

## BYLAWS

# BYLAWS

*of*

## **TruthUnity Ministries**

*a Texas Non-Profit Corporation*

These Bylaws are dated to be effective as of September 1, 2013, and are adopted to regulate and manage the affairs of TruthUnity Ministries, an Organization organized as a Texas nonprofit, public benefit corporation.

### **Article 1**

#### *Name and Purposes*

1.1 Name. The name of this corporation shall be TruthUnity Ministries (the “Organization”).

1.2 The purposes for which this corporation is organized are to teach the universal principles of Truth, as taught and demonstrated by Jesus Christ and embraced by the founders of the Unity School of Christianity, within the meaning of Section 501(c)(3) of the Internal Revenue Code. In accomplishing this purpose, the activities of TruthUnity Ministries shall include, among others, publishing and promoting digital media and and printed materials, teaching classes, conducting services of worship and hosting seminars and conferences. In addition, TruthUnity Ministries may adopt other means that, in the judgment of the Board of Directors, will expand the blessings of universal principles of Truth as embraced by the founders of Unity and which would not result in the the loss of exemption under Section 501(c)(3) of the Internal Revenue Code.

1.3 Corporate office. The principal office for the transaction of the business affairs and activities of the Organization is located at 8910 Spicebrush Drive, Austin, TX 78759. The Board of Directors may change the principal office from one location to another. Any change in the location of the principal office shall be noted by the Secretary on these Bylaws, or this section may be amended to state the new location.

### **Article 2**

#### *Members*

The Organization shall not have members. This designation, including the rights and duties of such members, may be changed pursuant to vote of the Organization’s Board of Directors.

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### Article 3

#### *Authority and Duties of Directors*

3.1 Authority and Mandate of Directors. The Board of Directors is the policy making body and may exercise all the powers and authority granted to the Organization by law. The Board shall consist of Directors as outlined in these Bylaws. Any action of the Board and/or determination of quorum shall be determined by the Directors. The Board shall uphold the spiritual purpose of this Organization, must be conversant with these Bylaws, and shall be faithful in attendance at the Organization's board meetings.

3.2 Regular meetings. The Board of Directors shall hold at least one annual regular meeting per calendar year. The annual meeting of the Board shall be held after January 1st of each year, and no later than the date of Labor Day. Meetings shall be at such dates, times and places as the Board shall determine.

3.3 Special meetings. Special meetings of the Board for any purpose or purposes shall be held whenever called by a majority of the officers or directors of the Organization.

3.4 Notice. Notice of the annual regular meeting shall be given to the directors not more than thirty (30) days nor less than ten (10) days before such meeting. Notice of any special meeting shall be given to the directors not less than one (1) day before such meeting. Notice of any board meeting shall include the place, day and hour of any such meeting, and may be delivered by mail, email, telephone or facsimile.

3.5 Quorum. A quorum shall consist of a majority of the board attending in person, through teleconferencing or other means of technology. All decisions will be by majority vote of those present at a meeting at which a quorum is present, except where otherwise set out herein requiring a two-thirds vote or unanimous vote. If less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting on occasion without further notice. Advisory directors, if any, will have no voting rights with respect to any issue, including determination of quorum.

3.6 Action without a meeting. Any action required or permitted to be taken at a meeting of the Board of Directors, including amendment of these Bylaws, may be taken without a meeting if a majority of the members of the Board reply to such action (virtual quorum), and all of those who reply consent in writing, email or other form of electronic communication to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board of Directors.

3.7 Participation in meeting by conference telephone or email. Board members may participate in a meeting through use of conference telephone or similar communications technology, so long as members participating in such meeting can hear one another, or by email.

3.8 Duration of actions submitted for approval. Any action submitted for board approval

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shall lapse upon the expiration of thirty (30) days, unless said action is approved by the board pursuant to these Bylaws within such time period.

3.9 Number, selection and tenure. The board shall consist of not less than three (3) voting directors, and as many non-voting advisory directors as the board may determine. Each director shall hold office for a term of three (3) years, or until his or her successor is elected; each director shall be eligible for reelection. Successors to directors whose terms of office are then expiring shall be elected at a meeting of the directors called for that purpose in the year in which such term expires. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his or her term may be filled by a two-thirds majority vote of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office.

