the authorized number of trustees shall be necessary to constitute a quorum for the transaction of business, except to adjourn. Every act or decision done or made by a majority of the trustees present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of trustees, unless a greater number be required by law, the articles of incorporation, or the bylaws. Any action taken or authorized by the trustees shall be taken or authorized only in person and not by agent or proxy and no proxies of trustees shall be valid.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken.

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

Remove reference to Section 8 of this article; nothing in Section 8 of this article pertains to notice of meetings.

SECTION 13. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the trustees present at a meeting duly held at which a quorum is present is the act of the board of trustees, unless the articles of incorporation or bylaws of this corporation, or provisions of the California nonprofit religious corporation law, particularly those provisions relating to appointment of committees (Section 9212), approval of contracts or transactions in which a trustee has a material financial interest (Section 9243), and indemnification of trustees (Section 9246e), require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 14. REIMBURSEMENT

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

SECTION 15. OPEN AND CLOSED MEETINGS

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

SECTION 16. MEETING MINUTES

Minutes shall be kept in each meeting of the Board of Trustees, Executive Committee, or other committee established by the Board of Trustees. These meeting minutes shall be submitted to the Senior Minister or their designee and be available at the next regular meeting of the Board of Trustees. These minutes shall identify attendees, the purpose for the meeting, and a brief synopsis of the meeting.

SECTION 17. NON-LIABILITY OF TRUSTEES

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

SECTION 14. REIMBURSEMENT

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

SECTION 15. OPEN AND CLOSED MEETINGS

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

SECTION 16. MEETING MINUTES

Minutes shall be kept in each meeting of the board of trustees, executive committee, or other committee established by the board of trustees. These meeting minutes shall be submitted to the senior minister or designee and be available at the next regular meeting of the board of trustees. These minutes shall identify attendees, the purpose for the meeting, and a brief synopsis of the meeting.

SECTION 17. NON-LIABILITY OF TRUSTEES

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

ARTICLE VI OFFICERS

SECTION 1. OFFICERS

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

ARTICLE VI OFFICERS

SECTION 1. OFFICERS

The officers of this center shall be a president, a vice president, a treasurer, and a corporate secretary, who is also the senior minister. In the event of the resignation or absence of the senior minister, the board of trustees may appoint a trustee as acting corporate secretary. The minutes shall state the date and reason for this appointment. With the exception of an appointed acting corporate secretary, only one office may be held by the same person

Removed the redundant sentences referencing Section 3 of this article. Removed "chairperson", which is not a term we use at the center. Eliminate the possibility that one person can hold more than one office.

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

SECTION 2. ELECTION

The officers of the Board of Trustees, except such officers as may be provided for in accordance with the provisions of Sections 3, 5, 8, and 9 of this Article, shall be elected annually by the Board of Trustees. Each shall hold office until they resign or are removed or otherwise disqualified to serve, or until a successor is properly elected and installed.

SECTION 3. ASSISTANT OFFICERS

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

SECTION 4. REMOVAL AND RESIGNATION

Any trustee or assistant officer of this Center may be removed, with or without cause, by a majority of the Board of Trustees, at any regular or special meeting called for that purpose.

Any officer may resign at any time by giving written notice to the Board of Trustees, or the President, or the Corporate Secretary. Any such resignation shall take effect at the date of the receipt of the notice or at a later time specified therein; and, unless otherwise specified therein, the acceptance of the resignation shall not be necessary to make it effective. In the event written notice is not received within 10 days of verbal notice, the verbal resignation shall become effective.

SECTION 2. ELECTION

The officers of the board of trustees, except such officers as may be provided for in accordance with the provisions of Sections 3, 5, 8, and 9 of this article, shall be elected annually by the board of trustees. Officers serve until they resign or are removed or otherwise disqualified to serve, or until a successor is properly elected and installed.

Simplify language.

SECTION 3. ASSISTANT OFFICERS

The board of trustees may appoint and may empower the president to appoint such assistant officers as the business of this center may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the bylaws or as the board of trustees may from time to time determine. Assistant officers need not, but may be members of the board of trustees.

Remove one comma from the last sentence.

