

BYLAWS FOR UNITY CENTER DC
Presented and approved: March 27, 2022

ARTICLE I – Name

The name of this local ministry shall be Unity Center DC (UCDC).

ARTICLE II - Purpose

Section 1. Statement of Purpose. The purpose of Unity Center DC, nonprofit corporation, hereinafter referred to as “Unity Center DC” or “UCDC,” is (i) to teach the universal principles of Truth, as taught and demonstrated by Jesus Christ and interpreted by the Association of Unity Churches, Inc., d/b/a Unity Worldwide Ministries, a Georgia nonprofit corporation, with headquarters at Unity Village, Missouri, hereinafter referred to as Unity Worldwide Ministries “UWM,” and (ii) to live its vision, mission and core values as adopted by the members of UWM from time to time.

Section 2. Accomplishment of Purpose. In the accomplishment of this purpose, Unity Center DC, shall conduct services of worship and classes of instruction and demonstrate the principles of Truth by using them in the operation of the ministry and to adopt other means that in the judgment of the leadership shall further the principles of practical Christianity among people everywhere.

Section 3. Unity Worldwide Ministries. Unity Center DC shall be a vital part of the worldwide Unity movement and a member of UWM. Any member of this ministry may call upon the resources and support of UWM through its leadership or through direct communication with UWM.

In the spirit of cooperation, the operation and conduct of this ministry shall comply with the Bylaws, polices and regulations of UWM, insofar as they do not conflict with the laws of the State of the District of Columbia. However, UCDC reserves the right not to adopt an individual bylaw, policy, or regulation of Unity Worldwide Ministries.

- A. Participation.** This ministry may have its voice heard and its wishes expressed in the membership meetings of UWM, and its members may participate in workshops, seminars, and classes designed to encourage and foster their spiritual development and that of the ministry.
- B. Resources.** This ministry can benefit from its membership in UWM and its corresponding region through direct support, materials, and coaching regarding organization, finances, music, adult and youth education, church growth programs, ethics compliance, and other topics related to church function.
- C. Leadership.** This ministry shall have as its leader an ordained or licensed Unity minister(s) approved for ministry employment by UWM, a person serving under

special dispensation approved by UWM, a Spiritual Leader or, in the absence of either, the Board of Trustees.

D. Teaching. The principles of practical Christianity shall be taught through this ministry using methods, textbooks, literature, and other materials.

E. Comply with Requests. The ministry shall comply with all requests for identifying information from UWM, including, but not limited to, authentic copies of the ministry's:

1. Articles of Incorporation;
2. Bylaws whenever updated;
3. Deeds to properties owned by the ministry;
4. Form SS-4, Application for Employer Identification Number, once it has been returned by the IRS to the ministry;
5. Form 8822-B, Change of Address or Responsible Party.

F. Reports. The ministry shall make annual reports to UWM as required.

ARTICLE III - Office and Official Records

Section 1. Principal Office. The principal executive office of the ministry shall be fixed by the Board of Trustees. Said office shall be in the District of Columbia. The ministry may also have offices at such other place or places as the Board of Trustees may from time to time designate.

Section 2. Official Records. Records of membership, finances, donation, corporate minutes, and other records required by law or as designated by the Board of Trustees shall be maintained electronically and/or at the principal office of the ministry. Confidential documents are available only for use by the minister(s), Spiritual Leader(s), board members, or designated professional staff and advisors. Non-confidential documents are available to members for review at the principal office of the ministry upon request.

ARTICLE IV - Members

Section 1. Qualifications. A member of Unity Center DC shall endeavor to live in accord with the principles of love and truth as taught by Jesus Christ and Unity and to further the work of this ministry through active participation and support.

Section 2. Election of Members. Anyone who has reached the age of 13 desiring membership in Unity Center DC shall file an application for membership. In addition, prospective members may need to meet additional requirements. The application shall be presented to the Board of Trustees

at its next regular meeting. A majority vote of the trustees present, and voting shall be required for the applicant to become a member. The applicant shall be notified of the board's action by the Board Secretary. All staff ministers and licensed Unity teachers are considered members of this ministry.

