

**BYLAWS OF
UNITY OF LOUISVILLE, INC.
757 SOUTH BROOK STREET
LOUISVILLE, KY 40203**

Revised July 12, 2020

ARTICLE I

Purpose and Affiliation

Section 1.01 Statement of Purpose. The purpose of Unity of Louisville, Inc., a Kentucky corporation, is to teach the universal principals of Truth, as taught and demonstrated by Jesus Christ and interpreted by Unity School of Christianity and the Association of Unity Churches doing business as Unity Worldwide Ministries (UWM), a nonprofit corporation, organized and existing under the laws of the State of Georgia with headquarters at Unity Village, Missouri, hereinafter referred to as the Association.

In the accomplishment of this purpose, Unity of Louisville, Inc. 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 the church, and to adopt other means that in the judgment of the minister(s) will further the principles of practical Christianity among people everywhere.

Section 1.02 Unity Worldwide Ministries Membership and Responsibilities. Unity of Louisville, Inc. is a member of Unity Worldwide Ministries. The operation and conduct of this ministry shall comply with the regulations and policies of Unity Worldwide Ministries as outlined in the UWM Association Bylaws, insofar as they do not conflict with the laws of the Commonwealth of Kentucky.

(a) **Leadership.** Leadership of this ministry shall be by:

- an ordained or licensed Unity Minister or Co-Ministers in good standing,
- a licensed Unity teacher approved by the Association, or
- A Person serving under special dispensation approved by Unity Worldwide Ministries.

All further references to the Minister in these Bylaws shall include Co-Ministers.

(b) **Teaching.** The principles of practical Christianity shall be taught through this ministry.

(c) **Mailings.** Copies of all printed matter mailed by this ministry to its membership shall be sent to the office of the President and CEO of UWM.

(d) **Reports.** As Administrative Director of this ministry, the Minister shall make annual reports to UWM on forms supplied by UWM or cause to be done.

ARTICLE II

Corporate Headquarters

Section 2.01 Principal office. The Principal executive office of the corporation shall be fixed by the Board of Trustees. Said office shall be in the County of Jefferson, Commonwealth of Kentucky, or at such other place within the Commonwealth of Kentucky as the Board of Trustees shall hereafter designate. The Corporation may also have offices at such other place or places as the Board of Trustees may from time to time designate. The principal office as of the date of these Bylaws is Unity of Louisville, Inc., 757 South Brook Street, Louisville, Kentucky 40203.

Section 2.02 Official Records. Records of membership, finances, donation, corporate minutes, etc. will be maintained at the principal office of the corporation. Official church documents are to be available to church officers and the senior minister and/or co-minister at all times.

ARTICLE III

Membership

Section 3.01 Qualification. A member of Unity of Louisville will endeavor to live in accord with the Christ principles of love and truth as taught by Unity and will further the work of this ministry through active interest, love, and support.

Section 3.02 Certification of Membership.

- (a) Anyone desiring membership in Unity of Louisville will complete a new member class and file a membership registration with the ministry office. Anyone who was an active member of another Unity congregation may request a transfer of membership by submitting a registration. Membership registrations will be presented to the Board of Trustees at its next regular meeting and accepted and certified upon a majority affirmative vote of the Trustees present and voting. All staff ministers and licensed Unity teachers are considered members of this ministry.

- (b) A member may remain active in the Church through their participation in such activities as Sunday services, prayer, classes, and their giving of time, treasure and talent during a fiscal year. Members with any record of giving during the fiscal year will be considered active and automatically re-certified annually. The Board may establish a policy for removal of inactive persons from the registered membership rolls. Such persons will be notified by email and/or postal mail of any proposed change to membership status and be given the opportunity to respond within 30 days with reasonable cause as to why they should continue to be considered an active member.

Section 3.03. Classes of Members. There shall be two classes of members of this ministry, active and inactive. Active members have full membership rights and may participate and vote in any membership meeting.

