

CENTER FOR SPIRITUAL LIVING SEATTLE

BYLAWS

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CENTER FOR SPIRITUAL LIVING SEATTLE

A Nonprofit Religious Corporation, incorporated under the laws of the State of Washington.

PREAMBLE

These Bylaws provide a structure for ensuring the stewardship of God's resources, its people and its properties. Beyond the policies defined in these Bylaws is a deeper intention. We affirm that this Center is God's Center.

ARTICLE I - PURPOSE AND VISION

Section 1 - PURPOSE AND VISION

This Center exists for the purpose of worship, and for teaching the principles of Science of Mind as expressed by Ernest Holmes and taught by the Centers for Spiritual Living.

This Center is a God-centered Center inspiring God-centered lives.

The Center is organized and shall be operated exclusively for religious and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Section 2 - EXPRESSION OF THE VISION

The Spiritual Director leads the Board, the staff, and the membership in expressing God's vision for the Center.

ARTICLE II – BYLAWS

Section 1 - CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the applicable statutes of the State of Washington shall govern the construction of these Bylaws.

The term "Board" refers to the Center's Board of Trustees, the term "Center" refers to Center for Spiritual Living – Seattle, and the term "Home Office" refers to the Centers for Spiritual Living, currently in Golden, Colorado.

Without limiting the generality of the forgoing, the masculine gender includes the feminine, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person.

Section 2 - AMENDMENTS

To become effective, recommended new Bylaws or Amendments to Bylaws must be submitted to the Board for pre-approval and then voted on by the membership. A majority vote of members present at an Annual or Special Meeting called for that purpose is necessary to amend, repeal, or add to these Bylaws.

The Home Office does not approve of any center's bylaws and does not require any center to file a copy of its bylaws.

Section 3 - INSPECTION OF BYLAWS

The Center shall keep in its principal office for the transaction of business, the original or a copy of the Bylaws, as amended or otherwise altered to date, certified by the Secretary, and open to inspection by the members at all reasonable times. The current Bylaws shall also be posted to the Center for Spiritual Living Seattle website. Members may also request that an electronic copy of the Bylaws be emailed to the email address of record in their membership file.

ARTICLE III - AFFILIATION WITH THE CENTERS FOR SPIRITUAL LIVING

Section 1 - AFFILIATION

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

Section 2 - ECCLESIASTICAL AUTHORITY

The Center, its Board, and officers shall be subject to the ecclesiastical law and authority of the Home Office in all matters lawfully within ecclesiastical jurisdiction. Ecclesiastical authority refers to the Ministerial Code, the Practitioners' Code and the Center Code. This latter code consists of all documents required for a Center to become affiliated with the Home Office.

Section 3 - COMMUNICATIONS

The Home Office shall be kept generally informed as to the affairs of this Center, including reports specified elsewhere in these Bylaws.

Section 4 - MINISTERS AND PRACTITIONERS

The Center will hire and retain as Ministers only those persons who have been duly credentialed, and who shall be and remain in good standing, as Ministers of the Home Office, and will endorse and support the work of only those Practitioners of Religious Science who have been duly licensed as such by the Home Office. Any violation of any part of this section will be in violation of the Center Affiliation Agreement.

Section 5 - PROHIBITED PRACTICES

The Center, as an affiliated member of the Home Office, recognizes its responsibility as to the principles and teachings of Science of Mind. Therefore, it will teach, sponsor,

foster, and support only those ideas, principles and programs which are in alignment with Science of Mind. This is not to be construed as prohibiting educational discussion of matters which would otherwise be excluded from the Center's teaching.

So long as the Center is affiliated with the Home Office, the Center will not ordain or license Ministers or license Practitioners, and will not establish any branch Center, and will be governed and abide by the rules, regulations and directives of the Home Office with respect to these matters.

No part of the net earnings of the Center shall inure to the benefit of or be distributable to any Member of the Center which is not then an exempt organization described in section 501(c)(3) of the Internal Revenue Code. Any director or officer of the Center or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the Center affecting one or more of its purposes).

Notwithstanding any other provision of these articles of incorporation, the Center shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code, or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, and, if at any time the Center is a "private foundation" as defined in section 509(a) of the Internal Revenue Code, then during such period of time:

- A. The Center shall not engage in any act of "self-dealing," as defined in section 4941(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4941 of the Internal Revenue Code.
- B. The Center shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax imposed by section 4942 of the Internal Revenue Code.
- C. The Center shall not retain any "excess business holdings," as defined in section 4943(c) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4943 of the Internal Revenue Code.
- D. The Center shall not make any investments that would jeopardize the carrying out of any of the exempt purposes of the Center, within the meaning of section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4944 of the Internal Revenue Code.
- E. The Center shall not make any "taxable expenditure," as defined in section 4945(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4945 of the Internal Revenue Code.

Section 6 - POLITICAL POLICY

The Center shall not directly or indirectly participate in or intervene in (Including the publishing or distributing of statements), any political campaign on behalf of any candidate or public office.

Section 7 - DISAFFILIATION

In the event that disaffiliation with the Home Office is contemplated, resulting actions shall be in accordance with provisions of the Affiliation Agreement the Center has with the Home Office.

