

RESTATED BYLAWS

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, 11-16-13, 11-21-15, 11-17-18.

PREAMBLE

Unity Church of Saint Paul (the “Church”) is a nonprofit corporation, organized under Minnesota Statutes Chapter 317A.

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 (the “Church” or the “Corporation”) and who desires to become a member of the Church may do so by signing the book kept by the Church for such purpose. The name will be added to the Register of Members.

Revised 11-17-18

2. Voting Members

A member shall become a voting member of the Corporation upon making a pledge to the current or upcoming operating fund or upon receiving a waiver regarding such pledge from a Called Minister or the Executive Director of the Church in accordance with policies developed by the Board of Trustees. Unless a waiver has been received, if no pledge contribution has been received from that person or that person’s household at the time of a congregational meeting or 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 or a waiver is granted.

Revised 11-17-18

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 by Executive Leadership of the Church. The names of members who have submitted a resignation shall be removed from the register immediately. Members who do not respond to membership status inquiries mailed to their most recent postal or email address listed with the Church, may be removed from membership if the Church has received no response within one year from the date of such mailing.

Revised 11-17-18

4. Resignation of Membership

Any member may resign at any time by giving a written notice to a member of the Executive Leadership of the Church.

Revised 11-17-18

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 in November each year as the Board of Trustees shall determine. The annual budget will be presented for approval by the voting members of the Corporation at the annual meeting.

Revised 11-17-18

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 50 voting members or 10% of the voting members of the Corporation (whichever is less) for a special meeting is denied by the Board of Trustees, said meeting may be called by such 50 voting members or 10% of the voting members.

Revised 11-17-18

4. Meeting Notices

Notice of any meeting of the Corporation shall be signed by or in the name of the Chair or the Secretary of the Board of Trustees, 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 50 voting members or 10% of the voting members of the Corporation, whichever is less. Said notice shall specify the time and place for the 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 11-17-18

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 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 at least fourteen (14) days prior to the meeting, or such later date as the Board of Trustees may designate. The Board of Trustees may place such requested item on the agenda and must do so if the request is supported in writing by at least 15 voting members of the Corporation. If the request is approved for inclusion on the agenda and includes a resolution, such 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. If the meeting is a special meeting, business transacted at the meeting that is not included in the purposes described in the notice of the meeting may be voidable, as described in Minn. Stat. 317A.433.

Revised 11-17-18

6. No Voting by Proxy; Remote Presence.

There shall be no voting by proxy by members. However, the Board of Trustees may, but is not required to, authorize a means by which one or more voting members may participate in an annual or special meeting of the Corporation by way of remote communication. The Board of Trustees shall have the authority to establish policies regarding such remote participation, including the means of communication and procedures for communication and voting. Participation in a meeting by remote communication in a manner so authorized constitutes presence at the meeting.

Revised 11-17-18

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 be elected 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 of Trustees since the last annual

meeting. A Trustee may be nominated and elected to serve a second consecutive term, but after serving such second consecutive term, may not be nominated or elected to serve any additional term until the Trustee has been off the Board of Trustees for at least three years.

A Trustee shall take office upon the election of that Trustee and shall continue until the term expires, the Trustee resigns or dies, 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. Such election shall be subject to approval by the voting members of the Corporation at the next annual meeting.

Any Trustee may resign by giving notice in writing to all Trustees. A Trustee 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 of the Corporation present at an annual meeting of the Corporation or at a special meeting called pursuant to Article II, Section 3 of these Bylaws. 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.

Trustees shall serve without compensation, but may be reimbursed for travel and reasonable expenses incurred in fulfilling their duties.

Revised 11-17-18

2. Board Powers

The business, property, and affairs of the Corporation, including the approval of the annual budget in the circumstance detailed in the paragraph below, 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 Bylaws.

At the annual meeting, the budget for the next year is presented to the congregation for its approval. If there is not a quorum present to approve the budget (pursuant to Article II, Section 2 of these Bylaws), the Board of Trustees is empowered to approve the budget.

