

# NORTHWEST REGION OF THE ASSOCIATION OF UNITY CHURCHES BYLAWS

As Amended May 16, 2007

## ARTICLE I - IDENTIFICATION

### Section 1 - Organization

The name of the organization shall be: "Northwest Region of the Association of Unity Churches," hereafter referred to as the Region. The Region is an organization of Unity ministries, Ordained and Licensed Unity Ministers, Licensed Unity Teachers, and spiritual leaders as approved by the Association in Alaska, Idaho, Montana, Oregon, Utah, and Washington who are members of the Association of Unity Churches. The Region shall be registered as a non-profit corporation in the state in which the principal office is located and governed by the laws of that state. The state of incorporation is the State of Oregon.

### Section 2 - Principal Office

The principal office of the Region shall be a city and county as designated by the Board of Trustees. This office shall conduct its operations and hold legally constituted meetings of the Board of Trustees or membership in other places within or without the state of corporation registration as the Board of Trustees or membership of the Region may from time to time determine.

### Section 3 - Purpose

The purpose of this organization is to assist each other, mutually, in the conduct, operation and management of the respective members' centers, churches and study groups through means of conferences, consultations, prayer, and education; and to promote and encourage the spiritual growth of the area centers, churches and study groups through its ministers, leaders and teachers; and to hold open discussion, to examine progressive ideas, that through this association and fellowship we may bring forth an increasingly effective presentation of the teachings of Jesus Christ, as interpreted by the Unity School of Christianity, d.b.a. unity®, Unity Village, Missouri, and the Association of Unity Churches International, a nonprofit corporation organized and existing under the laws of the state of Georgia with headquarters at Lee's Summit, Missouri, hereinafter referred to as the Association.

### Section 4 - Authorization

This Corporation is authorized to receive money, stocks and bonds, real and personal property, and other forms of wealth. However, this Corporation contemplates no profit of any kind that might inure to any member, ministry, minister, teacher or any other person. Because of its religious nature and purpose, this corporation has been determined by the state of Oregon and the Association of Unity Churches to be a non-profit corporation.

## **Section 5 - Government**

The government of this Region shall rest with the Board of Trustees as set forth in Article IV of these Bylaws.

## **ARTICLE II – MEMBERSHIP**

**Section 1. Classification of Members.** The Region shall have three types of members: ministries, ministers, and Licensed Unity Teachers.

A. **Ministries.** The membership of the Region shall include those Unity ministries recognized as members of the Association, and located within the boundaries of the Northwest Region. Other Unity ministries within the United States, and bordering on the boundaries of the Northwest Region may, upon written request, be accepted into the Region.

B. **Ministers.** The membership of the Region shall also include all licensed or ordained Unity ministers whose ministry is located within the Northwest Region or who reside within the boundaries of the Northwest Region and are recorded on the official roster of the Association.

C. **Licensed Unity Teachers.** The membership of the Region shall also include all Licensed Unity Teachers whose license is current with the Association and who are residing and active within the boundaries of the Northwest Region.

**Section 2. Responsibility.** All members of the Region agree to abide by and act in accordance with the Articles of Incorporation and Bylaws of this Region and the rules, regulations, and policies adopted by the Region and Association.

## **ARTICLE III – MEMBERSHIP MEETINGS**

### **Section 1 - Prayer**

All meetings of the Region, after the call to order, shall be opened with prayer.

In any meeting, any member may request that action on an item of business be suspended while the membership enters into a time of prayer on the issue. Upon such a request, the chair shall provide a period of silent prayer.

### **Section 2 - Annual Meetings**

A. The annual meetings of the Region will be held at the Annual Northwest Regional Conference and at the Annual Association of Unity Churches Convention. The Board of Trustees of the Region will set the time of the meeting. The business to be covered at the meeting and conference shall be circulated to all members in writing in advance. All agenda items must be submitted to the Board at least thirty (30) days in advance.

B. Special Meetings of the Region may be called by:

1. a majority vote of the Board of Trustees.
2. a petition signed by no less than ten percent (10%) of the membership. Such petition must be submitted to the Chair of the Board of the Region and a meeting shall be called within sixty (60) days of receipt.

C. Written notice of any special meeting stating the purpose, date, place and time of the meeting shall be mailed to all members at least thirty (30) days prior to the meeting.