3.10 Reelection and addition of new directors. At the end of a Director's term that Director is eligible for reelection for another term. That Director shall communicate his or her desire to be reelected to the chair of the nominating committee at least 30 days in advance of the meeting at which the vote is to be held. Nominations for vacant or new Director positions shall be submitted to the chair of the nominating committee at least 30 days in advance of the meeting at which the vote is to be held. The vote for new Directors or reelection of current Directors shall be held at the annual meeting. Election of new Directors or reelection of current Directors shall be by a two-thirds majority vote of the remaining Directors.

3.11 Resignation or removal. Resignations are effective upon receipt by the secretary of the Organization of written notification. A Director can be removed from office before his or her term is complete, only by a two-thirds majority vote of the remaining Directors.

3.12 Committees. The Board of Directors, by resolution adopted by a majority of the Directors in office, may establish committees of the Board composed of at least two persons which, except for an executive committee, may include non-board members. The Board may make such provisions for appointment of the chair of such committees, to establish such procedures to govern their activities and to delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business and activities of the Organization.

3.13 Reimbursement. Directors serving the Organization, in their role of Director, shall serve without compensation with the exception that expenses incurred in the furtherance of the Organization's business are allowed to be reimbursed with documentation and Board approval.

3.14 Other Board Requirements. Every board member shall desire to serve on the Board, shall endeavor to live in accord with the Jesus Christ principles of love and truth as taught by Unity, shall further the work of this Organization through active interest, love and support, shall be a sincere and continuing student of Unity, conversant with its teachings, and shall have demonstrated leadership capabilities.

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3.15 Meeting Procedures, Prayer. It is important that in addition to adhering to the normal procedures for legal functioning set forth in these Bylaws, the spiritual principles taught by Unity be utilized in the handling of decisions before the Board of Directors. Meetings of the Board of Directors shall be conducted by the spiritual discernment process and group prayer, unless otherwise approved by these Bylaws. 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 period of prayer and silence. The latest edition of Robert's Rules of Order will be the secondary method used to guide decision-making for the Organization.

### Article 4

#### *Authority and Duties of Officers*

4.1 Officers. The officers of the Organization shall be the President, Vice-President, Secretary and Treasurer.

- a. President. It shall be the duty of the President to preside at all meetings of the Board of Directors, to call special meetings when deemed necessary, and to perform other duties pertaining to the office. As the Organization's spiritual leader, the President shall be responsible for the scheduling and conduct of all workshops, seminars, classes and all other activities that further the purpose of the Organization. As the Organization's administrative director, the President shall be responsible for the overall functioning of the Organization and a member of all Organization committees, if any.
- b. Vice President. The Vice-President shall perform all the duties of the President in the absence of the President, shall become President in case the office of the presidency becomes vacant (in such case, a new Vice- President shall be elected from among the remaining directors to fill the remainder of the term), and shall generally work with the other officers on Organization operations and special projects.
- c. Treasurer. The Treasurer shall keep or cause to be kept a proper accounting of receipts and disbursements of all money and assets pertaining to the Organization, and shall prepare or cause to be prepared a report of such accounting, which shall be made available at or before each Board meeting.
- d. Secretary. The Secretary shall keep or cause to be kept a record of all matters transacted at each Board meeting. The Secretary shall ensure that notices are given of all Board meetings.

4.2 Appointment of officers; terms of office. Each officer shall serve the Organization for a term of three (3) years or until his or her successor has been elected. The Board of Directors shall, at its initial and every third annual meeting, elect the officers of the Organization. New offices may be created and filled at any meeting of the Board of Directors. Officers shall be eligible for reappointment.

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4.3 Resignation. Resignations are effective upon receipt by the Secretary of the Board of a written notification from the resigning officer.

