

BYLAWS OF THE
Center for Spiritual Awakening
Db a Center for Spiritual Living - Olympia
As Amended October 12, 2014

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**BYLAWS OF THE
CENTER FOR SPIRITUAL AWAKENING
Db a Center for Spiritual Living - Olympia**

A State of Washington Nonprofit Religious Corporation

ARTICLE I – NAME OF CENTER

The name of this Center is Center for Spiritual Awakening dba Center for Spiritual Living - Olympia (hereafter referred to as Center).

ARTICLE 2: OFFICES

The principal office for maintaining and keeping of files and records resides with the current Core Council Secretary. The Core Council may change the principal office from one location to another. Refer to current Policies & Procedures Manual for specifics relating to the current mailing address and physical location of records.

ARTICLE 3: PURPOSES AND POWERS

Section 3.1 Purposes. The Center is organized and shall be operated exclusively for religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Subject to the foregoing, the specific purposes and objectives of the Center shall also include teaching, educating, and practicing the Science of Mind.

Section 3.2 Powers. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in Section 3.3 (Restrictions on Powers), the Center shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of the State of Washington and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals and either as principal or agent, subject to such limitations as are or may be prescribed by law.

Section 3.3 Restrictions on Powers

3.3.1 No part of the net earnings of the Center shall inure to the benefit of or be distributable to any member of the Center which is not then an exempt organization described in Section 501(c)(3) of the Internal Revenue Code, any Core Council member or Corporate Officer of the Center or any other individual

(except that reasonable compensation may be paid for services rendered to or for the benefit of the Center affecting one or more of its purposes), and no member of the Center which is not then an exempt organization described in Section 501(c)(3) of the Internal Revenue Code, and no Core Council member or Corporate Officer of the Center or any other individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Center or otherwise.

3.3.2 Notwithstanding any other provision of the Articles of Incorporation, the Center shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code,

ARTICLE 4: AFFILIATION WITH CENTERS FOR SPIRITUAL LIVING

This Center is affiliated with Centers for Spiritual Living (hereafter referred to as CSL Home Office), a Colorado Nonprofit Religious Corporation. In accordance with the terms of the Member Community Affiliation Agreement entered into between this Center and CSL Home Office, nothing in these Bylaws shall conflict with the CSL Home Office Organizational Design Model, the CSL Home Office Bylaws or the provisions of CSL Home Office’s Articles of Incorporation relating to the exempt status of CSL Home Office and/or this Center under Section 501(c)(3) of the Internal Revenue Code, as any of those documents are amended from time to time.

ARTICLE 5: MEMBERSHIPS

Section 5.1 Memberships

Regular Membership. Any person, at least eighteen (18) years of age, may become a member upon completing a Membership Agreement, a Pledge Card and meeting the other requirements as detailed in these Bylaws and in the Policies & Procedures Manual maintained by the Core Council Secretary.

Associate Members. At the discretion of the Core Council, this Center may allow Associate Members under the age of 18 with the proviso that said Members shall have no voting power.

Section 5.2 Membership Confirmation - Membership in the Center shall be considered active following application and verification by the Core Council Secretary and the Treasurer

that the membership requirements, as detailed in the Policies & Procedures Manual, have been met.

Section 5.3 Maintaining Membership. - To maintain membership status at the Center, an annual pledge indicating continued financial support, and an active commitment to service is required.

Section 5.4 Termination of Membership

5.4.1 Membership at the Center shall automatically be terminated by death, resignation, withdrawal, or failure to fulfill the requirements of membership as outlined in the Policies & Procedures Manual.

5.4.2 The Core Council of the Center shall have full power and authority to terminate the membership of any person where the membership requirements are not met. Such termination shall be by majority vote of the full Core Council. Any person whose membership is terminated by the Core Council shall be notified of such action in writing.

5.4.3 A membership may be terminated for cause by majority vote of the full Core Council upon determination that a member is acting to the detriment of this Center. The member must be sent written notice of membership termination and has ten (10) days to file a written objection with the Core Council President. Said member shall not be terminated until they have had the opportunity to present reasons why they should not be terminated to the Core Council. After hearing such reasons, the Core Council, in their sole discretion, may find the termination unwarranted and reinstate the member, suspend the member for a stated period of time, or may terminate the membership. The decision of the Core Council shall be final and not subject to further appeal.

Section 5.5 Membership Records - The Secretary of the Core Council shall maintain a true, complete and up-to-date permanent record containing at least the name, address and date of confirmation of each member of the Center. Such record shall establish membership for all purposes and shall be available for inspection by any members of the Center at all reasonable times.

ARTICLE 6: MEETINGS OF MEMBERS

Section 6.1 Annual Meeting - The Annual Meeting of the membership shall be held annually as determined by the Core Council. At such meetings, Core Council members shall be elected, reports of the affairs of the Center shall be considered, annual financial reports shall be reviewed, and any other appropriate business properly presented by the members will be conducted.

