

**Salt Lake Center for Spiritual Living
Bylaws**

Adopted May 19, 2019

**Chartered March 8, 1971
As First Church of Religious Science**

**Affiliated with Centers for Spiritual Living
Golden, CO**

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Bylaws

of

Salt Lake Center for Spiritual Living

(A Nonprofit Religious Corporation Hereinafter called "The Center")

Article I Preamble

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 the event that the specific provisions of the Bylaws do not cover any purpose or action that may be deemed necessary or for the best interest of The Center, resort shall be had to the applicable provisions of the corporation statutes of the State of Utah under which The Center is organized as a corporation.

Article II Affiliation, Ecclesiastical Authority and Purpose

Section 1 Affiliation

The Center is fully affiliated with Centers for Spiritual Living, a nonprofit religious corporation with international offices in Golden, Colorado; hereinafter referred to as Centers for Spiritual Living. It exists for the purpose expressed in Section 4 of this Article II, and for the purposes of celebrating and teaching the principles expressed in *The Science of Mind* by Ernest Holmes and taught by Centers for Spiritual Living. This Member Center acknowledges that it has been chartered by Centers for Spiritual Living as an affiliated Center for such purpose and that it has been created under its sponsorship and guidance.

Section 2 Ecclesiastical Authority

The Center, its Board of Trustees, members and officers shall be subject to the ecclesiastical law and authority of Centers for Spiritual Living in all matters lawfully within ecclesiastical jurisdiction. Ecclesiastical authority refers to the Ministerial Code, the Practitioner Code and The Member Community Affiliation Agreement. This latter code consists of all documents required for a Center to become affiliated with Centers for Spiritual Living.

Section 3 Communications

The Center shall keep Centers for Spiritual Living generally informed as to its affairs. The Secretary of the Board of Trustees shall submit a completed annual report of updated information related to The Center in a format provided by the Centers for Spiritual Living Home Office.

Section 4 Purpose

Centers for Spiritual Living is a spiritual movement dedicated to awakening and supporting the conscious experience and expression of every person's inherent Divine Nature through teaching and practicing the principles as taught by The Science of Mind philosophy.

Article III Offices

Section 1 Principal Office

The Board of Trustees shall establish and can change the principal office for the transaction of the business of The Center. Notice shall be provided to each Center member of a new address of principal office at least ten days prior to such change being made and the Centers for Spiritual Living Home Office will be notified of the new address.

Article IV Members

Section 1 Application of Members

The Center shall provide Orientation of new members for the purpose of developing well-informed, committed, and supportive members. Any person at least 18 years of age may become a member upon completing the Center's New Member Orientation Class, making written application and agreeing to the Duties and Privileges as noted in Section 3 of this Article.

Section 2 Membership Confirmation

Membership in The Center shall be considered active for a prospective member following completion of the required Orientation and written application and subsequent confirmation of the application by the Board of Trustees at their next meeting.

Section 3 Membership Duties and Privileges

Duties and privileges of The Center Members shall include:

A. Duties:

1. To uphold the teachings and practices of The Center
2. To attend the spiritual services of The Center
3. To regularly and identifiably contribute their time, talent and treasure to the support of the center
4. To renew membership bi-annually in January of odd numbered years

B. Privileges:

1. To attend the business meetings of The Center and to vote therein. See Policies and Procedures manual for specific voting eligibility criteria.
2. To hold office when all requirements of a position are met

Section 4 Termination of Membership

Membership in The Center shall be automatically terminated by death, resignation, withdrawal, failure to renew Membership bi-annually or transfer of membership to another Center.

The Board of Trustees of The Center shall have full power and authority to terminate the membership of any person or persons for one of the reasons stated below. Any terminated member shall be notified of such action in writing.

- A. Any member who has not, for a period of at least one year, contributed to the support of or participated in the services or affairs of The Center.
- B. Any member where the records show that for a period of one year or more there has been a complete lack of interest financially and from the standpoint of participation, in the services and/or affairs of The Center.
- C. Any member who has clearly demonstrated antagonism or opposition to the purpose of The Center or its teachings and vision.

Section 5 Membership Record

The Secretary of the Board of Trustees shall keep and maintain, or cause to be kept and maintained, a true, complete and fully up-to-date permanent record containing at least the names and addresses and phone numbers and email addresses when available of all members-of-record of The Center. It shall be the duty of the Secretary to promptly record in the minutes all new members of The Center, when confirmed by the Board of Trustees, and to remove all terminated members upon the adoption of a resolution to

terminate. Such record shall establish membership-of-record for all purposes.