D. A quorum shall be composed of the members present and voting at any duly constituted Regional meeting.

### **Section 3. Delegates and Voting**

The delegates to the annual conference business meeting shall include each minister member; each Licensed Unity Teacher; and a maximum of four (4) voting laypersons from each traditional member ministry; and a maximum of two (2) voting laypersons from each eligible alternative ministry. Each delegate to the annual conference business meeting shall be eligible to cast one vote on any question before the meeting when present. Both proxy and absentee voting are specifically prohibited.

Invited guests may be present at meetings, but shall have no voting power. If their views or suggestions shall be required, the Chair shall be empowered to invite them to speak.

### **Section 4. Quorum**

The quorum for the annual conference business meeting shall be those delegates present at the business meeting.

### **Section 5. Authority of the Annual Conference Business Meeting**

The annual conference business meeting shall have the authority to elect members to the board as required; adopt amendments to the bylaws; adopt an annual budget; receive reports from officers, the board, and ministry teams; override any action of the board by a three-fourths (3/4) vote; remove any member of the board by a three-fourths (3/4) vote; adopt resolutions; and express views regarding the activities, programs, and policies of the Region, which shall serve as guidance to the board.

## **ARTICLE IV - GOVERNMENT**

### **Section 1 - Board of Trustees**

The Board of Trustees shall consist of six (6) member ministers who are serving in recognized Unity ministries in the Northwest Region and ex-officio representation by the Regional Representative and Licensed Teacher Regional Representative of this Region.

- A. Composition of the Board of Trustees shall be Chair of the Board, Vice Chair of the Board, Secretary, Treasurer, two (2) at large members, the Regional Representative and the Licensed Teacher Regional Representative.

## B. Qualifications

1. The qualifications of Chair of the Board, Vice Chair of the Board, secretary and Treasurer shall be as stated above.
2. The Regional Representative and Alternate Regional Representative must satisfy the qualifications defined by the Association.
3. All nominees must be present and voting at the meeting in which the election is held.
4. All candidates must be ministers recorded on the official roster of the Association.

## C. Terms of Service

1. The terms of service for the Board of Trustees, including the Licensed Teacher Representative, shall be three (3) years.
2. The term of the Regional Representative and Alternate Regional Representative shall be four (4) years.
3. No members of the Board of Trustees may serve more than two (2) consecutive terms without an interval of one (1) year before serving another. Prior Board of Trustees service is not counted against the Regional Representative or Alternative Regional Representative's tenure.
4. Two (2) members of the Board of Trustees will be elected annually. In addition the Regional Representative, the Alternate Regional Representative, and the Licensed Teacher Regional Representative will be elected in the years of their expired terms.

### **Section 2 - Vacancy**

Vacancies on the Board of Trustees may be filled by a majority vote of the remaining members, and each member of the Board so elected shall hold office for the term of the vacated office.

### **Section 3 - Resignation**

When a Board member is unable to participate regularly at Board of Trustees meetings or in the regional conference activities, his/her resignation shall be accepted after an inquiry of his/her intent shall be made by a Board representative.

### **Section 4 - Compensation**

Board members shall not receive any compensation for their services, except reimbursement for such expenses as they may incur in the performance of their official duties, and such love offering as may be voted unanimously by the other Board members.

### **Section 5 - Removal**

Any Board member may be removed upon the affirmative vote of a majority of the members of this region at any regular or special meeting called in accordance with these Bylaws. Any Board member failing to maintain his/her qualifications as defined herein shall forfeit his/her office upon his/her failure to prove his/her qualifications at the next regular meeting of the members of this Region.

## **Section 6 - Function**

The Board of Trustees shall transact all fiscal business, provide appropriate programs for its closed, public and retreat meetings, and bring before the conference body suggestions and recommendations for pursuing the purpose of this organization as set forth in Article I of these Bylaws. It shall report in full all actions taken at its meetings and furnish a true financial report to the regional membership. It shall be specifically charged with the conservation and use of the assets of this Region and shall fulfill the desires and intent of the conference bodies with promptness and dispatch.