Section 6.2 Special Meetings -Special meetings of the members may be called at any time by the Senior Minister, Presiding President of the Core Council, a majority of the full Core Council or by 20% of all members of the Center. Notice of Special Meetings shall be given by the same methods as the Annual Meeting. No business, other than the business that is set forth in the notice of the meeting, may be transacted at a Special Meeting.

Section 6.3 Meeting Notice -Notice of the Annual Meeting or any Special Meeting shall be given by public announcement on at least two consecutive Sundays preceding the date of such meetings, and by written notice mailed, emailed or by other electronic method sent to the membership at least twenty-one (21) days prior to such meeting. Notice of any Annual Meeting or Special Meeting shall specify the place, day, hour, and the nature of the business to be transacted. Unless meeting notice is properly given, the meeting will be considered an unofficial meeting and any such matters of business acted upon or transacted will be considered null and void.

Section 6.4 Adjourned Meeting and Notice Thereof – “Any Annual or Special Meeting may be adjourned by the vote of a majority of the members present. When any Annual or Special Meeting is adjourned for thirty (30) days or more, the notice of the adjourned meeting shall be given as in Section 6.3 (Meeting Notice). Where any such meeting is adjourned for less than thirty (30) days, it shall not be necessary to give any such notice. “

Section 6.5 Place of Meetings - All meetings of members shall be held at the principal office or place of worship of the Center or at any other place within the community served by the Center within the State of Washington which may be designated by the Core Council.

Section 6.6 Quorum - Those members present at any scheduled meeting of the membership shall constitute a quorum for the transaction of business at such meeting.

Section 6.7 Voting Powers

6.7.1 At any Annual or Special Meeting, each member shall be entitled to one vote, except in the election of Core Council Members.

6.7.2 For any election of Core Council Members, nominations shall be received as provided in Section 7.11.2 (Nomination of Core Council Members). Each member shall be entitled to cast a total number of votes equal to the number of positions on the Core Council to be filled at such meeting, casting only one (1) vote for each nominee of choice up to the number of positions to be filled. Election of Core Council Members shall be by secret ballot. The nominees receiving the highest number of votes shall be elected. In the event that a tie occurs for any position to be filled, a run-off election shall take place between the nominees whose votes were tied, and such voting shall be by secret ballot. In the event the number of nominees equals the number of positions to be filled, election may be accepted by acclamation.

Section 6.8 Proxies Prohibited - Every member entitled to vote must do so in person and not by agent or proxy.

ARTICLE 7: BOARD OF DIRECTORS

Section 7.1 Board of Directors – The Board of Directors shall be referred to herein as the Core Council.

Section 7.2 General Powers

7.2.1 Subject to limitations of the Articles of Incorporation or these Bylaws and all applicable laws as to action to be authorized by the members, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Center shall be the responsibility of the Core Council.

7.2.2 The Core Council shall have the right to sell, convey, lease, transfer, or otherwise dispose of any real or personal property of the Center, when it is deemed to be in the best interest of the Center, except that it may not convey the real property, land and/or buildings of the principal place of worship except with the approval of a majority vote of the members present at an Annual or Special Meeting.

7.2.3 The Core Council retains the Senior, Co- and Associate Ministers.

Section 7.3 Specific Powers. In addition to their general powers, the Core Council shall have the specific powers to:

- 7.3.1 Appoint and remove all Center officers, agents, and employees, prescribe powers and duties for them and fix their compensation.
- 7.3.2 Conduct, manage and control the Center’s secular affairs and activities and make such policies and procedures for this purpose.
- 7.3.3 Set the vision, mission, goals, objectives and strategies of the Center.
- 7.3.4 Borrow money and incur indebtedness in the ordinary course of business on the Center’s behalf.
- 7.3.5 Adopt or amend a merger agreement subject to notice to and approval by the membership.
- 7.3.6 Elect to wind up and dissolve the Center subject to notice to and approval by the membership.
- 7.3.7 Exercise all other rights and powers conferred by law, or by this Center’s Articles of Incorporation or Bylaws.

Section 7.4 Role of the Core Council

- 7.4.1 **Support.** All activities of the Core Council must support the Center’s Purpose.
- 7.4.2 **Financial Development, Stewardship, and Integrity.** The Core Council is responsible for ensuring that the Center is adequately financed to fulfill the objectives set by the Core Council. The Core Council ensures the financial integrity of the Center.
- 7.4.3 **Priorities and Policies.** The Core Council sets priorities and establishes policies for the operation of the Center and develops the procedures and plans for implementation of these policies maintained in the Policies & Procedures Manual.
- 7.4.4 **Leadership.** The Core Council is responsible for ensuring the achievement of the Center’s goals, objectives, and policies.
- 7.4.5 **Responsibility.** The Core Council is responsible to the membership of the Center.

