

BYLAWS

As amended October 7, 2012

**FIRST CHURCH OF RELIGIOUS SCIENCE
ST. LOUIS, MISSOURI
Doing Business As: CENTER FOR SPIRITUAL LIVING**

(A Religious Not-For-Profit Corporation)

A Member of the Centers For Spiritual Living

Original complete revision
for New Organizational Structure
was proposed by the
ORGANIZATIONAL DESIGN TEAM
and approved by Members
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Preamble

We recognize that there is one Divine Power in the Universe that expresses perfectly in all of our lives and affairs, individually and collectively. We know that this Loving Presence arises in infinite varieties of forms, all perfect. Thus, we accept and affirm the unique and special qualities of each person on this planet and in our direct experience. We support, encourage and nurture the highest expression of Divine Life in everyone and Divine Love for everyone.

The Center for Spiritual Living is a member organization of the United Centers For Spiritual Living. We embody, express and teach the philosophy of Religious Science. We use the universal principles of this philosophy to consciously and lovingly heal and transform ourselves, our community, the nation and the planet. We actively affirm harmony and wholeness as our foundation and Truth.

The Center for Spiritual Living is a loving, accepting spiritual community where we celebrate the Oneness of all life. The global and universal Heart joyfully lives in us, through us, as us.

ARTICLE 1 NAME

The name of this corporation is First Church of Religious Science of St. Louis, doing business as Center for Spiritual Living, hereinafter referred to as CSL.

ARTICLE 2 OFFICES

2.1 PRINCIPAL OFFICE

The principal executive office for the transaction of the business of the Center for Spiritual Living is located at 12875 Fee Fee Road, St. Louis, MO. The C.O.R.E. Council may change the principal executive office from one location to another.

2.2 OTHER OFFICES

The Council may at any time establish branch or subordinate offices at any place or places where the Center for Spiritual Living is qualified to do business.

ARTICLE 3 PURPOSE

3.1 GLOBAL HEART

Centers For Spiritual Living is a global spiritual community of people pervasively caring for and about each other and the entire human family, thereby bringing the gift of active compassion to the world. As a member of the Centers For Spiritual Living, our spiritual community is a point of inspiration, which effectively advances the vision of Global Heart as articulated by the Centers For Spiritual Living.

3.2 PURPOSE

The Center for Spiritual Living is a vision guided, values based Spiritual Community.

3.3 VISION and MISSION

The ongoing vision of the evolving Illumined Path of the CSL is articulated by the C.O.R.E. Council.

Our shared vision/mission of the Global Heart is expressed as:

Our Internal Vision:

We are a global presence and resource for spiritual awakening.

Our Internal Mission:

We implement our vision with the highest levels of service and professional excellence.

Our External Vision:

We inspire and serve our local and global community in spiritual evolution.

Our External Mission:

We support individuals in their personal growth and spiritual transformation.

ARTICLE 4 FUNCTIONS and STRUCTURE of the COUNCIL

4.1 C.O.R.E. COUNCIL

The C.O.R.E. Council takes its name from Consciousness of Reality Evolving and is also referred to herein as Council. The Council directs the timely application of resources for the general well-being of the CSL Community, and coordinates input from the Leadership Teams and Congregation. It is the final decision-making body except in those matters requiring approval by Center Members as directed in these Bylaws.

The Council of this corporation shall consist of five elected members plus the Community Spiritual Leader.

Leadership Teams are comprised of volunteers that give their sacred service to create a loving, growing community. They will include, but not be limited to: Visioning, Stewardship, Operations, Membership, Hospitality, Audio.

4.1.1 GENERAL CORPORATE POWERS

Subject to the provisions of the Missouri Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the Members, the business and affairs of the Center for Spiritual Living shall be managed and all corporate powers shall be exercised by or under the direction of the C.O.R.E. Council.

4.1.2 SPECIFIC POWERS

Without prejudice to the general powers referred to above, and subject to the same limitations, the Council members shall have the power to appoint and remove all officers of the Center for Spiritual Living, as herein provided, and may provide for their compensation. The Council may appoint Teams and prescribe such powers and duties for them as are consistent with law, the Articles of Incorporation of the Center for Spiritual Living and these Bylaws. The Council may also cause the Center for Spiritual Living to be qualified to do business in any other state, territory, dependency or country and conduct business within or outside the State of Missouri. The Council shall adopt, make and use a corporate seal and alter the form of the seal and may borrow money and incur indebtedness on behalf of the Center for Spiritual Living.