- (a) **Registered Membership.** After certification as a registered member, as outlined in Section 3.02, each member shall have membership rights as outlined in Sections 3.04. B. Maintaining Registered Membership. Registered members must maintain their registered membership status as outlined in Section 3.02(B) in order to retain their registered membership rights.
- (b) **Reinstatement of Inactive Membership.**
 - (1) **Reinstatement within two years.** If a member who has become inactive wishes to return to active status within the first two years after becoming an inactive member, such a member who meets membership qualifications and fills out a yearly membership renewal card or document approved by the Board of Trustees shall be reinstated as an active member. In order to vote at a membership meeting such 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.
- (c) **Removal of Membership for Cause.** A member may be removed for cause by the Board of Trustees. Prior to any vote concerning removal, the member in question must be notified by certified mail at least ten (10) days prior to the Board of Trustees meeting of the charges that may lead to removal of membership and thereafter be given an opportunity for a hearing before the board. A two-thirds (2/3) vote shall be required for removal of membership provided that the Senior Minister or Co-Ministers are in agreement with this action.

Section 3.04 Powers of Active Members.

- (a) Vote at any properly called membership meeting. See Sec. 3.05 (a) and (b).
- (b) Vote on the hiring of the Minister. See Sec. 4.02 (b) (2).
- (c) Elect members to the Board of Trustees. See Sec. 4.04 (d).
- (d) Vote to ratify the Bylaws of this ministry, including any amendments. See Sec. 8.01.
- (e) Vote on any question of sale, pledge, or proposed financing of real property owned and used for the operation of this ministry which exceeds twenty five thousand dollars (\$25,000) in value. A

two-thirds (2/3) affirmative vote of the active members voting is required for approval. See Sec. 4.03 (c)(10).

- (f) Elect a member and an alternate to serve on the Nominating Committee. See Sec. 4.04 (b).
- (g) Call a special membership meeting when the affairs of this ministry warrant such action. See Sec. 3.05 (b).
- (h) Override any action of the Board of Trustees. This action must take place at a properly called membership meeting as specified in Sec. 3.05 and requires two-thirds (2/3) affirmative vote of the active members voting.
- (i) Vote for the removal of any or all Trustees from office. See Sec. 4.05 (a) (4).
A two-third (2/3) affirmative vote of those present and voting is required.
- (j) Vote on any matter officially brought to the attention of the membership at a properly called membership meeting as specified in Sec. 3.05 and requires two-thirds (2/3) affirmative vote of the active members voting.
- (k) Offer suggestions to the Minister or Board of Trustees as may deem advisable for the good of this Ministry.
- (l) Petition for Peacemaking assistance from the Association. This action may be taken by any group consisting of at least fifty (50) active members, or ten percent (10%) of the current active membership, whichever is less, provided the issues of concern have been raised at a properly called membership meeting as specified in Sec. 3.05. The petition shall be sent in writing to the President and CEO of the UWM and copies given to the minister and the Board of Trustees. Peacemaking assistance is defined as meeting with all involved parties and resolution between all involved parties.

Section 3.05 Meetings and Quorum.

- (a) **Annual Membership Meeting.** The annual membership meeting of Unity of Louisville, Inc. shall be held at its official headquarters on a Sunday within 120 days of the end of the fiscal year end at the time of day designated by the Board of Trustees, with the date set by the end of the prior fiscal year.
- (b) **Special Membership Meetings.** Any time the affairs of this ministry warrant, a special membership meeting may be called by . . .
 - (1) the Senior Minister or co-ministers
 - (2) a majority of the Board of Trustees

