

**Incorporated Under the Laws
of the
State of Illinois**

ARTICLE I - Name

The name of this organization shall be Unity In Chicago.

ARTICLE II - Purpose

Section 1: Statement of Purpose

The purpose of Unity In Chicago, an Illinois corporation, is to teach the universal principles of Truth, as taught and demonstrated by Jesus Christ and interpreted by Unity® and Unity Worldwide Ministries, a nonprofit corporation organized and existing under the laws of the state of Georgia with headquarters at Lee's Summit, Missouri.

Section 2: Accomplishment of Purpose

In the accomplishment of this purpose, Unity In Chicago shall endeavor to conduct services of worship and classes of instruction and to demonstrate the principles of Truth by using them in the operation of Unity In Chicago and to adopt other means that in the judgment of the minister(s) will further the principles of practical Christianity among people everywhere.

The Board of Trustees together with the Senior Minister and co-ministers may adopt policies to further accomplish the purposes of Unity In Chicago.

Section 3: Unity Worldwide Ministries

Unity In Chicago shall be a vital part of the worldwide Unity movement and a member of Unity Worldwide Ministries. Any active member of Unity In Chicago may call upon the resources and support of Unity Worldwide Ministries through its Senior Minister or co-ministers, Board of Trustees, staff, or through direct communication with Unity Worldwide Ministries.

In the spirit of cooperation, the operation and conduct of Unity In Chicago shall comply with the regulations and policies of Unity Worldwide Ministries as outlined in Unity Worldwide Ministries Bylaws, insofar as they do not conflict with the laws of the State of Illinois.

- a. Participation.** Unity In Chicago may have its voice heard and its wishes expressed in the membership meetings of Unity Worldwide Ministries, and its members may participate in workshops, seminars, and classes designed to encourage and foster their spiritual development and that of Unity In Chicago.

- b. Resources.** Unity In Chicago can benefit from its membership in Unity Worldwide Ministries and its corresponding region through direct support, materials, and coaching regarding organization, finances, music, adult and youth education, church growth programs, ethics compliance, and other topics related to church function.
- c. Leadership.** Unity In Chicago shall have as its leader an ordained or licensed Unity minister(s) approved for Unity In Chicago employment by Unity Worldwide Ministries or a person serving under special dispensation approved by Unity Worldwide Ministries. For the purpose of these Bylaws, the term “minister” shall include a person serving under special dispensation of Unity Worldwide Ministries.
- d. Teaching.** The principles of practical Christianity shall be taught through Unity In Chicago using methods, textbooks, literature, and other materials approved by Unity Worldwide Ministries, the Board of Trustees or Senior Minister.
- e. Reports.** Unity In Chicago shall make annual reports to Unity Worldwide Ministries as required.

ARTICLE III - Office, Official Records and Laws

Section 1: Principal Office

The principal executive office of the corporation will be fixed by the Board of Trustees. Said office shall be in the County of Cook, State of Illinois, or at such other place within the State of Illinois as the Board of Trustees hereafter shall designate. The Corporation may also have offices at such other place or places, as the Board of Trustees may from time to time designate.

Section 2: Official Records

Records of membership, finances, donations, corporate minutes, and other records required by law or as designated by the Board of Trustees shall be maintained at the principal office of the corporation. Confidential documents are available only for use by the minister(s), Board members, or designated professional staff. Other non-confidential documents are available to active members upon written request to the Board Secretary.

Section 3: Legal Adherence

-Unity In Chicago shall observe all local, state and federal laws which apply to a non-profit corporation as defined in Section 501(c)(3) of the Internal Revenue Code, as amended from time to time.

ARTICLE IV - Members

Section 1: Qualifications

A member of Unity In Chicago will endeavor to live in accord with the Jesus Christ principles of love and truth as taught by Unity® and further the work of Unity In Chicago through active interest, love, and support.

Section 2: Active and Inactive Members

The Board of Trustees shall cause a listing of active members of Unity In Chicago to be established and maintained. Active members shall be (a) prior to the date of the adoption of these Bylaws, individuals recognized by the Trustees for the member's support of Unity In Chicago's accomplishment of its purposes and demonstrated by, among other criteria to be set by the Trustees, attendance at services, attendance at classes, volunteering, financial support and other contributions recognized by the Senior Minister or Trustees, (b) members who have filed their application for membership and been approved by the Trustees prior to adoption of these Bylaws, and (c) individuals who, in the future, desire membership in Unity In Chicago and who file an application for consideration by the Trustees, which application is subsequently approved by the Trustees.

