

# **Unity of the Valley Bylaws**

As recommended by the Association of Unity Churches

Updated February 2008

## **ARTICLE 1 Identification**

### **SECTION 1.01 – STATEMENT OF PURPOSE**

The purpose of Unity of the Valley, an Oregon corporation, is to teach the universal principles of Truth, as taught and demonstrated by Jesus Christ and interpreted by Unity School of Christianity and the Association of Unity Churches, a non-profit corporation organized and existing under the laws of Georgia, with headquarters at Lee's Summit, Missouri, hereinafter referred to as the Association.

In the accomplishment of this purpose, Unity of the Valley 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 – A.U.C. MEMBERSHIP AND RESPONSIBILITIES**

Unity of the Valley is a member of the Association of Unity Churches. The operation and conduct of this ministry shall comply with the regulations and policies of the Association as outlined in the Association Bylaws, insofar as they do not conflict with the laws of the State of Oregon:

(a) **LEADERSHIP.** This ministry shall have as its leader an ordained or licensed Unity minister(s) approved for ministry employment by the Association or a person serving under special dispensation approved by the Association. For the purpose of these bylaws, the term "minister" shall include a person serving under special dispensation of the Association.

(b) **TEACHING.** The Principles of practical Christianity are 1) God is Absolute Good; 2) Divine Nature of Humankind; 3) Formative Power of Thought; 4) Prayer and Meditation; and 5) The Law of Demonstration. These Principles shall be taught through this Ministry using methods, textbooks, literature, and other materials consistent with the Association.

(c) **REPORTS.** As Administrative Director of this Ministry, the Minister will make annual reports to the Association on forms supplied by the Association.

**ARTICLE II**  
**Office and Official Records**

SECTION 2.01 – PRINCIPAL OFFICE

The principal executive office of the corporation shall be fixed by the Board of Directors. Said office shall be in the County of Lane, State of Oregon, or at such other place within the State of Oregon as the Board of Directors hereafter shall designate. The Corporation may also have offices at such other place or places, as the Board of Directors may from time to time designate. [NOTE: Governments commonly require designation of the principal office of a corporation, at which legal service can be made.]

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(s) at all times.

**ARTICLE III**  
**Membership**

SECTION 3.01 – QUALIFICATIONS

A member of Unity of the Valley shall endeavor to live in accord with the Jesus Christ principles of Love and Truth as taught by Unity, as specified in Section 1.02(b). He/she shall further the work of this Ministry through his/her active interest, love, and support.

SECTION 3.02 – ELECTION OF MEMBERS

Anyone desiring membership in Unity of the Valley shall submit an Application for Membership form to the Ministry office. The applicant shall attend a required orientation class before being accepted into membership. All Staff ministers and licensed Unity teachers are considered members of this Ministry.

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) Active Membership.

- (1) New Members. After acceptance as a new member, each member shall have voting rights at all membership meetings up through and including the next regularly scheduled annual membership meeting after joining the church.

(2) Existing Members. To retain active membership rights, each member must indicate a desire to remain a member by completing and returning to the church a yearly membership renewal card as approved by the Board of Directors. If no current membership renewal card or approved document is on file prior to the annual membership meeting, that person becomes inactive and cannot serve on the Board of Directors or vote at any membership meeting.

(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 Directors 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 Directors. 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 Directors meeting of the changes that may lead to removal of membership and thereafter be given an opportunity for a hearing before the board. A 2/3rds 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 MEMBERS

Active members of Unity of the Valley shall have the power to do the following:

(a) Vote at any membership meeting, at which the member is present, called in accordance with Section 3.05.

(b) Elect members to the Board of Directors as specified in Section 4.04.

(c) Ratify the Bylaws of this Ministry or any amendments thereto as specified in Section 8.01.

(d) Vote on any question of sale or pledge of real property owned and used for the operation of the Ministry which exceeds Five Thousand Dollars (\$5,000) in value. A seventy-five percent (75%) affirmative vote of those present and voting is required to approve the sale or pledge. Refer to Section 4.04(c)(8).

