

BYLAWS OF UNITY OF DALLAS

These Bylaws (referred to as the “Bylaws”) govern the affairs of UNITY OF DALLAS, a non- profit corporation (referred to as the “Corporation” or “Church”), organized under the Texas Business Organizations Code, Chapter 22 (referred to as the “Act”).

ARTICLE 1 OFFICES

1.01 Principal Office. The principal office of the Corporation in the State of Texas shall be located at 6525 Forest Lane, Dallas, Texas 75230. The Corporation may have such other offices, either in Texas or elsewhere, as the Board of Directors may determine. The Board of Directors may change the location of any office of the Corporation.

1.02 Registered Office and Registered Agent. The Corporation shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation’s principal office in Texas. The Board of Directors may change the registered office and the registered agent as provided in the Act.

ARTICLE 2 NONPROFIT PURPOSES

2.01 Tax Exemption. This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the “Code”), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. Specifically, the Corporation shall be organized and operated exclusively: (a) as a church as described in Section 170(b)(1)(A)(i) of the Code; (b) for religious purposes within the meaning of Section 501(c)(3) of the Code; and (c) to support public worship according to the principles of Unity Worldwide Ministries.

2.02 Specific Purpose. The purpose for which the Corporation is formed is to promote the principles of Unity as taught and demonstrated by Jesus Christ and other spiritual leaders and interpreted by the Association of Unity Churches Inc., d/b/a Unity Worldwide Ministries, a Georgia non-profit corporation, with headquarters at Unity Village, Missouri (hereinafter referred to as “Unity Worldwide Ministries” or “UWM”. As a vital part of the worldwide Unity movement, any Voting Member of this Corporation may call upon the resources and support of Unity Worldwide Ministries through the Corporation’s Senior Minister, Board of Directors, staff, or through direct communication with Unity Worldwide Ministries.

2.03 Statement of Principles. The five basic ideas that make up the Unity belief system are:

- (a) God is the source and creator of all. There is no other enduring power. God is good and present everywhere.

(b) We are spiritual beings, created in God's image. The spirit of God lives within each person; therefore, all people are inherently good.

(c) We create our life experiences through our way of thinking.

(d) There is power in affirmative prayer, which we believe increases our awareness of God.

(e) Knowledge of these spiritual principles is not enough. We must live them.

2.04 Affiliation. This Corporation shall be affiliated with Unity Worldwide Ministries as a member ministry.

ARTICLE 3

MEMBERS AND DIRECTORS

3.01 Members. The corporation shall have one or two tiers of members from time to time as determined by the Board of Directors.

(a) Voting Members. Voting Members shall consist initially of all active members as of the date of the adoption of these Bylaws.

(b) Community Members. The Board of Directors may require that new members joining after the adoption of these Bylaws shall first join as community members and then may apply for Voting Membership after one (1) year or more as a community member. Community members shall have a minimum age of eighteen (18). The Board may establish qualifications for community membership and Voting Membership from time to time, which qualifications shall be reflected in the application forms and shall be certified by the applicant in each application for new or renewal membership. Approval of a majority of the Directors then in office is required for the admission of new community members or new Voting Members.

(c) Powers of Community Members. Each community member shall have the following powers:

(i) to serve on ministry teams if selected;

(ii) to speak at membership meetings according to the rules of the meeting; and

(iii) to participate in all activities and programs of the ministry.

(d) Powers of Voting Members. Each Voting Member shall have the following powers:

(i) to vote at each membership meeting at which the member is present;

(ii) to contact a Unity Worldwide Ministries regional representative or the Unity Worldwide Ministries home office for guidance, support, or information of available resources;

(iii) to offer suggestions to the minister(s) or Board of Directors as may be advisable for the good of the ministry, and to have such suggestions acknowledged; and

(iv) to exercise all powers afforded community members.

(e) Term of Membership. The term of each Voting Member and community member shall be for one (1) year commencing on March 1st of each year commencing with 2024. A Voting Member or community member may recommit for an unlimited number of renewal terms.

(f) Renewal of Membership. Each Voting Member or community member desiring to recommit for a renewal term shall submit a completed declaration of intent to recommit to the Board on the prescribed form no later than thirty (30) days prior to the expiration of such member's current term. A new one (1) year term for all Voting Members or community members submitting a declaration of intent to recommit shall be deemed approved unless denied by a majority of the Directors within thirty (30) days after submission.