Section 6 Youth Members

Persons through 17 years of age may be admitted to Youth Membership in The Center and have such other responsibilities and privileges of membership as the Board of Trustees may establish from time to time. Upon reaching their 18th birthday, youth members may become active, voting members, subject to the provisions of Section 2 of this article.

Article V Meeting of Members

Section 1 Place of Meetings

All meetings of members shall be held at the principal meeting place of The Center.

Section 2 Annual Meetings

The annual membership meeting date shall be established by the Board of Trustees.

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.

Notice of each annual meeting shall be given by announcement at the regular services on not less than two (2) consecutive Sundays immediately preceding the meeting, and by written or electronic notice sent to each member at least 21 days prior to the meeting.

Section 3 Special Meetings

Special meetings of the members may be called at any time by the Senior Minister, by the presiding officer of the Board of Trustees, by a majority of the members of the Board of Trustees, or upon a written petition submitted to the Board of Trustees and signed by five (5) percent or more of the voting members of The Center.

Notice of any special meetings shall be given in the same manner as for annual meeting of members. Notice of any special meeting shall specify, in addition to the place, time and date, the general nature of the business to be transacted. Unless special 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 null and void.

Section 4 Voter Roster

Thirty days before each annual meeting the Secretary of the Board of Trustees shall submit to the Board of Trustees a roster of each member qualified to vote at the annual meeting. Such roster shall contain each voting member's name, mailing address, and telephone number and email address if available. Prior to the annual meeting the Voter Roster may be amended by action of the Board of Trustees.

Section 5 Quorum

Those members-of-record present at any meeting shall constitute a quorum for the transaction of business at such meeting, except for special votes called for the purposes listed in Article V Section 9: Voting exceptions

Section 6 Adjourned Meeting and Notice Thereof

Any member meeting, annual or special, may be adjourned by the vote of a majority of the members present.

When any member meeting is adjourned for thirty days or more, notice of resumption of the adjourned meeting shall be given as for the annual meeting. Where a meeting is adjourned for less than thirty (30) days, it shall not be necessary to give notice of the time and place of resumption or of the business to be transacted, other than by announcement at the meeting at which adjournment was taken.

Section 7 Voting Powers

At any annual or special meeting, each member-of-record in good standing shall be entitled to one vote, except in the election of Trustees, which is provided for in this section. Detailed polices regarding voting shall be kept in the Policies and Procedures Manual.

At any election of Trustees, nominations shall be received as provided in Article VI, Section 5 of these Bylaws. Elections for Trustees shall be by ballot. Each member shall be entitled to cast one ballot. The nominees receiving the highest number of votes shall be elected. In event the number of nominees equals the number of positions to be filled, election may be accepted by acclamation.

Section 8 Proxies Prohibited

Every member entitled to vote or execute consents must do so in person and not by agent or proxy, and no proxy shall be valid.

Section 9 Voting Exceptions

In certain circumstances an affirmative vote of three-quarters (3/4) of the members-of-record is required to make those changes. These include:

- A. A vote to terminate member(s) of the Board of Trustees as set forth in Article VI Section 6.
- B. A vote to spend designated funds as set forth in Article X Section 5.
- C. A vote to disaffiliate with Centers for Spiritual Living as set forth in Article XIII, Section 3.

If the necessary numbers of votes cannot be obtained at a special meeting called for that purpose because of inadequate attendance, ballots may be may available at subsequent Sunday Services, electronically or by mail.

Without the affirmative support of three-quarters of the members-of-record, the vote shall not pass.

Article VI Board of Trustees

Section 1 General

Subject to limitations of the Articles of Incorporation, the Member Community Affiliation Agreement, 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 of Trustees.

The Board of Trustees 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 celebration except with the approval of a majority vote of the members-of-record present at a regular or special meeting.

As set forth in these Bylaws, the Board of Trustees shall elect, appoint, employ, retain and remove the officers, agents, employees and representatives of The Center including the Senior Minister and fix their compensation and the scope, nature and course of their respective duties and authority.

Section 2 Role of the Board.