From and after the date of the adoption of these Bylaws, anyone desiring membership in Unity In Chicago must file an application for membership card with Unity In Chicago office in such form as the Trustees have approved. Prospective members may need to meet additional requirements according to current Unity In Chicago policies. The application will be presented to the Board of Trustees at its next regular meeting. A majority vote of the Trustees present and voting at a meeting with a quorum will be required for the applicant to become an active member. The applicant will be notified of the Board action by the Board Secretary.

All staff, ministers and licensed Unity teachers at Unity In Chicago are considered active members of Unity In Chicago.

An inactive member shall be any individual who considers himself, or herself, a member but does not meet the criteria for an active member set forth in this Section 2. Inactive members shall not have voting rights at membership meetings nor serve on the Board of Trustees.

Section 3: Active Members

Active members shall have full membership rights. Each active member shall have voting rights at all membership meetings up through and including the next regularly scheduled annual membership meeting.

Section 4: Membership Recommitment

To retain active membership rights, each member must indicate a desire to remain a member by recommitting in a manner and frequency determined by the Board of Trustees.

Section 5: Classes of Members

There shall be two classes of members of Unity In Chicago: active and inactive. Only active members have full membership rights and may participate and vote in any membership meeting and serve on the Board of Trustees.

Section 6: Rights of Active Members

Each active member of Unity In Chicago shall have the following rights:

1. Vote at any membership meeting, at which the active member is present.
2. Vote to elect the Board of Trustees.
3. Vote to ratify the Bylaws of Unity In Chicago, or any amendments thereto.
4. Vote to elect two (2) active members to serve on the Nominating Committee. The first will serve as the Nominating Committee Chair. In the event the person elected to serve as Chair becomes unavailable, the second elected member shall serve.
5. Vote to override any action of the Board of Trustees provided a special membership meeting is called. The override must consist of an affirmative vote of three- fourths (3/4ths) of the entire active membership.
6. Vote for the removal of any Trustee from office by a two-thirds (2/3rds) vote of the entire active membership.
7. Vote on any matters officially brought to the attention of the Membership.
8. Offer suggestions to the Minister(s) or Board of Trustees as may seem advisable for the good of Unity In Chicago.
9. After having brought a grievance to the Minister and Board of Trustees and having received no resolution, any one-fourth (1/4) the of membership may request liaison assistance from Unity Worldwide Ministries by notifying the Executive Director of Unity Worldwide Ministries in writing with copies to the Board of Trustees and Minister(s) of Unity In Chicago.
10. Attend regular in-person meetings of the Board of Trustees. (Certain protocols will be followed to ensure that the work of the Board is performed in an orderly and efficient fashion. See Article VI, Section 5.)
11. Examine the minutes of the Board of Trustees meetings, or the compilation audit report for a time period covering the last fiscal year, upon written request to the Minister(s) or a Board member.

Section 7: Membership Termination

- a. **Removal of Membership for Cause.** Any member may be removed from the active membership roll for cause by the Board of Trustees. Prior to any action - vote - concerning removal, the member in question must be notified by certified mail, sent to the last known address on file with the Secretary of Unity In Chicago, at least ten (10) days prior to the Board of Trustees' meeting, of the charges that may lead to removal of the member and be given an opportunity for a hearing before the Board of Trustees. A two-thirds (2/3rds) vote of the Trustees shall be required for removal of a member provided that the Senior Minister or co-ministers are in agreement with this action.
- b. **Member Resignation.** A member may resign from membership by providing written notice to the Unity In Chicago Senior Minister or Board of Trustees.

Section 8: Reinstatement of Inactive Member.

- a. **Reinstatement with two years.** If a member who has become inactive wishes to return to active status within the first two years after becoming inactive, such a member who meets active membership qualifications, and is approved by the

majority vote of Board of Trustees, shall be reinstated as an active member. In order to vote at a membership meeting such reinstated members must fulfill these requirements at least six (6) weeks before a membership meeting.

2. **Reinstatement after two years.** If a member has been inactive for two years or more and desires to become an active member again, such a member must reapply for active membership in the same manner required of new members.