4.2 C.O.R.E. COUNCIL ELIGIBILITY

To be eligible to be elected or appointed as a member of the Council, a candidate must be a Member in good standing with the Community. Criteria for eligibility shall be established by the Council, and guided by these Bylaws, with specific requirements stated in the CSL Procedure Manual.

4.2.1 REQUIREMENTS FOR NOMINATION

Requirements for nomination for elected leadership on the CSL C.O.R.E. Council are:

1. Loyal and active Member of CSL for at least 90 days prior to the election.
2. Consistent financial contributor.

3. Completed at least the UCRS Science of Mind Foundations Course or its equivalent.

4.3 C.O.R.E. COUNCIL MEMBER TERMS

Each elected Council member shall serve a term of three years, which term shall begin immediately upon election. A Council member may be re-elected to a successive term only once.

4.4 ANNUAL MEETING of C.O.R.E. COUNCIL

4.4.1 PURPOSE OF ANNUAL MEETING OF COUNCIL

The annual meeting of the Council shall be for the purpose of electing officers of the Council as appropriate, scheduling regular meetings of the Council, appointing Teams, and transacting such other lawful business as the Council deems appropriate.

4.4.2 DATE AND PLACE OF ANNUAL MEETING

The date and/or place of the annual meeting shall be determined by and may be changed by the Council. It shall take place within thirty (30) days of the Annual Membership Meeting.

ARTICLE 5 OFFICERS

5.1 CORPORATE OFFICERS

The corporate officers of the Center for Spiritual Living shall be the President, the Vice President, the Treasurer and the Secretary of the C.O.R.E. Council.

5.2 ELECTION of CORPORATE OFFICERS

The Council shall elect the corporate officers of the Center for Spiritual Living.

5.3 PRESIDENT

The President shall preside at meetings of the Council, shall be the Presiding Officer for Membership Meetings, and shall be the Annual Membership Meeting Planning Team Leader. The President shall exercise and perform such other powers and duties as may from time to time be assigned to the President by the Council or prescribed by these Bylaws. The President shall collaborate as appropriate to enable the Vice President to assist with or carry out these responsibilities as may be needed or requested.

5.4 VICE PRESIDENT

The Vice President shall assist with or be prepared to assume any of the President's responsibilities, and perform such other duties as may be delegated by the President or required by the Council.

5.5 TREASURER

The Treasurer shall be the chief financial officer of the Center for Spiritual Living answering directly to the Council. The Treasurer shall maintain depositories for all

money and valuables in the name and credit of the Center for Spiritual Living as may be designated by the Council for receipt and disbursement of funds of the Center for Spiritual Living. This shall be done in a manner consistent with the policies adopted by the Council. The Treasurer shall render to the Council members, whenever they request it, statements of the financial condition of the Center for Spiritual Living. The Treasurer shall perform such other duties as may be prescribed by the Council or these Bylaws.

If required by the Council, the Treasurer shall give the Center for Spiritual Living a bond in the amount and with the surety or sureties specified for faithful performance of the duties of the office of Treasurer. Such bond shall be at the expense of the Center for Spiritual Living.

5.6 SECRETARY

The Secretary shall keep the seal of the corporation in safe custody and shall give or cause to be given, notice of all meetings of the Council required by the Bylaws. The Secretary shall arrange for the minutes of such meetings to be recorded, maintained and communicated, as well as perform such other duties as may be prescribed by the Council or these Bylaws.

The Secretary shall ensure the safe and secure storage of important CSL records and documents. The Council shall identify such records and documents related to financial, legal and other matters. The location of such storage, at the Principal Office or elsewhere, shall be determined by the Council.

The Secretary shall facilitate the implementation of procedures related to retention, review and updating such records and documents. The purpose of such procedures is to effect the safety and security, to maintain validity and usefulness, and to comply with any legal or statutory requirements related to the records and documents. The Secretary shall collaborate with the appropriate Council members and other individuals to implement such procedures and practices.

The Secretary shall facilitate the documentation of the Senior Minister as the registered agent of the Corporation. On behalf of the Council, the Secretary shall sign descriptions of Council positions approved by the Council. The Secretary shall maintain records of election and term of office of elected Council members. These records will be provided to the President to implement elections at the Annual Meeting, in accordance with 7.3.1 and 7.3.2. The Secretary shall maintain the records of appointment and terms of appointed Council members, and facilitate the implementation of their review in accordance with 4.7.

