

**Restated BY-LAWS**  
**of**  
**UNITY CHURCH OF ST. PAUL**

As adopted June 10, 1945, and amended 12-14-48, 3-21-50, 2-2-54, 11-7-56, 1-25-71, 3-29-71, 6-9-75, 4-17-78, 5-29-78, 11-19-84, 6-12-85, 6-9-86, 5-24-93, 7-26-93, 1-24-94, 5-23-94, 7-25-94, 8-22-94, 10-23-95, 11-25-96, 5-28-98, 5-10-99, 3-29-00, 4-30-01, 5-22-02, 2-15-04, 5-20-07, 11-21-09.

Article I  
Members

1. Eligibility for Membership

Any person of the age of 15 or older who subscribes to the mission and values of Unity Church and who desires to become a member of this church may do so by signing the book kept by the Executive Team for such purpose. The name will be added to the Register of Members.

*Revised 11/21/09*

2. Voting Members

Upon making a pledge to the current or upcoming operating fund, a member shall become a voting member. If no pledge contribution has been received from that person (or that person's household) at the time of a congregational meeting or special congregational meeting or special congregational vote, then the member shall not be considered a voting member for the purposes of that meeting or that vote and until such time as a pledge contribution is received.

*Revised 5/20/07*

3. Register of Members

There shall be a register of the names of all members and voting members. Membership shall be reviewed at least annually. Members who have requested resignation shall be removed immediately. Members who do not respond to membership status inquiries shall be removed after a period of one year.

*Revised 11/21/09*

4. Resignation of Membership

Any member may resign at any time by giving notice to any member of the Executive Team.

*Revised 11/21/09*

Article II  
Meetings of the Corporation

1. Annual Meeting

The annual meeting of the corporation shall be held at the building where the usual religious services are held, or elsewhere in St. Paul at such place as may be designated by the Board of Trustees, at such time each year as the Board of Trustees shall determine. The annual budgets will be presented for approval by the congregation at the annual meeting, and, in the absence of a quorum, the Board of Trustees itself may approve. *Revised 2/15/04*

2. Meeting Quorums

Ten (10) percent of the voting members of the corporation shall be required to form a quorum at all meetings of the corporation.

3. Special Meetings

Special meetings of the corporation may be called by the Board of Trustees. If a written request to the Board of Trustees by 10% of the voting members of the corporation for a special meeting is denied by the Board of Trustees, said meeting may be called by that 10% of the voting members. *Revised 11/21/09*

4. Meeting Notices

Notice of any meeting of the corporation shall be signed by or in the name of the Chair of the Board of Trustees or the Secretary, or in case of absence or disability of either of them, by or in the name of any two (2) Trustees, or if called by the voting members of the corporation, said notice shall be signed by no fewer than 10% of the voting members of the corporation. Said notice shall specify the time and place for meeting and shall be disseminated via the church's comprehensive communication strategies, at least seven (7) days prior to the date of the meeting. *Revised 11/21/09*

Notice of the meeting shall include:

- a) An agenda of the principal matters of business to be considered at the meeting.
- b) Copies of all resolutions, budgets, and financial statements to be presented at the meeting by the Board of Trustees, committees of the church, or voting members.

## 5. Meeting Agendas

Any committee or voting member desiring to have any matter considered at the meeting shall request the Board of Trustees to place it on the agenda, and if it is in the form of a resolution, shall furnish the Board with a copy of such resolution. Such request shall be presented to the Board of Trustees in writing on or before the fourteen (14) days prior to the meeting, or such later date as the Board of Trustees may designate. All items which are the subject of such requests shall be placed on the agenda by the Board of Trustees, and, if in the form of a resolution, shall be reproduced by the Board of Trustees and distributed to the voting members as a part of the notice of the meeting.

Matters not placed on the agenda may nevertheless be considered at the meeting, but may not be put to final vote unless three-fourths (3/4ths) of the voting members present at such meeting shall first vote to so consider it.

### Article III Board of Trustees

#### 1. Board Membership

The Board of Trustees shall consist of nine (9) members, except as provided in the paragraph below. Each Trustee shall be a voting member of the corporation and shall serve for a term of three (3) years. At every annual meeting voting members shall elect three (3) Trustees and vote on any vacancies that have been filled by the Board since the last annual meeting.

Notwithstanding anything to the contrary in this section, Article III, Trustees elected in May 2006, 2007, and 2008 shall serve until the annual meetings in November 2009, 2010, and 2011 respectively, and no Trustees will be elected at the annual meeting in November 2008.

A Trustee shall take office upon the election of that Trustee and shall continue until the term expires, the Trustee resigns, or the Trustee is removed. In the event of a vacancy on the Board of Trustees for any reason, the Board may at its sole discretion elect a successor to fill the vacancy for the remainder of the unexpired term. This shall be subject to approval by the congregation at the next annual meeting.

Any Trustee may resign by giving notice in writing to all Trustees and may be removed, with or without cause, by action of two-thirds (2/3rds) of the Trustees or by vote of a majority of the voting members present at an annual meeting of the corporation or at a special meeting called pursuant to Paragraph 3 of Article II of these By-Laws. If three (3) or more vacancies exist at any one time, a congregational meeting for the purpose of filling these vacancies shall be held within thirty (30) days.

*Revised 5/28/98*

## 2. Board Powers

The business, property, and affairs of the corporation, including the approval of the annual budgets, shall be governed by the Board of Trustees, which shall promulgate policies for the conduct of the affairs of the corporation consistent with the laws of the State of Minnesota, the Articles of Incorporation, and these By-Laws.