Section 7.5 Core Council Officers

President of the Core Council - The President shall preside at meetings of the Core Council and shall be the Presiding Officer for Annual business meetings. The President shall exercise and perform such other powers and duties as may from time to time be assigned to the President by the Core Council or prescribed by these Bylaws. As authorized by the Core Council, the President may appoint committees, except those of an ecclesiastical nature.

Vice President of the Core Council - The Vice President shall preside at all meetings of the Core Council in the absence of the President and shall perform such other duties as may be required by the Core Council or by the Bylaws.

Secretary of the Core Council - The Secretary shall give or cause to be given, notice of all meetings of the Core Council, and of all Center membership meetings as required by the Bylaws; shall record accurate minutes of all Core Council meetings and of all Center membership meetings, including the time, place, and proceedings of the meeting. If a membership meeting, the number of members present, and if a special meeting, how authorized. If a Core Council meeting, the names of those present, and if a special meeting; how authorized. The Secretary shall maintain the list of members in good standing and eligible to vote; and shall perform such other duties as may be prescribed by the Core Council or these Bylaws.

Section 7.6 Number of Core Council Members - The authorized number of Core Council Members shall be seven (7), including the Senior Minister, unless changed by amendment of these Bylaws. No reduction of the authorized number of Core Council Members shall have the effect of removing any Core Council Member prior to the expiration of their term of office.

Section 7.7 Senior Minister as Core Council Member - The Senior Minister of the Center shall be one of the Core Council Members and shall be a voting member, with all of the powers and duties as a Core Council Member. The Senior Minister shall not be elected to or required to fill any other Core Council office.

Section 7.8 Compensation and Reimbursement - Except for the Senior Minister, or as provided in the Center's Policies & Procedures Manual, no other Core Council member may receive compensation from the Center except as provided for in Section 3.3.1 (Restrictions on Powers).

Section 7.9 Qualifications of Core Council Members - Members of the Core Council must be Members of the Center in good standing and meet the other requirements as set forth in the Policies & Procedures Manual.

Section 7.10 Term of Office –

7.10.1 Senior Minister - The Senior Minister shall serve on the Core Council for the duration of retention at the Center.

7.10.2 Core Council Members - The term of office for the remaining Core Council Members shall be three years. A Core Council Member may be elected to a second three-year term, except that any Core Council Member having served two consecutive elected terms shall not be eligible for re-election or appointment for at least one year after expiration of the most recent term of office.

7.10.3 Appointed Core Council Members - In the event that a Core Council Member is appointed to fulfill an incomplete term that Core Council Member shall be eligible for two subsequent, full three-year elected terms following the appointed term.

Section 7.11 Nominations of Core Council Members

7.11.1 Nominating Committee Appointments - The Nominating Committee members shall be appointed by the Core Council as specified in Section 7.25.2 (Nominating Committee).

7.11.2 Nomination of Core Council Members - The Nominating Committee shall prepare a slate of nominees meeting the requirements of Section 7.9 (Qualifications of Core Council Members) for election as Core Council Members. Such slate shall be presented by the Committee when nominations are called for at the Annual Meeting.

7.11.3 Floor Nominations - Any further nominations, if any, shall be received from the floor. Those nominated from the floor must be present at the Annual Meeting and must meet the qualifications of Core Council Members set forth in Section 7.9 (Qualifications of Core Council Members). Members elected from floor nominations shall not take their seat on the Core Council until all qualifications have been verified by the Core Council Secretary.

Section 7.12 Election of Core Council Members - New Core Council Members shall be elected at each Annual Meeting of members. Voting for Core Council Members shall proceed as provided in Section 6.6 (Voting Powers).

Section 7.13 Resignation - Any Core Council Officer may resign as a Core Council Officer at any time by giving written or verbal notice to the Core Council. This shall not be deemed as a resignation from the Core Council itself. Any such resignation shall take effect at the date of the receipt of the notice or any later date specified. In event written notice is not received within ten (10) days of verbal notice, the verbal resignation shall become effective. Resignation by any officer of the Core Council automatically terminates their role as a Corporate Officer.

Section 7.14 Termination of a Core Council Member

7.14.1 Termination by the Core Council - The Core Council may, by a majority vote of the full Core Council, terminate the Core Council Membership and declare vacant the position of any Core Council Member who fails to meet the qualifications set forth in Section 7.9 (Qualifications of Core Council Members) and the Policies & Procedures Manual. The Core Council shall send notice of termination to the person who's Core Council Membership has been terminated. Termination of any Core Council Officer automatically terminates their role as a Corporate Officer.