ARTICLE V - Meetings

Section 1: Annual Meetings

There shall be one annual membership meeting each year.

- a. **Date and Location of Annual Meeting.** The annual membership meeting shall be held at the principal executive office of Unity In Chicago on a Sunday in November at a time established by agreement between the Senior Minister or co-ministers and Board of Trustees.
- b. **Notice.** Written notice will be sent by the Board of Trustees to all active members, in such manner as reasonably determined by the Trustees, at least ten (10) days in advance of the annual meeting, stating the date, time, and place of the annual meeting. The notice to active members shall be based on the most recent information available to the Trustees. It shall be the responsibility of each member to inform the Trustees of any changes of information of such member, which would affect these notice provisions.
- c. **Quorum.** The lesser of fifty (50) active members or one-fourth (1/4th) of the active membership shall constitute a quorum for the transaction of business at any membership meeting.
- d. **Presiding Officer.** The President of the Board of Trustees shall serve as the presiding officer of the annual membership meeting.
- e. **Participation.** The right to speak, debate, make motions, and vote during annual meetings shall be restricted to those active members present. The right of other persons to speak during membership meetings may be extended by a two-thirds (2/3rds) vote of the active members present and voting. Unity Worldwide Ministries' representatives have a right to speak when they have been invited by the Senior Minister or co-ministers, the Board of Trustees, or any active member.
- f. **Voting.** Unless otherwise provided in these Bylaws, a majority vote of the active members present and voting will be necessary for approval or disapproval of the action being voted upon. Proxy, absentee, or electronic (internet, email, fax, etc.) voting are not allowed.

g. Purpose and Authority. Annual membership meetings shall have the purpose and authority to do all of the following:

1. Elect members to the Board of Trustees;
2. Approve proposed amendments to these Bylaws;
3. Approve by a two-thirds (2/3rds) vote of the active members present and voting any expenditure regarding the sale, pledge, or proposed financing of real property belonging to Unity In Chicago that exceeds twenty-five thousand dollars (\$25,000) or one-third (1/3rd) of the previous year's income, whichever is greater;
4. Elect two (2) active members to serve on the Nominating Committee. The first will serve as the Nominating Committee Chair and the second will serve. In the event the person elected to serve as Chair becomes unavailable, the alternate shall serve;
5. Override any action of the Board of Trustees, provided that notice of the action to be voted upon is submitted to all active members in writing ten (10) days prior to the meeting and is approved by a three-fourths (3/4ths) vote of the entire active membership;
6. Remove by a two-thirds (2/3rds) vote of the entire active membership any or all Trustee(s) from the Board of Trustees; and
7. Vote on any matters officially brought to the attention of the membership.

h. Prayer. In any annual membership meeting, the Board President, minister(s), and Unity Worldwide Ministries' Representative, or any active member may request that action on an item of business be suspended while the membership enters into a time of prayer on the issue. Upon such request, the President may provide a brief period of prayer and silence.

Section 2: Special Membership Meetings

a. Requesting Special Meetings. Any time the affairs of Unity In Chicago warrant, a special membership meeting may be requested for a stated purpose by the Senior Minister or co-ministers; a majority vote of the entire number of Trustees currently serving on the Board of Trustees; or a petition signed by one-fourth (1/4th) of the active membership and submitted to the Board of Trustees.

b. Calling Special Meetings. Upon receiving proper request for a special membership meeting, the President of the Board of Trustees shall call the meeting on behalf of the requesting party within thirty (30) days of the receipt of the request. The location, notice, quorum, presiding officer, participation, voting, and prayer provisions for special membership meetings shall be the same as those for annual meetings.

c. Special Meeting Business. Business conducted at a special meeting shall be limited to the pre-stated purpose(s) given in the meeting notice.

ARTICLE VI – Board of Trustees

Section 1: Membership

The Board of Trustees shall be composed of the Senior Minister or co-ministers and no fewer than six (6) and not more than ten (10) **other** Trustees elected from among the active membership of Unity In Chicago at the annual membership meeting.

Section 2: Term of Office

Elected Trustees will hold office for two years, or until their successors have been elected and assume office. Trustees elected at any annual membership meeting shall take office at the conclusion of the annual membership meeting at which they were elected. No elected s-Trustees will serve more than two consecutive terms without an interval of one year between terms. Any person who serves on the Board more than half of a term shall be credited with having served a full term.