(e) Vote on any expenditure that exceeds twenty-five thousand dollars (\$25,000) in value. A seventy-five percent (75%) affirmative vote of those present and voting is required for approval. Refer to Section 4.04(c)(7) [Board of Trustees – Duties].

(f) Elect a member, and his/her alternate, to serve on the Nominating Committee as specified in Section 4.04(b)(1).

(g) Call a special membership meeting when the affairs of this Ministry warrant such action. Refer to Section 3.05(b).

(h) Vote to override any action of the Board of Directors. This vote must be taken at a duly constituted membership meeting (see 3.05(a) and (b)). Notice of the issue to be voted on must be communicated to the membership in writing ten (10) days prior to the meeting. Seventy-five (75%) of those present and voting have the authority for determination.

(i) Vote for the removal of any Director from his/her office in accordance with Section 4.06(a)(4).

(j) Vote on any matters officially brought to the attention of the Membership.

(k) Offer suggestions to the Minister(s) or Board of Directors as may seem advisable for the good of this Ministry.

(l) Any ten (10) active members may request peacemaking services by notifying the President of the Association of Unity Churches in writing, with copies to the Board of Trustees and Minister(s). Upon receipt of a request for assistance from ten or more active members to the President or designee of the Association of Unity Churches, said person will confer with the Minister(s) and/or Regional Representative to evaluate whether further action is required.

#### SECTION 3.05 – MEETINGS AND QUORUM

(a) ANNUAL MEMBERSHIP MEETING. The annual membership meeting of Unity of the Valley shall be held at its official headquarters on a Sunday in February at the time of day designated by the Minister(s) and Board of Directors.

(b) SPECIAL MEMBERSHIP MEETINGS. Any time the affairs of this Ministry warrant a special meeting, one may be called by:

- (1) The Minister(s).
- (2) A consensus of the Directors of the Board.
- (3) A member submitting a written request to the Board, with a petition having been signed by ten percent (10%) of the membership. The Board shall call a meeting within thirty (30) days on behalf of the requesting party.

The purpose(s) for the special meeting shall be stated both in written request and written notice to the Membership. In the case of a Special Membership Meeting called by written

petition, the written notice of the meeting to the membership will faithfully reflect (restate, reproduce) the purpose(s) for the special meeting stated in the petition. Business conducted at the special meeting shall be limited to the pre-stated purpose(s).

(c) **WRITTEN NOTICE.** Written notice stating the date, time, and place shall be mailed to all active members at least ten (10) days before any membership meeting. [NOTE: “Mailed” because the notice needs a postmark for legality.]

(d) **PARTICIPATION.** Participation in the business affairs of any membership meeting shall be restricted to active members in attendance. Participation of other persons must be approved by a two-thirds (2/3) majority vote of the members in attendance. The Board has the right to invite to the meetings facilitators who are not members of the church. Association representatives have a right to participate in discussion when they have been invited by the Minister(s), the Board, or the membership.

(e) **VOTING AND QUORUM.** Unless otherwise provided herein, the vote of a majority of the active members present and voting or by absentee ballot shall be necessary for approval or disapproval of the action being voted upon. Refer to Section 3.04 and Section 8.01. Members unable to be present in a membership meeting may vote by absentee ballot upon application to the church office in advance of the meeting date. Absentee ballots must be returned prior to the meeting.

(f) **PRAYER.** In any membership meeting, the Chair, the Minister, an Association of Unity Churches Peacemaking Representative, or any 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 Chair shall provide a brief period of prayer and silence.

(g) **CHILDCARE.** At all membership meetings, the church shall provide childcare for all ages.

## **ARTICLE IV**

### **Government**

#### **SECTION 4.01 – ADMINISTRATION**

The government of Unity of the Valley shall be vested in the Minister(s), who is the Administrative Director(s), and the Board of Directors, elected from membership.