- (3) any active member who submits to the Minister or to any Board member a petition stating the purpose for the meeting and signed by at least ten percent (10%) of the active membership.
- (c) **Notification.** Notice stating the date, time, and place of the annual membership meeting will be publicly announced at least thirty (30) days before the meeting.
- The Board, upon receiving any request for a special membership meeting as specified in Sec. 3.05 (b) shall call the meeting to be held within thirty (30) days.
- Written notice stating the date, time, place, and the purpose for a special membership meeting will be publicly announced at least ten (10) days before the meeting. Business at the special meeting shall be limited to the pre-stated purpose.
- (d) **Quorum.** The active members present for all membership meetings shall constitute a quorum for the transaction of business.
- (e) **Participation.** Participation in the business affairs of this church at any membership meeting shall be restricted to active members in attendance and active members voting by absentee ballot. Participation of other persons must be approved by a two-thirds (2/3) majority vote of the active members in attendance.
- (f) **Voting.** Unless otherwise provided herein, the vote of a majority of the active members present and voting or voting by absentee ballot shall be necessary for approval of the action being voted on. See Sec. 3.04 (e), (h), and (i), Sec. 3.05 (e), Sec. 4.02 (b) (2), and Sec. 8.01. Active members unable to be present in a membership meeting may vote by absentee ballot upon application to the church office. Absentee ballots must be returned to the church office prior to the meeting. Proxy votes are not acceptable.
- (g) **Prayer.** In any membership meeting, the chair, the Minister, and UWM Association Peacemaking 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 a request the chair shall provide a period of prayer and silence.

Article IV

Government

Section 4.01 Administration. The government of Unity of Louisville, Inc. shall be vested in the Minister, who is the Administrative Director, and the Board of Trustees, elected from membership.

Section 4.02 Minister.

(a) **Duties.** As the spiritual leader, the minister shall be responsible for the scheduling, conduct, and content of services, classes, and all other activities that further the purpose of this ministry as specified in Sec. 1.01.

As Administrative Director, the Minister shall be . . .

- (1) Responsible for the complete functioning of this ministry.
- (2) A voting member of the Board of Trustees on all matters except own employment, own salary or the employment of a successor. Co-Ministers shall share equally in the total of one vote.
- (3) Ex officio a member of all ministry teams. See Sec. 5.01.
- (4) Responsible for seeking UWM Peacemaking assistance in the event of a dispute adversely affecting the ministry.
- (5) Authorized to sign checks drawn on the accounts of Unity of Louisville, Inc. All checks shall bear two signatures, only one of which may be that of a Minister.

(b) **Employment of Ministers.** Employment of the Minister is a joint responsibility of the membership and the Board of Trustees. The hiring procedure shall be conducted as follows:

- (1) The Board of Trustees shall locate or cause to be located through a designated committee qualified candidates through cooperation with the placement and Peacemaking procedures of the UWM. See Sec 4.03 (c) (22). Each candidate will be invited to speak at Unity of Louisville at a regular Sunday worship service and to interview with the Board of Trustees.
- (2) Employment of the Minister is the decision of active membership. See Sec. 3.04 (b). The decision to hire, regardless of the method by which the membership becomes acquainted with the candidate, shall be made by voting at a properly called membership meeting and requires a two-thirds (2/3) majority vote of the active members voting.
- (3) The Board of Trustees shall negotiate a contract with the selected candidate.

(c) **Vacancy.** The position of Minister may be vacated by . . .

- (1) Resignation.
- (2) Removal. After a ministry and Minister have cooperated with the Peacemaking procedures of UWM and a two-thirds (2/3) vote of those present and voting of the active church membership is required to terminate the employment of a Minister.

(d) **Compensation.** The compensation of the Minister shall be fixed by contractual agreement between the Minister and the Board of Trustees.

(e) **Co-ministers.** If Co-Ministers are selected to fill the position of Minister, the provisions of the Bylaws relating to the Minister shall apply to the Co-Ministers. The Board with the agreement of the Co-Ministers may, by policy, clarify the responsibilities, roles, and duties of each Co-Minister.

(a) **Associate Ministers.** Associate Ministers are considered staff members, and their duties and responsibilities are determined by the Minister.

(h) **Temporary Minister.** The Board of Trustees may, upon vacancy of the position of Minister, appoint a Temporary Minister through cooperation with the placement and Peacemaking procedures of UWM. Any such appointment may be for a period of not more than two years and shall not require a vote of the membership, with Sec. 3.04 (b) and Sec. 4.02 (b) being inapplicable to the appointment of a Temporary Minister. All other provisions of the Bylaws relating to the Minister shall apply to the Temporary Minister.