(g) Reinstatement of Former Members.

(i) Former Voting Members or community members who wish to return to membership within the first two (2) years after losing membership, who meet all current membership qualifications and fill out an intent to reinstate membership document, and when approved by the Board of Directors, shall be reinstated as Voting Members or community members, as applicable. In order to vote at a meeting of the Voting Members, such Voting Members must fulfill these requirements at least sixty (60) days before a meeting of the Voting Members.

(ii) Persons who have not been Voting Members or community members within the last two (2) years and desire to return to membership may reapply in the same manner required of new community members.

(h) Youth Membership. The Board shall have the option to establish youth membership under the following provisions:

(i) Youth membership is open to those who are no less than thirteen (13) years of age and no more than seventeen (17) years of age;

(ii) A youth member shall have the right to speak at all meetings at which members have the right to speak. Youth members are not eligible to vote. A youth member may apply to become a Voting Member effective upon obtaining the age of eighteen (18) years;

- (iii) Youth members are not eligible to serve as Directors; and
- (iv) The Board may establish additional qualifications for youth membership.
- (i) Dues or Assessments. The Board cannot assess dues on members.
- (j) Additional Rights of Voting Members. Except as otherwise provided in Section 3.01(j)(vi) below, the Board of Directors shall have no power to take any of the following actions without two-thirds (2/3) approval of the Voting Members present and voting at an annual or special meeting of the Voting Members.
 - (i) Authorize the sale, transfer, or exchange of real property owned by the Corporation with a value exceeding \$50,000.00, or lease the Corporation's principal place of worship other than for use on days other than Sundays.
 - (ii) Authorize the voluntary dissolution of the Corporation.
 - (iii) Revoke proceedings for the voluntary dissolution of the Corporation.
 - (iv) Adopt a plan for the distribution of the assets of the Corporation.
 - (v) Amend, alter, or repeal the Bylaws or Certificate of Formation.
 - (vi) Authorize the mortgage of all or substantially all of the property and assets of the Corporation, or of the principal place of worship; provided, however, that such authorization shall require the approval of only a simple majority of Voting Members present and voting at an annual or special meeting of Voting Members.
- (k) Other Member Rights. Members may have other rights as determined by the Board of Directors.
- (l) Resignation. Any member may resign by delivering a written resignation to the Senior Minister, President or Secretary.
- (m) Termination of Membership. The Board of Directors may terminate the membership of any member at any time for reasonable cause. Any terminated member may appeal the termination by filing a written statement with the chair of the Governance Committee within thirty (30) days of the board's decision. The Governance Committee shall have the power to determine whether reasonable cause for such termination exists.
- (n) Annual Meeting. An annual meeting of the Voting Members shall be held on a Sunday between the first Sunday in April and the second Sunday in May of each year, at such place, date and time as the Board of Directors shall determine. At the annual meeting, the Voting Members shall elect the Directors and shall conduct such other business as may be properly considered. At least thirty (30) days before the annual

meeting, the Board of Directors shall approve a list of the members eligible to vote at the annual meeting.

(o) Special Meetings. Special meetings of the Voting Members may be called by the Senior Minister, the President of the Board of Directors, the majority of the Board of Directors, or a petition signed by ten percent (10%) of the Voting Members.

(p) Quorum. The number of the Voting Members in attendance at a meeting shall constitute a quorum for the transaction of business at any properly noticed meeting of the members, unless otherwise provided in these Bylaws.

(q) Proxy. Members may not vote by proxy.

(r) Action by Consent of Voting Members Without a Meeting. Any action required or permitted to be taken by the Voting Members may be taken without a meeting, and with the same force and effect as a unanimous vote of the Voting Members, if all Voting Members consent in writing or by e-mail to the action. Such consent may be given individually or collectively.

(s) Prayer. In any membership meeting, any Voting Member or the Senior Minister 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 a request, the presiding officer shall provide a period of prayer and silence.

3.02 Management. The Board of Directors shall manage the affairs of the Corporation and is accountable to the Voting Members of the Corporation. The Board of Directors may employ a Senior Operations Director reporting directly to the Board of Directors who shall manage daily operations of the Corporation other than the responsibilities of the Senior Minister as outlined in Section 13.01.