5.7 COMMUNITY SPIRITUAL LEADER

The Senior Minister shall be the Community Spiritual Leader, whose role and qualifications shall be those detailed in these Bylaws.

5.7.1 TERM OF OFFICE

The Community Spiritual Leader shall serve the Community until retirement, resignation, contract expiration, or removal from office by the affirmative vote of two thirds of the Community Members at a meeting called specifically for that purpose.

5.7.2 REGISTERED AGENT OF THE CORPORATION

The Senior Minister shall serve as the registered agent of the Corporation.

5.7.3 SUPPORT OF THE COMMUNITY SPIRITUAL LEADER

The Community Spiritual Leader shall receive compensation and shall be supported by a staff as determined by the Council.

5.7.4 SELECTION OF MINISTER

When the office of the Senior Minister becomes vacant, the C.O.R.E. Council shall appoint a Minister Selection Team composed of three Council Members and three Members of the Community to recruit candidates for the position. The President of the Council shall not serve on this Team. The Minister Selection Team shall select its Team Leader. The Minister Selection Team shall define a Minister Selection Procedure and submit it to the Council for approval.

The Team's designated representative shall contact the home office of the Centers for Spiritual Living to request biographical information of interested candidates and shall, if necessary, proceed with proactive recruiting efforts. The Team shall review such information and select potential candidates for further review by the Council, in accordance with the criteria and steps directed in the Minister Selection Procedure. The Minister Selection Team shall arrange for selected candidate(s) to interview on-site and visit the Community in accordance with the Procedure. The Minister Selection Team shall summarize the results of each step of the process and submit a final recommendation to the Council. If approved, the Council shall extend a written letter of call to the selected candidate to become the Senior Minister of the Community by this process. If for any reason the selected candidate is not contracted, the Minister Selection Team shall recommend another candidate.

The term of employment of the Senior Minister shall be determined by the Council and shall be specified in the written letter of call, and upon acceptance of the call by the Minister, an agreement of employment shall be deemed to have been made between the CSL Community and the Minister. The terms of the agreement shall thereupon be reduced to a formal contract of employment.

5.8 COMMUNITY YOUTH LEADER

The Community Youth Leader represents and emphasizes the importance of youth in our Community. The role and qualifications of the Community Youth Leader shall be those detailed in these Bylaws. Subject to the provisions of these Bylaws, the Community Youth Leader shall serve as President of the Youth Council.

5.8.1 ELECTION

The Community Youth Leader shall be elected by the youth of our Community at an annual meeting called specifically for that purpose and held within sixty (60) days prior to the Annual Membership Meeting.

5.8.2 TERM OF OFFICE

The Community Youth Leader shall serve a one-year term, with the opportunity to be reelected to one successive term.

5.8.3 SUPPORT OF THE COMMUNITY YOUTH LEADER

The Community Youth Leader may receive an expense stipend to be determined and allocated by the Council.

5.9 INDEMNIFICATION of COUNCIL MEMBERS, OFFICERS, EMPLOYEES and OTHER AGENTS

The Council may, to the extent allowed by law, authorize the Center for Spiritual Living to indemnify its Council members, officers, employees and other agents against damages and liabilities, including court costs and attorney's fees, incurred in the course and within the scope of their employment, or in the performance of duties on behalf of the Center for Spiritual Living, or arising out of their status as such Council members, officers, employees and other agents; and may authorize the purchase of insurance on behalf of such persons for the foregoing purposes.

ARTICLE 6 CENTER FOR SPIRITUAL LIVING COMMUNITY

6.1 MEMBERSHIP

Members of the Center for Spiritual Living Community shall be those individuals participating in good standing as defined by the C.O.R.E. Council. They shall be referred to herein as Community Members or Members. Membership shall be acknowledged via ratification by the Council.

6.2 GOOD STANDING

Good standing shall be presumed unless a finding to the contrary is made by the C.O.R.E. Council. A Member found to not be in good standing may be terminated by a two-thirds majority vote of the Council. Any terminated Member shall be notified of such action in writing, and he or she shall have thirty (30) days from this written notification to appeal the decision to the Council.

ARTICLE 7 MEMBERSHIP MEETINGS and NOMINATIONS

7.1 ANNUAL MEMBERSHIP MEETING

The Center for Spiritual Living Spiritual Community Members and congregants shall meet at the Annual Membership Meeting.

7.1.1 TIME AND PLACE

The Annual Membership Meeting shall occur at such time and location as determined by the Council and shall be at a location accessible to the general membership.