Section 3. Membership.

- A. New Members.** Sixty days after acceptance, a new member shall have voting rights at all membership meetings up through and including the next regularly scheduled annual membership meeting after joining the church by completing a new member orientation course.
- B. Existing Members.** To retain membership, each member must complete and return to the church a yearly membership renewal document as approved by the Board of Trustees. If no current membership document is on file prior to, or at, the annual membership meeting, that person becomes a former member and cannot serve on the Board of Trustees or vote at any membership meeting.
- C. Youth Members.** At the option of the local ministry, youth membership may be established under the following provisions:
 - 1. Youth membership is open to those who are no less than 13 years of age and no more than 17 years of age.
 - 2. A youth member shall have the right to speak at all meetings which members have the right to speak. Youth members shall be ineligible to vote at the annual and special business meetings. Upon obtaining the age of 18 a youth member becomes a voting member.
 - 3. Youth members are not eligible to serve as members of the Board of Trustees.
 - 4. Any additional qualifications for youth membership shall be at the discretion of the local ministry.

Section 4. Reinstatement of Active Membership.

- A. Reinstatement within two years.** Former members who wish to return to membership within the first two years after losing membership, who meet membership qualifications and fill out a yearly membership renewal document approved by the Board of Trustees shall be reinstated as members. In order to vote at a membership meeting such members must fulfill these requirements at least 60 days before a membership meeting.
- B. Reinstatement after two years.** Persons who have not been members for two (2) years or more and desire to return to membership shall reapply in the same manner required of new members.

Section 5. Removal of Membership for Cause. A member may be removed for cause by the Board of Trustees. Prior to any vote concerning removal, the member in question must be

notified by postal or electronic mail at least thirty (30) days prior to the Board of Trustees meeting of the charges that may lead to removal of membership and thereafter be given an opportunity for a hearing before the board. The member shall have the right to be present at the hearing by the Board of Trustees and may bring a person to counsel him/her who must be a member of the local ministry. A 2/3rds vote shall be required for removal of membership.

Section 6. Powers of Members. Each member of Unity Center DC shall have the following powers:

- A. To vote at any membership meeting at which the member is present;
- B. To serve on the Board of Trustees and/or any committees created by the Board;
- C. To serve on committees if selected; to speak in debate at any membership meeting according to the rules provided for debate;
- D. To offer suggestions to the minister(s) or Board of Trustees as may seem advisable for the good of the ministry;
- E. To contact the UWM regional representative or UWM directly for guidance, support, or information on available resources; and
- F. To participate in all activities and programs of the ministry.

ARTICLE V - Meetings

Section 1. Annual Meetings. There shall be one annual membership meeting each year.

- A. **Date and Location of Annual Meeting.** The annual membership meeting shall be held during the first quarter, either electronically or at a time, date and place established by the Board of Trustees.
- B. **Notice.** Written notice stating the date, time, and place of the annual meeting shall be sent by postal or electronic mail to all members at least thirty (30) days in advance of the meeting.
- C. **Quorum.** 25% of the members, in addition to the Board, must be present to constitute a quorum for the transaction of business at any annual membership meeting.
- D. **Presiding Officer.** The President of the Board of Trustees shall serve as the presiding officer of the annual membership meeting unless the President relinquishes the chair to another board member, to a representative of UWM or to a professional registered parliamentarian.
- E. **Participation.** The right to speak in debate, to make motions, and to vote during annual meetings shall be restricted to those members who are present and who were admitted to membership at least 60 days prior to the date of the annual meeting. The right of other persons to speak during membership meetings may be extended by the

presiding officer or by a two-thirds (2/3) vote. UWM's representatives have a right to speak when they are at the meeting.