Section 8 - DISSOLUTION

Upon dissolution of the Center, all of the Center's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to and among one or more exempt organizations described in section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code. The organizations to receive such property, and their respective shares and interests, shall be determined by the Board and shall be devoted to such Science of Mind purpose as in the judgment of the Board may be most likely to be consonant with the Purpose of the Center, and with the Articles of Incorporation.

ARTICLE IV - OFFICES

Section 1 - PRINCIPAL OFFICE

The Board shall establish the principal office for the transaction of the business of the Center and may change the principal office from one location to another within the community served by the Center. Notice shall be mailed to each Center member of a new address of principal office at least ten days prior to such change being made, and to the Home Office.

ARTICLE V – POLICIES AND PROCEDURES

Section 1 - BYLAWS

The Bylaws of this corporation are adopted for the purpose of prescribing and defining the means and methods by which the Center, its membership, its boards and its officers shall function and carry out their respective duties, obligations and purposes. The provisions herein contained shall govern and control the means by which any and all actions to be taken by or on behalf of the Center shall be accomplished. In all events, the applicable provisions of the corporation statutes of the State in and under which the Center is organized as a corporation shall prevail.

These Bylaws form the basic policies for structure and function of the Center. All other policies and procedures are the responsibility of the Board.

Section 2 - POLICY FORMULATION

Policy formulation in support of the Center's purpose and vision is the task of members of the Board, committees, and staff members. It is a cooperative effort in which each group brings its special insights, experience and skill to bear on the task. It involves the identification of policy needs, formulation of policy options and consideration of policy options.

Section 3 - POLICY DETERMINATION

Policy determination is the responsibility of the Board alone. This responsibility derives from the legal status of the Board. Board actions, in establishing policies and directions for the total organization must be consistent with the Center's purpose and vision.

Section 4 - POLICY IMPLEMENTATION

Policy implementation is the responsibility of the Spiritual Director. Staff and others may be involved and assist in implementation. All actions must support the Center's purpose and vision.

Section 5 - POLICY MONITORING

Policy monitoring is the responsibility of the Board, committees and staff members. Staff is responsible for periodic performance reporting on implementation. The Board is ultimately responsible for evaluating the efficacy of implementation and determining future policy actions as appropriate, in continuing support of the Center purpose and vision.

Section 6 - OPERATING MANUAL

Board adopted policies and procedures shall be maintained in an official Operating Manual which is kept in the office and available for reference by members of the Center. Subsequent reference to policy refers to the policy and procedure function of the Board.

ARTICLE VI - MEMBERS

Section 1 - APPLICATION OF MEMBERS

Any person, at least eighteen (18) years of age, may become a member by completing meeting orientation requirements as may be determined by the Board. Each applicant asserts a personal commitment to spiritual growth and to supportive active membership in the Center. Individuals shall hold membership in only one Member Center. Membership in the Center is active upon completion of the Membership class and a financial pledge.

Section 2 - MEMBERSHIP RESPONSIBILITIES AND PRIVILEGES

Each of the following represents both a responsibility and a privilege of Center membership:

- A. Upholding the teachings and practices of Religious Science.
- B. Attending the religious and social functions of the Center.
- C. Contributing to the financial support of the Center.
- D. Volunteering time and service to the Center community.
- E. Attending the business meetings of the Center and voting.

- F. Participating in the co-creative process of developing the Center's vision.
- G. Maintaining membership status at CSL, an annual pledge indicating continued financial support is required. This pledge is for each fiscal year.

Section 3 - TERMINATION OF MEMBERSHIP

Membership in the Center shall be automatically terminated by death, resignation, withdrawal, or transfer of membership to another center.

A member may be terminated for cause by a two-thirds (2/3) vote of the Board upon a showing that a member is acting to the detriment of this Center. The member must be sent written notice of termination and has ten (10) days to file a written objection with the Board. Said members shall not be terminated upon objection until they have had the opportunity to present reasons why they should not be terminated to the Board. After hearing such reasons, the Board, in their sole discretion, may find the termination unwarranted and reinstate the member, suspend the member for a stated period of time, or may terminate the membership. The decision of the Board shall be final and not subject to further appeal.

Section 4 - YOUTH MEMBERS

Persons through seventeen (17) years of age may be admitted to youth membership in the Center in the manner prescribed in Section I of this Article (Application of Members). Youth Members shall not have voting power. Responsibilities and privileges of youth membership may be established by the Board.

ARTICLE VII - MEETING OF MEMBERS

Section 1 - ANNUAL MEETING

The Annual Meeting of the membership shall be held within ninety (90) days of the start of the Center's fiscal year.

At such meetings, Trustees shall be elected, reports of the affairs of the Center shall be considered, annual financial reports shall be reviewed; the next annual budget may be presented; and any other business transacted which is within the powers of the members.

Section 2 - SPECIAL MEETINGS

Special Meetings of the members may be called at any time by the Spiritual Director, by the presiding officer of the Board, by a majority of the members of the Board, or by five percent (5%) or more of the members of the Center.

Section 3 - MEETING NOTICE

Notice of all membership meetings may be given to each Member in good standing by at least one of the following means:

- A. Announcements at Sunday services, in Center newsletters, or other publications circulated to the membership.
- B. Written notice by email or other electronic method where the email or electronic method is on file with the center.
- C. Written notice by first class mail.