3.03 Number and Tenure of Directors. The powers of the Corporation shall be exercised by or under the authority of, and the property, business and affairs of the Corporation shall be managed under the direction of a board of not less than five (5) and no more than nine (9) directors. The exact size of the board shall be determined by the Board of Directors. Any change in size shall not alter the term of any existing director. The Senior Minister shall have a seat on the Board of Directors as an unelected position for the Senior Minister's tenure as Senior Minister. Each director (other than the Senior Minister) shall serve for a term of two (2) years, starting immediately upon his or her election. Elections shall be staggered so that one-half of the directors (other than Senior Minister) are elected each year. Elected directors may serve a maximum of three consecutive two year terms. If an individual serves any part of a term in office, they shall be counted as serving the entire term for purposes of this requirement. After not serving in office for twelve consecutive months, the individual will be eligible to serve again.

3.04 Nomination and Qualifications of Directors.

(a) The Nominating Committee shall consist of five (5) Voting Members who are not currently Directors or paid staff.

(i) Nominations to the Nominating Committee shall be made by Voting Members and elected by secret ballot of the Voting Members at a specially called meeting of the Voting Members to be held on a Sunday between the first Sunday in September and the second Sunday in November of every year, at such place, date, and time as the Board of Directors shall determine. The five (5) Voting Members with the largest number of votes shall be elected to a one (1) year term and shall not be eligible to serve the next year.

(ii) The Voting Member with the sixth highest number of votes shall serve as an Alternate in the event one of the others is unable to serve.

(iii) The Nominating Committee may ask the Board of Directors to appoint a replacement in the event a committee member is not attending meetings, resigns from membership in the Corporation, or is obstructing the process.

(iv) The Nominating Committee shall submit a slate of candidates to fill vacancies, in a number equal to or greater than the number of Directors with terms expiring at the upcoming annual Voting Members Meeting four (4) weeks in advance of the annual Voting Members Meeting.

(b) To serve as a Director or as a member of the Nominating Committee, an individual must have been an Voting Member of the Corporation for a minimum of one year preceding the election. Staff members, the spouse, parent, child or household member of another Director or staff member are ineligible to serve as a Director. No more than one (1) Licensed Unity Teacher, excluding the Senior Minister, may serve on the Board at any time. Any Licensed Unity Teacher, other than Senior Minister, serving on the Board must forego compensation from the Corporation during his or her term as a Director.

(c) Any Voting Member who satisfies the Voting Member qualifications as defined in Section 3.04(b) and who submits to the chair of the Governance Committee a summary of qualifications and a petition signed by ten (10) Voting Members, no less than three (3) weeks before the annual meeting, shall also be presented as a candidate for election at such meeting.

(d) The Nominating Committee shall interview and consider the views of all current Board Members (including the Senior Minister) in selecting its slate of candidates.

3.05 Election of Directors. Each Voting Member present at the annual meeting shall be entitled to cast by secret ballot, votes for individual Director candidates either on the slate proposed by the Nominating Committee or eligible as a candidate pursuant to Section 3.04(c) above in a number corresponding to the number of Director positions being filled. Those candidates equaling the number of Director positions being filled who receive the highest number of votes shall be elected.

3.06 Vacancies. Vacancies on the Board of Directors shall exist upon: (a) the death, resignation, or removal of any Director; (b) an increase in the authorized number of Directors; or (c) the failure of the Voting Members to elect the full authorized number of Directors sufficient that a total of eight (8) plus the Senior Minister, if any, are serving or are to be voted for at any

annual, regular, or special meeting of the Voting Members at which any Director is to be elected. The Board of Directors may declare the office of a Director vacant if the Director is adjudged incompetent by a court, is convicted of a crime involving moral turpitude, or does not accept the office of Director, in writing or by attending a meeting of the Board of Directors, within thirty (30) days' notice of election. Any Director position to be filled due to an increase in the number of directors shall be filled by the Voting Members at an annual or Special Meeting of the Voting Members called for that purpose. Any other vacancy occurring on the Board of Directors shall be filled within sixty (60) days of the occurrence of the vacancy by the affirmative vote of a majority of the remaining Directors, even if it is less than a quorum of the Board of Directors, or if it is a sole remaining director (subject, however, to the limitations set forth in the Act). A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office. Vacancies reducing the number of Directors to less than five (5) shall be filled before the transaction of any other business.