F. Voting. Unless otherwise provided in these bylaws, a majority of the members present, qualified to vote, and voting, shall be necessary for approval or disapproval of the action being voted upon. Proxy or absentee voting are not allowed. Voting by electronic means is allowed. All voting shall be tabulated and announced at the meeting.

G. Power and Authority. Annual membership meetings shall have the power and authority to do all of the following:

1. Elect members to the Board of Trustees;
2. Approve proposed amendments to these bylaws;
3. Approve by a two-thirds (2/3rds) vote any non-budgeted expenditure greater than \$10,000 or any sale, pledge, or proposed financing of real property exceeding \$10,000 in value belonging to this ministry.;
4. Elect a member and an alternate to serve on the Nominating Ministry Team;
5. Override any action of the Board of Trustees provided that notice of the action to be voted upon is sent by postal or electronic mail to all members in writing thirty (30) days prior to the meeting and is approved by a two-thirds (2/3rds) vote of those present;
6. Remove by a majority vote any or all trustee(s) from the Board of Trustees; and
7. Vote on any matters officially brought to the attention of the membership.

H. Prayer. In any annual membership meeting, the Board President, minister(s), UWM representative or any member may request that action on an item of business be suspended while the membership enters into a time of prayer concerning the item of business. Upon such request the presiding officer shall provide a period of prayer and silence.

Section 2. Special Membership Meeting.

A. Requesting Special Meetings. Any time the affairs of this ministry warrant, a special membership meeting may be requested by the senior minister or co-ministers by a majority vote of the entire number of trustees currently serving on the Board of Trustees or by a petition signed by ten percent (10%) of the membership and submitted to the Board of Trustees.

B. Calling Special Meetings. Upon receiving proper request for a special membership meeting, the President of the Board of Trustees shall call the meeting on behalf of the requesting party within forty-five (45) days of the receipt of the request. The notice of

a Special Meeting shall be sent by postal or electronic mail to all members at least fifteen (15) days prior to the meeting. The location, quorum, presiding officer, participation, voting, and prayer provisions for special membership meetings shall be the same as those for annual meetings.

C. Special Meeting Business. Business conducted at a special meeting shall be limited to the pre-stated purpose(s) given in the meeting notice.

D. Electronic Meetings. Special membership meetings may be held by electronic means.

ARTICLE VI – Board of Trustees

Section 1. Membership. The Board of Trustees shall be composed of the senior minister, if any, and at least six (6) other trustees. The trustees shall be elected from among the membership of Unity Center DC at the annual membership meeting. Churches with fifty (50) members or less may choose to have a Board of Trustees composed of the senior minister, if any, and at least four (4) other trustees.

Section 2. Eligibility and Term of Office.

A. Qualifications. To be eligible to be elected to the Board of Trustees a person must be a member of Unity Center DC. In addition, candidates for election shall endeavor to live in accord with the Jesus Christ principles of love and truth as taught by Unity Worldwide Ministries, work to further the purposes of this ministry through active interest, love and support, be a sincere and continuing student of Unity always remaining conversant with its teachings and shall have leadership capabilities.

B. Term of Office. Elected trustees shall hold office for two (2) years, or until their successors have been elected and assume office. Trustees elected at any annual membership meeting shall take office at the conclusion of the annual membership meeting at which they were elected. No elected trustee shall serve more than two consecutive terms without an interval of one year between terms. Any person who serves on the board more than half of a term shall be credited with having served a full term.

Section 3. Prohibition of Board Service. The following persons are prohibited from serving on the Board of Trustees:

- A.** any active licensed Unity teacher from your ministry;
- B.** relatives, significant others or household members of any trustee of the ministry;
- C.** individuals receiving compensation from the ministry with the exception of the senior minister;

- D. relatives, significant others or household members of any individual receiving compensation from the ministry may serve on the board, but may not vote on any matter of compensation as it relates to such individual or business entity owned by such individual.

Section 4. Regular Board Meetings. Regular meetings of the Board of Trustees shall be held at least once a month, unless otherwise determined by the board. There must be a minimum of one meeting per quarter.