Notice of any Annual Meeting or Special Meeting shall specify the place, day, hour, and the nature of the business to be transacted. Unless meeting notice is properly given, the meeting will be considered an unofficial meeting and any matters of business acted upon or transacted will be considered advisory in nature only.

Section 4 - PLACE OF MEETINGS

All meetings of members shall be held at the principal office or place of worship of the Center or at any other place within the community served by the Center within the State of Incorporation which may be designated by the Board.

Section 5 - QUORUM

Those members present at any meeting shall constitute a quorum for the transaction of business at such meeting.

Section 6 - VOTING POWERS

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

At any election of Trustees, nominations shall be received as provided in Article VIII, Section 9 (Nomination of Trustees), of these Bylaws. Each member shall be entitled to cast a total number of votes equal to the number of positions on the Board to be filled at such meeting, casting one (1) vote (but not more than one) for each nominee of choice up to the number of positions to be filled. Election of Trustees shall be by secret ballot. The nominees receiving the highest number of votes shall be elected. In the event that a tie vote occurs for the last position to be filled, a run-off election shall take place between the nominees whose votes were tied, and such voting shall be by secret ballot. In the event the number of nominees equals the number of positions to be filled, election may be accepted by acclamation.

Section 7 - PROXIES PROHIBITED

Every member entitled to vote must do so personally and not by agent or proxy.

Section 8 - AUTHORITY FOR ELECTRONIC MEETINGS

The Board may authorize electronic meetings of the membership which allow members not physically present to participate. Such methods may include audio, video, computer, or any other methods of real time communication. Members so participating assume all of the rights and duties of members attending the meeting live and in person. Such electronic meetings must allow members reasonable opportunity to participate and vote.

ARTICLE VIII - BOARD OF TRUSTEES

Section 1 - GENERAL POWERS

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

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

Section 2 - ROLE OF THE BOARD

The emphasis of Board activities shall be:

- A. **Vision.** All activities of the Board must support the Center's purpose and vision (See Article 1). The Board shall actively participate in, and encourage others to participate in, the ongoing vision creation process.
- B. **Financial Development and Integrity.** The Board is responsible for insuring that the budget is adequately financed to fulfill the objectives set by the Board. The Board ensures the financial integrity of the Center.
- C. **Planning and Policies.** The Board sets priorities and establishes policies for the operation of the Center; the Spiritual Director or their designee, develops the procedures and plans for implementation of these policies. (See also Article IV, Policies and Procedures.)
- D. **Stewardship.** The Board is responsible for ensuring the achievement of the Center's goals, objectives, and policies. (See also Article IV, Policies and Procedures.)

E. **Responsibility.** The Board is responsible to the membership of the Center.

Section 3 - NUMBER OF TRUSTEES

The authorized number of Trustees shall be eleven (11) unless changed by amendment of these Bylaws. No reduction of the authorized number of Trustees shall have the effect of removing any Trustee prior to the expirations of the term of office.

Section 4 – SPIRITUAL DIRECTOR AS TRUSTEE

The Spiritual Director shall be one of the eleven (11) Trustees and shall be a voting member, with all the powers and duties of a Trustee. The Spiritual Director shall not be elected to, or required to fill, any other Board office.

Section 5 - COMPENSATION AND REIMBURSEMENT

Except for the Spiritual Director or as provided in Section 6 of this Article (Conflict of Interest), no Trustee may receive compensation from the Center for the duties they perform as Trustee. Trustees and members of committees may receive reimbursement for expenses as may be fixed or determined by resolution of the Board.

Section 6 - CONFLICT OF INTEREST

A Trustee must have no close relatives, nor live-in relationships on the Board serving a concurrent term, or with an employee of the Center.

The Board's responsibility to manage the business affairs of the Center is primary and absolute over any individual Trustee's personal benefits. Except as specifically provided below, no business transactions shall be entered into between the Center by the Board and any person who is a member or a member-elect of the Board, or any entity in which such person or any member of such person's immediate family shall have an opportunity for financial gain.

The Center recognizes that in specific instances or on unique matters, it may be in the best interest of the Center to enter into a business transaction of the type otherwise prohibited above. Such a transaction may be permitted if:

- A. The Board complies with all provisions of State law relating to transactions between a corporation and a Trustee.
- B. The Board is fully apprised of the fact that the proposed transaction is of the type otherwise prohibited above, and such disclosure is set forth in the minutes.
- C. The Board finds and records in its minutes, that the proposed transaction:
 - 1) Is particularly unique or advantageous to the Center.
 - 2) Is based upon terms and conditions which the Board believes to be more favorable to the Center than would be available in a similar transaction between the Center and any other party.

Section 7 - QUALIFICATIONS OF TRUSTEES

Only those persons meeting the following requirements shall be qualified for election, appointment, or retention as Trustees:

- A. Have been a member of the Center for a minimum of one (1) full year prior to appointment or election, except that a minimum of six (6) months membership in the Center shall be permitted for any candidate who has been a member of another Religious Science center for at least one (1) year and who has transferred membership to the Center.
- B. Have demonstrated a commitment to personal and spiritual growth, and completed thirty (30) hours of Science of Mind accredited classwork or its equivalent, as determined by the Spiritual Director.
- C. Have shown evidence of successful leadership in Center related activities.
- D. Have shown evidence of personal or professional talents, skills, or qualities that will contribute to the health and expansion of the Center.
- E. Be a financially supporting member of the Center, willing to tithe, giving a bulk of tithing to CSL Seattle.
- F. Be willing to accept the responsibilities and perform the duties of a Trustee.