Revised 11-17-18

3. Board Meetings

Regular meetings of 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 of the Board of Trustees or on the written request of any two (2) Trustees. Written notice of special meetings shall be sent to each Trustee before the date of the meeting. Such notice may be provided in person or by electronic communication to those who have consented to electronic communication at least four (4) calendar days before the meeting or by notice mailed to the Trustee at least seven (7) calendar days before the meeting. Such notice may be waived with the

consent of each Trustee in situations where a more urgent need is present, as determined by the Chair of the Board of Trustees, or by any three Trustees.

A majority of the Trustees shall constitute a quorum. If a quorum is present when a duly called meeting is convened, the Trustees present may continue to transact business until adjournment, even though the withdrawal of one or more Trustees leaves less than the number otherwise required for 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 or as required by applicable law.

A Trustee may not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Trustees.

A meeting of the Trustees may be held by such means of remote communication (including telephone conference call) as is authorized by the Board of Trustees, and individual Trustees may participate in a meeting by remote communication where others are physically present. In either case, all Trustees participating in the meeting, whether physically present or participating remotely, must be able to communicate and participate with each other during the meeting. Participation in a meeting by remote communication constitutes presence at the meeting.

Any action that could be taken at a meeting of the Trustees may be taken instead by written action signed, or consented to by authenticated electronic communication by all of the Trustees. A Trustee may consent to an action by affixing their signature on a document setting forth the action, or by electronic communication as defined in Minnesota Statutes, Section 317A.011, Sub. 7a, as amended from time to time.

Revised 11-17-18

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 of Trustees 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

5. Other Committees

The Board of Trustees may appoint such other committees as it deems appropriate to assist the Board in doing its work. The Board of Trustees will determine the scope of the work of any such committee in a manner that preserves Board wholeness and is consistent with these Bylaws and such policies as are established by the Board from time to time.

Article IV
Officers of the Corporation and the Board of Trustees

1. Election and Term of Officers

Each year at its regular September meeting the Board of Trustees shall elect a Chair of the Board of Trustees who shall also serve as President of the Corporation, a Treasurer, and a Secretary who shall be the only officers of the Corporation. The Chair and Secretary shall be elected from among the members of the Board of Trustees. The Treasurer is expected to be an employee of the church qualified to perform this role, but, in the absence of such a qualified employee, may be elected from among the members of the Church. Each officer shall be elected to serve for a term of one (1) year. The Chair and Secretary may be re-elected to successive terms so long as they continue to serve on the Board of Trustees. If the Treasurer is an employee of the Church, they may be re-elected to serve unlimited successive terms. If the Treasurer is elected from among the members of the Church, they may serve up to two consecutive terms. The Board of Trustees may determine by policy the duties of each officer of the Corporation.

Revised 11-17-18

2. Officer Election Process

The Trustees shall (1) solicit and accept from all Trustees nominations for officers, such nominees for Chair and Secretary to be Trustees whose Board terms will be continuing; (2) confirm that nominees will serve if elected; and (3) prepare a slate of nominees for the officer positions.

The vote and election of officers shall take place at the regular September meeting of the Board of Trustees, and the elected officers shall begin their terms of office following the annual November congregational meeting. Their terms shall continue until new officers' terms begin or until their earlier death, resignation or removal.

Revised 11-17-18

3. Early End of Officer Term

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. Any such resignation or removal shall be effective when a notice of resignation is received or a resolution to remove has been adopted, unless a later effective date is specified in such resignation notice or resolution. The term of any officer who is a member of the Board of Trustees will cease automatically when such officer ceases to be a member of the Board and the term of a Treasurer who is an employee of the Church will cease automatically when the Treasurer ceases to be an employee. Officer vacancies shall be filled for the remainder of the unexpired term as soon as practicable by nomination and election, as described in the first paragraph of Article IV, Section 2 above.