7.14.2 Termination by the Center Membership - The Center membership has the authority to remove for cause any or all members of the Core Council, except the Senior Minister (provided for separately in Article 9), at any Annual or Special Meeting called for that purpose. A motion to remove requires a two-thirds (2/3) vote of those members present and qualified to vote. Termination of any Core Council Officer automatically terminates their role as a Corporate Officer.

Section 7.15 Vacancies on the Core Council

7.15.1 Vacancy - A vacancy or vacancies on the Core Council shall be deemed to exist in case of the death, resignation or removal of any Core Council Member, or if the authorized number of Core Council Members is increased, or if the members fail, at any Annual or Special Meeting of Members at which Core Council Members are elected, to elect the full authorized number. If the Core Council accepts the

resignation of a Core Council Member submitted to take effect at a future time, the successor shall take office when the resignation becomes effective.

7.15.2 Filling Vacancies - If a vacancy occurs by reason of removal by the membership, such vacancy may be filled at the removal meeting by nominations made from the floor and voted upon by the membership present and qualified to vote; otherwise vacancies shall be filled by a majority vote of the remaining Core Council or by a majority vote of the Center membership at an Annual Meeting or Special Meeting called to fill any vacancy or vacancies which shall not have been filled by Core Council, at the discretion of the Core Council.

7.15.3 Requirements - In all cases, the nominees or appointees must meet the requirements as set forth in Section 7.9 (Qualifications of Core Council Members) and the Policies & Procedures Manual. Members elected from floor nominations shall not take their seat on the Core Council until all qualifications have been verified by the Core Council Secretary.

Section 7.16 Place of Meeting - Regular and Special meetings of the Core Council shall be held at any place mutually agreed upon by the Core Council.

Section 7.17 Teleconferencing -The use of audio and/or video conferencing shall be allowed as a means of conducting a Core Council meeting. Teleconferencing means, for the purpose of this Section, complete all-way communication among all the participants. Each participant must be able to hear and respond to all conversation, comments, questions, and voting. Any method requiring another person to act as an intermediary for a Core Council Member does not meet the criteria for teleconferencing. Individual Core Council Members participating via teleconference shall be included in determining if a quorum is present, as described in Section 7.18 (Quorum) and shall have full voting privileges.

Section 7.18 Quorum - A majority of the standing Core Council Members 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 Core Council Members present at a meeting duly held at which a quorum is present shall be regarded as the act of the Core Council, unless a greater number is required by law, the Articles of Incorporation, the CSL Home Office Member Community Affiliation Agreement, or by these Bylaws.

Section 7.19 Proxies Prohibited - Any Core Council Member entitled to vote on any action taken or authorized by the Core Council must do so in person and not by agent or proxy.

Section 7.20 Open and Closed Meetings - All Core Council meetings are open to the Center's membership; however attendance at any part of any meeting of the Core Council may, at the Core Council's option, be limited only to the Core Council Members or may include such others as it may choose to admit.

Section 7.21 Organization Meeting

- 7.21.1 The organization meeting of the Core Council shall be held within thirty (30) days following the date of the Annual Meeting.
- 7.21.2 At this meeting, the Secretary of the outgoing Core Council shall act as Chairman pro tem while the new President is nominated and elected for the new Core Council.
- 7.21.3 The new President shall then assume office and proceed with the nomination and election of a Vice President, and a Secretary for the ensuing year. (See also Article 8, Corporate Officers). This newly organized Core Council shall then proceed with any business necessary, including establishing meeting dates for subsequent Core Council meetings.

Section 7.22 Regular Core Council Meetings - Regular meetings of the Core Council shall be held at least monthly, day, time and meeting place to be determined by the Core Council.

Section 7.23 Special Core Council Meetings

- 7.23.1 **General** – Special meetings of the Core Council 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) Council Members.
- 7.23.2 **Notice** - Notice of the day, time and place of special meetings and specific purpose shall be delivered personally to each Core Council Member or sent to each Core Council Member by mail or email to the Core Council Member's address of record, at least seventy-two (72) hours prior to the time of the holding of the meeting. Such notice is not required when all current Core Council Members are present when the decision is made for a special Core Council Meeting.

7.23.3 Waiver of Notice - The transactions of any special meeting of the Core Council, however called and noticed or wherever held, shall be valid:

- 1) if a quorum is present, and;
- 2) if each Core Council Member not present acknowledges receipt of the minutes of the meeting; or the Core Council Secretary provides documentation of certified mail delivery or attempted delivery of the minutes to last known address of any absent Core Council Member(s).

Section 7.24 Committees

7.24.1 General - The Core Council may appoint, by majority vote of full Core Council, standing or ad hoc committees, teams, and other task groups as necessary in order to carry out the work and purpose of the Center, and may give them such authority, powers, and duties as may be appropriate; provided that the final responsibility and duty for management of the affairs, assets, properties, and employees of the Center may not be delegated and shall rest upon the Core Council.