Section 8 - TERM OF OFFICE

The Spiritual Director shall serve on the Board for the duration of employment at the Center.

The term of office for the remaining Trustees shall be two (2) years. A Trustee may be elected to three (3) terms. A Trustee having served three (3) consecutive terms shall not be eligible for re-election or appointment for at least one (1) year after expiration of the most recent term of office.

In the event that a Trustee is appointed to fulfill an incomplete term of less than one year, that Trustee shall be eligible for three (3) consecutive elected terms following the appointed term. If the appointed term is for more than one (1) year, that Trustee shall be eligible for two (2) consecutive elected terms following the appointed term.

The maximum tenure of a Trustee including elected and appointed terms, shall not exceed seven (7) consecutive years. All Trustees, unless they resign or are removed, shall hold office until their respective successors are properly elected and installed (see Section 20 of this Article, Organization Meeting.)

Section 9 - NOMINATIONS OF TRUSTEES

The Nominating Committee (see Section 26, Part B of this Article, Nominating Committee) shall prepare a slate of nominees meeting the requirements of Section 7 of this Article (Qualifications of Trustees) for election as Trustees, one or more nominees for each vacancy to be filled. Such slate shall be presented by the committee when nominations are called for at the Annual Meeting, and further nominations, if any, shall

be received from the floor. Nominees nominated from the floor must be present at the election meeting and must meet the required qualifications of Trustees set forth in Section 7 of this Article (Qualifications of Trustees.)

Section 10 - ELECTION OF TRUSTEES

New Trustees shall be elected at each Annual Meeting of members. Voting for Trustees shall proceed as provided in Article VII, Section 6 (Voting Powers) of these Bylaws.

Section 11 - TERMINATION OF A BOARD MEMBER

The Board may, by adoption of a resolution by majority vote of the members of the Board present, terminate the trusteeship and declare vacant the position of any Trustee who fails to meet the qualifications set forth in Section 7 of this Article (Qualifications of Trustees). The Board shall send notice of termination to the person whose trusteeship has been terminated.

Section 12 - REMOVAL OF TRUSTEES

The Center membership has the authority to remove for cause any or all members of the Board, except the Spiritual Director (provided separately in Article X, Section 7 of these Bylaws, Termination of Spiritual Director), at any Annual or Special membership meeting called for that purpose. A motion to remove requires an affirmative two-thirds (2/3) vote of those present and qualified to vote.

Section 13 - VACANCIES

A vacancy or vacancies on the Board shall be deemed to exist in case of the death, resignation or removal of any Trustee, or if the authorized number of Trustees be increased, or if the members fail, at any Annual or Special Meeting of members at which Trustees are elected, to elect the full authorized number. If the Board accepts the resignation of a Trustee submitted to take effect at a future time, the successor shall take office when the resignation becomes effective.

Section 14 - FILLING VACANCIES

If a vacancy occurs by reason of removal by the membership (Section 12 of this Article, Removal of Trustees), such vacancy may be filled at the removal meeting by a nomination made from the floor and voted upon by the membership present and qualified to vote. Vacancies shall be filled by one of the following means:

- A. By a majority vote of the remaining Trustees, though less than a quorum, or by a sole remaining Trustee.
- B. By a majority vote of the Center membership at an Annual Meeting or Special Meeting called to fill any vacancy or vacancies not filled by the Trustees.

In all cases, the nominees or appointees must meet the qualification requirements of Section 7 of this Article (Qualification of Trustees.)

In the event that the unexpired term is for a period of less than two (2) years, the appointee may be elected to a subsequent, full two-year (2) term (see also Section 8 of this Article, Term of Office).

Section 15 - PLACE OF MEETING

Regular and special meetings of the Board shall be held at any place within or without the State of Incorporation of the Center which has been designated by resolution of the Board or by consent of all members of the Board. In the absence of such designation, meetings shall be held at the principal office of the Center.

Section 16 - TELECONFERENCING

The use of audio and/or video teleconferencing shall be allowed as a means of conducting a Board meeting. Teleconferencing means, for the purpose of this Section, complete all-way communication among all the participants. Each participant must be able to hear and respond to all conversation, comments, questions, and voting. Any method requiring another person to act as an intermediary for a Trustee does not meet the criteria for teleconferencing. Trustees participating via teleconference shall be included in determining if a quorum is present, as described in Section 18 of this Article (Quorum), and shall have full voting privileges.

Section 17 – ELECTRONIC VOTING

- A. Board actions may be taken by unanimous written consent via email. The following factors will be considered by the Board President before determining whether to ask for an action by written consent:
 - 1) How soon a decision is required.
 - 2) Whether the decision would be better made after further discussion and/or whether alternatives should be considered.
 - 3) Whether the action is a routine action that the Executive Committee can take in lieu of the board at a committee meeting.
 - 4) Whether a conference call meeting can be scheduled and held (either just for discussion or if a quorum is obtained, to take a vote).
 - 5) Whether all Trustees have indicated they are unanimously in favor of the action and will be available to sign and return a written consent.
- B. If after considering the above factors, the Board President determines it would be best to take the action by unanimous written consent, the Board President may have the Secretary draft the proposed action and email it as an attachment to all Trustees at their respective email addresses.
- C. The action shall allow a Trustee to check that he or she is in favor of or opposed to the particular action.
- D. Each Trustee shall sign and return the written consent to the Secretary by email (scanned copy of the signed consent) or fax within 24 hours unless another deadline is provided in the email. The original signed consents will be sent to the Secretary by mail or delivered in person at the next board meeting.
- E. Upon the Secretary's receipt and verification of all written consents approving the

action, the action is duly approved. Regardless of whether the action is approved or not, the Secretary will confirm whether the action has passed or failed by email to all Trustees upon receipt of all the individual written consents.