Section 4.03 Board of Trustees

(a) **Structure.** The Board of Trustees shall consist of the Minister and six Trustees elected from the active membership of Unity of Louisville, Inc. Each elected Trustee shall hold office for three years. The terms of two elected Trustees shall expire annually and their office shall be filled by election at the annual membership meeting in accordance with Sec. 4.04. No elected Trustee shall serve more than two consecutive terms without an interval of one year between terms

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

- Any active Licensed Unity Teacher
- Individuals actively receiving compensation from the ministry (with the exception of the Minister.)
- Relatives, significant others or household members of another Board member, Licensed Unity Teacher, or an individual receiving compensation from the ministry.

The following persons are prohibited from serving on the board of trustees:

- Any active licensed Unity teacher from this ministry;
- Relatives, significant others or household members of any trustee of the ministry;
- Individuals receiving compensation from the ministry with the exception of the senior minister (or co-ministers);
- Relatives, significant others or household members of any individual receiving compensation from the ministry may serve on the board, but may not vote on any matter of compensation as it relates to such individual or business entity owned by such individual.

(b) **Prayer.** It is important that, in addition to adhering to the normal procedures for legal functioning set forth in these Bylaws, 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 the issue. Upon such request, the Board President shall provide a period of time for prayer and silence.

(c) **Duties.** As representatives of the membership, the Board of Trustees will

- (1) Uphold the spiritual purpose of this ministry as stated in Sec. 1.01.
- (2) Uphold the highest interest of the membership in conducting the business of this ministry.
- (3) Be conversant regarding these Bylaws, and established policy for the operation of the church
- (4) Be faithful in attendance at services and Board and membership meetings of this ministry.
- (5) Make determination of the business needs of this ministry and authorize payment of monies for those purposes.
- (6) Attend and actively participate in ongoing board education programs.
- (7) Abide by Board Code of Ethics and Confidentiality agreement that is signed at beginning of term
- (6) Administer the property of this ministry, both real and personal.
- (9) Keep or cause to keep accurate records of gifts to the ministry in compliance with Internal Revenue Service regulations; and acknowledge in writing contributions in compliance with Internal Revenue Service regulations.
- (10) Make determination on the sale, pledge, or proposed financing of real or personal property belonging to this ministry. All decisions in favor of the sale, pledge, or proposed financing of real property exceeding twenty-five thousand dollars (\$25,000) in value shall be presented to the membership at a properly constituted membership meeting to be voted on in accordance with Sec. 3.04 (e).
- (11) As recommended by the Minister, authorize the employment of all staff personnel of this ministry including Associate Ministers, and set and approve their salaries.
- (12) Set dates for the fiscal year.

(13) Each year cause to be prepared a complete financial statement with disclosures which sets forth the fiscal conditions and operations of this ministry.

(14) When deemed advisable, secure a fidelity bond for the Treasurer, the amount to be set by the Board.

(15) Secure liability insurance for all Board of Trustee members and minister(s).

(16) Approve applicants for membership. See Sec. 3.02.

(17) Keep or cause to be kept an accurate record of membership.

(18) Act to fill the vacated office of any Trustee. See Sec. 4.05 (b).

(19) Elect officers of the Board, and their successors to complete any unexpired term, if necessary. See Sec. 4.07.

(21) Communicate with UWM for aid in resolution of all disputes between the Board of Trustees and the Minister concerning the Minister's duties and performance.

(22) Locate licensed or ordained Unity Ministers as candidates for employment as Minister through cooperation with the placement and Peacemaking procedures of the UWM. See Sec. 4.02 (b) (1).

(23) Conduct interviews with ministerial candidates and make recommendations to the membership.

(24) Conduct contract negotiations with the Minister selected by the membership for employment as Minister.

(25) Consider other duties brought to its attention by the Minister or other Trustees.

Section 4.04 Board of Trustees – Election.

(a) **Qualifications.** Any person elected to the Board of Trustees must be an active member of Unity of Louisville, Inc. who . . .

(1) Desires to serve on the Board

(2) Endeavors to live in accord with the Jesus Christ principles of Love and Truth as taught by Unity.

(3) Furthers the work of this ministry through active interest, love and support.

(4) Is a sincere and continuing student of Unity, conversant with its teachings.

(5) Has demonstrated leadership qualities.