3.07 Regular Meeting. The Board of Directors may provide for regular Board meetings by resolution stating the time and place of such meetings. The meetings may be held either within or without the State of Texas and may be held by conference call if the resolution does not specify the location of the meetings. No notice of regular meetings of the Board is required other than a resolution of the Board of Directors stating the time of the meetings or conference calls.

3.08 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, the Senior Minister, or a majority of the Directors in office. A person or persons authorized to call special meetings of the Board of Directors may fix any place within or without Texas as the place for holding a special meeting.

3.09 Action by Consent of Board Without Meeting.

Action may be taken by use of signed written consents by the number of Directors required to take such action. Each written consent form must bear the date of signature of each person signing it. A consent signed by less than all of the Directors is not effective to take the intended action unless consents, signed by a majority of the Directors, are delivered to the Corporation within sixty (60) days after the date of the earliest dated consent delivered to the Corporation. Delivery may be made by hand, by certified or registered mail, return receipt requested, by facsimile or by electronic mail (e-mail). The delivery may be made to the Corporation's registered office, registered agent, or principal place of business. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the Corporation.

The Corporation shall give prompt notice of the action taken to the Directors who did not sign consents but were eligible to vote on that matter. If the action taken requires documents to be filed with the Secretary of State, the filed documents will indicate that the written consent procedures have been properly followed.

An email, text message, or similar transmission by a Director, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the Director.

3.10 Notice. Written or printed electronic notice of any special meeting of the Board of Directors shall be delivered to each director not less than three (3) nor more than sixty (60) days

before the date of the meeting, except as otherwise agreed by all Directors. The notice shall state the place, day, and time of the meeting, who called the meeting and matters to be brought forth at the meeting.

3.11 Quorum. A majority of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Directors required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the Directors present may adjourn and reconvene the meeting one time without further notice.

3.12 Conduct of Meetings. At every meeting of the Board of Directors, the President of the Board shall preside, and if not, the Vice President. The Secretary of the Corporation shall act as Secretary at the meeting of the Board of Directors. When the Secretary is absent from any meeting, the President, or the person presiding, may appoint any person to act as Secretary of the meeting. The spiritual teachings of Unity (including the five Unity principles) and the mission statement of the Corporation shall be utilized in the handling of decisions before the Board of Directors. During the discussion, any Director may request time for prayer about an issue. Upon such request the presiding officer shall provide a period of prayer and silence.

3.13 Powers of Board of Directors. In addition to the powers and authorities expressly conferred by these Bylaws upon them, the Board may exercise all such powers of the Corporation and do all such lawful acts and things as are provided for by statute, the Certificate of Formation, or these Bylaws, subject to the approval of Voting Members as may be required pursuant to Section 3.01(j).

3.14 Duties of Directors. Directors shall discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Corporation. Ordinary care is care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In the discharge of any duty imposed or power conferred on Directors, they may in good faith rely on information, professional opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that were prepared or presented by a variety of persons, including officers and employees of the Corporation, professional advisors or experts such as accountants or attorneys. A Director is not relying in good faith if the Director has knowledge concerning a matter in question that renders reliance unwarranted.

Directors are not deemed to have the duties of trustees of a trust with respect to the Corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

3.15 Duty to Avoid Improper Distributions. Directors who vote for or assent to improper distributions, are jointly and severally liable to the Corporation for the value of improperly distributed assets, to the extent that debts, obligations, and liabilities of the Corporation are not thereafter paid and discharged. Any distribution made when the Corporation is insolvent, other than in payment of corporate debts, or any distribution that would render the Corporation insolvent

is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for all known debts, obligations, and liabilities, is also improper. Directors participating in a board meeting at which the improper action is taken are presumed to have assented, unless they dissent in writing. The written dissent must be filed with the Secretary before adjournment or mailed to the Secretary by registered mail or e-mail immediately after adjournment.