F. The Secretary will file all individual written consents with the corporation's minute book.

Section 18 - QUORUM

A majority of the authorized number of Trustees shall be necessary to constitute a quorum for the transaction of business, except to adjourn. Every act or decision done or made by a majority of the Trustees present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by law, the Articles of Incorporation, the Affiliation Agreement, or these Bylaws.

Section 19 - PROXIES PROHIBITED

Any Trustee entitled to vote on any action taken or authorized by the Board must do so in person and not by agent or proxy.

Section 20 - OPEN AND CLOSED MEETINGS

All Board meetings are open to the membership; however, attendance at any part of any meeting of the Board may, at the Board's option, be limited only to the Trustees or may include such others as it may choose to admit.

Section 21 - ORGANIZATION MEETING

The organization meeting of the Board shall be held within thirty (30) days following the date of the Annual Meeting.

At this meeting, the Secretary of the outgoing Board shall act as Chairman pro tem while the new President is nominated and elected for the new Board.

The new President shall then assume office and proceed with the nomination and election of a Vice President, a Secretary and a Treasurer for the ensuing year. (See also Article IX, Officers.) This newly organized Board shall then proceed with any business necessary, including establishing meeting dates for subsequent Board meetings.

Section 22 - OTHER REGULAR MEETINGS

Other regular meetings of the Board shall be held at a day and time determined by the Board.

Section 23 - SPECIAL MEETINGS

Special meetings of the Board for any purpose or purposes may be called at any time by the President or the Spiritual Director, or, if they are absent or unable or refuse to act, any two (2) Trustees.

Section 24 - NOTICE

Notice of the time, place and specific purpose of special meetings shall be delivered personally to each Trustee or sent to each Trustee by mail to the Trustee's address of record, at least seventy-two (72) hours prior to the time of the meeting. Such notice is not required when all current Board members are present when the decision is made for a special Board Meeting. Special meetings may be called with the mutual consent of all members.

Section 25 - WAIVER OF NOTICE

The transactions of any special meeting of the Board, however called and noticed or wherever held shall be valid:

- A. If a quorum is present.
- B. Either before or after the meeting, each of the Trustees not present signs a written waiver of notice or a consent to holding such meeting.
- C. If each Trustee not present signs an approval of the minutes of the meeting.

All such waivers, consents or approvals shall be made a part of the minutes of the meeting.

Section 26 – COMMITTEES

Part A: General

The President may appoint standing or ad hoc committees, boards and other instrumentalities as may be deemed necessary in order to carry out the work and purpose of the Center, and may confer upon them such authority, powers and duties as may be deemed appropriate; provided that the final responsibility and duty for management of the affairs, assets, properties and employees of the Center may not be delegated and shall rest upon the Board.

Committees may include the Spiritual Director, other Trustees, staff, Center members and non-members, as determined by the President.

Part B: Nominating Committee

The President shall annually select a Nominating Committee, consisting of a minimum of five (5) members, two (2) Board members, and three (3) other persons selected from the Center membership. The Nominating Committee will be performing duties as described in Section 9 of this Article (Nominations of Trustees.)

Part C: Spiritual Director Selection Committee

When the office of the Spiritual Director becomes, or is expected to become, vacant for any reason, the Board shall appoint a Selection Committee consisting of an equal number of Trustees and members of the Center who are not Trustees. The Board shall also designate one of those selected as chairperson of the Committee. The Selection Committee shall perform duties as described in Article X, Section 3

(Vacancy on the Office of Spiritual Director.)

ARTICLE IX - OFFICERS

Section 1 - CORPORATE OFFICERS

The corporate officers of the Center shall be a President, Vice President, Secretary, and Treasurer. The President, Vice President and Secretary shall be elected from the membership of the Board, and will serve simultaneously as officers of the Board. The Treasurer may or may not be, a Trustee.

Section 2 - ELECTION OF CORPORATE OFFICERS

The corporate officers of the Center shall be elected annually by the Board at the Organization Meeting (see Article VIII, Section 21, Organization Meeting.) Each shall hold office for a term of two years or until he/she resigns, is removed or otherwise disqualified to serve, or his/her successor is properly elected and installed.

Section 3 – PAST-PRESIDENT

When the Vice President steps into the role of President, the current President shall become the Past-President. The role of Past-President is to mentor the incoming President for the period of one year.

