

# Unity Church of Overland Park

## Bylaws

Approved: June 27, 2010

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# UNITY CHURCH OF OVERLAND PARK

## BYLAWS

### ARTICLE 1 - IDENTIFICATION

#### **1.01 Statement of Purpose.**

The purpose of Unity Church of Living Truth, Inc. d/b/a Unity Church of Overland Park (also referred to herein as “the Church,” and/or “the Ministry”), a Kansas not-for-profit corporation, is to teach the universal principles of Truth, as taught and demonstrated by Jesus Christ and interpreted by Unity School of Christianity and the Association of Unity Churches, a nonprofit corporation organized and existing under the laws of the state of Georgia with headquarters at Lee's Summit, Missouri, hereinafter referred to as “the Association.”

In the accomplishment of this purpose, Unity Church of Overland Park shall be guided by its Vision and Mission Statements and the principle of openness. Unity Church of Overland Park shall conduct services of worship and classes of instruction. It shall demonstrate the principles of Truth by using them in the operation of the Ministry to further the principles of practical Christianity among people everywhere.

#### **1.02 Association of Unity Churches Membership and Responsibilities.**

Unity Church of Overland Park is a member of the Association. The operation and conduct of the Ministry will comply with the regulations and policies of the Association as outlined in the Association Bylaws, insofar as they do not conflict with the laws of the State of Kansas.

##### **(a)Leadership**

This Ministry will have as its Senior Minister or Co-Ministers (hereinafter referred to as Senior Minister) an ordained or licensed Unity Minister(s) in good standing or a person serving under special dispensation approved by the Association. (Refer to Section 4.01(c) of the Association Bylaws.)

For the purpose of these Bylaws, the term "Minister" will include a person serving under special dispensation of the Association.

##### **(b)Teaching**

The Principles of practical Christianity will be taught through this Ministry.

**(c)Reports**

The Senior Minister will make or cause to be made annual reports to the Association on forms supplied by the Association.

**ARTICLE 2 - OFFICE AND OFFICIAL RECORDS**

**2.01 Principal Office.**

The principal executive office of the corporation will be fixed by the Board of Directors. Said office shall be in the County of Johnson, State of Kansas, or at such other place within the State of Kansas as the Board of Directors hereafter shall designate. The Corporation may also have offices at such other place or places, as the Board of Directors may from time to time designate.

**2.02 Official Records.**

Records of membership, finances, donations, corporate minutes, et cetera, will be maintained at the principal office of the corporation. Official Church records are to be available to members of the Board of Directors.

**ARTICLE 3 - MEMBERSHIP**

**3.01 Qualifications.**

Membership, as defined by the Board, shall be open to all persons who choose to align themselves with the Vision and Mission Statements. Members further the work of this Ministry through their active interest, love, and support.

**3.02 Election of Members.**

Anyone desiring membership in Unity Church of Overland Park, upon completion of a basic course of study that may be determined by the Board of Directors, will file an "Application for Membership" with the Board. Upon a majority affirmative vote of the Board members present and voting, the applicant will become a member and will be notified accordingly.

**3.03 Term of Membership.**

A member shall hold membership until he or she voluntarily terminates said membership or until such time as a member becomes inactive. The member shall notify the Church of his/her desire to terminate membership, or it shall be assumed that membership has been voluntarily terminated when there has been no known communication or participation by a member for a period of at least one year. The names of deceased members shall be

removed from the roster of members by the Secretary or the Secretary's designee upon receipt of notification of death.

