

FIRST CHURCH UNITY, INC. (UNITY OF NASHVILLE)
5125 Franklin Road
Nashville, Tennessee 37220

BYLAWS

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BYLAWS

ARTICLE I - Name

The legal name of this Ministry shall be “First Church Unity, Inc.,” doing business as “Unity of Nashville,” a Tennessee not-for-profit corporation chartered November 18, 1938. This Ministry shall be known as “Unity of Nashville.”

ARTICLE II - Object

Section 1 - Statement of Purpose. The purpose of Unity of Nashville is to teach the universal principles of Truth, as taught and demonstrated by Jesus Christ and interpreted by Unity Worldwide Ministries International.

Section 2 - Accomplishment of Purpose.

a. Unity of Nashville shall endeavor to conduct services of worship and celebration, classes of instruction, and to demonstrate the principles of Truth by using them in the operation of the Church.

b. Unity of Nashville shall also adopt other means that, in the judgment of the Senior Minister, will share these principles of practical Christianity among all people.

ARTICLE III - Organization

Section 1 - Unity Worldwide Ministries International. Unity Worldwide Ministries International (hereinafter referred to as UWM) is a not-for-profit ministry incorporated under Title 14, Article 3 of the Code of the State of Georgia. The UWM headquarters is located in Lee’s Summit, Jackson County, Missouri.

Section 2 - System of Organization. Unity of Nashville shall be part of the worldwide Unity movement and a member of UWM, and may call upon the resources and support of UWM. The operation and conduct of Unity of Nashville shall comply with the regulation and policies of UWM as set forth in the UWM bylaws and rules insofar as they are requirements for membership in UWM and do not conflict with the laws of the State of Tennessee.

Section 3 - Principal Office. Unity of Nashville is located at 5125 Franklin Pike, Nashville, TN 37220. This ministry may locate itself at one or more other or additional locations, pursuant to these bylaws.

Section 4 - Official Records. Records of membership, finances, donations, corporate minutes, and other records required by law will be maintained at the principal office of the corporation.

- a. Records will be available to the Ministry officers and the minister(s) at all times.
- b. Confidential records (such as individual donation records, contact information of members, and personnel records) are available only for use by the minister, board members or designated staff.
- c. Other records including minutes, policies, or procedures are available to Active Members for review in the church office during normal church business hours.

ARTICLE IV - Membership

Section 1 - Qualifications. Membership is open to any individual who is ready to make commitments to spiritual growth, is at least 15 years of age, and meets the criteria established by the Board of Trustees to become an Active Member.

Section 2 - Membership Process.

- a. Anyone desiring to become an Active Member of Unity of Nashville will complete a membership request in such form and with such requirements as the Board of Trustees may require.
- b. The request will be presented to the Board of Trustees and the applicant shall become an Active Member upon approval by a majority vote of the Trustees.
- c. Staff ministers and staff Licensed Unity Teachers are automatically members.

Section 3 - Active Membership.

- a. **Tenure.** A member shall retain status as an Active Member so long as:
 - 1) The member adheres to the agreed upon commitments and furthers the work of this ministry through participation, love and support,
 - 2) Until the member voluntarily withdraws, or
 - 3) The member is removed in accordance with the bylaws.
- b. **Reinstatement.** If a person loses Active Member status under subsection (1) or (2) above, but wishes to return to Active Member status, such person shall be reinstated as an Active

Member upon submitting written notice to the Board of Trustees, provided the applicant meets membership qualifications and is approved by a majority vote of the Board of Trustees.

c. Forfeit of Active Member Status. Active Member status is automatically forfeited if the member has not been in accord with the criteria for Active Members established by the Board of Trustees for 12 consecutive months. A majority vote of the Board of Trustees present and voting shall be required for such status change. The Active Member will receive written notice of this change of status.

d. Removal for Cause. The Board of Trustees may remove an Active Member for cause, provided:

1) The member in question must be notified by certified mail at least 10 days prior to such meeting of the charges and the meeting date at which the charges will be heard and removal considered,

2) The member shall be given an opportunity to be heard at the meeting and may choose to have representation for the sole purpose of presenting the member's information and response, and

3) A vote of 2/3^{rds} of the Board of Trustees present and voting shall be required for removal from membership.