Section 4 - PRESIDENT

- A. **Administrative:** The President shall, subject to the control of the Board, have general supervision of the business affairs and the properties of the Center. In the event of vacancy in the office of Spiritual Director, the President shall assume the duties and responsibilities of the Administrative Executive Officer (See Article X, Section 2, Part B, Administrative.)
- B. **Meetings:** The President shall preside at all meetings of the Board and of the members.
- C. **Committees:** The President may appoint committees, except those of an ecclesiastical nature, as authorized by the Board and define the duties of such committees.
- D. **Other:** The President shall have such other powers and perform such other duties as may be required of the position, from time to time by the Board.

Section 5 - VICE PRESIDENT

In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have the powers of, and be subject to the same responsibilities and authority the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or by the Bylaws.

Section 6 - SECRETARY

- A. **Meeting Notice:** The Secretary shall give, or cause to be given, notice required by the Bylaws or by law to be given for meetings of the Board or of the Membership.
- B. **Meeting Minutes:** The Secretary shall keep or cause to be kept a book of minutes of all meetings of the membership and the Board, including:
 - 1) The time and place of meeting; notice given, and the proceedings.
 - 2) If a membership meeting, the number of persons present, and if a special meeting, how authorized.
 - 3) If a Board meeting, the names of those present, and if a special meeting, how authorized and any waivers of notice.
- C. **Other:** The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board or by the Bylaws.

Section 7 - TREASURER

- A. **General:** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Center, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus.
- B. **Financial Statements:** The Treasurer shall be responsible for the preparation and distribution of financial statements of the Center as provided in Article XII, Section 6 (Financial Statements.)
- C. **Deposits:** The Treasurer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the Center with such depositories as may be designated by the Board.
- D. **Disbursements:** The Treasurer shall disburse or cause to be disbursed the funds of the Center as may be ordered by the Board.
- E. **Accountability:** The Treasurer shall render to any member of the Board, whenever they request it, an account of all transactions as Treasurer, and of the financial condition of the Center.
- F. **Other:** The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

Section 8 - RESIGNATION

Any officer may resign at any time by giving written or verbal notice to the Board, the President, or the Secretary. Any such resignation shall take effect at the date of the receipt of the notice or at any later time specified and, unless otherwise specified the acceptance of the resignation shall not be necessary to make it effective. In the event written notice is not received within ten (10) days of verbal notice, the verbal resignation shall become effective.

Section 9 - REMOVAL OF OFFICERS

Any officer or assistant officer of the Center may be removed, with or without cause, by a majority vote of the Board, at any regular or special meeting called for that purpose.

Section 10 - VACANCIES

A vacancy in any office shall be filled by a majority vote of the Board at any regular or special meeting.

ARTICLE X - MINISTERS

Section 1 - QUALIFICATIONS OF MINISTERS

All ministers shall have met the requirements of, and serve as stipulated in, the Ministerial Code. All ministers serving the Center shall be licensed as a Novitiate or Licentiate, or shall be Ordained as a Minister of Religious Science.

Section 2 - SPIRITUAL DIRECTOR

The Spiritual Director expresses the purpose and vision of the Center through plans to execute the purpose of the Center. The Spiritual Director has the following major roles:

Part A: Ecclesiastical

The Spiritual Director shall have and exercise all of the powers, ecclesiastical duties and prerogatives usually accorded to the clergy as set forth in the Ministerial Code. This includes without limitation:

- 1) The planning and conducting of all religious services.
- 2) The planning, teaching and supervising of all classes of instruction, both accredited and non-accredited.
- 3) The leadership, supervision and conduct of the activities of all practitioners, other ministers, organizations and affiliated groups within the Center.
- 4) The leadership, supervision and conduct of religious, educational, counseling, fellowship and worship activities of the Center.

Part B: Administrative

The Spiritual Director may be the Administrative Executive Officer. The

Administrative Executive Officer is responsible for managing the day-to-day operations of the Center and all paid and volunteer staff, according to policies, goals and plans adopted by the Board. At the discretion of the Spiritual Director, the administrative duties may be performed by another person in the role of Executive Director. This role reports to the Spiritual Director.

Part C: Board and Committee Duties

- 1) The Spiritual Director shall serve as a permanent voting member of the Board and shall not be elected to, or required to fill any other Board office.

Section 3 - VACANCY IN THE OFFICE OF SPIRITUAL DIRECTOR

When the office of the Spiritual Director becomes, or is expected to become, vacant for any reason, the Selection Committee (see Article VIII, Section 23, Part C, Minister Selection Committee) shall initiate the process for selecting a new Spiritual Director, as provided for in Section 4 of this Selection Process.)

Section 4 - SELECTION PROCESS FOR SPIRITUAL DIRECTOR

- A. **Screening of Candidates:** The Selection Committee shall contact the Office of Member Support and Education and the Regional Support Coordinator at the Home Office. The Regional Support Coordinator provides guidance for selecting a search committee, for any healing that needs to be done, as well in the process of creating the Center's vision for a new Spiritual Director. The Office of Member Support and Education provides necessary information and guidance as to the use of an interim minister during the period of search and selection.
- B. **Board Approval:** If the Board approves the selection, it shall present the candidate to an Annual or Special Meeting of the membership, called for such purpose, for approval. If the Board does not approve the selection, it shall notify the candidate of its decision and direct the Selection Committee to present such further names obtained from the Home Office as may be necessary to obtain a selection satisfactory to the Board.
- C. **Membership Approval:** Selection requires a majority approval of the members present. If the members approve the candidate, the Board shall negotiate and extend a written Letter of Call (Section 5 of this Article, Letter of Call) to such person to become the Spiritual Director of the Center. If the membership does not approve such selection, the Board shall notify the candidate of the decision and shall direct the Selection Committee to continue as before with the selection process.