Section 3: Prohibition of Service

The following persons are prohibited from serving on the Board of Trustees:

1. any active licensed Unity teacher;
2. relatives, significant others or household members of any Minister, Board member or licensed Unity teacher;
3. individuals receiving compensation from Unity In Chicago with the exception of the Senior Minister or co-ministers;
4. relatives, significant others, or household members of any individual receiving compensation from Unity In Chicago.

Section 4: Regular Board Meetings

Regular meetings of the Board of Trustees will be held at the principal executive offices of Unity In Chicago at a date and time as established by the Board of Trustees.

Section 5: Duties and Responsibilities of the Board of Trustees

As representatives of the membership, the Board of Trustees shall:

- a. Uphold the spiritual purpose of Unity In Chicago as stated in Article II, Section 2 of these Bylaws;
- b. Uphold the highest best interests of the membership in conducting the business of Unity In Chicago;
- c. Be conversant with these Bylaws and establish policy for the operation of Unity In Chicago;
- d. Be faithful in attendance at services as well as Board and membership meetings of -Unity In Chicago;

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Annual Meeting of the Membership November 13, 2016

- e. Determine the business needs of Unity In Chicago and authorize payment of funds for those purposes;
- f. Administer the real and personal property of Unity In Chicago;
- g. Make decisions regarding the sale, pledge, or proposed financing of real property belonging to Unity In Chicago provided that all decisions concerning the sale, pledge, or proposed financing of real property exceeding twenty-five thousand dollars (\$25,000) or one-third (1/3rd) of the previous year's income, whichever is greater, shall be presented to the membership at a properly constituted membership meeting for final approval;
- h. Employ a licensed or ordained Unity minister(s) through cooperation with the employment management procedures of Unity Worldwide Ministries;
- i. After Unity In Chicago and its Senior Minister or co-ministers have sought to reconcile differences and cooperated with the procedures and guidance of Unity Worldwide Ministries, the Board of Trustees may terminate the employment of a Senior Minister or co-ministers by a two-thirds (2/3rds) vote;
- j. As recommended by the Senior Minister or co-ministers, determine staff positions and authorize funds for their financial support;
- k. Establish the dates for the beginning and ending of the fiscal year;
- l. Cause to be prepared each year a complete financial statement with disclosures that will set forth the financial conditions and operations of Unity In Chicago;
- m. Secure a fidelity bond or theft and dishonesty insurance for persons handling church funds;
- n. Secure a Trustees and Officers liability insurance policy.
- o. Secure appropriate insurance for the assets of Unity In Chicago.
- p. Approve applicants for membership;
- q. Determine the manner & frequency of membership recommitment
- r. Fill the unexpired term of any Trustee;
- s. Elect officers of the Board and their successors to fill any unexpired term when necessary;
- t. Create such Standing Committees as needed to support the functions and responsibilities of the Board and appoint active members to those Standing Committees;
- u. Advise the President of the Board on appointments to Standing Committees;

- v. Seek Unity Worldwide Ministries' assistance in the event of a dispute adversely affecting Unity In Chicago;
- w. Attend and actively participate in ongoing Board education programs;
- x. Consider other issues brought to their attention by the minister or members of the Board;
- y. Keep or cause to be kept an accurate record of active and inactive members;
- z. Keep or cause to be kept accurate records of gifts to Unity In Chicago in compliance with Internal Revenue Service regulations;
- aa. Issue or cause to be issued necessary 1099 and W-2 forms in compliance with Internal Revenue Service regulations;
- bb. Acknowledge in writing contributions in compliance with Internal Revenue Service regulations;
- cc. Decide the frequency of the financial audit and retain an outside neutral third party to conduct the audit: and
- dd. Take such other actions as may be deemed necessary for the best interests of Unity In Chicago.