4.4 Removal. An officer may be removed by the Board of Directors at a meeting, or by action in writing pursuant to these Bylaws, whenever in the Board's judgment the best interests of the Organization will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

### Article 5

#### *Authority and Duties of Officers*

5.1 Establishment. The Board of Directors may establish one or more advisory boards or committees.

5.2 Size, duration and responsibilities. The size, duration and responsibilities of such boards and committees shall be established by a majority vote of the Board of Directors.

### Article 6

#### *Financial Administration*

6.1 Fiscal year. The fiscal year of the Organization shall be January 1 through December 31, but may be changed by resolution of the Board of Directors.

6.2 Checks, drafts, etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by an officer or officers of the Organization and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

6.3 Deposits and accounts. All funds of the Organization shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee or agent to which such authority has been delegated by the Board may select. For the purpose of deposit and for the purpose of collection for that account of the Organization, checks, drafts, and other orders of the Organization may be endorsed, assigned, and delivered on behalf of the Organization by any officer or agent of the Organization.

6.4 Investments. The funds of the Organization may be retained in whole or in part in cash, or may be invested and reinvested on occasion in real or personal property, or securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from federal income taxation under 501(c)(3) of the Internal Revenue Code.

6.5 Disbursements. Disbursements of funds of the Organization, other than normal

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operating expenses, shall be made only upon prior approval of the Board. All checks, drafts or other orders for the payment of money issued in the name of the Organization shall be signed by such officer or agent of the Organization and in such manner as shall be determined by resolutions of the Board from time to time.

6.6 Compensation policies. Compensation arrangements shall be based on information about compensation paid by similarly situated taxable and tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations. Further, individuals that approve compensation shall follow the organization's conflict of interest policy, all compensation arrangements shall be approved in advance of paying compensation, all compensation arrangements shall be recorded in writing and all individuals that approve compensation shall agree in writing to the organization's conflict of interest policy.

6.7 Non-fixed Payments. Non-fixed payments are not permitted except for the teaching of classes which are offered solely on a love-offering basis and for which the provider of the class has agreed to accept a percentage of the love-offering prior to teaching the class. The term "love offering" means that participants may attend the class without any financial obligation. Any such agreement shall be limited in compensation to no more than \$250 per class and no individual provider shall receive in excess of \$50,000 in a given year. This policy shall be applied to all providers of teaching services regardless of whether they are director or member of the organization. If the amounts provided above are amended they shall be based on similarly situated taxable and tax-exempt organizations as stated in 6.6 above.

6.8 Purchases of goods, services or assets and leases, contracts and loans. The organization shall not purchase goods, services or assets from officers or directors nor sell such to officers or directors, except in the case of teaching of classes, as limited in 6.7 above. The organization shall not enter into any lease, contract or loan with an officer or director.

6.9 Tithes and Offerings. The organization may make periodic contributions to other organizations and individuals in accordance with the biblical practice of tithing. Any such contributions shall be approved and recorded in writing by the directors and granted to those, who, in the judgment of the board, provide a spiritual blessing to the mission of TruthUnity. In accordance with spiritual practice, tithing is made at approximately ten percent of the gross income of contributions received by TruthUnity. The recipients of these tithes shall be limited to other organizations that share the same mission as TruthUnity. Any such contributions to directors or officers or any party related to directors or officers is prohibited.

### **Article 7**

#### *Books and Records*

Correct books of account of the activities and transactions of the Organization shall be

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kept at the office of the Organization. These shall include a minute book, which shall contain a copy of the Organization's Articles of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

### **Article 8**

#### *Dissolution*

Should the ministry dissolve, all property and funds remaining after the payment of debts of the ministry shall be delivered to Unity World Headquarters, a non-profit corporation for religious and educational purposes. Such funds or property shall be for the use and the benefit of Unity World Headquarters, as may be determined by the Board of Trustees of Unity World Headquarters.

### **Article 9**

#### *Amendment of Bylaws*

These Bylaws may be amended by a two-thirds majority vote of the Board of Directors, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting pursuant to these Bylaws.

The following authorized officer is signing these Bylaws, to be effective on the date stated in the introductory clause.

*Mark Hicks*

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Authorized Officer