Section 4 - Powers of Active Members. Active Members of Unity of Nashville have the power to:

a. Participate and vote at any membership meeting on all presented motions,

b. Vote on questions of sale or pledge of real property owned and used for the operation of this Ministry. A 2/3^{rds} affirmative vote of those votes cast is required to approve any sale or pledge (see Article VI, Section 10, subparagraph 1.),

c. Call a special membership meeting when the affairs of this Ministry warrant such action (see Article V, Section 2),

d. Vote at a special or annual membership meeting to override any action of the Board of Trustees, provided that notice is given to the Active Members. A 2/3^{rds} approval of those votes cast shall be required to approve an override,

e. Vote at a special membership meeting for the removal of any or all Trustee(s) (see Article VI, Section 12),

f. Vote by absentee ballot, when necessary; however, if a motion is changed during the meeting at which the motion is properly brought up, absentee ballots become invalid. Unity of Nashville does not utilize proxies as a means of voting at membership meetings.

g. 25% of the Active Members may request conflict management assistance to seek to reconcile differences regarding the Board of Trustees or Minister(s) and to use the services of a

credentialed conflict resolution organization, by notifying the President of UWM in writing with copies to the Board of Trustees and Minister(s). All parties involved will share costs of these services equally.

ARTICLE V - Meetings and Quorum

Section 1 - Annual Membership Meeting. The Annual Membership Meeting of Unity of Nashville shall be held at its official headquarters for the convenience of the membership in the first quarter of each new fiscal year.

Section 2 - Special Membership Meeting. Any time the affairs of this Ministry warrant, the Minister(s) and/or a majority of the Board of Trustees may call for a special membership meeting, which must be in writing. The Active Members may also call for a special membership meeting with a written petition submission to the Board of Trustees signed by 25% of the Active Members. The Board of Trustees shall call the special membership meeting within 30 days of receipt of a written request. The purpose(s) for the special meeting will be stated both in the formal request and the formal notice to the membership (see Article IV, Section 4, subparagraph c.).

Section 3 - Written Notice. Notice of the date, time, and place of the annual or special membership meeting shall be provided in writing or by email to all Active Members at least 10 days prior to the meeting. Any membership meeting notice shall include an agenda of the items to be discussed.

Section 4 - Participation. Participation in the business affairs of any membership meeting shall be open to all persons subject to the rules set by the presiding officer.

Section 5 - Voting. Only Active Members shall be allowed to vote. Except as otherwise provided in these bylaws, the vote of a majority of the Active Members present shall be necessary for approval of the motion being voted upon.

Section 6 - Quorum. At least 25% of the Active Members shall constitute a quorum at any membership meeting.

Section 7 - Prayer. In any membership meeting, any person 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 chair shall provide a period of prayer and silence, not to exceed 20 minutes.

ARTICLE VI - Board of Trustees

Section 1 - Governance.

a. The governance and stewardship of Unity of Nashville shall be vested in the Board of Trustees, elected by the Active Members, and in the Senior Minister, who is the spiritual leader vested with responsibility and authority to administer Unity of Nashville, subject to the oversight of the Board of Trustees.

b. Governing the ministry on behalf of the membership, the Board of Trustees shall be responsible for providing Unity of Nashville with bylaws, which are subject to approval by the congregation. The Board of Trustees shall have charge of matters pertaining to the bylaws and other documents of legal, organization, property, risk management, and financial activities. The Board of Trustees shall create policy relative to the bylaws to assure there are appropriate controls, safeguards, and compliance with all state and local laws and regulations. Furthermore, the Board of Trustees shall be responsible for collecting and disbursing funds, maintaining adequate records, and making timely reports to the congregation.

Section 2 - Board Membership. The Board of Trustees shall be composed of the Senior Minister (a non-voting member) and 8 trustees elected from among the Active Members at the Annual Membership Meeting, with no more than 3 elected annually unless an election is needed to fill a vacant position.

Section 3 - Term of Office. Elected trustees will hold office for 3 years, or until their successors have been elected or appointed and assume office. Any person who serves on the Board of Trustees more than 2 years due to mid-term appointment shall be deemed to have served a full term. No elected trustees will serve more than 2 consecutive 3-year terms without an interval of 2 years between terms.

Section 4 - Qualifications. To be eligible to serve on the Board of Trustees, a person must be at least 18 years of age at the time of election and be an Active Member for one year immediately preceding their election. In addition, candidates for election shall be conversant with and endeavor to live in accord with Unity principles; work to further the vision and mission of this Ministry through active interest, love, and support; and shall have demonstrated abilities and competencies in areas relevant to the good governance of this Ministry.

Section 5 - Prohibition of Service. The following are prohibited from serving on the Board of Trustees:

a. Any Licensed Unity Teacher (LUT),

b. The spouse, significant other, or any relative of the Minister(s), any LUT employed by this Ministry, or any board member, and

c. Individuals receiving compensation from Unity of Nashville, to include relatives, significant others, or household members of any individual receiving compensation from this Ministry.

Section 6 - Conflicts of Interest. At any regular or special Board of Trustees meeting, a trustee who has a personal, pecuniary, business, or professional interest in a matter to be voted upon shall excuse themselves from the deliberation and vote on such matter. If such trustee fails to excuse themselves, the trustee may be excused by a 2/3rds vote of the Board members present.