Section 6: Member Attendance at Regular Board Meetings

- a. All regular meetings of the Board will be open to active members, except for Executive Sessions and any Board Education.
- b. Board meetings open to active members should not be confused with public meetings (e.g., the Annual Meeting) in which visitors are invited to speak as part of the approved agenda. The Board recognizes in all instances its right to control Board meetings. Guests may comment to the Board only at the designated "Open Forum" section on the agenda, when the Board requests public comment, or if the Board recognizes the guests.
- c. So that meetings may be conducted in the most orderly manner, discussion of agenda items will be limited to communications among Board members and those individuals the President recognizes to speak.
- d. Only Board members, the recorder of minutes, and designated participants when invited, will sit at the Board table. Visitors will be asked to sit in an area designated for guests.
- e. Visitors will be asked to refrain from; taking part in the Board's deliberations except upon request from the Board, use of phones and other electronic devices, and otherwise not disrupt the Board's work.
- f. The Board may invite any staff to the Board meeting necessary as a resource for discussion of issues during the meeting.

- g. The Board is not expected to respond at open meetings to questions or requests for information or requests for action from visiting members. The Board will note the request and respond at a later appropriate time after Board Members have an opportunity to review the material.

Section 7: Special Board Meetings

Special meetings of the Board will be called by the President of the Board if requested by the Senior Minister or co-ministers; if requested by two or more Trustees; or if the President of the Board deems it necessary. Any request for a special Board meeting shall be made in writing to the Board Secretary. All current Board members, including the Senior Minister or co-ministers, shall be given notice of any special Board meeting at least forty-eight (48) hours in advance of the meeting. The attendance of any member of the Board at the meeting shall serve as a waiver of this notice requirement. Special Board meetings are open to active members by invitation only.

Section 8: Quorum

A majority of the total number of Trustees currently serving shall constitute a quorum for the transaction of business.

Section 9: Minister(s) Attendance

The Senior Minister is a member of the Board or Trustees with all rights and privileges therein. The co-minister(s) have the right to attend all Board meetings. These rights are with the exception of those meetings or portions thereof that pertain to determinations of the minister's or co-minister's salary, any contract with the Senior Minister and/or co-minister(s), and/or review of their work record.

Section 10: Prayer

It is important that in addition to adhering to the normal procedures for legal functioning set forth in these Bylaws, that the spiritual principles taught by Unity be utilized in the handling of decisions before the Board of Trustees. During the discussion of an item of business any Trustee may request time for prayer about an issue. Upon such request the President shall provide a period of prayer and silence.

Section 11: Nomination and Election

- a. **Qualifications.** To be eligible to be elected to the Board of Trustees, a person must have been an active member of Unity In Chicago for at least one year as of the date of the annual meeting. In addition, candidates for election shall endeavor to live in accord with the Jesus Christ principles of love and truth as taught by Unity; work to further the purposes of Unity In Chicago through active interest, love, and support; be a sincere and continuing student of Unity always remaining conversant with its teachings; and have demonstrated leadership capabilities.

b. Nominating Committee.

1. Selection. A Nominating Committee will be formed at least two months prior to the annual membership meeting. The Nominating Committee will consist of the Senior minister or co-ministers and three active members selected in the following manner:

- a. At the annual membership meeting, the membership shall from among the active membership of Unity In Chicago select two (2) active members to serve on the Nominating Committee. The first will serve as the Nominating Committee Chair for the following year's election. In the event the person elected to serve as Chair becomes unavailable, the alternate shall serve. If the alternate also becomes unavailable to serve, the Board will elect a person from among the active members who is not a current member of the Board to fill the vacancy.
- b. The Board will elect one of its Trustees to serve on the Nominating Committee.
- c. Together with the Senior Minister or co-ministers, the above elected Nominating Committee members will select a third person from among the active members to serve on the Nominating Committee.

2. Duties and Responsibilities. The Nominating Committee will initiate a search for at least the number of open positions for qualified candidates for nomination as members of the Board of Trustees. The report of the Nominating Committee will be sent to all active members at least ten (10) days prior to the annual membership meeting.

c. Nomination Procedure. The presiding officer of the annual membership meeting shall:

1. Read Section 11a and 11d of these Bylaws just prior to beginning the process of nomination and election;
2. Call upon the Chair of the Nominating Committee to offer the Committee's nominations.

d. Election Procedure. The election shall be by ballot if there are any partial terms to be filled or there are more than two nominees. The result of the vote shall be announced to the Annual Meeting. The nominees receiving the largest number of votes will be elected to fill the Board openings.