#### **SECTION 4.02 – SENIOR MINISTER(S) OR CO-MINISTER(S)**

(a) **DUTIES.** As the spiritual leader(s), the Minister(s) 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 Section 1.01. As Administrative Director, the Minister(s) shall be:

- (1) Responsible for the complete functioning of this Ministry, including the hiring and termination of all employees.

- (2) A voting member(s) of the Board of Directors on all matters except his/her own employment, or that of his/her successor(s).
- (3) A member of all committees. Refer to Section 5.01.
- (4) Appointing ministry teams in accordance with Section 5.01.
- (5) Responsible for seeking Association of Unity Churches' assistance in the event of a dispute adversely affecting the Ministry.

(b) **COMPENSATION.** The compensation of the Minister(s) shall be fixed by agreement between the Minister(s) and the Board of Directors.

(c) **VACANCY.** Should a vacancy occur in the office of the Minister, the Board of Directors shall communicate with the Executive Director of the Association of Unity Churches and request a list of applicants for the position. The position of a Minister may be vacated by any of the following actions:

- (1) Resignation, or
- (2) After complying with Section 4.04(e), the Minister's removal because of failure to fulfill the duties of the position as specified in Section 4.02(a).

#### **SECTION 4.03 – 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(s) or Co-Minister(s).

(a) **DUTIES.** The Associate and/or Assistant Minister(s) will perform the duties and fulfill the responsibilities assigned them by the Senior or Co-Minister(s).

(b) **COMPENSATION.** The compensation of the Associate and/or Assistant Minister(s) shall be fixed by agreement of these Minister(s) and the Senior or Co-Minister(s), as ratified by the Board of Trustees.

#### **SECTION 4.04 – BOARD OF DIRECTORS—MEMBERS**

(a) **STRUCTURE.** The Board of Directors shall consist of the Senior Minister(s) and six Directors elected from the active Membership of Unity of the Valley. Each elected Director shall hold office for three years or until his/her successor is duly elected. The terms of two elected Directors shall expire annually and their offices shall be filled at the annual membership meeting in accordance with Section 4.04. No elected Director shall serve more than two consecutive terms of three years each without an interval of one year between terms. No active Licensed Unity Teacher and no individual employed by the Church, with the exception of the Minister(s), shall serve on the Board of Directors.

(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 handling decisions before the Board of Directors. During the discussion of an item of business, any Director may request time for prayer about the issue. Upon request, the Chair shall provide a brief period of prayer and silence.

(c) DUTIES. As representatives of the Membership, the Directors of the Board shall:

- (1) Employ the Senior Minister and set and approve his/her salary.
- (2) Uphold the spiritual purpose of this Ministry as stated in Section 1.01.
- (3) Uphold the highest interest of the Membership in conducting the business of this Ministry.
- (4) Be conversant with these Bylaws, and establish policy for the operation of the church.
- (5) Be faithful in attendance at services, Board, and membership meetings of this Ministry.
- (6) Make determination of the business needs of this Ministry and authorize payment of monies for those purposes.
- (7) Administer the property of this Ministry, both real and personal.
- (8) 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 Five Thousand Dollars (\$5,000) in value shall be presented to the Membership at a properly constituted membership meeting to be voted on in accordance with Section 3.04(d).
- (9) As recommended by the Minister(s), authorize the employment of all staff personnel of this Ministry and approve their salaries. See Section 4.02(a).
- (10) Set dates for the fiscal year.
- (11) Each year cause to be prepared a complete financial statement with disclosures which will set forth the fiscal conditions and operations of the Ministry.
- (12) When deemed advisable, secure a fidelity bond for the Treasurer, the amount to be set by the Board.
- (13) Act to fill the unexpired term of any Director in accordance with Section 4.05(b)
- (14) Elect officers of the Board and their successors to fill any unexpired term when necessary. See Section 4.07.
- (15) Ratify committees and their chairperson as appointed by the Board President. See Section 5.01.
- (16) Seek Association assistance in the event of a dispute adversely affecting the ministry.
- (17) Consider other duties brought to their attention by the Minister and other Directors.
- (18) Keep or cause to be kept an accurate record of membership.
- (19) Keep or cause to be kept 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.
- (20) Secure liability insurance for all Board of Trustee members and Minister(s).