7.1.2 PURPOSE

The Annual Membership Meeting is a time of inspiration, education, sharing and testimony, music and rejoicing, recruitment for key projects for the Community and for the world, and renewing commitment for the Vision. Business shall be kept to a minimum.

7.2 SPECIAL MEMBERSHIP MEETINGS

Special Membership meetings may be called at any time by the President of the Council, by a majority of the members of the Council, or by at least ten percent (10%) of the Members. Special Membership meetings shall be conducted at a time and location accessible to the general membership. Notice of Special Membership Meetings shall be given in the same manner as for Annual Membership Meetings. In addition to the place, day and hour of the meeting, the notice shall also specify the general nature of the business to be transacted. Unless notice of the Special Membership Meeting is properly given, the meeting will be considered an unofficial meeting and any matters of business acted upon or transacted will be considered null and void.

7.3 PROCEDURAL MATTERS

The Council shall prescribe all rules for the conduct of the business and affairs of the Annual Membership Meeting and any Special Membership Meetings.

7.3.1 MEMBERSHIP ROSTER

At least thirty (30) days before each Annual Membership Meeting the Secretary of the Center for Spiritual Living shall submit to the Council a roster of all Community Members qualified to vote at the Annual Membership Meeting. Such Membership Roster shall contain each Voting Members' name, mailing address and telephone number.

7.3.2 CHANGES TO MEMBERSHIP ROSTER

Prior to the Annual Membership Meeting the Membership Roster shall be ratified by action of the Council to serve as the official Voter Roster for the Membership Meeting. Amendments to the Voter Roster may be initiated by the Secretary or designate and must be ratified by the Council.

7.3.3 QUORUM

A majority of the Community Members, as designated in these Bylaws, present and registered at a Membership Meeting shall constitute a quorum for the transaction of business. A Membership Meeting at which a quorum is initially present may continue to transact business, notwithstanding the absence of a quorum from any subsequent session of the Membership Meeting. The voting majority that is required by these Bylaws must approve any action taken.

7.4 SPECIFIC ACTIVITIES of MEMBERSHIP MEETINGS

7.4.1 CONDUCT OF BUSINESS

The Community Members shall elect members of the Council and the Nominating Team as provided herein, and hear and consider recommendations and reports of the Council. By resolution, the Community Members may establish policy and give direction to the Council for their implementation with due diligence to the Values and Vision, and prudent management of the assets of the Center for Spiritual Living.

7.4.2 AMEND BYLAWS

The Members have the power to amend these Bylaws in accordance with Article 17 of these Bylaws and to consider and act on reports and resolutions not affecting these Bylaws and not in conflict with rules prescribed by the Council.

7.4.3 RECALL OF ELECTED OFFICIALS

Any elected official of the Center for Spiritual Living may be removed from office for cause by authority of the electing body. Such proceedings may be initiated by a written statement of charges of misfeasance, malfeasance or nonfeasance against said official signed by at least five members of the electing body and delivered to the presiding officer of the electing body. Within fifteen days after delivery of the charges, the presiding officer shall convene a preliminary investigative panel of three members of such body. If, the charges cannot be resolved and dismissed at that level, they shall be returned to the presiding officer of the electing body. Such charges shall then be forwarded to an evaluation board composed of six members of the electing body, three members of which shall be chosen by the presiding officer and three by the elected official under consideration. Except in extreme circumstances said evaluation board shall complete its investigation and render its decision within forty-five days after being named. A majority decision of said evaluation board shall be final except that the elected official under consideration may appeal such decision to the Council.

7.5 VOTING

7.5.1 REGISTERED VOTERS

Except as otherwise provided herein, Community Members in good standing, registered and in attendance at a Membership Meeting, are entitled to one vote on each matter submitted for a vote.

7.5.2 PROXIES PROHIBITED

Every Member entitled to vote may do so in person or by absentee ballot and not by agent or proxy, and no proxy shall be valid.

7.5.3 REQUIRED MAJORITY

Any matter properly before a Membership Meeting of the Community may be adopted by the affirmative vote of a majority of the Members present and voting, except that said affirmative vote is at least equal to a majority of a quorum as defined in 7.3.3 of these Bylaws. A simple majority requirement shall not apply to resolutions relating to

Bylaws changes as provided for in Article 17, public policy pronouncements as provided for in Article 15 of these Bylaws and removal of the Community Spiritual Leader as provided for in 5.7.1.