Section 12: Removal from Office by the Board of Trustees

Any Trustee may resign at any time. A letter of resignation will be made available to the membership as an attachment to the minutes of the meeting immediately following such a resignation. In addition, any Trustee may be removed by the Board of Trustees for cause due to unexcused absences from three regular meetings or because of a failure to fulfill the duties of the office.

Section 13: Vacancies

Should a vacancy occur among the elected members of the Board of Trustees, the Board may select a qualified replacement to fill the position. A majority vote shall be necessary for election. The term of service for any replacement shall expire on the date of the next annual meeting.

Section 14: Board of Trustees Officers

The officers of the Board of Trustees shall be a president, a vice president, a secretary, and a treasurer. All officers will be selected in a manner determined by the Board at the first Board meeting after the annual meeting or at a special meeting called for the purpose of selecting officers. The term of office shall be one year or until successors are elected.

Section 15: Duties of Officers

- a. President.** The president shall preside at all Board of Trustees meetings; preside at all membership meetings; appoint active members of Standing Committees with the advice of the; serve as an ex officio member of all Committees except the Nominating Committee; sign such papers and documents upon proper authorization as may be necessary; and be responsible for the planning of Board orientation, retreats, and workshops.
- b. Vice President.** The vice president shall assist the president in the performance of that officer's duties; perform all the duties of the president of the Board in the absence of the president; and succeed to the office of president in case the office of the president becomes vacant. In such a case, a new vice president will be elected from among the remaining Trustees to fill the remainder of the unexpired term.
- c. Secretary.** The secretary shall keep, or cause to be kept, an accurate record of the minutes of all Board and membership meetings; hold in custody and be responsible for all reports, contracts, other legal papers, and the meeting minute books which will be kept at the principal executive office of Unity In Chicago at all times or in such other depository as prescribed by the Board; attend to all official business as directed by the Board; keep or cause to be kept accurate active and inactive membership lists; and send or cause to be provided yearly membership renewal cards to all active and inactive members.
- d. Treasurer.** The treasurer shall be custodian of all funds belonging to Unity In Chicago; pay out or cause to be paid out funds authorized by the Board; keep, or cause to be kept, a record of all financial transactions; submit a monthly financial report at each regular Board meeting; submit a financial report covering the last three calendar quarters of the current fiscal year and a projection for the last calendar quarter of the current fiscal year to the annual membership meeting; oversee the audit and account for, or cause to be accounted for by the appointment of qualified persons, all funds received being responsible to assure that they are deposited in accounts authorized by the Board. All such functions will be carried out according to the most current financial policies developed and maintained by the Finance Committee. In addition, the treasurer will chair the Finance Committee.

Section 16: Composition and Duties of the Executive Committee

The Executive Committee shall act for and on behalf of the Board of Trustees when the Board is not in session, but shall be accountable to the Board for its actions. It shall be composed of President, Vice-President, Treasurer, and Secretary. The Senior Minister shall sit on the Executive Committee as well, except where his/her salary or performance is up for review or discussion. The President will serve as head of the Executive Committee. A quorum shall consist of a majority of those that serve on the Executive Committee.

Section 17: Board Approval

No Officer, Trustee, Committee Member or Employee shall make public any formal action or make public any resolution or in any way commit Unity In Chicago on a question of policy without first receiving formal approval of the Board of Trustees.

Section 18: Conflict of Interest Policy

a. Purpose

The purpose of this conflict of interest policy is to protect the interests of this tax-exempt organization when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an Officer or Trustee of the Church that might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state or federal laws governing conflict of interest applicable to non-profit or charitable organizations.

b. Definitions

1. Interested Person

Any Trustee, Officer, Employee or Member of a Committee with Board delegated powers, who has direct or indirect financial interest, as defined below, is an Interested Person.

2. Financial Interest

A person has financial interest if the person has, directly or indirectly, through business investment or family:

- i. An ownership or investment interest in any entity with which Unity In Chicago has a transaction or arrangement.
- ii. A compensation arrangement with Unity In Chicago or with any entity or individual with which Unity In Chicago has a transaction or arrangement, or
- iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Unity In Chicago has a transaction or arrangement.