The role of the Board includes but is not limited to the following:

- A. Planning, Policies, Procedures: The Board reviews, approves and maintains The Center's Policies and Procedures Manual.
- B. Financial Development and Management: The Board is responsible for ensuring that The Center is adequately financed to fulfill its objectives. It is responsible to approve all expenditures and pay all bills.
- C. Monitoring: The Board is responsible for monitoring the operational process of The Center to ensure the achievement of its legal and financial responsibilities and obligations.
- D. Ultimate Authority: The Board is ultimately accountable to the membership of The Center.

Section 3 Number and Qualifications of Trustees

The authorized number of elected Trustees shall be Five (5) unless changed by amendment of the Bylaws. Only those persons meeting the following requirements shall be qualified for election or appointment as Trustees:

- A. The person must be a loyal, financially supporting and active member of The Center.
- B. The person must be willing to accept the responsibilities of membership of the Board of Trustees.
- C. The person must not be related to, nor have a live-in relationship with, any current member of the Board of Trustees or with an employee of The Center.
- D. The person must have completed "Foundations of Science of Mind" and had training in the visioning process. If persons are not available for nomination who meet these qualifications, special consideration may be given.
- E. No Trustee may receive compensation from The Center.
- F. The person must have been a member of The Center no less than one (1) year in order to be eligible for election or appointment to the Board of Trustees.
- G. The person must have successfully completed a Criminal Background Check, which will be paid for by The Center.

Section 4 Trustee Election and Term of Office

The elected Trustees shall hold office for five (5) years. Their tenure shall be such that one fifth (1/5), as nearly as practicable, shall be elected each

year. New Trustees shall be nominated as provided in Section five (5) below, and shall be elected at each annual meeting of members to fill the offices made vacant, but if any such annual meeting is called but not held or the Trustees are not elected thereat, the Trustees shall be elected at a special meeting of members held for the purpose within thirty (30) days of the date of the original annual meeting.

No person having served as a Trustee shall be eligible for re-election for at least one (1) year after expiration of their most recent full term of office.

All Trustees, unless they resign or are removed, shall hold office until their respective successors are properly elected and installed. As set forth in the Policies and Procedures, an overlap period between Board elections and the completion of office of retiring Board members shall be established to facilitate a smooth transition.

Section 5 Nominations of Trustees

At a reasonable length of time prior to each annual meeting of members, the Board of Trustees shall form a Nominating Committee of three (3) members who may be, but need not be, Trustees, and shall not be an employee or the Senior Minister of the Center. The committee shall proceed to prepare a slate of nominees for election as Trustees, one or more nominees for each vacancy to be filled.

Such slate shall be nominated by the committee at the annual meeting. Voting for Trustees shall proceed as provided in Article VI Section 4 of these Bylaws.

Section 6 Termination of a Board Member

A Board Trustee may be terminated by the adoption of a resolution by majority vote of the members of the Board present to terminate said Trustee. The Board of Trustees also may by resolution declare vacant the office of any Trustee:

- A. who fails to perform their assigned duties as a Trustee of The Center
- B. who shall be absent for two (2) consecutive meetings without valid excuse granted by the Board of Trustees and shown in the minutes of at least one such meeting
- C. who has demonstrated a lack of interest either materially or financially or from the standpoint of participation in the services and/or affairs of The Center

Notice shall be sent to the terminated Board Member regarding such action taken by the Board of Trustees.

Section 7 Resignation of a Trustee

Any Trustee may resign at any time by giving written or verbal notice to the Board of Trustees, or 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 by the notice; and, unless otherwise specified by the notice, 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 8 Vacancies

Vacancies on the Board of Trustees may be filled by a majority vote of the remaining Trustees. In the event the unexpired term is for a period of less than eighteen (18) months, the appointee may succeed himself or herself by election to a full five (5) year term.

A vacancy or vacancies on the Board of Trustees 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.

The Center members may elect a Trustee or Trustees at a special meeting to fill any vacancy or vacancies which shall not have been filled by the Trustees.

If the Board of Trustees accepts the resignation of a Trustee submitted to take effect at a future time, the Board or members shall have power to appoint a successor to take office when the resignation is to become effective.

No reduction of the authorized number of Trustees shall have the effect of removing any Trustee prior to the expiration of their term of office.

Section 9 Place of Meeting

In the absence of another designated place, regular Board meetings shall be held at the principal office of The Center.

Section 10 First Meeting Following Elections

The first meeting of the Board of Trustees following elections shall be held within thirty (30) days.