Section 5. Special Board Meetings. Special meetings of the board shall be called by the President of the Board if requested by the senior minister, by three or more trustees, by a written petition of 10% of the ministry's voting members or by the President if the President deems it necessary. Any request for a special board meeting shall be made in writing to the Board Secretary. All current board members, including the senior minister, shall be sent notice by postal or electronic mail of any special board meeting at least seventy-two (72) hours in advance of the meeting. The attendance of any member of the board at the meeting shall serve as a waiver of this notice requirement.

Section 6. Quorum. A majority of the total number of trustees including the minister constitute a quorum for the transaction of business. Unless otherwise provided herein, the vote of a majority of the trustees present and voting shall be necessary for approval of the action being voted upon. Should the total number of trustees, including the minister, fall below a quorum, the remaining trustees shall refer to and implement Section 12 concerning vacancies.

Section 7. Board Authority

- A. All authority is vested the Board of Trustees only when it meets in session after notice to all trustees and the senior minister, and a quorum is present.
- B. When discussing the minister's compensation, working conditions or review of minister's work record the board (including the Minister) may decide to exclude the minister from that portion of the discussion.

Section 8. Prayer. It is important that in addition to adhering to the normal procedures for legal functioning set forth in these bylaws, that the spiritual principles taught by Unity Worldwide Ministries be utilized in the handling of decisions before the Board of Trustees. During the discussion of any item of business a trustee may request time for prayer concerning the topic. Upon such request the President shall provide a period of prayer and silence.

Section 9. Duties and Responsibilities of the Board of Trustees. As representatives of the membership, the Board of Trustees shall:

- A. Uphold the spiritual purpose of this ministry as stated in Article II, Section 2 of these bylaws;
- B. Uphold the best interests of the membership in conducting the business of this ministry;

- C.** Be conversant with these bylaws and establish policy for the operation of this ministry;
- D.** Be faithful in attendance at weekly service as well as board, membership and special team meetings of this ministry;
- E.** Determine the business needs of this ministry, including preparation and Board approval of an annual budget to the congregation, and authorize payment of funds for those purposes;
- F.** Provide for the administration of the real and personal property of this ministry;
- G.** Make decisions regarding the sale, pledge, or proposed financing of real property belonging to this ministry provided that all decisions concerning the sale, pledge, or proposed financing of real property exceeding \$10,000 shall be presented to the membership at a properly constituted membership meeting for final approval;
- H.** May employ an ordained or licensed Unity minister(s) through cooperation with the employment management procedures of the Unity Worldwide Ministries (UWM);
- I.** When conflict arises within the board and the board and/or the senior minister, if any, such ministry shall seek to reconcile differences and immediately notify UWM for help with procedures and to provide guidance and consultation. After a ministry, and its senior minister, have sought to reconcile differences and cooperated with the procedures and guidance of UWM, the Board of Trustees may terminate the employment of a senior minister by a two-thirds (2/3rds) vote (excluding the minister.);
- J.** As recommended by the senior minister, if any, determine staff positions, including associate and assistant ministers, and authorize funds for their financial support through the annual budget process;
- K.** Establish the fiscal year as the calendar year, unless the board finds a compelling reason to adopt non-calendar fiscal year;
- L.** Cause to be prepared monthly a statement of income and expense and a balance sheet setting forth the financial conditions and operations of the ministry;
- M.** Secure theft and dishonesty insurance for persons handling church funds;
- N.** Approve applicants for membership and remove former members from the membership rolls;
- O.** Either physically or electronically, provide for the sending of yearly membership renewal cards or such other documents as approved by the Board of Trustees to all members and former members within the first two (2) years of losing membership. Keep or cause to be kept an accurate record of members and former members;
- P.** Fill the unexpired term of any trustee;