Section 5 - LETTER OF CALL TO SPIRITUAL DIRECTOR

Except as otherwise expressly provided for, the terms under which the Spiritual Director shall be retained shall be set forth in a written Letter of Call agreed to between the Board and the Spiritual Director. The specified terms may be for a definite term. The Letter of Call shall have provisions for periodic review and updating of the terms. The

Letter of Call shall provide that the Spiritual Director may be terminated, only in accordance with the procedure provided for in Section 7 of this Article (Termination of Spiritual Director.)

The Center shall deliver an executed copy of the Letter of Call to the Office of Growth, Education, and Ministries of the Home Office.

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

Section 6 - COMPENSATION OF SPIRITUAL DIRECTOR

The salary and benefits, including incentive compensation, if any, provided to the Spiritual Director of the Center are fixed by the Board and shall be included in the Letter of Call. Such benefits may be increased from time to time by the Board as it may deem appropriate, but shall not be reduced or adversely changed without the prior consent of the Spiritual Director.

Section 7 - TERMINATION OF SPIRITUAL DIRECTOR

Notwithstanding any provision of the Letter of Call or any other agreement or understanding, the employment of the Spiritual Director shall be terminated without liability by action of the members of the Center as provided in this Section. Notice of the proposed termination of the services of any Spiritual Director shall first be given to the Office of Growth, Education and Ministries at the Home Office, so that a representative may attend and be heard at the meeting called for termination. Employment of the Spiritual Director may be terminated by adoption of a resolution so to terminate by the affirmative vote of at least two-thirds (2/3) of the members present and qualified to vote at an Annual or Special meeting of members called for such purpose. Notice of the time, place and purpose of this meeting must be provided as set forth in these Bylaws.

All past moneys owed to a Spiritual Director shall be paid promptly at the time of termination.

Section 8 - CO-MINISTERS

If the Center decides to employ Co-Ministers, the Co-Ministers will be considered to have equal status as Spiritual Director and all the provisions in these Bylaws regarding Spiritual Director will apply. A single Letter of Call shall be prepared for the Co-Ministers and shall define the respective duties of the Co-Ministers and shall be as provided for in Section 5 of this Article (Letter of Call).

Section 9 - ASSISTANT MINISTERS

The position of Assistant Minister must be approved by the Board. Any individual employed as Assistant Minister shall serve the Center under the exclusive jurisdiction and at the pleasure of the Spiritual Director, without the right of succession. Letters of

Call, shall be prepared by the Spiritual Director and approved by the Board.

Section 10 - STAFF MINISTERS

Any Staff Minister shall be under the supervision and exclusive jurisdiction of and the pleasure of the Spiritual Director and shall perform specific duties of an administrative, pastoral, music, youth, education or other area. Letters of Call, terms therein, shall be prepared by the Spiritual Director, and need not be approved by the Board.

ARTICLE XI - CORPORATE MATTERS

Section 1 - INSPECTION OF CORPORATE RECORDS

The Membership Record and the minutes of proceedings of the membership and of the Board shall be open to inspection at the principal office of the Center at any mutually agreeable time by any qualified representative of any member.

Section 2 – NOT FOR PROFIT MANAGEMENT LIABILITY COVERAGE PART DECLARATION

Not for Profit Management Liability Coverage Part Declaration which covers directors, officers and executives, as well as the organization itself. This liability insurance protects the personal assets of Center for Spiritual Living Seattle’s directors and officers from lawsuits.

Section 3 – EMERGENCY SUCCESSION PLAN

An emergency succession plan outlines procedures for temporarily filling the role of Spiritual Director and/or Executive Director in the event that either role experiences a sudden and unexpected departure due to an emergency, like illness, accident, or resignation. This plan ensures that Center for Spiritual Living can continue operations without disruption. This plan may include but not be limited to: key passwords, banking information, key contacts and the location of essential documents.

Section 4 - SHARES OF OTHER CORPORATIONS

The President or Vice President, acting together with the Spiritual Director, are authorized to vote, represent and generally to exercise on behalf of the Center all rights incident to any and all shares of any other corporation or corporations standing in the name of the Center. Such authority may be exercised either by such officers in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officers.

Section 5 - CENTER'S RECORDS MAINTAINED AT PRINCIPAL OFFICE

This Center shall keep a copy of each of the following records at its principal office:

- A. The Articles of Incorporation.
 - 1) The Bylaws.
- B. The Member Community Affiliation Agreement between this Center and CSL.
 - 1) The most current versions of the Organizational Design Model, Bylaws, and Policies and Procedures Manual of CSL.
- C. Copies of all filings and reports to any governmental agency.
- D. All documents related to this Center's claim of exemption under Section 501(c)(3) of the Internal Revenue Code, including without limitation this Center's favorable determination letter granting tax-exempt status and/or documents pertaining to its' group exemption status in conjunction with CSL.
- E. Financial statements, including without limitation balance sheets and income statements, covering at least the most recent six (6) years' activities and transactions of the Center.
- F. All other documents or records required to be maintained by the Center at its principal office under any applicable federal, state, or local law(s) or regulation(s).