Section 11 Regular Meetings

Regular meetings of the Board of Trustees shall be held at least quarterly; day and time to be determined by the Board of Trustees. They shall proceed

with any business necessary, including establishing dates for subsequent Board meetings.

Section 12 Special Meetings

Special meetings of the Board of Trustees for any purpose or purposes may be called at any time by the President, or, if they are absent or unable or refuse to act, any two Trustees, or ten (10) percent of the membership by petition.

Notice of the time and place of special meetings and specific purpose shall be delivered personally or electronically to each Trustee or sent to them by mail addressed to the address shown on the membership record of The Center, at least seventy-two 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, in which case special meetings may be called with the mutual consent of all members of the Board of Trustees.

Section 13 Quorum

A majority of the elected number of Trustees shall be necessary to constitute a quorum for the transaction of business. 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 of Trustees.

Section 14 No Proxies

Any action taken or authorized by the Trustees shall be taken or authorized only in person, including electronically present, and not by agent or proxy, and no proxies of Trustees shall be valid.

Section 15 Reimbursement for Expenses

Trustees and members of committees may receive reimbursement for expenses as may be fixed or determined by resolution of the Board.

Section 16 Open and Closed Meetings

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

Personnel and legal matters of The Center may be discussed by Board members in a private caucus associated with a Board meeting. However, all motions and voting shall be done in an open Board meeting.

Section 17 Conflict of Interest

The Board of Trustees' responsibility to manage the business affairs of The Center is primary and absolute over any individual Trustee's personal benefits. Except as specifically permitted below, no business transactions shall be entered into between The Center, by the Board of Trustees, and any person who is a member, or a member-elect, of the Board of Trustees, or any entity by which such person or any member of such person's immediate family 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; and
- 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; and
- C. The Board finds and records in its minutes, that the proposed transaction:
 1. is particularly unique or advantageous to The Center, and
 2. is upon terms and conditions which the Board of Trustees believes to be either not available, or more favorable to The Center than would be available in a similar transaction between The Center and any other party.

Section 18 Recall of Trustees

The Center membership has the authority to remove for cause any or all members of the Board of Trustees. The process for doing so is set forth in Article V Section 9.

If a vacancy occurs by reason of such action, such vacancy may be filled as set forth in Article VI Section 8.

Article VII Officers of the Board of Trustees

Section 1 Officers

The officers of the Board of Trustees of The Center shall be a President, a Vice-President, a Secretary, a Treasurer, and a Facilities Manager.

The Center may also have, at the discretion of the Board of Trustees, such assistant officers as may be appointed in accordance with the Policies and Procedures Manual.

Section 2 President

The President shall have general supervision of the business affairs and the properties of The Center.

The President shall preside at all meetings of the Board of Trustees and meetings of the members, and shall have such other powers and perform such other duties as may be required of him or her, from time to time by the Board of Trustees.

The President, along with the Secretary of the Board of Trustees, shall be one of the signatories for all contracts and legal documents.

The President may appoint committees, except those of an ecclesiastical nature, as may be authorized to appoint by the Board of Trustees, from time to time, and define the duties of such committees. In all administrative matters, except those of an ecclesiastical nature, the President shall be responsible for maintaining open communications and relations with Centers for Spiritual Living.

Section 3 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 as apply to 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 of Trustees or by the Bylaws or Policies and Procedures.

Section 4 Secretary

The Secretary shall be in charge of the Corporate Seal. The Secretary, along with the President of the Board of Trustees, shall be one of the signatories for all contracts and legal documents.

The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Trustees may order, a book of minutes of all meetings of Trustees and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board meetings, the number of persons present at members' meetings, and the proceedings thereof.

The Secretary shall keep or cause to be kept the records of all students completing certificated classes, the class name and payments, including payments to Centers for Spiritual Living.

As herein above provided, the Secretary shall keep or cause to be kept at the principal office of The Center the Membership Record showing the names of the members and their addresses, phone numbers and email addresses if available.

The Secretary shall give, or cause to be given, notice of all the meetings of the members of the Board of Trustees required by the Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees or by the Bylaws.

Section 5 Facilities Manager

The Facilities Manager shall be responsible for all aspects of the use and care of The Center's facility. This includes but is not limited to building access, cleaning, repairs, upkeep, supplies and use of facility.

Section 6 Treasurer

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. The books of account shall be open at all reasonable times to inspection by any Member.