- Q.** Elect officers of the board and their successors to fill any unexpired term when necessary;
- R.** Create such committees as needed to support the functions and responsibilities of the board;
- S.** Advise the President of the Board on appointments to committees;
- T.** Seek UWM assistance in the event of a dispute affecting the ministry;
- U.** Attend and actively participate with ongoing board education programs;
- V.** Consider issues brought to their attention by the minister or members of the board;
- W.** Keep or cause to be kept a background check on all staff and volunteers directly involved with the children's programs;
- X.** Keep or cause to be kept accurate records of gifts to the ministry in compliance with Internal Revenue Service regulations; acknowledge in writing contributions in compliance with Internal Revenue Service regulations;
- Y.** Issue or cause to be issued necessary 1099 and W-2 forms in compliance with Internal Revenue Service regulations;
- Z.** Secure liability insurance for all Board of Trustee members and minister(s);
- AA.** Take such other actions as may be deemed necessary for the best interests of this ministry;
- BB.** Send or cause to be sent the Annual Ministry Report to UWM.

Section 10. Nomination and Election.

A. Nominating Committee.

1. **Selection.** A Nominating Committee shall be formed at least three months prior to the annual membership meeting. The committee shall consist of at least two (2) members, including one current or former Board member, selected in the following manner:
 - a. At the annual membership meeting, the membership shall from among the membership of the ministry select two members to serve on the committee for the following year's election. If a committee member becomes unavailable to serve, the board shall elect a person from among the members who is not a current member of the board to fill the vacancy;
 - b. 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.

2. **Duties and Responsibilities.** The Nominating Committee shall initiate a search for at least two qualified candidates for nomination as members of the Board of Trustees. The report of the Committee shall be sent to all members at least thirty (30) days prior to the annual membership meeting.
3. **Other Nominations.** In addition to candidates found by the nominating committee, nominations will be accepted on the floor at the annual membership meeting.

B. Nomination Procedure. The presiding officer of the annual membership meeting shall:

1. Call upon the Chairperson of the Nominating Committee to offer its nominations; and
2. Ask for any additional nominations from the floor; and
3. Ask for at least two members of the congregation to serve on the Nominating Committee for the coming year.

C. Election Procedure. Candidates shall be voted on one at a time. Voting shall be done by secret ballot. The result of the vote shall be announced to the annual meeting. The nominees receiving a majority of votes shall be elected to fulfill a two (2)-year terms and may serve a maximum of two consecutive terms.

Section 11. Removal from Office by the Board of Trustees. Any trustee may be removed by the Board of Trustees due to unexcused absences from three successive regular board meetings, failure to fulfill the duties of the office, disruptive or unethical behavior. Removal requires a majority vote of the other Board Members.

Section 12. Vacancies.

- A. Should there be a vacancy on the Board of Trustees, the Board shall select a qualified replacement to fill the position. A majority vote shall be necessary for election. The term of service shall expire on the date of the next annual meeting.
- B. Should the number of board members fall beneath the quorum requirement, the remaining board members shall be empowered to call and hold the special meetings allowed by Section 12 C and to carry on the necessary day-to-day activities of the ministry.
- C. Should the number of board members fall beneath a quorum, two special membership meetings shall be called.
 1. The first special meeting shall occur within thirty (30) days with notice of the meeting sent by postal or electronic mail to all members at least fifteen (15) days prior to the meeting. The purpose of this meeting shall be:
 - (a) To elect interim board members;

- (b) To constitute or reconstitute the Nominating Committee;
 - (c) To set the date for a second special meeting. The second Special Membership meeting shall be held no later than seventy-five (75) days after the first meeting with notice sent to all members by postal or electronic mail at least fifteen (15) days prior to the meeting.
2. The Nominating Committee shall:
- (a) Complete their search for board nominees within thirty (30) days of the first Special Membership meeting;
 - (b) The results of the Nominating Committee work shall be mailed to all members within forty-five (45) days.
3. The board members shall be elected at the second of these Special Membership meetings (see Section 10, C. Nomination Procedure and D. Election Procedure). If the regular annual meeting of this ministry should be scheduled in this time period, then board elections shall be held at the regular annual meeting of this ministry.