### **3.04 Powers of Members.**

Members shall have the power to do the following:

- (a)Vote at any membership meeting, at which the member is present, called in accordance with Section 3.05 Meetings and Quorum.
- (b)Elect members to the Board of Directors as specified in Section 4.04 Board of Directors—Election.
- (c)Ratify the Bylaws of this Ministry, or make amendments thereto in accordance with Section 8.01 Bylaws Amendments Procedure.
- (d)Vote on all decisions in favor of the sale, pledge, or proposed financing of real property exceeding \$100,000. A seventy-five percent (75%) affirmative vote of those present and voting is required for approval. Refer to Section 4.03(d) (7). Notwithstanding this provision, the Board of Directors shall be allowed to refinance then-currently existing debt without the approval of the membership in accordance with reasonable business practices.
- (e)Elect two members to serve on the Nominating Committee as specified in Section 4.04(b) Nominating Committee.
- (f)Call a special membership meeting when the affairs of this Ministry warrant such action. Refer to Section 3.05(b) Special Membership Meetings.
- (g)Vote to override any action of the Board of Directors. This vote must be taken at a duly constituted membership meeting. (See Section 3.05(a) and Section 3.05(b).) Notice of the issue to be voted on must be submitted to the membership in writing at least ten (10) days prior to the meeting. Consent of seventy-five percent (75%) of those present and voting is required to override an action of the Board.
- (h)Vote for the removal of any or all Board member(s) from the Board of Directors in accordance with Section 4.05(a) (4) Vacancy. A seventy five percent (75%) affirmative vote of those present and voting is required.
- (i)View official records of the Church with the exception of Confidential Information. Confidential Information includes, but is not limited to, personnel records, spiritual counseling data, prayer information, and contribution records.

(j) Request time on the agenda at a Board Meeting for the purpose of offering suggestions to the Board of Directors, as may seem advisable for the good of this Ministry.

### **3.05 Meetings and Quorum.**

#### **(a) Annual Membership Meeting.**

The annual membership meeting of Unity Church of Overland Park shall be held at its official headquarters on a Sunday in June at the time of day designated by the Board of Directors. This date and time shall be announced at least thirty (30) days prior to said date.

#### **(b) Special Membership Meetings.**

Any time the affairs of this Ministry warrant a special meeting, the meeting may be called by:

(1) The Senior Minister;

(2) A majority of the members of the Board;

(3) A petition signed by the lesser of fifty (50) active members or 10% of the membership. A written request stating the purpose for the special meeting must be submitted to the Board who will, within a reasonable length of time not to exceed 30 days, call the meeting on behalf of the requesting party or parties;

Business conducted at the Special Membership Meeting will be limited to the purpose stated in the notification.

#### **(c) Written Notice.**

Written notice stating the date, time, place, and purpose of the special membership or annual membership meeting will be mailed and/or otherwise communicated through a public access generally accessed by Church members (e.g. Sunday Bulletin, website, email, newsletter) to all members at least ten (10) days before any membership meeting.

In the case of a Special Membership Meeting called by written petition, the written notice of the meeting to the membership will faithfully reflect the purpose(s) for the special meeting stated in the petition.

**(d) Quorum.**

The lesser of 50 members or ten percent (10%) of the membership will constitute a quorum for the transaction of business at any membership meeting called pursuant to the notice provisions of Section 3.05(c) "Written Notice."

**(e) Participation.**

Participation in discussion of the business affairs of any membership meeting will be restricted to members unless invited as set out below. Participation of other persons in discussion of business must be approved by a seventy five percent (75%) majority vote of the members in attendance. Association representatives invited by the Senior Minister, the Board, or the membership have a right to participate in discussion.

**(f) Voting.**

Unless otherwise provided herein, the vote of a majority of the members present and voting or by absentee ballot will be necessary for approval of the action being voted upon. Refer to Section 3.04(d) and Section 3.04(g) and Section 8.01.

Members unable to be present at an annual membership meeting may vote by absentee ballot for good cause (good cause may be determined by the Board of Directors) upon application to the Ministry office in advance of the meeting date. Absentee ballots must be returned at least three days prior to the meeting. Absentee ballots will not be accepted at Special Membership Meetings. Proxy votes are not allowed.

**(g) Prayer.**

In any membership meeting, the Board President, Senior Minister, Association Representative, or any member may request that action on an item of business be suspended while the membership enters into a time of prayer on the issue. Upon such request the President will provide a period of prayer and silence.

**ARTICLE 4 - GOVERNMENT**

**4.01 Administration.**

Governance shall be vested in the Board of Directors, which includes the Senior Minister and elected board members.