The Treasurer shall be responsible for the preparation and distribution of financial statements of The Center as provided in Article XII, Section 8. Any financial records should be reasonably accessible to any Member, preferably in the principal office of The Center.

The Treasurer:

- A. shall deposit or cause to be deposited weekly all monies and other valuables in the name and to the credit of The Center with such depositories as may be designated by the Board of Trustees
- B. shall disburse or cause to be disbursed the funds of The Center as may be ordered by the Board of Trustees
- C. shall provide at each meeting of the Board of Trustees a full financial report
- D. shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees or these Bylaws

Section 7 Deputy Treasurer

The Deputy Treasurer shall be appointed by the Membership.

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

The Deputy Treasurer:

- A. shall be a Member of the Center in good standing and have been a member for a period of at least one (1) year
- B. shall have completed Foundations of the Science of Mind class
- C. shall have provided identifiable financial support of the Center
- D. shall have provided identifiable service to the Center
- E. shall regularly attend and participate in services and activities of the Center
- F. shall not be in a "significant other" relationship with a member of the Board of Trustees, a member of the Center staff or other teams that might create a conflict of interest
- G. shall not be an employee of the Center
- H. shall pass a background check which shall be paid for by The Center

Article VIII Ministry Council

Section 1 General

The emphasis of the Ministry Council, (MC) which includes the Senior Minister, shall be on implementing the Center's ministry—its mission, goals, objectives, standards and practices. The MC may establish other volunteer groups to assist with operational planning, ministry recommendations, and facilitate two-way communications between itself, the Board of Trustees and The Center membership.

Section 2 Role of the Ministry Council (MC)

The role of the MC includes but is not limited to the following:

- A. Mission: The MC formulates, facilitates and establishes The Center's mission.
- B. Planning, Standards, Practices: The MC sets the direction of The Center and establishes standards and best practices to guide the operation of the ministries and service teams of The Center.
- C. Ultimate Authority: The MC is accountable to the Senior Minister, who is accountable to the Board of Trustees, who is accountable to the membership of The Center.

Section 3 Committees and Teams

The MC may appoint committees, teams, and other instrumentalities as may be necessary in order to carry out the work and purpose of The Center, and may confer upon them such authority, powers and duties as it may deem appropriate; provided that the final responsibility and duty for management of the financial affairs, assets, properties and employees of The Center may not be delegated and shall rest upon the Board of Trustees, per Article VI of these bylaws.

Minutes shall be kept of each meeting of the MC and a copy shall be forwarded to the Board of Trustees. Recommendations may be made by the MC to the Board of Trustees.

Section 4 Number and Qualifications of the MC

The authorized number of members of the MC shall be determined by the number of Team Leaders. Only those persons meeting all of the following requirements shall be qualified for appointment or selection to the MC:

- A. The person must be a loyal, financially supporting and active member of The Center.
- B. The person must be willing to accept the responsibilities of membership of the Ministry Council.
- C. The person must have completed "Foundations of Science of Mind" and had training in the visioning process. If persons are not available for nomination who meet these qualifications, special consideration may be given.

- D. The person may be required to successfully complete a Criminal Background Check, which will be paid for by The Center.

Section 5 Term of Service

Members of the MC shall not have set terms of service. Terms shall be determined on a case by case basis based on the needs of the respective teams.

Section 6 Selection to serve on the MC

The MC consists of the chosen/appointed/or volunteer leaders of the various teams that serve to carry out the vision and mission of The Center. These include but are not limited to the Practitioner Chair, Music Director, Youth Director, Visioning Chair, Communications Chair, Volunteer Chair, Hospitality Chair, Events Chair, and Education Chair. It may also include a Secretary, a liaison to the Board of Trustees and such other positions as the Sr. Minister and/or MC deem appropriate.

The Senior Minister and/or the individual teams shall determine how their representative to the MC is chosen. Each team's method of determining their Leader shall be included in the Standards and Practices Manual.

Section 7 Termination of a MC Member

Termination of a member of the MC shall be determined by the individual teams and/or the Senior Minister.

Section 8 Vacancies

Vacancies will be filled by the individual teams and/or the Senior Minister according to their team's procedure.

Section 9 Place of Meetings

In the absence of another designated place, regular MC meetings shall be held at the principal office of The Center.

Section 10 Regular Meetings

Regular meetings of the MC shall be held at least monthly; day and time to be determined by the MC. Meeting Minutes of The MC shall be submitted to The Board of Trustees and maintained at the principal office of The Center.