7.5.4 CONDUCT OF ELECTIONS

If more than one person is nominated to fill an office and no candidate receives a majority vote on any ballot, the name of the candidate with the least number of votes shall be dropped at each round of voting until one candidate receives a majority of the votes cast. In the case of a tie, the outgoing C.O.R.E. Council shall determine the result. Any Council member who is also one of said candidates shall not participate in this vote.

7.5.5. ABSENTEE BALLOTS

Community Members unable to attend the Annual Membership Meeting are entitled to vote by absentee ballot to elect members of the C.O.R.E. Council and the Nominating Team.

Procedure for absentee voting:

- 1) Ballots may be obtained from the Center office during office hours or immediately after Sunday Service. Members may request a ballot be mailed to their home address by contacting the Center office. Such requests for an absentee ballot may be made up to fourteen (14) days prior to the Annual Membership Meeting.
- 2) The names of Members requesting absentee ballots will be so indicated on the Center Membership Roster voting list. Members receiving an absentee ballot may not cast a ballot in any vote conducted at the Annual Membership Meeting. Requesting Members will sign, or authorize a CSL representative to sign, an On-Site Voting Release Form indicating an absentee ballot has been received by/mailed to the Member. Release Forms will accompany the official Voter Roster for cross-referencing.
- 3) Absentee ballots and Release Forms must be received in the Center office, via return mail or in person, no later than the last business day prior to the Annual Membership Meeting.
- 4) Voted absentee ballots will be retained unopened in the Center office until the Annual Membership Meeting. They will be opened and counted with ballots cast at the Meeting. Exercise of this paragraph, 7.5.5, must be in compliance with all other applicable provisions of these By Laws.

7.6 PARTICIPATION by OTHER THAN MEMBERS

The Council may prescribe rules under which appropriate persons or groups may participate, without voting privileges, in Membership Meetings.

7.7 NOMINATIONS

7.7.1 NOMINATIONS BY NOMINATING TEAM

The Nominating Team of the Center for Spiritual Living shall prepare a slate of one or more nominees qualified for each office to be filled. This slate shall be filed with the Secretary of the Council at least forty-five (45) days prior to the Annual Membership Meeting at which the office is to be filled. The Nominating Team shall prepare a biographical guide correlating the qualities of the nominee with the qualifications according to these Bylaws and shall obtain the written consent to serve of each nominee. The Secretary shall communicate the slate to all Community Members at least thirty (30) days prior to the Annual Membership Meeting.

7.7.2 NOMINATIONS BY PETITION

A candidate who meets the qualifications for election as stated in the Bylaws may be proposed by a petition signed by at least ten Community Members. This petition shall be filed with the Nominating Team at least fifteen (15) days prior to the election. A biographical guide correlating the qualities of each nominee with the qualifications as stated in the Bylaws and the nominee's written consent to serve of the nominee shall be filed with the petition. The Nominating Team shall file the petition with the Secretary of the Council at least five (5) days prior to the Annual Membership Meeting at which the office is to be filled.

ARTICLE 8 TEAMS

8.1 *STANDING or AD HOC TEAMS*

Teams may be designated from time to time by the Council. Members of such Teams shall serve at the pleasure of the Council.

8.2 *AUTHORITY and LIMITATIONS of ACTION*

Teams, to the extent provided in the resolution of the Council, shall have the authority delegated by the Council. No Team, regardless of Council resolution, may take any final action on matters that, under the Nonprofit Corporation Law of Missouri, also require Members' approval or approval of a majority of all the Members. Teams may not fill vacancies on the Council or on any Team that has the authority of the Council, amend or repeal these Bylaws or adopt new bylaws, amend or repeal any resolution of the Council or appoint any other Teams or the members of any Teams.

8.3 *MEETINGS and ACTIONS of TEAMS*

Regular meetings of Teams may be scheduled by resolution of the Council or by resolution of the Team. Special meetings of Teams may be called by the Leader of the Team or by resolution of the Council. Notice of special meetings of Teams shall be given to all persons who have the right to attend meetings of the Team. The Council may prescribe rules for the conduct of the business of any Team as consistent with the provisions of these Bylaws. If the Council directs a Team to keep minutes of a meeting, the Secretary shall guide the Team as to the maintenance and retention of such records.