D. Election Procedure. The candidate receiving the highest number of votes shall fill the longest unexpired term; the candidate receiving the next highest number of votes receives the next longest term.

Section 13. Board of Trustees Officers. The officers of the Board of Trustees shall be a president, a vice president, a secretary and a treasurer. All officers shall be elected by a majority of the board members present and voting at the first board meeting after the annual meeting or at a special meeting called for the purpose of selecting officers. The term of office shall be one year or until successors are elected.

Section 14. Duties of Officers.

- A. President.** The president shall preside at all Board of Trustees meetings, preside at all membership meetings, appoint members of committees, with the advice of the board, serve as an ex officio member of all committees except the Nominating Committee, sign such papers and documents upon proper authorization as may be necessary and be responsible for collaborating with the senior minister in the planning of board orientation, retreats, and workshops.
- B. Vice President.** The vice president shall assist the president in the performance of that officer's duties, perform all the duties of the president of the board in the absence of the president and succeed to the office of president in case the office of the president becomes vacant. In such a case, a new vice president shall be elected from among the remaining trustees to fill the remainder of the unexpired term.
- C. Secretary.** The secretary shall keep, or cause to be kept, an accurate record of the minutes of all board and membership meetings, hold in custody and be responsible

for all reports, contracts, other legal papers, keep the meeting minute books at the principal executive office of the ministry at all times or in such other depository as prescribed by the board, be a signatory to any legally required documents which the state or local government determine necessary, attend to all official business as directed by the board, keep or cause to be kept accurate membership lists and send or cause to be sent yearly membership renewal cards to all members or former members.

- D. Treasurer.** The treasurer shall be custodian of all funds belonging to this ministry, pay out or cause to be paid out funds authorized by the board, keep, or cause to be kept, a record of all financial transactions, submit monthly financial reports at each regular board meeting, submit a financial report covering the last complete fiscal year to the annual membership meeting and account for, or cause to be accounted for by the appointment of qualified persons, all funds received being responsible to assure that all such funds are deposited in accounts authorized by the board. When counting ministry funds there should be at least two (2) persons present.

ARTICLE VII – Administration, Management and Leadership

Section 1. Administration. The administration of Unity Center DC shall be vested in the senior minister or co-ministers, if any, as the administrative director(s), and the Board of Trustees elected from the membership.

Section 2. Minister(s).

- A. Senior Minister or Co-ministers.** The senior minister or co-ministers shall be duly licensed or ordained Unity minister(s) or someone serving under special dispensation.

- 1. Duties.** As the spiritual leader(s) of this ministry, the senior minister or co-ministers shall be responsible for the scheduling, conduct, and content of services, classes, and all other activities that further the purpose of this ministry. As administrative director(s), the minister(s) shall:
 - a. Be responsible for the complete functioning of this ministry, including the hiring, evaluation, and termination of all employees including associate or assistant ministers;
 - b. Be and serve as voting member(s) of the Board of Trustees on all matters except their own employment, or that of their successor(s);
 - c. Be responsible for creating committees related to these duties;
 - d. Be responsible for appointing the members of such committees;
 - e. Be and serve as ex officio members of all committees;
 - f. Be responsible for seeking UWM’s assistance in the event of a dispute adversely affecting the ministry.

2. **Selection.** The Board of Trustees shall select the senior minister or co-ministers following the employment procedures for ministerial personnel of UWM.
 3. **Compensation.** The compensation of the senior minister or co-ministers employed by this ministry shall be set by the Board of Trustees.
- B. Associate and/or Assistant Ministers.** Associate and/or assistant minister(s), if any, are hired by the senior minister with the consent and approval of the Board of Trustees. These ministers' function(s) with less responsibility than the senior minister or co-ministers.
1. **Qualifications.** Any Associate and/or Assistant Minister shall agree to abide by the UWM Code of Ethics and the Sexual Conduct Policy.
 2. **Duties.** The Associate and/or Assistant Minister(s) shall perform the duties and fulfill the responsibilities assigned them by the senior minister or co-ministers.
 3. **Compensation.** To the extent funded by the board, the compensation of the Associate and/or Assistant Minister(s) shall be fixed by the Senior Minister or Co-Minister(s).
- C. Spiritual Leader.** In the absence of a minister, the Board may designate a Spiritual Leader to fulfill such ministerial duties and responsibilities as the Board determines.