A Director is not liable if, in voting for or assenting to a distribution, the Director: (a) relies in good faith and with ordinary care on information, professional opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more officers or employees of the Corporation; legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or a committee of the Board of Directors of which the Director is not a member; (b) while acting in good faith and with ordinary care, considers the assets of the Corporation to be at least that of their book value; or (c) in determining whether the Corporation made adequate provision for payment, satisfaction, or discharge of all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, Directors are protected from liability if, in the exercise of ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the Corporation.

Directors who are held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each such person.

3.16 Delegation of Duties. Directors are entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Corporation; and to sell, transfer, or otherwise dispose of the Corporation's assets and properties at a time and for a consideration that the advisor deems appropriate. The Directors have no liability for actions taken or omitted by the advisor if the Board of Directors acts in good faith and with ordinary care in selecting the advisor. The Board of Directors may remove or replace the advisor, with or without cause.

3.17 Actions of Board of Directors. The Board of Directors shall try to act by consensus. However, the vote of a majority of directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the Bylaws. A Director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Directors.

3.18 Proxies. A Director may not vote by proxy.

3.19 Compensation. Directors may not receive salaries for their services as a director. A Director may serve the Corporation in any other capacity and receive compensation for those services with the exception of a Licensed Unity Teacher serving on the Board. A Director may be reimbursed expenses incurred by the Director to attend a Corporation's meeting.

3.20 Removal of Directors.

(a) The Voting Members may vote to remove and replace all of the Directors at any time, with or without reasonable cause at a special meeting of the Voting Members. The notice of the meeting shall state that the issue of possible removal and replacement of all Directors will be on the agenda. All Directors may be removed by a two-thirds (2/3) vote of the Voting Members present and voting, provided that the total attendance is equal to not less than twenty five percent (25%) of the Voting Membership and provided that a sufficient number of new Directors has been elected by a majority of the Voting Members. Such removal shall also remove the officers of the Board of Directors.

(b) Any Director may be removed by the Board of Directors due to unexcused absences from three (3) successive regular board meetings, failure to fulfill the duties of the office, failure to uphold the Code of Ethics, Sexual Conduct Policy, Social Media Policy, and other ministry policies, or disruptive or unethical behavior. Removal from the Board of Directors shall require a two-thirds (2/3) vote of the other Board members.

3.21 Advisory Directors. The Board of Directors may appoint advisory directors as they see fit. The Advisory Directors shall be Voting Members that shall not have a vote, but may attend all Board of Director meetings and participate in the discussion like the regular directors. Advisory Directors serve at the pleasure of the Board. The appointment of Advisory Directors shall expire at the following annual meeting of the Voting Members.

ARTICLE 4 **OFFICERS**

4.01 Officer Positions. The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer. The Board of Directors may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. The same person, except the offices of President and Secretary, may hold any two or more offices.

4.02 General Duties. All officers and agents of the Corporation, as between themselves and the Corporation, shall have such authority, perform such duties and manage the Corporation as may be provided in these Bylaws or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

4.03 Election and Term of Office. The Board of Directors at its first meeting following the annual meeting of the Voting Members shall elect the officers of the Corporation by secret ballot. If the election of officers is not held at this meeting, the election shall be held as soon thereafter as conveniently possible. Directors serving on the Board of Directors at the time of the election shall be qualified to serve as officers of the Corporation. Officers shall be elected for a one (1) year term. Each officer shall hold office until a successor is duly selected and qualified. An officer may be elected to serve only two (2) consecutive one year terms. After being absent from office for twelve (12) consecutive months, an individual is again eligible to serve as an officer.

4.04 Removal. An officer may be removed by the affirmative vote of at least two-thirds (2/3) of the Directors then in office. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer.

4.05 Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Such resignation shall take effect at the time specified in the notice, and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. Such resignation shall be without prejudice to the contract rights, if any, of the Corporation.

4.06 Vacancies. The Board of Directors may fill the vacancy in any office for the unexpired portion of that officer's term.

4.07 President. The President shall preside at all meetings of the members and of the Board of Directors. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed. However, the President may not execute instruments on behalf of the Corporation if this power is expressly delegated to another officer or agent of the Corporation by the Board of Directors, the Bylaws, or statute. The President shall perform other duties prescribed by the Board of Directors and all duties incident to the office of president of a corporation.