8.4 NOMINATING TEAM

8.4.1 FUNCTION

The Nominating Team shall prepare a slate of nominees for all positions elected by the Members. In accordance with Article 7, this slate shall be filed with the Secretary of the Council at least forty-five (45) days prior to the Annual Membership Meeting at which the office is to be filled. Actions of the Nominating Team are directed by provisions in these Bylaws, collaboration with the Community Spiritual Leader and instructions in the Procedure Manual.

8.4.2 MEMBERS

The Nominating Team shall be composed of four Community Members elected at the Annual Meeting.

8.4.3 TERM OF OFFICE

Two members, one Practitioner and one Lay Community Member, shall be elected each year for a two-year term, with the opportunity for re-election to one successive two-year term.

ARTICLE 9 MEETINGS of COUNCIL and TEAM MEMBERS

9.1 TIME and PLACE of MEETINGS

Regular and special meetings of the Council or Teams may be held at any time and place that has been designated by resolution of the Council or Teams. In the absence of a different designation, such meetings shall be held at the principal location of the Center for Spiritual Living. See also 8.3 of these Bylaws.

9.2 REGULAR MEETINGS

The date and time of regular meetings of the Council or Teams shall be fixed by resolution of the Council or Team members. The Council shall give notice in advance of each regular meeting that is to occur on a day of the month, time or location different from the preceding meeting.

9.2.1 OPEN C.O.R.E. COUNCIL MEETINGS

All regular meetings of the Council are open to the Members and congregants unless the Council calls for an executive session.

9.3 CALLING SPECIAL MEETINGS

The President or any two of the Council or Team members have the authority to call special meetings of the Council or Teams respectively for any purpose at any time. Notice of the date and time of such special meetings shall be given to each Council or Team member by telephone at least five days prior to the meeting; or to a person at their office or residence who would reasonably be expected to communicate such notice

promptly. Such notice shall be telephoned to the respective Council or Team member at the number shown on the records of the Center for Spiritual Living. Written notice of the meeting must also be sent at least five days before the time set for the meeting by first class mail to the Council or Team member's address shown on the records of the Center for Spiritual Living. The notice shall state the date, time and purpose of the meeting.

9.4 MEETINGS by CONSENT

Notwithstanding the provisions of 9.5 a regular or special meeting of the Council or Teams may be held at any time and place consented to in writing by all Council or Team members either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting.

9.5 VIRTUAL MEETINGS

Any regular or special meeting may be held by teleconference or Internet communication equipment providing that all Council or Team members can participate and their identities are verified to one another. All such Council or Team members shall be deemed to be present in person at such a meeting.

9.6 WAIVER of NOTICE

A meeting held without regular call or notice shall be valid if a quorum is present and if, before or after the meeting, each member not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes. Such signed waiver, consent or approval of minutes must clearly identify the meeting and shall either be made part of the minutes or filed with the minutes.

9.7 QUORUM

A majority of the authorized number of Council or Team members shall constitute a quorum for the transaction of business except to adjourn as provided in 9.9. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of one or more members, if at least three members remain. The Council or Team member majority that is required by these Bylaws must approve any action.

9.8 VOTING

Every act or decision done or made by a majority vote of the total membership of the Council or Teams at a meeting where a quorum of members is present shall be regarded as the act of the Council or Teams, subject to the provisions herein relating to a larger required vote, and the provisions of the Missouri Nonprofit Corporation Law, including without limitation, those provisions relating to (a) approval of contracts or transactions in which a Council member has a direct or indirect material financial interest, (b) appointment of Teams, and (c) indemnification of Council members.

9.9 ADJOURNMENT

A majority of the Council or Team members present, whether or not constituting a quorum, may adjourn any meeting.

9.10 ACTION WITHOUT MEETING

Any action required or permitted by the Council or Teams may be taken without a meeting, if all members of the Council or Teams, collectively or individually, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote. Such written consent or consents shall be filed and maintained with the regular meeting minutes of the Council or Teams.

9.11 CONFLICT of INTEREST

The Council's responsibility to manage the business affairs of the Community is primary and absolute over any individual Council member's personal benefit(s). Except as specifically permitted below, no business transactions shall be entered by the Council into between the Center for Spiritual Living and any person who is a member, or member-elect, of the Council, or any entity to which such person or any member of such person's immediate family have an opportunity for financial gain.

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

- A. The Council complies with all provisions of State and Federal law relating to transactions between a corporation and a member of its governing body; and
- B. The Council 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; and
- C. The Council finds and records in its minutes that the proposed transaction is:
 - 1. Particularly unique or advantageous to the Center for Spiritual Living,
 - 2. Based upon terms and conditions that the Council believes to be either not available, or more favorable to the Community than would be available in a similar transaction between the Community and any other party.