(d) EMPLOYMENT OF MINISTER(S). It is the responsibility of the Board of Trustees to employ a licensed or ordained Unity Minister(s) for the church through cooperation with the employment management procedures of the Association of Unity Churches.

(e) TERMINATION OF EMPLOYMENT OF MINISTER(S). After a ministry and its Senior Minister or Co-Minister(s) have cooperated with the Conflict Transformation

procedures of the Association of Unity Churches, consensus of the Board of Trustees is required to terminate the employment of a Senior Minister or Co-Minister.

#### SECTION 4.05 – BOARD OF DIRECTORS—ELECTION

(a) **QUALIFICATIONS.** Any person elected to the Board of Directors must be an active member of Unity of the Valley. He/she shall be a person who:

- (1) Desires to serve on the Board.
- (2) Endeavors to live in accordance with the Jesus Christ principles of Love and Truth as taught by Unity.
- (3) Furthers the work of this Ministry through his/her active interest, love, and support.
- (4) Is a sincere and continuing student of Unity, conversant with its teachings.
- (5) Has demonstrated leadership capabilities.

(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 four qualified candidates for the Board of Directors. The Committee shall consist of the Senior Minister and three active members selected in the following manner:

- (1) At the annual membership meeting, the Membership shall elect one of its members, and his/her alternate, to serve on the Nominating Committee for the next year's selection.
- (2) The Board shall elect one of its Directors.
- (3) Together with the Minister, the above two Committee members shall select a third Committee member from the Membership who shall become Chairperson of the Nominating Committee. In the event of unavailability to serve of the persons so elected, the Board shall select a person from the membership to fill the vacancy, other than a current Board member.

(c) **NOMINATING PROCEDURE.** As the presiding officer of the annual membership meeting, the President shall:

- (1) Read Section 4.05(a) just prior to the call for nominations.
- (2) Call upon the Chairperson or the Nominating Committee to present the Committee's nominations for four (4) Board members.
- (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 (a) of this Section.

(d) **ELECTION.** Members shall vote for two (2) of the nominees. Votes shall be cast by ballot. The two nominees receiving the largest number of votes shall be elected to the Board of Directors to serve a three-year term.

(e) **ALTERNATE DIRECTORS.** The two nominees receiving the third- and fourth-most votes from the congregation shall become the Alternate Directors.

- (1) The President will assign an Alternate Director to vote in any Board meeting from which an elected Director is absent.
- (2) Alternate Directors shall hold office for one year.

#### SECTION 4.06 – BOARD OF DIRECTORS—VACANCY AND REPLACEMENT

(a) VACANCY. The office of a Director may be vacated by any of the following means:

- (1) The resignations of a Director.
- (2) The Board voting for the removal of a Director due to absences from three consecutive regular Board meetings. Absences may be excused by the Board upon written request.
- (3) The Board voting for the removal of a Director because of his/her failure to fulfill the duties of his/her office as specified in Section 4.04(c).
- (4) The Membership voting for the removal of a Director because of his/her failure to fulfill the duties of office as specified in Section 4.04(c) See Section 3.04(i).

(b) REPLACEMENT. Should a vacancy occur on the Board of Directors, at its next regular meeting the Board shall proceed to fill the vacancy with an Alternate Director. In case of emergency, a special meeting may be called. Only persons meeting the qualifications specified in Section 4.05(a) may be considered as replacements. No replacement shall have served as a Director during the year prior to his/her election. A majority vote of those present and voting shall be necessary to elect. The term of the newly elected Director shall expire on the same date as the term of the Director he/she succeeds.