Section 3. Definitions.

- A. A Unity Ministry.** A member ministry is a ministry recognized by UWM.
- B. Senior Minister.** A Senior Minister is a Unity minister duly ordained, licensed or serving under special dispensation by UWM or Unity School of Christianity prior to July 1, 1966, who assumes the spiritual and administrative leadership role in a member ministry. This leader oversees teaching, preaching, healing, counseling, praying and all spiritual services and fellowship activities of the ministry. The Senior Ministry shall also be responsible for overseeing the administration and operation of the ministry.
- C. Co-Minister.** In shared partnership ministries, a Co-Minister is a Unity minister duly ordained or licensed by UWM or Unity School of Christianity prior to July 1, 1966 or serving under special dispensation, who equally assumes the leadership role with another minister in a member ministry.
- D. Associate Minister.** In ministries with more than one minister, an Associate Minister may be equal in ability, but function with less responsibility than the Senior Minister. The Associate Minister reports to the Senior Minister, who determines the scope of the associate's responsibilities.
- E. Assistant Minister.** The skills and/or experience of the Assistant Minister may be less than those of the Senior Minister. The Assistant Minister reports to the Senior

Minister, who determines the scope of the assistant's responsibilities. The assistant may be placed in a specialized service area of the ministry, i.e., pastoral visitation or administrative support.

- F. Spiritual Leader.** A Licensed Unity Teacher, New Thought or Interfaith Church minister may serve as a Spiritual Leader. The Spiritual Leader shall fulfill such ministerial duties and responsibilities as the Board determines. These duties may include such responsibilities as coordinating Sunday services, facilitating educational offerings, and liaising between Unity Center DC and UWM.

ARTICLE VIII - Committees

- A.** With the exception of the Nominating Committee, committees may be created or dissolved by the Board of Trustees. The chair or co-chairs of these teams shall be appointed by the President of the Board or the senior minister or co-ministers for their respective areas of responsibility, with the approval of the Board of Trustees.
- B.** The chair or co-chairs of committees shall recruit the members of their respective teams.

ARTICLE IX – Dissolution

In the event that this ministry is dissolved, all property and funds remaining after the payment of the debts of the ministry shall be delivered to UWM. Such funds or property shall be for the use and benefit of UWM as may be determined by the Board of Trustees of UWM in alignment with current policies and procedures. Should UWM no longer exist, any remaining assets of this ministry after dissolution shall be disposed of by a court of competent jurisdiction of the county in which the principal executive offices of the ministry are then located and shall be used exclusively for such purposes or distributed to such organization or organizations as said court shall determine, which are organized and operated exclusively for purposes set out in Section 501(c) (3) of the Internal Revenue Code of 1954 as amended.

ARTICLE X – Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the meetings of this ministry in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the ministry may adopt.

ARTICLE XI – Amendment of Bylaws

The membership may consider any amendment(s) to or general revision of these bylaws may be considered after UMW approves the proposed amendment or revision. After such approval, the proposal amendment or revision shall be adopted at any annual or special membership meeting

provided that written notice setting forth the exact wording of such proposed amendment(s) or general revision has been sent by postal or electronic mail to all members at least fifteen (15) days prior to the meeting at which they shall be considered. An affirmative vote of two-thirds (2/3rds) of the members present and voting shall be necessary to adopt any amendment(s) to or general revision of these bylaws.

ARTICLE XII – Emergency Situations

In the case of a national, state, or local emergency as declared by the respective governments, the Board of Trustees may take emergency actions deemed helpful and necessary for the welfare of UCDC for the duration of the emergency.