Revised 11-17-18

4. Authority and Duties

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

Revised 11-17-18

Article V Ministers and Staff

1. Executive Leadership of the Church

The Board of Trustees shall establish the executive leadership structure for staff of the Church (“Executive Leadership” or “Executive Leaders”). Executive Leader(s) who report directly to the Board of Trustees shall include an interim minister where applicable, and in all other cases, at least one Called Minister (defined as a minister who is called and elected by the voting members of the Corporation as described in Section 2 below). The Executive Leadership structure established by the Board of Trustees may include such other key positions as determined by the Board of Trustees and will identify whether or not additional Executive Leaders will report directly to the Board of Trustees. The Executive Leadership structure established by the Board of Trustees may, but need not, include provision for an Executive Leadership team, whose members report to the Board of Trustees in a manner determined by the Board of Trustees. . Executive Leaders shall have responsibility for working collaboratively to advance the Church’s mission, ends, values, and vision within limits and policies as established by the Board of Trustees.

The Board of Trustees is responsible for ensuring that Executive Leadership position(s) that report to the Board of Trustees are filled in a timely manner.

Revised 11-17-18

2. Selection or Removal of Called Minister(s)

The Board of Trustees shall determine the number and overall responsibilities of the Called Minister(s). To fill a Called Minister position, the Board of Trustees shall appoint a Search Team from among the voting members of the Corporation and shall designate a member of such Search Team as convener for the Search Team. Once convened, the Search Team shall select a Chair from among its members. The Search Team will conduct the search and present a candidate to the congregation for approval. The Board of Trustees will oversee any negotiations regarding the compensation and other terms and conditions of employment offered to a candidate and will approve the same in advance of presentation of the candidate to the congregation for approval. The Board of Trustees shall establish such other processes as may be appropriate to facilitate the selection process, including a process for selection of the Search Team that includes substantial input from the voting members of the Corporation.

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

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

Revised 11-17-18

3. Staff other than Called Minister(s)

The Board of Trustees approves the hiring and removal of other Executive Leader(s) (if any) who report to the Board of Trustees, including any interim minister. The Board of Trustees may, but need not, appoint a Search Team from among staff, trustees, and voting members of the Corporation to assist it in sourcing and recommending candidates for such positions.

Executive Leaders hire and remove professional and other staff who do not report directly to the Board of Trustees, subject to policies and budgets established by the Board of Trustees; provided, however, that an interim minister may hire and remove professional and other staff only with the approval of the Board of Trustees.

Revised 11-17-18

4. Employment Agreements

The Board of Trustees shall establish the compensation and other terms of employment of the Called Minister(s) and other Executive Leaders who report to the Board of Trustees and shall specify such terms in a written agreement, which may be modified from time to time.

Any other employment agreements must be in writing and approved in advance by an Executive Leader or other staff member authorized by the Board of Trustees to sign such agreements.

Revised 11-17-18

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 contracts representing a singular or cumulative expenditure of over \$20,000 where such amount has not previously been approved or authorized in the current annual operating and/or capital budget, 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 by one additional Trustee. Grant agreements, whereby the Corporation agrees to receive a grant from another

entity subject to specified conditions, shall be approved by the Board of Trustees and signed by the Chair of the Board of Trustees and by one additional Trustee.

Revised 11-17-18

3. Real Estate

The main meeting place of the Church and any real property intended to become the main meeting place of the church shall not be constructed, substantially reconstructed (as determined by the Board of Trustees), purchased, sold, conveyed, or encumbered, or made subject to any lien unless such activity or transaction 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 notice.

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 11-17-18

4. Indemnification

The Corporation shall indemnify Trustees and other persons acting in an “official capacity” as provided in and limited by Minnesota Statutes Chapter 317A.

Revised 11-17-18

Article VII Amendment of Bylaws

These Bylaws 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 and including the proposed amendment, shall be given as provided in Article II hereof.

Revised 11-17-18