4.08 Vice President. When the President is absent, is unable to act, or refuses to act, the Vice President may perform the duties of the President. When the Vice President acts in place of the President, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform other duties as assigned by the President or Board of Directors.

4.09 Treasurer. The Treasurer shall:

(a) Have charge and custody of and be responsible for all funds and securities of the Corporation.

(b) Insure that the Corporation receive and give receipts for moneys due and payable to the Corporation from any source.

(c) Insure that the Corporation deposits all moneys in the name of the Corporation in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Board of Directors or the President.

(d) Write checks and disburse funds to discharge obligations of the Corporation as directed by the Board of Directors.

(e) Ensure that the financial books and records of the Corporation are maintained.

(f) Prepare financial reports at least annually.

(g) Perform other duties as assigned by the President or by the Board of Directors.

(h) If required by the Board of Directors, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board of Directors.

(i) Chair the Finance Committee.

(j) Perform all the duties incident to the office of Treasurer.

4.10 Secretary. The Secretary shall:

(a) Give all notices as provided in the Bylaws or as required by law.

(b) Take minutes of the meetings of the members, of the Board of Directors, and of the Executive Committee and keep the minutes as part of the corporate records.

(c) Maintain custody of the corporate records of the Corporation.

(d) Keep a register of the mailing address of each Director, officer, and employee of the Corporation.

(e) Perform duties as assigned by the President or by the Board of Directors.

(f) Perform all duties incident to the office of Secretary.

4.11 Assistant Officers. The Board of Directors may appoint one or more assistant secretaries and one or more assistant treasurers. Each assistant secretary and each assistant treasurer shall hold office for such period as the Board of Directors may prescribe. Any assistant secretary may perform any of the duties or exercise any of the powers of the Secretary or otherwise as occasion may require in the administration of the business and affairs of the Corporation, and any assistant treasurer may perform any of the duties or exercise any of the powers of the Treasurer at the request or in the absence or disability of the Treasurer or otherwise as occasion may require in the administration of the business and affairs of the Corporation. Each assistant secretary and each assistant treasurer shall perform such other duties and/or exercise such other powers, if any, as the Board of Directors shall prescribe. To establish the authority of an assistant secretary or an assistant treasurer to take any action on behalf of the Corporation in place of the Secretary or the Treasurer, as the case may be, it shall not be necessary to furnish proof of any request by, or of the absence or disability of, the Secretary or Treasurer or any other assistant secretary or assistant treasurer, respectively.

4.12 Salaries. Except the Senior Minister, the officers may not receive compensation for their services.

4.13 Disallowed Payments. Any payments made to an officer of the Corporation such as a salary, commission, bonus, interest or rent, or expense reimbursement incurred by him, which is disallowed in whole or in part as an acceptable expense by the Internal Revenue Service, shall

be reimbursed by such officer to the Corporation to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each such amount disallowed.

ARTICLE 5

COMMITTEES

5.01 Standing Committees. The standing committees of the Corporation shall be the Governance, Audit and Compliance, Finance and Endowment, Human Resources, and Membership committees. The Board of Directors shall establish committee descriptions and determine the functions of such standing committees, as it deems necessary, to assist the Board in carrying out its functions. The President, with the advice and consent of the Board, shall appoint a chair for each standing committee other than the Finance and Endowment Committee. The Treasurer shall be chair of the Finance and Endowment Committee. Committee chairs and vice chairs must be Voting Members.

5.02 Establishment of Ad Hoc Committees. The Board of Directors may adopt a resolution establishing one or more committees delegating specified authority to a committee, and appointing or removing members of a committee. The President, with the advice and consent of the Board, shall appoint a chair for each ad hoc committee. A committee shall include one or more Directors and may include persons who are not Directors. If the Board of Directors delegates any of its authority to a committee, the majority of the committee shall consist of Directors. The Board of Directors may establish qualifications for membership on a committee. The Board of Directors may delegate to the President its power to appoint and remove members of a committee that has not been delegated any authority of the Board of Directors. The establishment of a committee or the delegation of authority to it shall not relieve the Board of Directors, or any individual Director, of any responsibility imposed by the Bylaws or otherwise imposed bylaw. No committee shall have the authority of the membership or the Board of Directors to:

- (a) Amend the Certificate of Formation.
- (b) Adopt a plan of merger or a plan of consolidation with another corporation.
- (c) Authorize the sale, lease, transfer, exchange, mortgage, purchase or acquisition of any property or assets of the Corporation.
- (d) Authorize the voluntary dissolution of the Corporation.
- (e) Revoke proceedings for the voluntary dissolution of the Corporation.
- (f) Adopt a plan for the distribution of the assets of the Corporation.
- (g) Amend, alter, or repeal the Bylaws.
- (h) Elect, appoint, or remove a member of a committee or a Director or officer of the Corporation.
- (i) Approve any transaction to which the Corporation is a party and is of the type described in Section 6.05, below.