(6) Taken at least one basic Unity class i.e Lessons in Truth, Metaphysics

(b) Nominating Committee. A Nominating Committee shall be formed at least three months prior to the annual membership meeting and shall initiate a search for at least two candidates for the Board of Trustees. The Committee shall consist of the Minister and three active members selected in the following manner.

(1) At the annual membership meeting, the membership shall elect from its active membership a primary member and an alternate to serve on the Nominating Committee for the next year's election. The alternate will serve in the event the primary member is unavailable. If the primary and alternate members are both unavailable, the Board shall appoint an active member other than a Board member to serve.

(2) The Board shall elect one of its Trustees.

(3) Together with the Minister, the above two committee members shall select a third committee member from the active membership who shall become chairperson of the Nominating Committee.

(4) In the event of an interim Board, the Nominating Committee shall complete its selection process within thirty (30) days from the establishment of the interim Board. See also 4.05 (c).

(6) If the entire Board of Trustees is removed by the membership, then the membership may re-elect removed Trustees. The number re-elected must be less than fifty-percent of the removed Trustees.

(c) Nominating Procedure. As the chairperson of the annual membership meeting, the Board President shall . . .

(1) Read Section 4.04 of these Bylaws just prior to the call for nominations.

(2) Call upon the chairperson of the Nominating Committee to present the committee's nominations.

(3) Call for additional nominations from the floor. Nominees should never be chosen on the basis of a person's business success or financial resources alone. All nominees, no matter how nominated, must qualify in accordance with paragraph 4.04 (a) of this section.

(d) **Election.** The election shall be by ballot if there are any partial terms to be filled or there are more than one nominee per each open position. The result of the vote shall be announced to the annual meeting. The two nominees receiving the largest number of votes will be elected to full three (3) year terms. The candidates receiving the next highest number of votes will be elected to the longest unexpired term.

Section 4.05 Board of Trustees – Vacancy and Replacement.

(a) **Vacancy.** The office of a Trustee may be vacated by . . .

(1) the resignation of the Trustee.

(2) the Board voting for the removal of a Trustee due to absences from three consecutive regular Board meetings.

(3) the Board voting for the removal of a Trustee because of failure to fulfill the duties of the office as specified in Sec. 4.03 (c). If more than fifty-percent of the Board of Trustees is to be removed, then the entire Board of Trustees must be removed.

(4) the active membership voting for the removal of a Trustee because of a failure to fulfill the duties of the office as specified in Sec. 4.03 (c). See Sec. 3.04 (i).

(b) **Replacement.** Should a vacancy occur on the Board of Trustees, the Board shall proceed to fill the vacancy by election at its next regular meeting. In case of emergency, a special meeting may be called. Only active members meeting the qualifications specified in Sec. 4.04 (a) may be considered as replacements. No replacement shall have served as a Trustee during the prior fiscal year. A majority vote of the Trustees voting shall be necessary to elect. The term of the newly elected Trustee shall expire on the same date as the term of the Trustee succeeded.

(c) **Interim Board.** If the entire Board of Trustees has been removed, the active church membership may choose to elect an interim Board whose term of office will not exceed sixty (60) days. At the end of sixty days a permanent Board must be elected.

Section 4.06 Board of Trustees – Meetings and Quorum.

(a) **Regular Board Meetings.** The regular business meetings of the Board of Trustees shall be held monthly, as determined by the Board.

(b) **Special Board Meetings.** Special meetings of the Board shall be called by the President . . .

(1) by the request of the Minister.

(2) by the request of two or more Trustees.

(3) as the President deems it necessary.

Any request for a special Board meeting shall be filed in writing with the Board Secretary. Reasonable effort must be made to notify all Trustees and Minister of any special meeting.

(c) **Quorum.** Four Trustees shall constitute a quorum for the transaction of business.

(d) **Minister(s) Attendance.** The minister(s) has/have the right to attend all Board meetings, with the exception of those meetings or portions thereof that pertain to determinations of the minister's salary and/or review of work record. Each minister must be notified in writing of all special meetings.