At the annual meeting, where the budget for the next church year is presented to the congregation for its approval, if there is not a quorum present (per Article II, 2.) to approve the budget, then the Board of Trustees is empowered to approve the budget.

*Revised 5/10/99*

## 3. Board Meetings

Regular meetings for the Board of Trustees shall be held at a location and on dates and times determined by the Board of Trustees.

Special meetings of the Trustees may be called by the Chair, or by the Secretary on the written request of any two (2) Trustees. Written notice of special meetings shall be sent to each Trustee at least four (4) days before the date of the meeting, unless circumstances preclude such advance notice.

A majority of the Trustees shall constitute a quorum.

Any action by the Board of Trustees may be decided upon by a majority of the votes cast by those present at the meeting unless otherwise specifically increased in Board of Trustees policies.

*Revised 11/21/09*

## 4. Nominating Committee

The Board of Trustees shall appoint the Nominating Committee for new members of the Board of Trustees. The Committee shall submit its slate to the Board of Trustees. Upon approval, the Board shall submit its recommendations to the annual meeting of the corporation.

Additional nominations may be submitted from the floor of the annual meeting by voting members in accordance with the provisions of *Robert's Rules of Order*.

*Revised 11/21/09*

Article IV  
Officers of the Corporation and the Board of Trustees

1. Election and Term

Each year at its regular September meeting the Board of Trustees shall elect a Chair and a Secretary who shall be the only officers of the Board of Trustees and of the corporation. They shall be elected members of the Board of Trustees and shall serve for a term of one (1) year.

*Revised 11/21/09*

2. Officer Elections

The Trustees shall 1) solicit and accept all nominations for officers from all Trustees whose terms will be continuing; 2) confirm that nominees will serve if elected; and 3) prepare a slate of candidates to nominate for the Board of Trustees' offices.

The Trustees shall present their nominations at the regular September meeting of the church year. The election shall take place at this meeting, and the elected officers shall begin their terms of office following the annual November congregational meeting but before the end of the corporation's fiscal year. Their terms shall continue until new officers' terms begin.

*Revised 11/21/09*

3. Resignation and Removal

An officer may resign by giving notice in writing to all Trustees and may be removed, with or without cause, by action of two-thirds (2/3rds) of the Trustees. Officer vacancies shall be filled by election of the Trustees through the same process described above.

*Revised 11/21/09*

4. Authority and Duties

The authority and duties of the officers shall be as prescribed in writing by the Board of Trustees.

*Revised 4/30/2001*

Article V  
Executive Team

1. Selection or Removal of the called Minister(s)

The Board of Trustees shall appoint a Search Committee, from among the voting members of the corporation, when the position(s) of the Minister(s) is vacant. Such committee shall recommend its candidate(s) to the Board of Trustees and upon approval by the Board, to the voting members.

The selection or removal of the called Minister(s) shall require voting consent of three-fourths (3/4ths) of the voting members in attendance at a meeting of the corporation called for that purpose.

*Revised 11/21/09*

2. Employment Agreement of the Minister(s)

The Board of Trustees shall establish the employment agreement(s) with the Minister(s), including annual salary, benefits, and housing allowance. Said agreement(s) shall be reviewed annually.

*Revised 11/21/09*

3. Employment Agreement of the non-ministerial Executive Team

The Board of Trustees shall establish the employment agreement with the non-ministerial ET members, including annual salary and benefits. Said agreement(s) shall be reviewed annually.

*Revised 11/21/09*

4. Responsibilities of the Executive Team

The Executive Team shall be comprised of at least one Minister and other key positions as determined by the Board of Trustees. Executive Team members shall report to the Board of Trustees individually concerning their areas of responsibility and as a team for collaboration toward overall achievement of Unity's mission, ends, values and vision.

The Board of Trustees has responsibility for ensuring that Executive Team positions are filled in a timely manner.

*Revised 11/21/09*

5. Other Professional and Support Staff

All other staff shall be responsible to the Executive Team, which shall determine direct lines of reporting as appropriate to a staff member's job duties and an Executive Team member's responsibilities.

*Revised 5/22/02*

Article VI  
Other Provisions

1. Fiscal Year

The fiscal year of the corporation shall begin on each January 1 and end on the following December 31.

*Revised 11/21/09*

2. Contracts and Grant Agreements

All written contracts representing a singular or cumulative expenditure of over \$20,000 and all deeds, conveyances, and mortgages of the corporation shall be approved by the Board of Trustees and signed by the Chair of the Board of Trustees and countersigned by the Secretary. Grant agreements shall be approved by the Board of Trustees and signed by the Chair of the Board of Trustees and countersigned by the Secretary.

*Revised 11/21/09*

3. Real Estate

The main meeting place of the church shall not be purchased, sold, conveyed, encumbered, or made subject to any lien; and no church building shall be erected by this corporation unless such purchase, sale, conveyance, encumbrance, or building shall be first authorized by a vote of two-thirds (2/3rds) of the Board of Trustees, and three-fourths (3/4ths) of the voting members in attendance at a meeting of the corporation; each body acting separately, at an annual meeting of either, or at a special meeting of either duly called for that purpose, which purpose shall be plainly stated in the call.

Any other real estate purchased, sold, conveyed, encumbered, or made subject to any lien must be authorized by a majority vote of the Board of Trustees.

*Revised 5/22/02*

Article VII  
Amendment of By-Laws

These By-Laws may be amended at any annual or special meeting of the corporation by a vote of three-fourths (3/4ths) of the voting members present at the meeting. Notice of the meeting, stating the purpose including the proposed amendment, shall be given as provided in Article II hereof.