ARTICLE XIII – Indemnification

Section 1. Mandatory Indemnification. Unity Center DC shall indemnify any officer or trustee to the extent the officer or trustee was successful, on the merits or otherwise, in the defense of any proceeding to which the officer or trustee was a party because he or she is or was an officer or trustee of UCDC against reasonable expenses incurred by the officer or trustee in connection with the proceeding.

Section 2. Additional Indemnification.

- A.** If Unity Center DC is covered by Officers and Trustees insurance or its equivalent at the time a proceeding is filed, UCDC may also indemnify an officer or trustee who is a party to a proceeding because he or she is or was an officer or trustee against liability incurred in the proceeding if the individual:
1. Acted in good faith;
 2. Reasonably believed:
 - a. In the case of conduct in an official capacity, that the conduct was in the best interests of UCDC; and
 - b. In all other cases, that the individual’s conduct was at least not opposed to the best interests of UCDC; and
 - c. In the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful; and
 - d. In the case of an employee benefit plan, reasonably believed such actions to be in the interests of the participants in and the beneficiaries of the plan.
- B.** Any such determination shall be made in accordance with DC Law:
1. by a majority vote of the disinterested officers and trustees, a majority of whom will constitute a quorum for that purpose;

2. by a majority of the members of a committee of two or more disinterested officers and trustees appointed by such a vote;
 3. if there are no disinterested officers and trustees, by special legal counsel selected in the manner prescribed in accordance with DC Law, provided that the special legal counsel determines that indemnification is permissible because the officer or trustee has met the relevant standard of conduct in these Bylaws and DC Law; or
 4. by a court of competent jurisdiction.
- C.** The termination of a proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent is not, in itself, determinative that the officer or director did not meet the standard of conduct in accordance with DC Law.
- D.** Unless ordered by a court of competent jurisdiction, UCDC may not indemnify an officer or trustee if such indemnification is otherwise prohibited by DC law.
- E.** With respect to any matter disposed of by a settlement or compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such settlement or compromise payment is approved
1. by a majority vote of the disinterested officers and trustees, a majority of whom will constitute a quorum for that purpose;
 2. by a majority of the members of a committee of two or more disinterested officers and trustees appointed by such a vote;
 3. if there are no disinterested officer or trustee, by special legal counsel selected in the manner prescribed in the Nonprofit Code, provided that the special legal counsel determines that indemnification is permissible because the officer or trustee has met the relevant standard of conduct in the Bylaws and DC Law; or
 4. by a court of competent jurisdiction.

Section 3. Advancement of Expenses. Unity Center DC may advance funds to pay for or reimburse the reasonable expenses incurred by an individual who is a party to a proceeding because he or she was an officer or trustee if the individual delivers to UCDC

- A.** a written statement signed by the individual setting forth his or her good faith belief that he or she has met the relevant standard of conduct described in these Bylaws and DC Law and
- B.** an undertaking in the form of an unlimited general obligation to repay any funds advanced if the individual is not entitled to indemnification under these Bylaws or mandatory indemnification under DC Law. Such authorization shall be conducted in the same manner as specified in Section 2.

Section 4. Selection of Counsel. Unity Center DC shall have the right to select attorneys and to approve any legal expenses incurred in connection with any suit, action or proceeding to which this indemnification applies. Unless UCDC waives such right, UCDC shall not be required to indemnify any trustee or officer for expenses of counsel not selected by UCDC.

Section 5. Definitions. For purposes of this Article VIII the terms, “disinterested trustee,” “trustee,” “official capacity,” and “officer” shall have such meanings as provided in the Nonprofit Code of DC.

Section 6. Not Exclusive Right. The indemnification provided by these Bylaws shall not be deemed exclusive of any other rights which a trustee or officer may have under any agreement with UCDC or otherwise.

Section 7. Severability. Every provision of this Article XIII is intended to be severable, and if any term or provision is invalid for any reason whatsoever, such invalidity shall not affect the validity of the remainder of this Article XIII.