7.24.2 Nominating Committee - The Core Council shall annually select a Nominating Committee, consisting of a minimum of five (5) members, including the Senior Minister, and two (2) additional Core Council Members. The Nominating Committee will be performing duties as described in Section 7.11.1 (Nomination of Core Council Members). The Nominating Committee shall be established under the following guidelines: The two Core Council Members outlined in the Bylaws shall be Core Council Members who are not up for re-election and are continuing on the Core Council. These two Core Council Members, along with the Senior Minister, shall then select the two lay members to complete the five-person committee.

7.24.3 Senior Minister Selection Committee

When the office of the Senior Minister becomes, or is expected to become, vacant for any reason, the Core Council shall appoint a Selection Committee consisting of an equal number of Core Council Members and members of the Center who are not Core Council Members. The Core Council shall also designate one of those selected as chairperson of the Committee. The Selection Committee shall perform duties as described in Section 9.5 (Ministry Vacancies).

7.24.4 Finance Committee

The Finance Committee shall be established under the following guidelines: The Treasurer and the Bookkeeper will serve on the Finance Committee, along with at least one member of the Prosperity Team and one member of the Core Council (which can be the Treasurer if the Treasurer is on the Core Council). The Finance Committee will consist of no less than three members and no more than five. The Finance Committee shall perform duties as necessary to assist the Treasurer in setting goals, preparing and recommending an annual budget to the Core Council, and reviewing the financial records of the Center.

Section 7.25 Conflict of Interest

- 7.25.1** A Core Council member may have neither a close relative nor live-in relationship with any employee of the Center or other Core Council member serving a concurrent term on the Core Council.
- 7.25.2** The Core Council's responsibility to manage the business affairs of the Center is primary and absolute over any individual Core Council Member's personal benefits. Except as specifically provided for below, no business transactions shall be entered into by the Core Council between the Center and any person who is a member or a member-elect of the Core Council or any entity in which such person or any member of such person's immediate family shall have an opportunity for financial gain.
- 7.25.3** The Center recognizes that in specific instances or in unique matters it may be in the best interest of the Center to enter into a business transaction of the type otherwise prohibited above. Such a transaction may be permitted if:
- a) The Core Council complies with all provisions of state law relating to transactions between a non-profit organization and a Core Council Member and
 - b) The Core Council is fully apprised of the fact that the proposed transaction is of the type otherwise prohibited above and such disclosure is set forth in the Minutes and
 - c) The Core Council finds and records in its Minutes that the proposed transaction is particularly unique and advantageous to the Center and/or is upon terms and conditions which the Core Council believes to be more favorable to the Center than would be available in a similar transaction between the Center and any other party.

ARTICLE 8: CORPORATE OFFICERS

Section 8.1 Corporate Officers - The corporate officers of the Center shall be the President of the Core Council, the Vice President of the Core Council, the Secretary of the Core Council, and the Treasurer. The President, Vice President and Secretary shall be elected from the membership of the Core Council, and will serve simultaneously as Corporate Officers. The Treasurer may be, but need not be, a Council Member.

Section 8.2 Election of Corporate Officers - The Corporate Officers of the Center shall be elected annually by the Core Council at the Organization Meeting. Each shall hold office until they shall resign or shall be removed or otherwise disqualified to serve, or their successor shall be properly elected and installed.

Section 8.3 Officer Restrictions - The same person may not hold more than one office.

Section 8.4 Treasurer - The Treasurer shall maintain or cause to be maintained all depositories for all money and valuables in the name and credit of the Center as may be designated by the Core Council for receipt and disbursement of funds. This shall be done in a manner consistent with the policies adopted by the Core Council. The Treasurer shall provide to the Core Council Members, whenever they request it, statements of the financial condition of the Center. The Treasurer shall request studies and recommendations from the Finance Committee as provided for in Section 7.24.4 Finance Committee. The Treasurer shall render to any member, whenever they request it with reasonable notice, an account of all transactions as Treasurer, and of the financial condition of the Center. The Treasurer shall perform such other duties as may be prescribed by the Core Council or these Bylaws.

ARTICLE 9: MINISTRY

Section 9.1 Letter of Call - A Letter of Call, signed by the Senior Minister and by the President of the Core Council shall be the agreement in which the relationship between the Senior Minister and the Center for Spiritual Living - Olympia is detailed. The Letter of Call contains details of expected minister services, compensation, leave, business expenses, notifications, etc. The Letter of Call and its terms may be for a definite term, as determined by the Core Council, and shall have provision for periodic review and updating of the terms. The Center shall deliver an executed copy of the Letter of Call to CSL Home Office.

Section 9.2 Term of Office of the Senior Minister - The Senior Minister shall serve the Center until retirement, resignation, or termination under provisions of Section 9.8 (Termination of Senior Minister).

Section 9.3 Qualifications of Ministers - The Center shall retain as its Senior Minister and other Ministers only those individuals who are licensed and in good standing as a Minister of CSL Home Office.