**4.02 Minister.**

**(a)Senior Minister.**

(1)**Selection.** The Senior Minister shall be selected by the Board in consultation with the Association. The Senior Minister shall be a qualified Unity Minister whose qualifications, in the judgment of the Board, best satisfy the requirements of the position of Senior Minister. A two-thirds majority vote of the Board of Directors is required to hire a Senior Minister.

(2)**Purpose.** The purpose of a Senior Minister is to inspire and to demonstrate by words and example the power and joy of life lived according to spiritual principle. As the focal point of the Church community, the Senior Minister sets the tone for every aspect of the Ministry. It is the role of the Senior Minister to articulate the vision for the community, inspiring it to move forward in the direction of God's plan, while simultaneously maintaining an openness for even more of God's plan to unfold.

(3)**Duties.** As the spiritual leader, the Senior Minister will be responsible for the scheduling, conduct, and content of services, classes, and all other activities that further the purpose of this Ministry (as specified in Section 1.01 Statement of Purpose).

The Senior Minister will also be:

a) responsible for the complete functioning of this Ministry;

b) a voting member of the Board of Directors on all matters except his/her own employment, or that of his/her successor;

c) responsible for appointing committees; and

d) responsible for seeking Association's assistance in the event of a dispute adversely affecting the Ministry.

(4)**Terms of Employment.** The terms of employment, including compensation, of the Senior Minister shall be fixed by agreement between the Senior Minister and the Board of Directors.

(5)**Senior Minister Relationship with Board.** The Senior Minister shall be a voting member of the Board on all matters except the terms and conditions of his or her own employment and such other matters as may constitute a conflict of interest with respect to the Senior Minister.

If any issue regarding the services of the Senior Minister cannot be resolved by the Senior Minister and the other members of the Board, the Board shall seek third-party intervention or mediation regarding a solution to the issue.

**(6) Termination of Employment of Senior Minister.** A two-thirds (2/3) majority vote of the Board of Directors or a seventy five percent (75%) vote of the Church members present and voting at a membership meeting is required to terminate the employment of the Senior Minister.

**(7) Vacancy.** The position of a Senior Minister may be vacated by any of the following actions:

a) resignation, or

b) after complying with Section 4.02(a) (5) above, the minister's removal because of failure to fulfill the purpose and duties of the position as specified in Section 4.02(a)(2) and (3).

In the case of a vacancy in the position of Senior Minister, the Board may choose to hire an Interim Minister by a majority vote.

**(b) Associate and/or Assistant Ministers.**

Associate and/or Assistant Ministers will be duly licensed or ordained Unity Ministers.

**(1) Selection and Reporting.**

Associate and/or Assistant Ministers may be hired by the Senior Minister with the approval of the Board and will report to the Senior Minister. In the absence of a Senior Minister, Associate and Assistant Ministers will report to the Board.

**(2) Duties.**

The Associate and/or Assistant Minister will perform the duties and fulfill the responsibilities assigned them by the Senior Minister.

**(3) Terms of Employment.**

The terms of employment, including compensation, of the Associate and/or Assistant Minister shall be fixed by agreement between the Minister and the Senior Minister, as ratified by the Board of Directors.

**4.03 Board of Directors--Members.**

**(a) Structure.**

The Board of Directors shall consist of the Senior Minister and eight elected members. In order to accommodate the terms of the Board of Directors serving in the initial term

following the adoption of these bylaws, three members shall be elected to serve three (3) year terms and one member shall be elected to a two (2) year term. Following this transitional term, the Board Members shall hold office on a rotational basis for staggered terms. Each elected Board member shall hold office for up to three (3) years, or until a successor is duly elected.

The terms of two elected Board members will expire in year one. The terms of three elected Board members will expire each in year two and three. The expiration of terms will then follow this rotation in the following years.

Their offices will be filled at the annual membership meeting in accordance with Section 4.04 [Board of Directors-Election].

Board members may serve up to two (2) consecutive complete terms following which they must have at least one year (twelve months) off the Board before they can again serve on the Board. Board members (with the exception of the Senior Minister) may not receive compensation from the Ministry.