3. Compensation

Compensation includes direct or indirect remuneration as well as gifts or favors that are not insubstantial.

c. Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest, and be given the opportunity to disclose all material facts to the Trustees, Officers and members of committees with Board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial and all material facts, and after any discussion with the Interested Person, the Interested Person will leave the Board or Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Committee Members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- i. An Interested Person may make a presentation at a Board or Committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- ii. The Chair of a Board or Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the Board or Committee shall determine whether Unity In Chicago can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- iv. If a more advantageous transaction or arrangement is not reasonably possible under the circumstances, not producing a conflict of interest, the Board or Committee shall determine by a majority vote of the disinterested Trustees, whether the transaction or arrangement is in the best interests of Unity In Chicago, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of Conflict of Interest Policy

If the Board or Committee has reasonable cause to believe that an Interested Person has failed to disclose actual or possible conflicts of interest, it shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged conflict of interest and failure to disclose.

If, after hearing the response of the Interested Person, and after making further investigation as warranted by the circumstances, the Board or Committee determines the Interested Person has failed to disclose an actual or possible conflict of interest, or acted in a manner which has placed Unity In Chicago in a materially disadvantaged position, it shall take appropriate disciplinary and corrective action.

e. Records of Proceedings

The minutes of the Board or Committee with Board delegated powers shall contain:

1. The name(s) of the person(s) who disclosed or was otherwise found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest or arrangement, any action to determine whether a conflict of interest exists, and the decision of the Board or Committee as to whether a conflict of interest existed.
2. The names(s) of the person(s) present for disclosures, discussions and votes relating to the transaction or arrangement, and a record of any vote taken in connection with the proceedings.

ARTICLE VII – Administration, Management and Leadership

Section 1: Administration

The administration of Unity In Chicago shall be vested in the Senior Minister or co-ministers as the Administrative Trustee(s), and the Board of Trustees elected from the membership.

Section 2: Minister(s)

A. Senior Minister or Co-Ministers. The Senior Minister or co-ministers will be duly licensed or ordained Unity minister(s).

1. **Duties.** As the spiritual leader(s) of Unity In Chicago, the Senior Minister or co-ministers will be responsible for the scheduling, conduct, and content of services, classes, and all other activities that further the purpose of Unity In Chicago. As Administrative Trustee(s), the minister(s) shall (or shall cause to happen):

- a. Be responsible for the complete functioning of Unity In Chicago, including the hiring and termination of all employees including associate or assistant ministers;
- b. Serve as voting member(s) of the Board of Trustees on all matters except their own employment, compensation or that of their successor(s);
- c. Create Unity In Chicago teams related to these duties;
- d. Appoint the members of such Unity In Chicago teams;
- e. Serve as ex officio members of all Unity In Chicago teams;
- f. Be responsible for seeking Unity Worldwide Ministries' assistance in the event of a dispute adversely affecting Unity In Chicago.
- g. Administer to the spiritual and pastoral needs of Unity In Chicago.

2. Compensation. The compensation of the Senior Minister or co-ministers employed by Unity In Chicago shall be set by the Board of Trustees.

B. Associate and/or Assistant Ministers. Associate and/or assistant minister(s) will be duly licensed or ordained Unity minister(s) who function(s) with less responsibility than the Senior Minister or co-ministers.

1. **Duties.** The associate and/or assistant minister(s) will perform the duties and fulfill the responsibilities assigned them by the Senior Minister or co-ministers.
2. **Compensation.** To the extent funded by the Board, the compensation of the associate and/or assistant minister(s) shall be fixed by the Senior Minister or co-minister(s).

Section 3: Definitions

- A. A Unity Ministry.** A member ministry in Unity Worldwide Ministries' recognized by Unity Worldwide Ministries' will have a duly ordained or licensed Unity minister, or a person serving under special dispensation as its Spiritual Leader. (For additional criteria, contact Unity Worldwide Ministries' office.)
- B. Senior Minister.** A Unity minister duly ordained, licensed [or serving under special dispensation] Unity Worldwide Ministries' (or Unity School of Christianity prior to July 1, 1966), who assumes the spiritual and administrative leadership role in a member ministry. This leader works in conjunction with the Board of Trustees of the member ministry, and is to oversee the teaching, preaching (lesson), worship services, healing, counseling, prayer, administrative, and fellowship activities of the member ministry.
- C. Co-Minister.** In shared partnership ministries, a Unity minister duly ordained or licensed by Unity Worldwide Ministries' (or Unity School of Christianity prior to July 1, 1966), who equally assumes the spiritual and administrative leadership role with another co-minister in a member ministry. These leaders work in conjunction with the Board of Trustees of the member ministry, and oversee the teaching, preaching (lesson), worship services, healing, counseling, prayer, administrative, and fellowship activities of the member ministry.