Section 9.4 Responsibility of the Senior Minister - The Senior Minister expresses the purpose and vision of the Center. The Senior Minister has the following major responsibilities:

- 9.4.1 Ecclesiastical Affairs** - The Senior Minister shall have and exercise all of the powers, ecclesiastical duties and prerogatives usually accorded to the clergy as set forth in the Ministerial Code of CSL Home Office. This includes without limitation:
- the planning and conducting of all religious or worship services
 - the oversight of classes of instruction, both certificated and non-certificated.
 - the leadership, oversight and conduct of the activities of all practitioners, other ministers, organizations, ministry of prayer, affiliated groups or individuals within the Center, keeping in alignment with Science of Mind principles.
 - the leadership, oversight and conduct of religious, educational counseling, fellowship and worship activities of the Center
 - spiritual counseling to the Center’s membership (for a fee, when appropriate and as determined by the Minister), including practitioners, leaders, and active members, during designated office hours or emergency situations.

The above-mentioned duties may be delegated by the Minister as he/she chooses.

- 9.4.2 Administrative Affairs** - The Senior Minister shall be:
- responsible for keeping CSL Home Office generally informed as to its affairs
 - the Center’s spokesperson within public forums, including, but not limited to the Center’s stance on issues, topics, or public matters

The above-mentioned duties may be delegated by the Minister as he/she chooses.

9.4.3 Core Council and Committee Duties - The Senior Minister shall serve as a permanent voting member of the Core Council and shall not be elected to or fill any other

Core Council office. The Senior Minister shall also serve as a permanent member of the Nominating Committee.

Section 9.5 Ministry Vacancies - When the office of the Senior Minister becomes, or is expected to become, vacant for any reason, the Selection Committee shall initiate the process for selecting a new Senior Minister, as provided in Section 7.24.3 (Senior Minister Selection Committee).

Section 9.6 Selection Process for Senior Minister

9.6.1 Screening of Candidates - The Selection Committee shall contact CSL Home Office and work within its defined guidelines of candidating to select a candidate to fill the vacancy. The Committee shall present the name and qualifications of the person selected to the Core Council.

9.6.2 Core Council Approval - If the Core Council approves the selection, it shall present the candidate to an Annual or Special Meeting of the membership, called for such purpose, for approval. If the Core Council does not approve the selection, it shall notify the candidate of its decision and direct the Selection Committee to present such further names obtained from CSL Home Office as may be necessary to obtain a selection satisfactory to the Core Council.

9.6.3 Membership Approval - Selection requires a majority approval of the members present. If the members approve the candidate, the Core Council shall negotiate and extend a written Letter of Call as provided in Section 9.1 (Letter of Call) to such person to become the Senior Minister of the Center. If the membership does not approve such selection, the Core Council shall notify the candidate of the decision and shall direct the Selection Committee to continue as before with the selection process.

9.6.4 If the Core Council and the candidate cannot agree to the terms for the Letter of Call, and, in the opinion of the Core Council, it seems unlikely to reach agreement, the Core Council shall notify the membership of the Center and the candidate of the decision and shall direct the Selection Committee to continue as before with the selection process.

Section 9.7 Compensation of Senior Minister - The salary and benefits, including incentive compensation, if any, provided to the Senior Minister of the Center are fixed by the Core Council

and shall be included in the Letter of Call. Such benefits may be increased from time to time by the Core Council as it may deem appropriate, but shall not be reduced or adversely changed without the prior consent of the Senior Minister.

Section 9.8 Termination of Senior Minister

9.8.1 Termination. Notwithstanding any provision by the Letter of Call or any other agreement or understanding, the employment of the Senior Minister shall be terminated without liability by action of the members of the Center as provided in this Section. Notice of the proposed termination of the service of any Senior Minister shall first be given to CSL Home Office, so that a representative may attend and be heard at the meeting called for termination. Employment of the Senior Minister may be terminated by a majority vote of the full Core Council following a 2/3 recommendation of members present at an Annual Meeting or a Special meeting of members called for such purpose.

9.8.2 Meeting Notice The meeting notice shall be by the same means and methods as in Section 6.3 (Meeting Notice) of these Bylaws.

9.8.3 Prompt Payment of Monies Owed All past monies owed to a Senior Minister shall be paid promptly at the time of termination.

Section 9.9 Resignation The minister may submit his/her resignation to the Core Council. Resignation shall take effect at a time specified in the Letter of Resignation, which shall be no earlier than 60 calendar days from the date the letter of resignation is given to the Core Council.

Section 9.10 Co-Ministers - If the Center decides to employ Co-Ministers, the Co-Ministers will be considered to have equal status as Senior Ministers and all the provision in these Bylaws regarding Senior Ministers will apply. A single Letter of Call shall be prepared for the Co-Ministers and shall define the respective duties of the Co-Ministers and shall be as provided for in Section 9.1 (Letter of Call).