Compensation should not be construed to include expenses incurred on behalf of the Ministry that have been approved by the Board. Household members of a Board member are not restricted from receiving compensation from the Ministry, provided the Board votes to waive any potential conflict of interest created thereby. Further, no Board member shall be the relative or significant other of another Board member.

**(b) Prayer.**

It is important that, in addition to adhering to the normal procedures for legal functioning set forth in these Bylaws, the spiritual principles taught by Unity be utilized in the handling of decisions before the Board of Directors. During the discussion of an item of business, any Board member may request time for prayer about the issue. Upon request, the President shall provide a period of prayer and silence.

**(c) Purpose.**

The Board of Directors is the governing body of Unity Church of Overland Park. Its purpose is to make decisions that support and reveal God's plan for this Ministry. Board members demonstrate by words and example the power and joy of life lived according to spiritual principle.

**(d) Duties.**

As representatives of the membership, the Board of Directors will:

- (1) uphold the spiritual purpose of this Ministry as stated in Section 1.01 Statement of Purpose;

- (2) uphold the highest interest of the membership in conducting the business of this Ministry;
- (3) be conversant with these Bylaws;
- (4) be faithful in attendance at services, Board meetings, membership meetings and other activities of this Ministry;
- (5) establish general policy for the conduct of the affairs of the Church;
- (6) oversee the administration of the real and personal property of the Church;
- (7) approve all expenditure limits of authority;
- (8) make determinations on the sale, pledge, or proposed financing of real or personal property belonging to this Ministry. All decisions in favor of the sale, pledge, or proposed financing of real property exceeding one hundred thousand (\$100,000) dollars in value shall be presented to the membership at a properly constituted membership meeting to be voted on in accordance with Section 3.04(d) [Powers of Members];
- (9) set dates for the fiscal year;
- (10) cause to be prepared complete annual financial statements that set forth the fiscal conditions and operations of the Ministry;
- (11) secure a fidelity bond covering all persons who handle Church monies;
- (12) approve applicants for membership in accordance with Section 3.02 Election of Members;
- (13) act to fill a vacancy on the Board in accordance with Section 4.05(b) Replacement;
- (14) elect officers of the Board. See Section 4.07 Board of Directors – Officers;
- (15) the Board may propose committees to the Senior Minister;
- (16) keep the congregation informed of key decisions, actions and other pertinent information;
- (17) seek Association assistance in the event of a dispute adversely affecting the Ministry;

- (18) attend and actively participate in ongoing Board Education Programs;
- (19) keep or cause to be kept an accurate record of membership;
- (20) keep or cause to be kept accurate records of gifts to the Ministry in compliance with Internal Revenue Service regulations;
- (21) secure liability insurance for all Board members and Ministers;
- (22) perform such other duties as may be established by the Board as need arises.

#### **4.04 Board of Directors--Election.**

##### **(a) Qualifications.**

Any person elected to the Board of Directors must be an active member of Unity Church of Overland Park. He/she will be a person who:

- (1) is willing to serve on the Board;
- (2) endeavors to live in accord with the Jesus Christ principles of love and truth as taught by Unity;
- (3) furthers the work of this Ministry through his/her active interest, love, and financial support;
- (4) is a sincere and continuing student of Unity, conversant with its teachings;
- (5) has demonstrated leadership capabilities;
- (6) has been a member of Unity Church of Overland Park for at least one year;  
and
- (7) is in attendance at the annual membership meeting, or in the case of an emergency, has submitted a letter of willingness to accept election to the Board.

##### **(b) Nominating Committee.**

A Nominating Committee shall be formed at least three (3) months prior to the annual membership meeting, and shall serve through the annual meeting. The committee shall initiate a search for qualified candidates for each open position on the Board of Directors.

The committee shall consist of: the Senior Minister; a representative of the Board, elected by the Board; and three members of the congregation. The congregational

members, who may not be current members of the Board, shall be selected in the following manner:

(1) At the annual membership meeting, the membership shall elect two of its members to serve on the Nominating Committee for the next year's election, plus an alternate. Candidates for the Nominating Committee shall be nominated by the previous Nominating Committee and/or from the floor.