ARTICLE XII - FINANCIAL MATTERS

Section 1 - NO LIABILITIES

Neither the Trustees, officers, nor members of the Center shall be personally liable for the debts, liabilities or obligations of the Center.

Section 2 - CENTER FINANCES

The financial support of the Center shall be by voluntary offerings, pledges or gifts, and from such other sources and activities as may be proper and in keeping with the purposes of the Center. No fixed membership dues shall be charged but all members shall be afforded opportunity to pledge a tithe toward the expenses of the Center.

Section 3 - FISCAL YEAR

The Board is responsible for determining the Fiscal Year, provided that no Fiscal Year shall be longer than twelve (12) months.

Section 4 - EXECUTION OF CONTRACTS

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

Center, or to pledge the credit of the Center, or to render it liable for any purpose or in any amount.

Section 5 - CHECKS, DRAFTS, OR OTHER ORDERS FOR PAYMENT

All expenditures of Center funds shall be evidenced by documentation approved by the person or persons authorized by the Board to approve such expenditures. All checks, drafts or other orders for payment of money shall be co-signed by two of four authorized signatories, as shall be designated by the Board.

Section 6 - FINANCIAL STATEMENTS

It shall be the duty of the Treasurer to prepare, or cause to be prepared, and to make available to the members, an annual financial statement, including a balance sheet and statement of income and expense, prepared in accordance with generally accepted accounting principles, and a report made at each Annual Meeting of the members. A copy is to be sent as part of the Center's annual report to the Home Office.

Section 7 - ANNUAL REVIEW

An Annual Compilation of the financial operations (books, records, and operations) of the Center shall be conducted by a Certified Public Accountant, with the scope of work to be determined by the Board. An Audit may be conducted when deemed necessary by the Board. Results of such Annual Compilation or Audit shall be presented to the membership at the Annual Meeting.

Section 8 - INSPECTION OF FINANCIAL RECORDS

A copy of all financial statements shall be available at the principal office of the Center, and shall be open at all reasonable times to inspection by any member. The books of account shall be open to inspection at the principal office of the Center at any mutually agreeable time by any Trustee or by any qualified representative of the Home Office; or by any Center member when requested in writing to the President of the Board, including a statement of responsible purpose.

ARTICLE XIII - CONSENSUS DECISION MAKING AND SHARED LEADERSHIP

Section 1 - PARLIAMENTARY RULES

The rules contained in Robert's Rules of Order (Gramercy Books, New York, 1978), or later edition shall govern the Center in all cases to which they are applicable and not inconsistent with these Bylaws and any special rules of order the Center may adopt.

Section 2 - CONSENSUS DECISION MAKING

Although the general and specific powers of the Spiritual Director, the Board, the Corporate Officers, and the members of this Center are delineated in these Bylaws, it shall be the general policy of this Center to reach decisions by consensus. This means that the Spiritual Director, the Board, the Corporate Officers, and the members of this

Center allow all ideas to be heard in order to reveal the wisdom of the group.

When all parties agree that the wisdom of the group has been revealed, even if one or more members does not personally agree with that wisdom, a decision has been reached. The decision may not be unanimous but all parties have been given the opportunity to express their views. Once a decision has been made, all members agree to support the decision regardless of their personal opinions along the way toward building consensus.

If the Spiritual Director, the Board, the Corporate Officers, or any member of this Center objects that the wisdom of the group has not been revealed and cannot be revealed, or objects that he or she cannot support the decision, then the decision shall be made by more formal and traditional parliamentary methods, requiring a majority vote unless a greater vote is required by this Center's Articles of Incorporation or Bylaws, or as otherwise required by law.

The use of parliamentary procedures and voting shall also be used by this Center whenever required by law, or by third parties dealing with this Center who may not recognize decisions reached by the consensus method.

Section 3 - MODEL FOR CONSENSUS DECISION MAKING

This Center shall apply the "consensus" decision-making model by use of the "three Cs" process (clarity, consensus, and commitment) described in the most current edition of the Home Office's Policies & Procedures Manual.

Section 4 - ROLE OF SHARED LEADERSHIP

Consistent with the recognition of the respective legal roles, rights, and responsibilities of individuals in positions of leadership, this Center applies principles of "shared leadership" as an organizational standard in the administration of its affairs. "Shared leadership" recognizes the leadership contributions of all participants and groups within this Center.

In a shared leadership model, all participants within a specific group practice transparency by sharing ideas openly and participating in all the decision-making activities of the group. While participants may have differing accountabilities and responsibilities within a group, shared leadership minimizes hierarchy and encourages full participation from all group Members. Shared leadership is demonstrated by the following:

- A. Seeking outcomes through consensus rather than by majority vote.
- B. Valuing cooperation over competing viewpoints.
- C. Balancing the opinions and responsibilities of all members.
- D. Sharing rather than limiting or abandoning leadership.
- E. Relying on all participants to take personal responsibility to be fully informed, current and prepared for all activities of the group.

Within the shared leadership model, there are situations where the full group works

together and others where subsets oversee specific aspects of the group's responsibility.

Section 5 – MAINTENANCE OF BYLAWS

The Board of Trustees will review these Bylaws every three (3) years and make any necessary changes or updates. Any revised Bylaws shall be approved by the membership at the annual meeting.