(j) Take any action outside the scope of authority delegated to it by the Board of Directors.

5.03 Term of Committee Members. Each member of a committee shall be appointed to a one (1) year term and shall continue to serve on the committee until a successor is appointed or the committee is terminated. However, the term of a committee member may terminate earlier if the committee is terminated or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

5.04 Chair and Vice-Chair. One member of each committee shall be designated as the chair of the committee and another member of each committee shall be designated as the vice-chair. The chair shall call and preside at all meetings of the committee. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.

5.05 Notice of Meetings. Written or printed notice of a committee meeting shall be delivered to each member of a committee not less than three (3) nor more than sixty (60) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, and the purpose or purposes for which the meeting is called. Notice may be delivered via email to those who have given prior written permission.

5.06 Quorum. One half of the number of members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required to constitute a quorum. If a quorum is present at no time during a meeting, the chair may adjourn and reconvene the meeting one time without further notice.

5.07 Actions of Committees. Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the Bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting.

5.08 Rules. Each committee may adopt rules for its own operation not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

ARTICLE 6

TRANSACTIONS OF THE CORPORATION

6.01 Contracts. The Board of Directors may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments. Checks and financial

documents of \$10,000 or more shall have two signatures and may be signed by the President, the Vice President, and Treasurer. The President, the Vice President, and the Treasurer are to be registered on the signature record of the bank(s) or financial institution(s) that the Board of Directors selects. The Senior Minister shall have no power to enter into a contract binding on the Corporation for the expenditure of a sum equal to or greater than \$1,000.00 without the prior approval of the Board of Directors.

6.02 Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board of Directors selects.

6.03 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation including endowment funds.

6.04 Loans and Related Parties. The Corporation shall not make any loan to a Director, officer, employee, volunteer or Voting Member of the Corporation.

6.05 Affiliated Transactions. No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, partnership or association or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be void or voidable solely for this reason, if:

(a) The material facts concerning the financial interests are disclosed to the Board of Directors and the Board of Directors authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Directors.

(b) The contract or transaction is fair to the Corporation at the time of the approval. Nothing herein shall prevent retroactive approval of a transaction.

(c) The interested Director that is present may be counted towards a quorum for purposes of voting on the contract or transaction. The interested Director may participate in the discussion of the matter, but may not vote.

6.06 Prohibited Acts. As long as the Corporation is in existence, and except with the prior approval of the Board of Directors no Director, officer, or committee member of the Corporation shall:

(a) Do any act in violation of the Bylaws or a binding obligation of the Corporation.

(b) Do any act with the intention of harming the Corporation or any of its operations.

(c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation.

(d) Receive an improper personal benefit from the operation of the Corporation.

(e) Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation.

(f) Wrongfully transfer or dispose of Corporation property, including intangible property such as goodwill.

(g) Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business.

(h) Disclose any of the Corporation business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

ARTICLE 7

BOOKS AND RECORDS

7.01 Required Books and Records. The Corporation shall keep correct and complete books and records of account. The Corporation's books and records shall include:

(a) A file-endorsed copy of all documents filed with the Texas Secretary of state relating to the Corporation, including, but not limited to, the Certificate of Formation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.

(b) A copy of the Bylaws, and any amended versions or amendments to the Bylaws.

(c) Minutes of the proceedings of the members, the Board of Directors, and committees having any of the authority of the Board of Directors.

(d) A list of the names and addresses of the Directors, officers, and any committee members of the Corporation.

(e) A financial statement showing the assets, liabilities, and net worth of the Corporation at the end of the three most recent fiscal years.

(f) A financial statement showing the income and expenses of the Corporation for the most recent fiscal years.