Section 4.07 Board of Trustees – Officers. Officers of the Board of Trustees shall consist of a President, Vice-President, Secretary, and Treasurer. The President shall be elected at the last Board meeting in the month prior to the annual membership meeting. Said officer shall assume office at the first Board meeting following the annual membership meeting. All other officers will be elected at the first Board meeting following the annual membership meeting. Officers shall hold their respective offices for one year.

(a) **President.** The President shall ...

(1) Preside at all Board of Trustees meetings.

(2) Preside at all membership meetings.

(4) Be ex officio a member of all ministries by virtue of the office, except the Nominating Committee.

(5) Sign such papers and documents, upon proper authorization, as may be necessary.

(6) Be responsible or cause to be done the planning of board orientation, retreats and workshops.

(b) **Vice-President.** The Vice-President shall ...

(1) Perform all the duties of the President in the absence of the President.

(2) Become President in case the office of the presidency becomes vacant. In such case, a new Vice-President shall be elected from among the remaining Trustees to fill the remainder of the term.

(c) **Secretary.** The Secretary shall ...

(1) Keep or cause to be kept, an accurate record of the minutes of all Board and membership meetings.

(2) Hold in custody and be responsible for all reports, contracts, other legal papers, minute books, and the corporate seal, which items shall be kept in the ministry office at all times, or in such other depositories as prescribed by the Board.

(3) Attend all official business required by the Board.

(d) **Treasurer.** The Treasurer shall ...

(1) Be custodian of the funds of this ministry and shall pay out, or cause to be paid out, funds authorized by the Board. See Sec. 4.03 (c) (5).

(2) Keep, or cause to be kept, a record of all financial transactions, and shall submit a monthly financial report at each regular Board meeting.

(3) Submit a financial report covering the last complete fiscal period at the annual membership meeting.

(4) Count or cause to be counted by duly appointed qualified person, all funds received.

(5) Place, or cause to be placed, the funds of this ministry in the bank or other depository approved by the Board.

ARTICLE V

Ministry Teams

Section 5.01 Formation. Ministry Teams shall be appointed for any specific purpose, with the exception of the Nominating Committee, shall be appointed by the Senior Minister. Approval and ratification by the Board is required.

ARTICLE VI

Seal

Section 6.01 Description. The corporate seal of this ministry shall include the name of the ministry arranged in a circle which encloses the name of the city, state, and the date of incorporation.

Section 6.02 Dissolution. Should this corporation dissolve, all property and funds remaining after the payment of the debts of the corporation shall be delivered to the Association of Unity Churches, a nonprofit corporation organized under the laws of the State of Georgia, for religious and educational purposes. Such funds or property shall be for the use and benefit of the Association as may be determined by the Board of Trustees. Upon re-establishment of a Unity church or center in Louisville, the Association shall make available to said church an amount of money equivalent to that received from the dissolution.

Should this corporation dissolve and the Association no longer exist, any assets remaining of this corporation after dissolution shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization and operated exclusively for purposes set out in Sec. 5.01 (3) of the Internal Revenue Code of 1954.

ARTICLE VII

Meeting Procedures

Section 7.01 Rules of Order. The latest edition of ROBERT’S RULES OF ORDER shall be the authority of this ministry on parliamentary law and its usage, unless otherwise provided by these Bylaws.

Section 7.02 Emergency Provisions In the case of a national emergency declared by the President of the United States, a State Emergency declared by the governor, or a local emergency as determined by a two-thirds (2/3rds) vote of the local ministry trustees present and voting, the Board of Trustees is authorized to meet by electronic means and to have the full power to adjust budgets and cancel/postpone events or reschedule them as electronic meetings. During the duration of the emergency, the Board of Trustees may take any other emergency actions deemed helpful and necessary for the welfare of the ministry.

ARTICLE VIII

Bylaws Amendments

Section 8.01 Procedure. Amendments to these Bylaws must be ratified by voting members of this corporation at a legally constituted membership meeting. Notice setting forth the proposed amendments must be made available to all active members at least ten days prior to the required membership meeting. An affirmative vote of seventy-five percent (75%) of the active members voting shall be required to ratify any amendment to these Bylaws. These Bylaws fully supersede all previous Bylaws adopted by Unity of Louisville, Inc.