ARTICLE 10 VACANCIES and RESIGNATIONS of ELECTED or APPOINTED POSITIONS

10.1 VACANCY

A vacancy or vacancies of an elected or appointed position shall be deemed to exist on the occurrence of the death or resignation of any member, or the finding of a court that a member is of unsound mind or is convicted of a felony. A vacancy is also created by removal in accordance with 7.4.3 of these Bylaws, or by the affirmative vote of three-

fourths of the total membership of the Council for actions inconsistent with the responsibilities of a Council or a Team member of the Center for Spiritual Living. The failure of Members to elect a Council or a Team member scheduled for election at that business meeting also creates a vacancy.

10.2 RESIGNATION in WRITING

Except as provided in this paragraph, any Council or Team member may resign. The resignation shall be effective on giving written notice to the Council or Teams unless the notice specifies a later time for the resignation to become effective. If the resignation of a Council or a Team member is effective at a future time, the Council or Teams may elect a successor to take office as of the date when the resignation becomes effective.

10.3 RESIGNATION by ABSENCE or INELIGIBILITY

If a Council or a Team member is absent from three consecutive meetings, that Council or Team member shall, at the election of two-thirds of the Council or Teams present and qualified to vote, be deemed to have resigned. If a Council or a Team member ceases to meet the eligibility requirements of their position the Council or Team member, at that time, is deemed to have resigned. All such resignations shall be recorded in the minutes.

10.4 VACANCIES FILLED by COUNCIL or TEAMS

Vacancies on the Council or Teams shall be filled by a majority vote of the respective members then in office, even though less than a quorum. A member that is appointed to fill a vacancy shall serve the remainder of the term of the vacant office. A member filling a term remainder of two years or less shall be eligible for immediate election to a full term of office. A member serving a full term of office may be re-elected to a successive term only once.

ARTICLE 11 ADMINISTRATION and ORGANIZATION

11.1 ADMINISTRATIVE STRUCTURE

The Council shall provide for the establishment of such administrative structure and procedures of the Center for Spiritual Living, as it deems necessary for the effective and efficient management of the affairs of the Center for Spiritual Living Spiritual Community.

11.2 ADMINISTRATIVE REVIEW

The Council shall, at least annually, review the administrative structure of the Center for Spiritual Living to maintain functional effectiveness and make such changes as are appropriate, with respect to the Bylaws and good, efficient and ethical business practice. The Council shall communicate changes as guided by 4.1 of these Bylaws.

ARTICLE 12 RECORDS and REPORTS

12.1 MAINTENANCE of CORPORATE RECORDS

12.1.1 RECORDS AND MINUTES

The Secretary of the Center for Spiritual Living shall keep, or cause to be kept, adequate and correct minutes, in written form, of the proceedings of all Membership Meetings, meetings of the Council and of all committees of the Council. This shall include the time and place of holding, whether regular or special, and if special, how authorized, the notice given and the name of those present at such meetings. Also, a record of the names, addresses, and voting rights of all Community Members shall be maintained. All such records shall be kept at the principal executive office of the Center for Spiritual Living. See also Article 7.

12.1.2 ACCOUNTS OF PROPERTIES AND BUSINESS TRANSACTIONS

The Treasurer of the Center for Spiritual Living shall keep or cause to be kept adequate and correct books and records of accounts of the properties and business transactions of the Center for Spiritual Living. This shall include accounts of its assets, liabilities, receipts, disbursements, gains, losses, and capital, retained earnings and other matter customarily included in financial statements and prepared in accordance with generally accepted accounting principles. The Treasurer shall make a report thereof at the Annual Membership Meeting.

12.1.3 CHECKS, DRAFTS OR OTHER ORDERS FOR PAYMENT

All disbursement of funds of the Center For Spiritual Living shall be evidenced by documentation approved by the person(s) authorized by the C.O.R.E. Council 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 from time to time shall be designated by the Council.

12.1.4 EXECUTION OF CONTRACTS

The C.O.R.E. Council, except as otherwise provided in these Bylaws, 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 For Spiritual Living. Such authority may be general or limited to specific instances. Unless so authorized by the Council, no officer, agent or employee shall have any power or authority to make any agreement or to create any obligation which shall bind or pledge the credit of this Church, or to render it liable for any purpose or in any amount. Any acquisition or sale of real property shall require the approval of the Community Members in accordance with the provisions of Article 7 of these Bylaws.