Section 11 Special Meetings

Special meetings of the MC for any purpose or purposes may be called at any time by the Senior Minister, or if they are absent, half of the Members

of the MC.

Notice of the time and place of special meetings and specific purpose shall be delivered personally or electronically to each MC Member.

Section 12 Quorum

A majority of the number of MC Members shall constitute a quorum. Every act or decision done or made by a majority of the MC present at a meeting duly held at which a quorum is present shall be regarded as an act of the MC.

Section 13 Proxies

An Assistant MC Member or designee may stand in for the MC Member.

Section 14 Reimbursement for Expenses

MC Members and members of committees and teams may receive reimbursement for expenses as may be fixed or determined by the budget set forth by the Board.

Section 15 Open and Closed Meetings

All MC meetings are open to The Center's membership. However, attendance at any meeting or part of any meeting of the MC may, at the MC's option, be limited only to the MC Members, or may include such others as it may choose to admit.

Article IX The Senior Minister

Section 1 Role of the Senior Minister – Summary

As presented in the Member Community Affiliation Agreement, the Ministerial Code, and elsewhere in these Bylaws the Senior Minister has three major roles in The Center:

- A. Ecclesiastical head of The Center with exclusive rights for Ecclesiastical matters.
- B. Is accountable to and reports to the Board of Trustees
- C. Oversees the MC.

Section 2 Agreements

Agreements related to the Senior Minister are detailed in their Letter of Call and include the following major topics:

- A. Qualifications
- B. Authority
- C. Call to fill vacancy
- D. Termination
- E. Compensation Package
- F. Background Check

Article X Policies and Procedures

Section 1 Bylaws

These bylaws form the basic policies for structure and function of The Center. All other policies and procedures are to be detailed in a Policies and Procedures Manual which is approved and maintained by the Board of Trustees and is kept in The Center office and available for reference by Center Members.

Section 2 Policy Formulation

Policy formulation is the task of the Board of Trustees. 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 and consideration of policy options.

Section 3 Policy Implementation

Policy implementation is the responsibility of the Board of Trustees. Others may be involved and assist in implementation, but the Board of Trustees is ultimately responsible.

Section 4 Policy Monitoring

Policy monitoring is the responsibility of the Board of Trustees. Staff is responsible for periodic performance reporting to the Board of Trustees on implementation. The Board of Trustees is responsible for making judgments concerning the effectiveness of implementation and determining future policy actions as appropriate.

Section 5 Special Fund Policies and Procedures

Any changes to a specialized fund reserved for specific purposes (such as a building fund) must be approved by a three-quarters (3/4) majority of the members-of-record which will occur by a special vote as specified in Article V section 9.

Article XI Standards and Practices

Section 1 Standards and Practices Manual

A Standards and Practices Manual that guides the Ecclesiastical functions of the Center is the responsibility of the Ministry Council and a copy is to be kept in The Center office and available for reference by Center Members.

Section 2 Standards and Practices Formulation

The formulation of standards and practices to guide the ministry is the task of members of the MC, and its committees, and possibly 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 necessary standards and the formulation and consideration of the practices by which these standards are best maintained and carried out.

Section 3 Standards and Practices Implementation

The implementation of the standards and practices of the ministry is the responsibility of the MC. Once established, the MC is ultimately responsible to see that such standards and practices are carried out.

Section 4 Standards and Practices Monitoring

Monitoring the standards and practices is the responsibility of the MC. The Ministry Council is responsible for making judgments concerning the effectiveness of implementation and determining future standards and practices as appropriate.

Article XII Various and Sundry

Section 1 Corporate Seal

The Center shall have a corporate seal, containing the exact name of The Center and the date and state of incorporation.

Section 2 Inspection of Corporate Records

The membership record, the books of account, and the minutes of proceedings of the members and of the MC, Board of Trustees, and committees of the Board of Trustees, shall be open to inspection by any qualified representative of Centers for Spiritual Living, or at any mutually agreeable time by any Center member. Minutes of regular meetings of the Board of Trustees and the MC shall be posted on the Center's website (along with a copy of the current bylaws).

Section 3 Checks, Drafts, or Other Orders for Payment

All expenditures of Center funds shall have appropriate documentation approved by the person or persons authorized by the Board of Trustees to approve such expenditures.

All expenditures in excess of two hundred (\$200.00) must have prior Board approval.