SECTION 4. REMOVAL AND RESIGNATION

Any trustee or assistant officer of this center may be removed by a majority of the board of trustees at any regular or special meeting called for that purpose. Any officer may resign at any time by giving written notice to the board of trustees, the president, or the corporate secretary. Any such resignation shall take effect at the date of the receipt of the notice or at a later time specified therein; and, unless otherwise specified therein, the acceptance of the resignation shall not be necessary to make it effective. In the event written notice is not received within 10 days of verbal notice, the verbal resignation shall become effective.

Made two small grammatical updates; eliminated "with or without cause"

SECTION 5. VACANCIES

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

SECTION 6. PRESIDENT

The President shall be the chief **volunteer** officer of the **corporation**, is chief of all policy-making groups, and shall, subject to the control of the Board of Trustees, have general supervision of the business affairs and the properties of this Center. The President shall preside at all meetings of the Board of Trustees and the members and shall have such other powers and perform such other duties as may be required from time to time by the Board of Trustees. The President shall vote only in the event of a tie. **The President may appoint such committees, except those of an ecclesiastical nature, as the President may be authorized to appoint by the Board of Trustees, from time to time, and define the duties of such committees in writing. In all administrative matters, except those of an ecclesiastical nature, the President shall be responsible for maintaining open communication and relations with the Centers for Spiritual Living.**

SECTION 7. VICE-PRESIDENT

In the absence or disability of the President, the Vice-President shall perform all the duties of the President, and when so acting shall have the powers of, and be subject to, all the restrictions upon the President. The Vice-President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Trustees or by the Bylaws.

SECTION 8. CORPORATE SECRETARY

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

SECTION 5. VACANCIES

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

SECTION 6. PRESIDENT

The president shall be the chief officer of the **board**, is chief of all policy-making groups, and shall, subject to the control of the board of trustees, have general supervision of the business affairs and the properties of this center. The president shall preside at all meetings of the board of trustees and the members and shall have such other powers and perform such other duties as may be required from time to time by the board of trustees. The president shall vote only in the event of a tie.

Make the president the chief officer of the board of trustees, not the corporation. Omit the president's responsibility to form committees since Article VII addresses the board's responsibilities for creating committees. Remove the president's responsibility for maintaining open communication with the home office.

SECTION 7. VICE PRESIDENT

In the absence or disability of the president, the vice president shall perform all the duties of the president, and when so acting shall have the powers of, and be subject to, all the restrictions upon the president. The vice president shall have such other powers and perform such other duties as from time to time may be prescribed by the board of trustees or by the bylaws.

SECTION 8. CORPORATE SECRETARY

The corporate secretary shall be the senior minister of the center. The corporate secretary shall be one of the signatories for all contracts and legal documents and shall be in charge of the corporate seal. The corporate secretary shall keep or cause to be kept, at the principal office or other such place as the board of trustees may order, minutes of all meetings of trustees and members, with time and place of holding whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at trustees' meetings, the number of persons present at members' meetings, and the proceedings thereof.

As herein above provided, the Corporate Secretary shall keep [at the principal office of this Center](#) the Membership Record showing the names of the members and their addresses.

The Corporate Secretary shall give, or cause to be given, notice of all meetings of the members of the Board of Trustees required by the Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees or by the Bylaws.

SECTION 9. TREASURER

The Treasurer may be an ex-officio, non-voting member of the Board of Trustees if they are a paid employee or a non-paid volunteer. However, the treasurer may be a member of the Board, in which case the Treasurer shall have full privileges accorded all Trustees.

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

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of this Center, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and surplus. The books of accounts shall be open at all reasonable times to inspection by any trustee. The Treasurer shall be responsible for the preparation and distribution of financial statements of this Center as provided in Article IX, Section 6. All financial records should be reasonably accessible to any trustee, preferably in the principal office of the Center. The Treasurer [shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of this Center with such depositories as may be designated by the Board of Trustees. The Treasurer shall disburse or cause to be disbursed the funds of the Corporation as may be ordered by the Board of Trustees; shall render to any member of the Board of Trustees, whenever they request it, an account of all of their transactions as treasurer, and of the financial condition of this Center; and shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees or these Bylaws.](#)

As herein above provided, the corporate secretary shall keep the membership record showing the names of the members and their addresses.

The corporate secretary shall give, or cause to be given, notice of all meetings of the members of the board of trustees required by the bylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the board of trustees or by the bylaws.

Remove the requirement for "a book of" minutes, since they are now kept in electronic form. Similarly, the membership record does not need to be physically kept at the principal office.