Section 9.11 Assistant Ministers - The position of Assistant Minister must be approved by the Core Council. Any individual employed as Assistant Minister shall serve the Center under the exclusive jurisdiction and at the pleasure of the Senior Minister, without the right of succession. Letters of Call, terms therein, and a written job description, shall be prepared by the Senior Minister and approved by the Core Council.

Section 9.12 Staff Ministers - Any Staff Minister shall be under the supervision and exclusive jurisdiction of and the pleasure of the Senior Minister and shall perform specific duties of an administrative, pastoral, music, youth, education or other area. Letters of Call, terms therein, and a written job description shall be prepared by the Senior Minister, and approved by the Core Council.

ARTICLE 10: PUBLIC POLICY

Section 10.1 Public Policy

10.1.1 Non-Partisan Activities - The Center is governed by the policies of CSL Home Office and the laws of the State of Washington. It shall be nonprofit and nonpartisan. It shall not publish or disseminate materials with the purpose of attempting to influence legislation. It shall not participate or intervene in any political campaign on behalf of any candidate for public office, or for or against any cause or measure being submitted to the people for a vote.

10.1.2 Limitations on Public Policy Pronouncements - As a general rule, public policy pronouncements shall not be made on behalf of the Center by anyone other than the Senior Minister. If a situation arises, a public policy pronouncement may be made, but only if it is consistent with the provisions of Section 10.1.1 (Non-Partisan Activities) of these Bylaws.

ARTICLE 11: CORPORATE MATTERS

Section 11.1 Inspection of Corporate Records - The Membership Records and the minutes of the proceedings of the membership and of the Core Council shall be open to inspection at the principal office of the Center at any mutually agreeable time by any qualified representative of CSL Home Office or by any Center member.

Section 11.2 Shares of Other Corporations - The President or Vice President, acting together with the Senior Minister, are authorized to vote, represent, and exercise on behalf of the Center all rights incident to any and all shares of any other corporation or corporations owned by the Center. Such authority may be exercised either by such officers in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officers.

ARTICLE 12: FINANCIAL MATTERS

Section 12.1 No Liabilities - Neither the Core Council Members, nor Officers, nor members of the Center shall be personally liable for the debts, liabilities, or obligations of the Center.

Section 12.2 Center Finances - The financial support of the Center shall be by voluntary offerings, pledges or gifts, and from such other sources and activities as may be proper and in keeping with the purposes of the Center. No fixed membership dues shall be charged but all members are required to make an annual financial pledge to the Center.

Section 12.3 Fiscal Year - The Core Council is responsible for determining the Fiscal Year as specified in the Policies & Procedures Manual, provided that no Fiscal Year shall be longer than twelve (12) months.

Section 12.4 Execution of Contracts - The Core Council, except as otherwise stated in the Bylaws, may authorize any officer or agent to enter into any contract, or to execute any instrument in the name of and on behalf of the Center. Such authority may be general or limited to specific instances; and, unless so authorized by the Core Council, no officer, agent, or employee shall have any power or authority to make any agreement or create any obligation which shall bind the Center.

Section 12.5 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 Core Council to approve such expenditures. All checks, drafts, or other order for payment of money shall be signed by authorized signatories, as designated by the Core Council.

Section 12.6 Financial Statements - It shall be the duty of the Treasurer to prepare, or cause to be prepared, and to make available to the members, an annual financial statement, including a balance sheet and statement of income and expenses and a report shall be made at each Annual Meeting of the members.

Section 12.7 Annual Review - An Annual Review of the financial operations (books, records, and operations) of the Center shall be conducted by or overseen by a qualified financial professional with the scope of work to be determined by the Core Council. An Audit may be conducted when deemed necessary by the Core Council. Results of such Annual Review or Audit shall be presented to the membership at the Annual Meeting.

Section 12.8 Inspection of Financial Records - A copy of all financial statements shall be available at the principal office of the Center, and shall be open at all reasonable times to inspection by any member. The books of account shall be open to inspection at any mutually agreeable time by any Council Member, or by any Center member when requested in writing to the President of the Core Council, including a statement of reasonable purpose.

ARTICLE 13: RECORDS AND REPORTS

Section 13.1 Maintenance of Center Records

13.1.1 Responsibilities of Secretary - The Secretary shall keep or cause to be kept, adequate and correct minutes, in written form, of the proceedings of each Center meeting, and each Core Council meeting and vote. This shall include the date, time and place of the meeting, whether regular or special, and if special, how authorized, the notice given and the names of those present at such meetings. Also, a record of the names and addresses of all members shall be maintained. All such records shall be kept at the principal offices of the Center; determination of such office location resides with the current Core Council Secretary.