(2) The Nominating Committee shall select the third congregational member at its first meeting.

The Nominating Committee shall select one of its members to be its chair.

In the event of unavailability to serve of a congregational member, the alternate will fill the vacancy. For any further vacancies, the Nominating Committee members will select a person from the membership to fill the vacancy. Replacement of the Board representative shall be by vote of the Board.

**(c) Duties of Nominating Committee.**

(1) The Nominating Committee shall nominate qualified candidates for the Board of Directors. The number of candidates nominated shall equal or exceed the number of open positions on the Board. A slate of nominees shall be announced to the congregation at least 45 days prior to the annual meeting.

(2) The Nominating Committee also nominates candidates to stand for election to the Nominating Committee at the annual Membership Meeting.

(3) The Nominating Committee shall identify and maintain a list of potential leaders of the Church to serve in various capacities.

(4) In the event of an Interim Board, the Nominating Committee shall complete its selection process within thirty (30) days from the establishment of the Interim Board.

**(d) Nominating Procedure.**

As the presiding officer of the annual membership meeting, the President of the Board will:

(1) cause to be read Section 4.04(a) Board of Directors-Election-Qualifications just prior to the call for nominations;

(2) call upon the Chairperson of the Nominating Committee to present the committee's nominations;

(3) call for additional nominations from the floor. All nominees, no matter how nominated, must qualify in accordance with Section 4.04(a) Board of Directors-Election-Qualifications.

**(e) Election**

The terms of all Board members which expire, in accordance with Section 4.03(a) and Section 4.05(b), in a given year shall be filled at such year's annual membership meeting by formal balloting by the members. Terms shall be filled by matching those nominees receiving the most votes with the longest available terms, until all positions are filled. All persons elected to serve more than thirteen (13) months in such a manner shall be considered to be fulfilling a complete term of office. The President shall announce the newly elected Board members to the congregation following the counting of the ballots.

**4.05 Board of Directors -- Vacancy and Replacement.**

**(a) Vacancy.**

The office of a Board member may be vacated by any of the following means:

- (1) The resignation of the Board member;
- (2) The Board voting for the removal of a Board member due to unexcused absences from three successive regular Board meetings;
- (3) The Board voting for the removal of a Board member because of a failure to fulfill the duties of the office as specified in Section 4.03(d) Duties; and
- (4) The membership voting for removal of a Board member because of failure to fulfill the duties of the office as specified in Section 4.03(d) Duties. Refer to Section 3.04(h) Powers of Members.

**(b) Replacement.**

Should a vacancy (vacancies) occur on the Board of Directors, the Board may fill vacancies by ballot at its next meeting. However, if the number of Board members drops below six members, the Board will proceed to fill the vacancy (vacancies) by ballot at its next meeting. Only persons meeting the qualifications (specified in Section 4.04(a) Qualifications) may be considered as replacements. A majority vote of those present and voting will be necessary to elect. The term will expire on the day of the next annual meeting. All persons elected to serve in such a manner shall not be considered to be fulfilling a complete term of office.

**(c) Interim Board.**

If the entire Board of Directors has been recalled, the Church membership may choose to elect an Interim Board whose term of office will not exceed sixty (60) days. At the end of sixty (60) days a permanent Board must be elected.

**4.06 Board of Directors -- Meetings and Quorum.**

**(a) Regular Board Meetings**

The regular business meetings of the Board of Directors will be held at the principal office of the Church once per month unless otherwise specified by the Board.

**(b) Special Board Meetings.**

Special meetings of the Board will be called by the President of the Board under any of the following conditions:

- (1) by request of the Senior Minister;
- (2) by request of two or more Board members; or
- (3) as the President of the Board deems it necessary.

The request will be filed in writing with the Board Secretary. Reasonable effort must be made to notify all Board members of any special meeting.

**(c) Quorum.**

Sixty percent (60%) of the Board members will constitute a quorum for the transaction of business.

**4.07 Board of Directors -- Officers.**

**(a) Officers.**

Officers of the Board of Directors will consist of a President, one or more Vice-Presidents, Secretary, and Treasurer.