SECTION 9. TREASURER

The treasurer may be a member of the board, in which case the treasurer shall have full privileges accorded all trustees. However, the treasurer may be an ex-officio, non-voting member of the board of trustees if they are a paid employee or a non-paid volunteer.

If the treasurer is to be a trustee, the treasurer will be elected at the first meeting of the new board along with the other officers of the board. If the treasurer is to be an ex-officio, non-voting member of the board, such person shall be appointed by the board of trustees at a time appropriate for doing so, as determined by the then existing members of the board. The currently serving treasurer shall continue serving until such time as their replacement has been determined.

The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of this center, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and surplus. The books of accounts shall be open at all reasonable times to inspection by any trustee. The treasurer shall be responsible for the preparation and distribution of financial statements of this center as provided in Article IX, Section 6. All financial records should be reasonably accessible to any trustee, preferably in the principal office of the center. The treasurer shall have such other powers and perform such other duties as may be prescribed by the board of trustees or these bylaws.

Reverse the order of the sentences about whether the treasurer is a trustee or and not. Eliminate some of the detailed list of duties assigned to the treasurer.

ARTICLE VII COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

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

- (a) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the members or of a majority of all of the members.
- (b) The filling of vacancies on the Board or on any committee which has the authority of the Board.
- (c) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (d) The amendment or repeal or any resolution of the Board which by its express terms is not so amendable or repealable.
- (f) The appointment of committees of the Board or the members thereof.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may request.

SECTION 2. OTHER COMMITTEES

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

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

ARTICLE VII COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The board of trustees may, by a majority vote of trustees, designate two (2) or more of its members (who may also be serving as officers) to constitute an executive committee and delegate to such committee any of the powers and authority of the board in the management of the business and affairs of the corporation, except with respect to:

- (a) The approval of any action which, under law or the provisions of these bylaws, requires the approval of the members or of a majority of all of the members.
- (b) The filling of vacancies on the board or on any committee which has the authority of the board.
- (c) The amendment or repeal of bylaws or the adoption of new bylaws.
- (d) The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repealable.
- (f) The appointment of committees of the board or the members thereof.

By a majority vote of its members then in office, the board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the board. The committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may request.

Remove "of this corporation" in the first sentence.

SECTION 2. OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the board of trustees. Such other committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as "advisory" committees.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

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

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the board of trustees, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of trustees and its members, except that the time for regular meetings of committees may be fixed by resolution of the board of trustees or by the committee. The time for special meetings of committees may also be fixed by the board of trustees. The board of trustees may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

ARTICLE VIII SENIOR MINISTER

SECTION 1. ROLE OF THE SENIOR MINISTER

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

- (a) Ecclesiastical head of the Center with exclusive rights.
- (b) Chief Administrative Officer reporting to the Board.
- (c) Corporate Secretary and Member of the Board of Trustees.

SECTION 2. AUTHORITY AND TERMS OF EMPLOYMENT

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

ARTICLE VIII SENIOR MINISTER

SECTION 1. ROLE OF THE SENIOR MINISTER

As presented in these bylaws, the senior minister has three (3) major roles in the center including:

- (a) Spiritual head of the center with final authority to interpret and teach the Science of Mind.
- (b) Chief administrative officer reporting to the board.
- (c) Corporate secretary and member of the board of trustees.

Clarify the meaning of "with exclusive rights".

SECTION 2. AUTHORITY AND TERMS OF EMPLOYMENT

The board of trustees shall recruit and hire the senior minister to serve as the spiritual head of the center, and chief administrative officer responsible for the employing, supervising, and discharging of all staff.

Change "ecclesiastical" to "spiritual"

SECTION 3. TERMINATION OF SENIOR MINISTER

The board of trustees may terminate the senior minister for cause at any time by delivering to the senior minister written notice of termination for good cause supported by a statement of the reason for termination.

Employment of the senior minister may be terminated without cause by adoption of a resolution to terminate by affirmative vote of at least two-thirds (2/3) of the members of the center present. This action should be taken at a special meeting of members called for such a purpose where a quorum is present. Such action of the members may be taken if notice of the time,

place, and purpose of the meeting shall have been given in accordance with provisions as to respect to all special meetings of the members.