- D. Associate Minister.** In ministries with more than one minister, a Unity minister duly ordained or licensed by Unity Worldwide Ministries' (or Unity School of Christianity prior to July 1, 1966), serving in a member ministry. The Associate Minister may be equal in ability, but functions with less responsibility than the Senior Minister. The Associate Minister reports to the Senior Minister, who determines the scope of the associate's responsibilities.
- E. Assistant Minister.** In ministries with more than one minister, a Unity minister duly ordained or licensed by Unity Worldwide Ministries' (or Unity School of Christianity prior to July 1, 1966), serving in a member ministry. The skills and/or experience of the Assistant Minister may be less than those of the Senior Minister. The assistant may be placed in a specialized service area of the member ministry, i.e., pastoral visitation, or administrative support. The skills of the assistant are, therefore allowed to develop for a more comprehensive range of member ministry service of the assistant, and the ministry.

ARTICLE VIII - Standing Committees

With the exception of the Nominating Committee, Standing Committees may be appointed by the President of the Board or the Senior Minister or co-ministers for their respective areas of responsibility.

ARTICLE IX - Dissolution

In the event that this corporation is dissolved, all property and funds remaining after the payment of the debts of the corporation will be delivered to Unity Worldwide Ministries, a nonprofit corporation organized under the laws of the State of Georgia, for religious and educational purposes. Such funds or property will be for the use and benefit of Unity Worldwide Ministries as may be determined by the Board of Trustees of Unity Worldwide Ministries, in alignment with current policies and procedures. Unity Worldwide Ministries will make available according to its current policies and procedures, funds for the reestablishment of a Unity ministry. Should Unity Worldwide Ministries no longer exist, any assets remaining of this corporation after dissolution will be disposed of by a court of competent jurisdiction of the County in which the principal executive offices of the corporation are then located and shall be used exclusively for such purposes or distributed to such organization or organizations, as said court shall determine, which are organized and operated exclusively for purposes set out in Section 5.01(c) (3) of the Internal Revenue Code of 1954.

ARTICLE X – Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the meetings of this corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the corporation may adopt.

ARTICLE XI – Amendment of Bylaws

Any amendment(s) to or general revision of these Bylaws may be adopted at any annual or special membership meeting provided that, written notice setting forth the exact wording of such proposed amendment(s) or general revision is sent by the Board of Trustees to all active members, in such manner as reasonably determined by the Trustees, at least ten (10) days prior to the meeting at which they will be considered by the active members. An affirmative vote of three-fourths (3/4ths) of the active members present and voting at the meeting at which a quorum is present will be necessary to adopt any amendment(s) to or general revision of these Bylaws.

Section 1: Special Amendments to the Bylaws

- A. Authority for Special Amendments.** The Board of Trustees has the right, authority and power to prepare and publish special amendments (“Special Amendment”) to these Bylaws as provided for herein.
- B. Special Amendments.** The Board may amend these Bylaws by Special Amendment upon the affirmative vote of the majority of Board of Trustees in order:
1. to bring the Bylaws into compliance with all federal, state and local laws, ordinances or any other governmental agency requirements;
 2. to ensure compliance with:
 - a. its state charter including but not limited to the Illinois Secretary of State, and the Illinois Not-for-Profit Act;
 - b. its not-for-profit status including but not limited to its 501(c)(3) status
 - c. Unity World Wide Ministries;
 2. to correct any or all clerical or typographical or similar errors in these Bylaws or any Exhibit hereto or any supplement or amendment thereto.
- C. Approved Special Amendments.** Once any Special Amendment is approved by the affirmative vote of the majority of the Board of Trustees, then the Special Amendment shall be effective, these Bylaws will be amended and the Board will circulate a copy of the Special Amendment to the active members in a manner deemed reasonable by the Board of Trustees in its discretion.

The foregoing authority and power is coupled with rights and interests granted to the Board of Trustees to vote in favor of, make or consent to a Special Amendment on behalf of the active membership to further the purposes provided for in this Section.

Amended ~~June 12, 2016~~ November 13, 2016