Section 7 - Board Meetings. Monthly meetings of the Board of Trustees will be held not less than 10 times per year at the principal office of Unity of Nashville, and possibly other locations, at a time(s) determined by the Board.

Section 8 - Special Board Meetings. The President of the Board of Trustees may call special meetings of the Board if requested by the Senior Minister, by 2 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 (email is acceptable) to the President or the Secretary. All current Board members shall be given notice of any special board meeting at least 48 hours in advance of the meeting.

Section 9 - Quorum. A majority of the total number of Trustees currently serving shall constitute a quorum for the transaction of business.

Section 10 - Duties and Responsibilities of the Board of Trustees. The Board of Trustees shall act to:

- a. Uphold the purpose of this ministry and the best interests of the membership,
- b. Approve applications for membership,
- c. Keep or cause to be kept an accurate record of Active Members,
- d. Keep or cause to be kept accurate records of donations to the Ministry in compliance with all Internal Revenue Service regulations,
- e. Ensure compliance with all applicable local, state, and federal requirements,
- f. Ensure compliance with UWM affiliation requirements,
- g. Set dates for the fiscal year and annual membership meeting,
- h. Each year cause to be prepared a complete financial statement with disclosures, which will set forth the financial position and operations of this ministry,
- i. Employ a qualified Spiritual Leader for the church with cooperation from UWM and adhering to this Ministry's policies for doing so,

j. Approve annual operating budget 30 days prior to the beginning of each fiscal year,
k. Make determinations on the sale or pledge of real or personal property belonging to this Ministry. All decisions in favor of the sale or pledge of real property exceeding 15% of the previous year's revenue, shall be presented to the Active Members at a properly constituted membership meeting for approval,

l. With the full knowledge and majority vote of the entire Board of Trustees, communicate with the President/CEO of UWM for aid in resolution of all disputes between the Board of Trustees and the Minister concerning the Minister's services,

m. Terminate minister(s), if deemed necessary. After Unity of Nashville and its Senior Minister or Co-Minister(s) have cooperated with the conflict management procedures of UWM, a vote of 6 out of 8 Trustees is required to terminate said minister(s), and

n. Take such other actions as may be deemed necessary for the best interests of this Ministry.

Section 11 - Vacancies. Should a vacancy occur among the elected members of the Board of Trustees, the Board may select a qualified replacement to fill the vacancy. A majority vote shall be necessary for election. The term of service of any replacement shall expire at the end of the term of the Trustee being replaced.

Section 12 - Removal of Trustee from Office by the Board of Trustees. The Board of Trustees may remove a Trustee, by a majority vote of all Trustees currently serving, due to unexcused absences from 3 successive regular board meetings or 4 board meetings in any 12 month period, or by a vote of 6 out of 8 Trustees currently serving due to a failure to fulfill the duties of the office.

Section 13 - Removal of Trustee from Office by the Active Membership. The Active Membership may vote for removal of a Trustee(s) because of their failure to fulfill the duties of the office.

a. If more than 50% of the Board of Trustees is to be removed, the entire Board must be removed.

b. If the entire Board of Trustees is to be removed by the Active Members, then the Active Members must call and give notice of a special meeting to elect new Board members. No more than 50% of the removed Trustees may be re-elected.

Section 14 Officers of Board of Trustees. The Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. All officers will be selected in a manner determined by the Board either at the first board meeting after the Annual Meeting or at a special meeting called for this purpose.

Section 15 - Duties of Officers.

a. **President.** The president shall preside at all Board of Trustee meetings, preside at all membership meetings, appoint committees and members of committees with the advice of the Board, 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.

b. **Vice President.** The vice president shall assist the president in the performance of the president's duties and perform all the duties of the president of the Board in the absence of the president.

c. **Treasurer.** The treasurer shall be custodian of all funds belonging to this Ministry; 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; authorize and review audits of this Ministry, and do so in concert with auditors where necessary; submit a monthly financial report at each regular board meeting; and submit a report to the congregation at the Annual Meeting outlining the Ministry's financial position.

d. **Secretary.** The secretary shall keep, or cause to be kept, an accurate record of the minutes of all board and membership meetings; hold or cause to be held 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 the ministry at all times or in such other depository as prescribed by the Board; attend to all official business as directed by the Board; and keep or cause to be kept accurate membership lists.

Section 16 - Indemnity. The Church shall indemnify any person who is or was an employee, agent, representative, member of the Board of Trustees, volunteer of the Church against any liability asserted against such person and incurred in the course and scope of his or her duties or functions within the Church to the maximum extent allowable by law, provided the person acted in good faith and did not engage in an act or omission that is intentional, willfully or wantonly negligent, or done with conscious indifference or reckless disregard for the safety of others. The provisions of this article shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, insurance policy, vote of members or otherwise.