(c) INTERIM BOARD. If the entire Board of Trustees has been recalled, or a quorum does not exist, 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 (60) days, a permanent Board must be elected.

#### SECTION 4.07 – BOARD OF DIRECTORS—MEETINGS AND QUORUM

(a) REGULAR BOARD MEETINGS. The regular business meetings of the Board of Directors shall be held at the headquarters of this Ministry on the second (2nd) Tuesday of each month, unless otherwise specified by the Board.

(b) SPECIAL BOARD MEETINGS. Special meetings of the Board shall be called by the President under any of the following conditions:

- (1) By request of the Minister(s).
- (2) By request of two or more Directors.
- (3) As the President deems it necessary.

The request shall be filed in writing with the Board Secretary. Reasonable effort must be made to notify the Minister(s) and all Directors of any special meeting.

(c) QUORUM. Four Directors 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.

(e) CONSENSUS. The Board of Directors uses consensus in decision making, notwithstanding any other provisions of the Bylaws.

#### SECTION 4.08 – BOARD OF DIRECTORS—OFFICERS

Officers of the Board of Directors shall consist of a President, Vice President, Secretary, and Treasurer. All officers shall be selected in a manner decided by the Board, at the first Board meeting after the annual meeting or at a special meeting called for the purpose of selecting officers. Officers shall hold their respective offices for one year or until their successors are duly elected or qualified.

(a) PRESIDENT. The President shall:

- (1) Preside at all Board of Directors meetings.
- (2) Preside at all membership meetings.
- (3) Appoint committees in accordance with Section 5.01.
- (4) Be a member of all committees by virtue of his/her office, except the Nominating Committee.
- (5) Sign such papers and documents, upon proper authorization, as may be necessary.
- (6) Be responsible for the planning of Board orientation, retreats, and workshops.

(b) VICE PRESIDENT. The Vice President shall:

- (1) Perform all the duties of the President in his/her absence.
- (2) Become President in case the office of the presidency becomes vacant. In such a case, a new Vice President shall be elected from among the remaining Directors to fill the remainder of the term.
- (3) Attend to all official business required by the Board.

(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, and minute books, which items shall be kept in the Ministry office at all times, or in such other depository as prescribed by the Board.
- (3) Attend to all official business required by the Board.

(d) TREASURER. The Treasurer shall:

- (1) Be custodian of the funds of this Ministry. He/she shall pay out, or cause to be paid out, funds authorized by the Board. Refer to Section 4.04(c).
- (2) Keep, or cause to be kept, a record of all financial transactions, and 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 the appointment of qualified persons, all funds received, and be responsible for their deposit.
- (5) Place, or cause to be placed, the funds of this Ministry in the bank or other depository approved by the Board.

## **ARTICLE V**

### **Committees**

#### **SECTION 5.01 – FORMATION**

Committees for any specific purpose, with the exception of the Nominating Committee, shall be appointed by the Board President. Approval by the Minister and ratification by the Board is required.

## **ARTICLE VI**

### **Dissolution**

#### **SECTION 6.01 – DISSOLUTION**

Should this corporation dissolve, all property and funds remaining after the payment of debts of the corporation shall be delivered to the Association of Unity Churches, a non-profit 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 Eugene, the Association shall make available to said church an amount of money equivalent to that received from the dissolution.

Should 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 principle office of the corporation is then located, exclusively for such purposes or 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 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.

**ARTICLE VIII**  
**Bylaws Amendments**

SECTION 8.01 – PROCEDURE

Amendments to these Bylaws must be made by voting members of this Corporation at a legally constituted membership meeting. Written notice setting forth the proposed amendments must be available at the church at least ten (10) days prior to the required membership meeting. An affirmative vote of seventy-five percent (75%) of all members present and voting shall be necessary to pass any amendment to these Bylaws. These Bylaws fully supersede all previous Bylaws adopted by Unity of the Valley.

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Attest – Secretary

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February 24, 2008  
Date of Adoption or Revision