Outline the process for terminating the senior minister

ARTICLE IX CORPORATE RECORDS

SECTION 1. INSPECTION OF CORPORATE RECORDS

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

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

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

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

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

ARTICLE IX CORPORATE RECORDS

SECTION 1. INSPECTION OF CORPORATE RECORDS

The membership record, the books of accounts, and the minutes of proceedings of the members and of the board of trustees, and of the executive and other committees of the board of trustees, shall be open to inspection by any qualified representative of Centers for Spiritual Living, or at any reasonable time by any center member when duly authorized by a member of the board of trustees.

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

All expenditures of center funds shall be evidenced by documentation approved by the person or persons authorized by the board of trustees to approve such expenditures. All checks, drafts, or other orders for payment of money shall be co-signed by **two (2) of the authorized signatories**, as from time to time shall be designated by the board.

Notes or other evidence of indebtedness issued in the name of or payable to the center, shall be signed or endorsed by such person and in such manner as from time to time shall be determined by resolution of the board of trustees.

Change "two of four authorized signatories" to "two of the authorized signatories"

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

SECTION 7. FINANCIAL REVIEW

The Center shall have a qualified accountant of record who will make an annual review of the financial books and records of the Center and make a report of findings and recommendations. This report is to be made available to the membership when complete and presented to the membership at the annual meeting of members.

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SECTION 5. INSPECTION OF BYLAWS

This center shall keep in its principal office for the transaction of business the original or a copy of these 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.

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ARTICLE X CENTER MATTERS

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

SECTION 1. MINISTERS AND PRACTITIONERS

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

SECTION 2. DISSOLUTION / DISAFFILIATION

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

ARTICLE XI PARLIAMENTARY AUTHORITY

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

ARTICLE XII AMENDMENTS

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

The notice of proposed changes will include (a) who is proposing the change, (b) the reason for the change, (c) the current language being changed, [indicated with strikeouts, if applicable](#), and (d) the new proposed language or addition. This notice will be made available to the membership for review and

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Notwithstanding any other provision of these bylaws, this center, its board of trustees, members, and officers are, and at all times shall be, subject to the following provisions:

SECTION 1. MINISTERS AND PRACTITIONERS

This center will hire and retain as ministers only those persons who shall have been duly credentialed, and who shall be and remain in good standing, as ministers of Centers for Spiritual Living, and will endorse and support the work of only those [spiritual practitioners](#) who shall have been duly licensed as such by Centers for Spiritual Living.

Align name for practitioners with title used in Centers for Spiritual Living Policies and Procedures.

SECTION 2. DISSOLUTION / DISAFFILIATION

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

ARTICLE XI PARLIAMENTARY AUTHORITY

The rules contained in the current edition of [Robert's Rules of Order Newly Revised](#) shall govern this center in all cases to which they are applicable and not inconsistent with these bylaws and any special rules of order the center may adopt.

ARTICLE XII AMENDMENTS

Any proposed change or amendment to these bylaws must first be submitted to the board of trustees for their review. Upon approval of the proposed amendment, The board of trustees will submit the proposed change(s) to the membership.

The notice of proposed changes will include (a) who is proposing the change, (b) the reason for the change, (c) the current language being changed, and (d) the new proposed language or addition. This notice will be made available to the membership for review and comment at least twenty-one (21) days prior to the proposed special meeting or annual meeting.

comment at least 21 days prior to the proposed special meeting or annual meeting.
Amendments must be approved by a minimum two thirds vote of the quorum in attendance at the special meeting or annual meeting.

These Bylaws were adopted and are effective this 21st day of March, 2022.

PRESIDENT, BOARD OF TRUSTEES

ATTEST:

(Signed)_____

CORPORATE SECRETARY, BOARD OF TRUSTEES

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

ADDRESS: 2075 Occidental Road

CITY: Santa Rosa, California 95401

TELEPHONE NUMBER: (707) 546-4543

Amendments must be approved by a minimum two-thirds (2/3rds) vote of the quorum in attendance at the special meeting or annual meeting.

Eliminate strikeouts as the only method for presenting changes to the bylaws.

These bylaws were adopted and are effective this 23rd day of March, 2025.

PRESIDENT, BOARD OF TRUSTEES

ATTEST:

(Signed)_____

CORPORATE SECRETARY, BOARD OF TRUSTEES

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

ADDRESS: 2075 Occidental Road

CITY: Santa Rosa, California 95401

TELEPHONE NUMBER: (707) 546-4543

CORPORATE SEAL:

Remove "church". Add "CORPORATE SEAL" notation to designate a place to affix our corporate seal.