ARTICLE VII - Committees

Section 1 - Nominations and Election to the Board of Trustees.

a. **Nominating Committee.** The Nominating Committee shall meet at least three months (90 days) prior to the Annual Membership Meeting to initiate a search for a number of candidates

who meet the qualifications for Board service. The committee shall consist of the Senior Minister and 3 Active Members, the latter selected in the following manner:

1) The Board will elect 1 of its Trustees not up for re-election to serve on the Nominating Committee, who shall serve as Chair.

2) The Board shall select 1 member from the Active Members of this Ministry other than a Trustee to serve on the Nominating Committee,

3) The Minister and the 2 selected Committee members shall select a 4th member from the Active Members of this Ministry to serve on the Nominating Committee.

Section 2 – Nominating Committee Duties and Responsibilities. The Nominating Committee will initiate a search for at least 1 qualified candidate per available position for nomination as a member of the Board of Trustees. The report of the Nominating Committee will be sent to the Board for acceptance at least 30 days prior to the Annual Membership Meeting and to all Active Members at least 10 days prior to the Annual Membership Meeting. This is an *ad hoc* committee and expires at the conclusion of the Annual Membership Meeting for which it was created.

Section 3 - Nominating Procedure. Unity of Nashville does not accept nominations from the floor. The presiding Trustee of the Annual Membership Meeting shall:

- a. Read Article VII, Sections 1 and 2, and
- b. Call upon the Chair of the Nominating Committee to present the nominees.

Section 4 - Election. Votes shall be cast by secret ballot. In the event of a tie vote, a new vote of the Active Members will be conducted immediately until one candidate receives the majority of votes.

ARTICLE VIII - Administration and Spiritual Leadership

Section 1 - Administration. The administration, management and spiritual leadership of the Ministry shall be vested in the Senior Minister as the Chief Executive Officer, subject to the oversight of the Board of Trustees. As used in these bylaws, the term “Senior Minister” shall include co-ministers (if any) with such division of powers and duties as the Board may specify.

Section 2 - Senior Ministers. UWM requires this Ministry to have as its leader an ordained or licensed Unity Minister(s), a Licensed Unity Teacher, or a person serving under special dispensation approved by UWM. For the purpose of these bylaws, the term "minister" refers to the leader as defined above.

a. **Duties.** The Senior Minister shall be the Spiritual Leader and Administrative Director of Unity of Nashville. She or he shall be responsible for:

- 1) The content, scheduling, and conducting of all services, classes, and all other activities that further the purpose of this ministry,
- 2) Acting as public spokesperson for Unity of Nashville, its ministries, and community relationships,
- 3) The hiring, training, development, and ongoing management and supervision of all staff members, including any assistant or associate minister(s),
- 4) The complete functioning of this Ministry in accordance with the policy manual of this Ministry and for carrying out the policies and decisions of the Board of Trustees,
- 5) Serving as a non-voting member of the Board of Trustees,
- 6) Serving as an *ex officio* member of all committees, and
- 7) Seeking Conflict Management assistance from UWM in the event of a dispute adversely affecting the Ministry or seeking to reconcile differences using the services of a credentialed conflict resolution organization (all parties involved will share costs of these services equally).

b. **Selection.** The Board of Trustees shall select the Senior Minister following the employment procedures for ministerial personal of UWM and the policies established by the Board of Trustees in executing that process.

c. **Compensation.** The compensation of the Minister shall be fixed by agreement between the Minister and the Board of Trustees.

ARTICLE IX - Parliamentary Authority

Robert's Rules of Order Newly Revised shall be the authority of this Ministry on parliamentary law and its usage, unless otherwise provided by these bylaws.

ARTICLE X - Amendments to Bylaws

Section 1 - Procedure.

a. Active Members must approve amendments and revisions to these bylaws at a legally constituted membership meeting. Formal notice setting forth the proposed amendments and/or revisions must be made available to all Active Members at least ten (10) days prior to the required membership meeting.

b. The revised version shall be made available to all Active Members by hard (paper) copy at Unity of Nashville, available on the Unity of Nashville website, sent in full to each Active Member upon request via first class mail.

c. A 2/3rds majority of votes cast by the Active Members present at the meeting shall be necessary to pass any amendment or revision of these bylaws. The amended bylaws fully supersede all previous bylaws adopted by Unity of Nashville.

ARTICLE XI - Dissolution

In the event that this Ministry is dissolved, all property and funds remaining, after the payment of the debts of the Ministry, will be delivered to UWM for religious and education purposes or to such other charitable organization as the Board may designate, subject to applicable laws, and consistent with the philosophy and purpose upon which this Ministry was originally chartered (see Article II, Section 1).

WHEREFORE, the foregoing bylaws have been duly adopted and are effective as of October 30, 2016.

Unity of Nashville

President Senior Minister

Vice President

Secretary

Treasurer