## **Section 7 - Board of Trustees Meetings**

The Board of Trustees shall meet at least three (3) times a year to transact all business pertaining to a meeting or an event far enough in advance so that orderliness and good timing shall be exercised in all required planning, programming and announcing. When the Chair deems it necessary, s/he shall call a special Board meeting.

A majority of Board of Trustees members shall constitute a quorum.

## **ARTICLE V - ELECTRONIC MEETINGS AND ALTERNATE VOTING PROCEDURES**

### **Section 1. Electronic Meetings.**

The board and all ministry teams are authorized to meet by telephone conference or through other electronic communications media so long as all the participating members can interact simultaneously. Notice of such meetings shall be given to all members of the board or ministry team concerned.

### **Section 2. Alternate Voting Procedures.**

The board is authorized to make decisions by mail or electronic transmission ballots provided that the results of these votes are recorded in the minutes of the next regular meeting. Such action shall require a majority of the entire membership of the board, except in the case of filling vacancies, which shall require a two-thirds (2/3) vote of the entire membership of the board.

### **Section 3. Proxy and Absentee Voting.**

Both proxy and absentee voting are specifically prohibited.

## **ARTICLE VI - OFFICERS**

### **Section 1 - Election**

The voting members of the conference body shall elect the members of the Board of Trustees according to Article IV of these Bylaws at the Annual Regional Conference. Officers of the Board of Trustees will be elected by the Board of Trustees at the Annual Regional Conference at a meeting to be held immediately following the election of members to the Board of Trustees by the Conference Body. The Regional Representative and Licensed Teacher Regional Representative may not be candidates for Chair of the Board, Vice Chair of the Board,

Secretary or Treasurer. Terms of Office for Chair of the Board, Vice Chair of the Board, Secretary, and Treasurer are for one (1) year.

### **Section 2 - Chair of the Board**

The Chair of the Board shall preside at all meeting of the Region and the Board of Trustees. S/he shall have the power to perform all duties incident to the office of the Chair of the Board. S/he shall have such additional power as may be delegated to her/him by the Region. S/he shall sign for the Region all corporate records, instruments, contracts and conveyances on which the Chair of the Board's name is required by law. The Chair of the Board shall appoint or cause to be employed a parliamentarian at every Corporate business meeting as defined in Article III.

### **Section 3 - Vice Chair of the Board**

In the absence of the Chair of the Board or in the event of his/her disability or refusal to act, the Vice Chair of the Board shall perform all the duties of the Chair of the Board and when so doing shall have all the powers of the Chair of the Board and be subject to all the restrictions placed upon the Chair of the Board. The Vice Chair of the Board shall perform such other duties as may be assigned to him/her by the Chair of the Board.

### **Section 4 - Secretary**

It shall be the duty of the Secretary to keep accurate minutes of all actions of the Regional Conference meetings and the Board of Trustees meetings and send an exact copy of the minutes to all Board of Trustees members and officers within two (2) weeks following each meeting. S/he shall prepare and file reports. S/he shall be called upon to perform such other duties as are customarily executed by Secretaries of similar organizations.

### **Section 5 - Treasurer**

It shall be the duty of the Treasurer to take custody of all love offerings and other moneys that come to the Conference; to maintain an accurate set of books showing all moneys received and disbursed; and to maintain in the name of the Region those commercial and savings bank accounts and such other depositories as the Board of Trustees may direct. S/he shall pay bills promptly, prepare a true and accurate financial statement for the Board of Trustees and Regional Conference. Financial statements shall be sent to the Board of Trustees in advance of all business meetings. S/he shall also perform all tasks as are customarily executed by treasurers of similar organizations.

### **Section 6 - Regional Representative**

The Regional Representative shall be this Region's representative to the Association of Unity Churches. A nominee for said position must be a member minister of the Region and meet the qualifications of the Association regarding the position. This Representative shall handle all duties that are decided and determined by the Association and shall convey informational reports pertaining to such decisions and determinations to this Region. S/he shall be an ex-officio member of the Region's Board of Trustees and shall transmit the determinations that the members of this Region deem necessary to the Board of Trustees of the Association for review and consideration.