All checks, drafts, or other orders for payment in excess of five hundred dollars (\$500.00) must be signed by two (2) of the three (3) authorized signatories, who shall be designated by the Board.

Regular interval expenditures may be authorized for electronic payment and are not subject to the requirement for two signatures as is required for other expenditures.

Notes or other evidences of indebtedness issued in the name of or payable to The Center, shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by resolution of the Board of Trustees.

Section 4 Execution of Contracts

The Board of Trustees, except as in these Bylaws otherwise prohibited, 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.

Unless so authorized by the Board of Trustees, 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 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, which shall be open to inspection by the members-of-record at all reasonable times.

Section 6 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 Utah shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine, the feminine includes the masculine, 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 7 No Liabilities

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

Members of the Board of Trustees and persons serving in an advisory capacity to the Board are immune from civil liability for acts or omissions done in good faith within their scope of authority.

Section 8 Financial Statements

It shall be the duty of the Treasurer to 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 thereof at each annual meeting of the members.

Section 9 Audit

The financial books and records of The Center shall, at the discretion of the Board undergo an audit or accounting review, to be conducted by an accountant who is not an employee or elected official of The Center. If this audit or accounting review is performed, the results of such review shall be presented at The Center's Annual Meeting and a copy may be sent to the CSL Home Office as part of The Center's Annual Report to the Centers for Spiritual Living.

Article XIII Center Matters

Notwithstanding any other provision of these Bylaws, The Center, its Board of Trustees, members and officers are and at all times shall be subject to the following provisions:

Section 1 Ministers and Practitioners

The Center will hire and retain as Ministers only those persons who shall have been duly credentialed, and who shall be and remain in good standing, as Ministers of Centers for Spiritual Living, and will endorse and support the work of only those Licensed Professional Practitioners of Centers for Spiritual Living who shall have been duly licensed as such by Centers for Spiritual Living.

Any violation of any part of this Section 1, will be in violation of the Member Community Affiliation Agreement and will place The Center's Affiliation Agreement with Centers for Spiritual Living in jeopardy.

Section 2 Prohibited Practices

The Center shall in no way be active in carrying on propaganda nor in any other manner attempt to influence legislation. In addition, The Center shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

The Center, as an affiliated member of the Centers for Spiritual Living, 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 teachings. 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 Centers for Spiritual Living, The Center will not ordain, license ministers, or license practitioners or teachers, and will not establish any branch Center, and will be governed and abide by the rules, regulations and directive of the Centers for Spiritual Living with respect to these matters.

Section 3 Dissolution/Disaffiliation

In the event the dissolution or the disaffiliation with Centers for Spiritual Living is contemplated, resulting actions shall be in accordance with provisions of the Member Community Affiliation Agreement which The Center has with the Centers for Spiritual Living.

In the event of the dissolution and the winding up of affairs of The Center, after paying all of the debts and obligations of The Center, or adequately providing them, any remaining assets shall be devoted to such Science of Mind purpose as in the judgment of the Board of Trustees of The Center may be most likely to be consistent with the purpose of The Center and with the Articles of Incorporation.

Section 4 Charter Violation

Should a violation of the Member Community Affiliation Agreement with the Centers for Spiritual Living occur and thus place The Center Charter in jeopardy, the Centers for Spiritual Living shall determine if such action requires the forfeiture of the Charter. A notice of this decision must be presented to the membership of The Center at a specially called meeting, as provided in these Bylaws, Article V, Section 3. The purpose of the meeting is to take definitive action to remedy the violation, to disaffiliate, or to dissolve.

Article XIV Parliamentary Authority

The rules contained in the current edition of Roberts Rules of Order-Newly Revised 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.

Article XV Amendments

New Bylaws or Amendments to the existing Bylaws shall be acted upon in a special meeting of the members duly called for that purpose, or at an annual meeting, by the voting members of The Center. Proxy votes will not be accepted.

Adoption of new Bylaws or Amendments to the existing Bylaws requires the majority vote of the membership present at the meeting.

Newly adopted Bylaws or Amendments to these Bylaws must be submitted to the Centers for Spiritual Living for review.

These Bylaws were adopted by congregational vote and effective on the 21st day of May, 2019.

Print Name: _____
President, Board of Trustees

ATTEST:

Print Name: _____
Secretary, Board of Trustees

Center Name: Salt Lake Center for Spiritual Living
DBA: Salt Lake Center for Spiritual Living

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