The President for the upcoming year will be elected by the Board at least one month prior to the annual meeting.

All other officers will be elected in a manner decided by the Board, at the first Board meeting after the annual meeting, or at a special meeting called for the purpose of electing officers. Officers will hold their respective offices for one year or until their

successors are duly elected or qualified. In the case of a vacancy in any office, the Board will elect a new Officer from among its members.

**(b)President.**

The President will:

- (1) preside at all Board of Directors meetings;
- (2) preside at all membership meetings;
- (3) communicate with the Board and congregation;
- (4) sign such papers and documents, upon proper authorization, as may be necessary;
- (5) be responsible for the planning of Board orientation, retreats, and workshops.

**(c)Vice-President.**

The Vice-President will:

- (1) perform all the duties of the President of the Board in the absence of the President of the Board;
- (2) sign such papers and documents, upon proper authorization, as may be necessary.

**(d)Secretary.**

The Secretary will:

- (1) keep, or cause to be kept, an accurate record of the minutes of all Board and Membership Meetings;
- (2) hold in custody and be responsible for all reports, contracts, other legal papers, and minute books, which items will be kept in the Ministry office at all times, or in such other depository as prescribed by the Board;
- (3) attend to all official business required by the Board;
- (4) sign such papers and documents, upon proper authorization, as may be necessary.

**(e) Treasurer.**

The Treasurer will:

- (1) be custodian of the funds of this Ministry. He/she will pay out or cause to be paid out, funds authorized by the Board. All checks shall be signed by two members of the Board;
- (2) keep, or cause to be kept, a record of all financial transactions, and submit a monthly financial report at each regular Board meeting;
- (3) submit a financial report, covering the last complete fiscal period, at the annual Membership Meeting;
- (4) count, or cause to be counted by the appointment of qualified persons, all funds received, and be responsible for their deposit;
- (5) place or cause Ministry funds to be placed in the bank or other depository approved by the Board;
- (6) sign such papers and documents, upon proper authorization, as may be necessary.

**ARTICLE 5 - COMMITTEES**

**5.01 Formation.**

Committees for any specific purpose, with the exception of the Nominating Committee, will be appointed by the Senior Minister and/or the Board in cooperation with each other.

**ARTICLE 6 - DISSOLUTION**

**6.01 Dissolution.**

Should this corporation dissolve:

- (a) all property and funds remaining after the payment of the debts of the corporation will be delivered to the Association of Unity Churches International, a nonprofit corporation organized under the laws of the State of Georgia, for religious and educational purposes.
- (b) such funds or property will be for the use and benefit of the Association as may be determined by the Board of Directors of the Association, in alignment with current policies and procedures.

(c)the Association will make available according to its current policies and procedures, funds for the re-establishment of a Unity Ministry in Johnson County, Kansas.

(d)should the Association no longer exist, any assets remaining of this corporation after dissolution will be disposed of by a court of competent jurisdiction of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for purposes set out in Section 5.01(c) (3) of the Internal Revenue Code of 1954.

## **ARTICLE 7 - MEETING PROCEDURES**

### **7.01 Rules of Order.**

The latest edition of Robert's Rules of Order will be the authority of this Ministry on parliamentary law and its usage, unless otherwise provided by these Bylaws.

## **ARTICLE 8 - BYLAWS AMENDMENTS**

### **8.01 Bylaws Amendments Procedure.**

Amendments to these Bylaws must be made by voting members of this Corporation at a legally constituted membership meeting. Written notice setting forth the proposed changes, alterations, and amendments must be mailed and/or otherwise communicated through a public access generally accessed by Church members (e.g. Sunday Bulletin, website, email, and newsletter) to all members at least ten (10) days prior to the required membership meeting. An affirmative vote of seventy-five percent (75%) of all members present and voting will be necessary to pass any amendment to these Bylaws. These Bylaws fully supersede all previous Bylaws adopted by Unity Church of Overland Park.

Shawn Berry Wegner  
Secretary, Board of Directors  
June 27, 2010