12.1.5 NO LIABILITIES

Neither the members of the C.O.R.E. Council, officers nor Members of this Church shall be personally liable for the debts, liabilities or obligations of the Center For Spiritual Living.

12.2 MEMBERS' INSPECTION RIGHTS

Any Community Member may, at any reasonable time, upon demand on the Center for Spiritual Living given five business days prior thereto, and for a purpose reasonably related to the interest of such Community Member (a) inspect and copy at their own expense the records of names and addresses of Community Members and records respecting the voting rights of Community Members; and (b) inspect and copy at their own expense the accounting books and records and minutes of the proceedings of the Annual Membership Meeting and the Council and Teams of the Council.

12.3 MAINTENANCE and INSPECTION OF ARTICLES and BYLAWS

The Center for Spiritual Living shall keep at its principal executive office the original or a copy of its Articles of Incorporation and its Bylaws, as amended to date, which shall be open to inspection by Community Members at all reasonable times.

12.4 INSPECTION by COUNCIL MEMBERS

Every Council member shall have the right at any reasonable time to inspect, copy and make extracts of all books, records and documents of the Center for Spiritual Living and to inspect the physical properties of the Center for Spiritual Living.

ARTICLE 13 DEDICATION of ASSETS

The properties and assets of the Center for Spiritual Living are irrevocably dedicated to religious purposes. No part of the net earnings, properties or assets of the Center for Spiritual Living on dissolution or otherwise shall be used to the benefit of any private person or individual or any Council member of the Center for Spiritual Living. On liquidation or dissolution, all properties and assets of the Center for Spiritual Living shall be distributed and paid over to an organization manager described in Internal Revenue Code, Section 501(c)(3) and dedicated to Science of Mind purposes as determined by a majority vote of the Members present.

ARTICLE 14 NON-PARTISAN ACTIVITIES

The Center for Spiritual Living is governed by the Missouri Nonprofit Religious Corporation Law. It shall be nonprofit and nonpartisan. It shall not publish or disseminate materials with the purpose of attempting to influence legislation. It shall not participate or intervene in any political campaign on behalf of any candidate for public office, or for or against any cause or measure being submitted to the people for a vote as described in Internal revenue Code, Section 501(c)(3).

ARTICLE 15 PUBLIC POLICY PRONOUNCEMENTS

As a general rule, public policy pronouncements shall not be made on behalf of the Center for Spiritual Living by anyone other than the Community Spiritual Leader. If a demanding situation arises, a public policy pronouncement may be made, but only if it is consistent with the provisions of Article 14 of these Bylaws and is adopted by the following procedure.

15.1 ADOPTION of RESOLUTION

A resolution embodying the pronouncement is adopted at an Annual Membership Meeting by the affirmative vote of at least three-fourths of the Members present and voting (provided that said affirmative vote is at least equal to three-fourths of a quorum as defined in 7.3.3).

15.2 REFERENCE to RESOLUTION

The resolution described in 7.4.5 above, and defined in 7.4.1, is referred to the Community Spiritual Leader for further articulation and consideration in light of the Vision and Values of our spiritual community.

ARTICLE 16 BYLAWS CONSTRUCTION and DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the Missouri Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the Center for Spiritual Living and a natural person. Robert's Rules of Order Newly Revised shall, when applicable, control in any situation not covered by these Bylaws.

ARTICLE 17 AMENDMENT of BYLAWS

17.1 AMENDMENT by MEMBERS

These Bylaws may be amended, repealed, or new bylaws may be adopted by the affirmative vote of two-thirds of the Members present and voting at a Membership Meeting. Said affirmative vote must be at least equal to two-thirds of a quorum as defined in 7.3.3

17.2 INITIATION of AMENDMENT

Members, Teams, or the Council may propose new Bylaws or the amendment or repeal of existing Bylaws.

17.3 PROCEDURES

The Council may establish procedures for proposing any change to or repeal of the Bylaws. Such procedures are subject to the requirements of these Bylaws regarding amendments, and shall provide for the effective implementation of this Article.

17.4 NOTICE

A proposed Bylaws change of any kind shall be communicated and posted two consecutive Sundays prior to the Membership Meeting at which the Bylaws change shall be considered.

17.5 EFFECTIVE DATE

All Bylaws changes shall become effective immediately after the required vote is completed at said Membership Meeting.