### **Section 7 - Alternate Regional Representative**

The Alternate Regional Representative shall be invited to attend all Board of Trustees meetings and will vote in the absence of the Regional Representative. S/he, by virtue of this office alone, is not a formal member of the Board and shall assume the duties of the Regional Representative only in the event that the Regional Representative is unable to fulfill his/her term of office. S/he shall complete the unexpired term of the Regional Representative. The Board of Trustees shall appoint an Alternate Regional Representative when there is a vacancy in said office to serve until the next election of the Regional Representative.

### **Section 8 - Licensed Teacher Regional Representative**

The Regional Licensed Unity Teachers at the Regional Conference shall elect the Licensed Teacher Regional Representative. S/he shall be an ex-officio member of the Board of Trustees and shall vote on all matters concerning the Region. In the event of a vacancy the Board of Trustees will appoint a qualified Licensed Teacher to serve the remainder of the Licensed Teacher Regional Representative term of office.

## **ARTICLE VII - COMMITTEES**

### **Section 1 - Appointment**

The Chair of the Board shall appoint such committees as s/he deems necessary for the furtherance of the activities of the Region and shall be an ex-officio member of all committees. When there is a committee to be appointed about which there may require much prayer and forethought, the Board shall work cooperatively with the Chair of the Board in the selection of its members.

### **Section 2 - Eligibility**

Committee members shall be appointed from the membership of the Region.

### **Section 3 - Special Committees**

#### **A. Nominating Committee**

The Chair of the Board shall appoint a Nominating Committee of three members at least three months prior to the Annual Membership Meeting. This committee shall select at least one candidate for each position, whom it shall deem suitable to serve on the Board of Trustees. Such nominations may be supplemented by nominations from the floor. This committee shall also select at least one nominee whom it deems shall be suitable to serve as the Regional Representative when necessitated by the expiring term of said office. Such nominations may also be supplemented by nominations from the floor.

#### **B. Members**

The Chair of the Board shall appoint one member from the Board of Trustees own membership. The Board appoints another member from the active membership. These two shall select the third member from the active membership. These three shall appoint their own Chairperson.

#### **C. Procedure**

As the presiding officer of the Annual Membership meeting, the Chair of the Board of Trustees shall:

1. Read article VI, Section 3.1, just prior to the call for nominations.
2. Call upon the Chair of the Nominating Committee to present the Committee's nominations.
3. Call for additional nominations from the floor. All nominees must qualify in accordance with Article IV, Section 1.

## **ARTICLE VIII - RULES OF ORDER**

The latest edition of ROBERT'S RULES OF ORDER will be the authority of this Region on parliamentary law and its usage, unless otherwise provided by these Bylaws.

## **ARTICLE IX - FISCAL REQUIREMENTS**

### **Section 1 - Fiscal Year**

The Fiscal Year of the Region shall begin on the first (1st) day of March of each year and end on the last day of February of the following year.

### **Section 2 - Financial Review**

The Board shall have the authority to obtain an audit or review of the Regional finances if it is deemed necessary. The cost of the review is to be borne by the Region. The Chair of the Board shall appoint a committee from among the membership to review the Treasurer's report, and auditor's report if done, and report their findings to the conference body at the annual Regional meeting.

## **ARTICLE X - AMENDMENTS**

### **Section 1 - Changes**

Changes, amendments, alterations and deletions may be made in these Bylaws by the voting members of this Region, providing written notice, along with copies of such, are given to members thirty (30) days prior to the meeting at which the proposed changes, amendments, alterations and deletions are to be voted upon. Such changes shall become effective immediately upon affirmative vote of two-thirds (2/3) of those present and voting.

### **Section 2 - Supersedure**

These Bylaws supersede all previous constitutions, Bylaws and agreements that have been governing documents of the Northwest Region of the Association of Unity Churches.

## **ARTICLE XII - DISSOLUTION**

Should this Region dissolve, all property and funds remaining after the payment of the debts of the Region shall be held by the Association of Unity Churches, a non-profit corporation organized under the laws of the State of Georgia, for religious and educational purposes, with headquarters located at Lee's Summit, Jackson county, State of Missouri, for the reestablishment of a regional organization of Unity Ministries in Alaska, Idaho, Montana, Oregon, Utah, and

Washington, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 5.01 (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code), as the Board of Trustees of the Association shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal office of the Region is then located, exclusively for such purposes or the such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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Attest – Secretary (Rev. David Elliott)

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Date of Revision (May 16, 2007)