13.1.2 Responsibilities of Treasurer - The Treasurer shall keep or cause to be kept adequate and correct books and records of accounts of the properties and business transactions of the Center. This shall include accounts of its assets, liabilities, receipts, disbursements, gains, losses, and capital, and other matters customarily included in financial reports.

Section 13.2 Members' Inspection Rights

Any member may, upon giving written notice to the Center, and for a purpose reasonably related to the interest of the Center:

- inspect the records of names and addresses of members
- inspect the Member Community Affiliation Agreement, Articles of Incorporation and the Bylaws of the Center, as amended to date.
- inspect accounting documentation and records
- inspect Minutes of the proceedings of the Members' Annual and Special Meetings and the Core Council.
- Inspect the Core Council's Policies and Procedures Manual

Section 13.3 Core Council's Inspection Rights - Every member of the Core Council shall have the right at any reasonable time to inspect, copy and make extracts of all records and documents of the Center and to inspect the physical properties of the Center.

ARTICLE 14: ASSETS

Section 14.1 Normal Disposition of Assets - No assets of the Center may be sold, donated, or otherwise disposed of without the specific approval of the Core Council.

Section 14.2 Asset Liquidation or Dissolution - The properties and assets of the Center are irrevocably dedicated to religious purposes. No part of the net earnings, properties, or assets of the Center upon dissolution or otherwise, shall inure to the benefit of any private person or individual or any Core Council member. On liquidation or dissolution, all properties and assets of the Center shall be distributed and paid over to an organization described in Internal Revenue Code, Section 501 (c)(3) dedicated to religious purposes.

In the event that any such assets are not disposed of as described above, then such assets shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for non-profit purposes under Section 501(c)(3) of the Internal Revenue Code.

Notwithstanding the foregoing, in the event that any such assets cannot be distributed for exempt purposes to another non-profit organization, then such assets shall be distributed to the federal government or to a state or local government, for a public purpose.

ARTICLE 15: AMENDMENT OF BYLAWS

Section 15.1 Bylaws - The Bylaws of this corporation are adopted for the purpose of prescribing and defining the means and methods by which the Center, its membership, its Core Council and its staff shall function and carry out their respective duties, obligations and purposes. In all events the applicable provisions of the corporation statutes of the State in and under which the Center is organized as a corporation shall prevail. These Bylaws form the basic policies for structure and function of the Center.

Section 15.2 Amendment by the Center –

15.2.1 Bylaws Committee. The Core Council may appoint a Bylaws Committee as needed for proposing new Bylaws, or for proposing the amendment or repeal of these Bylaws, for consideration by the Core Council.

15.2.2 Amendments.

- These Bylaws, with the exception of changes to Articles 17 (Dissolution and Disaffiliation) and 14 (Assets), may be amended, repealed, or new bylaws adopted by the affirmative vote of two-thirds (2/3) of the Center’s Members present and voting at an Annual Meeting or a Special Meeting.
- Amendments to Articles 17 (Dissolution and Disaffiliation) and 14 (Assets) can only be adopted by the affirmative vote of two-thirds (2/3) of Members present and voting at a Special Meeting **where a quorum of one-half (1/2) of the Center’s Members are present.**

Section 15.3 Notice - Notice of meeting shall be given by the same methods as the Annual Meeting of Members. No business, other than the business that is set forth in the notice of the meeting, may be transacted at such meeting.

Section 15.4 Effective Date. All Bylaws changes shall become effective immediately unless otherwise proposed as part of the Bylaws change.

ARTICLE 16: POLICIES AND PROCEDURES

All other policies and procedures are the responsibility of the Core Council to be maintained in a Policies & Procedures Manual by the Core Council Secretary.

ARTICLE 17: DISSOLUTION AND DISAFFILIATION

Section 17.1 Dissolution - In the event of the dissolution and the discontinuance of the activities of this Center, the Core Council, after payment of or adequate provision for all of its liabilities, shall cause the remaining assets to be paid over or transferred to any among one or more exempt organizations in accordance with Section 501(c)(3) of the Internal Revenue Code.

Section 17.2 Disaffiliation - In the event of disaffiliation from CSL Home Office, the provisions of these Bylaws shall continue in force with the exception of those provisions related

to CSL Home Office. In the event of disaffiliation from CSL Home Office, all assets remain the property of the Center.

These Bylaws were adopted and are effective this _____ day of _____, 2014

President, Core Council

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Center for Spiritual Awakening dba Center for Spiritual Living, Olympia, a Washington nonprofit religious corporation, that these Bylaws, consisting of twenty-four pages, are the Bylaws of this Center adopted by the Core Council as of _____, 2014; and that these Bylaws have not been amended or modified since that date.

Executed on _____, 2014 at Olympia, Washington

Buffie Finkel, Secretary

**Center for Spiritual Awakening dba
Center for Spiritual Living - Olympia**