(g) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.

(h) The Corporation's federal, state, and local information or income tax returns for each of the Corporation's three most recent tax years.

7.02 Inspection and Copying. Any Voting Member, Director or officer of the Corporation may inspect and receive copies of all books and records of the Corporation required

to be kept by the Bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Corporation and if the person submits a request in writing. Any person entitled to inspect and copy the Corporation's books and records may do so. A person entitled to inspect the Corporation's books and records may do so at a reasonable time no later than required by Internal Revenue Regulation after the Corporation's receipt of a proper written request. The Board of Directors may establish reasonable fees for copying the Corporation's books and records by members. The fees may cover the cost of materials and labor, but may not exceed the Internal Revenue Service guidelines for providing copies. The Internal Revenue Service requires that copies to be made available to the legitimate, requesting public. The Corporation shall receive and respond as required by Internal Revenue Service guidelines to requests from the public for copies of the Corporation's Form 1023 and Form 990. The Corporation shall maintain a file containing all documents required by the Internal Revenue Service to be made available to the public.

ARTICLE 8 **FISCAL YEAR**

The fiscal year of the Corporation shall begin January 1st and end December 31st each year.

ARTICLE 9 **INDEMNIFICATION**

9.01. When Indemnification is Required, Permitted and Prohibited.

(a) The Corporation shall indemnify a Director, officer, committee member, employee, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purposes of this article, an agent includes one who is or was serving at the request of the Corporation as a Director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Corporation shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Corporation's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation shall not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if a court of competent jurisdiction has adjudged the person liable and all appeals have been exhausted.

(b) The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Corporation.

(c) The Corporation shall pay or reimburse expenses incurred by a Director, officer, committee member, employee, or agent of the Corporation in connection with the person's

(d) appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.

(e) In addition to the situations otherwise described in this Section, the Corporation may indemnify a Director, officer, committee member, employee, or agent of the Corporation to the extent permitted by law. However, the Corporation shall not indemnify any person in any situation in which indemnification is prohibited by the terms of Section 9.01(a), above.

(f) Before the final disposition of a proceeding, the Corporation may pay indemnification expenses permitted by the Bylaws and authorized by the Corporation. However, the Corporation shall not pay indemnification expenses to a person before the final disposition of a proceeding if: the person is a named defendant or respondent in a proceeding brought by the Corporation or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

(g) If the Corporation may indemnify a person under the Bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

9.02 Procedures Relating to Indemnification Payments.

(a) Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in Section 9.02(c), below. The Corporation may make these determinations and decisions by any one of the following procedures:

(i) Majority vote of a quorum consisting of Directors who, at the time of the vote, are not named defendants or respondents in the proceeding.

(ii) If such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, consisting solely of two or more Directors who at the time of the vote are not named defendants or respondents in the proceeding, which committee shall be selected by a majority of all Directors.

(iii) Determination by special legal counsel selected by the Board of Directors by vote as provided in Sections 9.02(a)(i) or 9.02(a)(ii), or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Directors.

(b) The Corporation shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is Permissible is

made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by Section 9.02(a)(iii), above, governing the selection of special legal counsel. A provision contained in the Certificate of Formation, the Bylaws, or a resolution of members or the Board of Directors that requires the indemnification permitted by Section 9.01, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

(c) The Corporation shall pay indemnification expenses before final disposition of a proceeding only after the Corporation determines that the facts then known would not preclude indemnification and the Corporation receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under Section 9.02(a), above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the Bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

ARTICLE 10

NOTICES

10.01 Notices. Any notice required or permitted by the Bylaws in be given to a Director, officer, Voting Member or a committee member of the Corporation may be given in any manner allowed by the Act. If the notice is to Voting Members, notice may include an announcement of an Voting Member meeting during at least two weekend services prior to the meeting. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Corporation, with postage prepaid and in a sealed wrapper. If notice is served by facsimile or e-mail, the person giving notice shall retain records sufficient to prove actual delivery to the appropriate number or e-mail address. A person may designate his or her preferred notice method and shall provide all necessary information regarding the same by giving written notice to the Secretary of the Corporation. Without a preference designation, the person serving the notice shall give notice by mail. Notice may be delivered via email to those who have given prior written permission.

10.02 Signed Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Certificate of Formation or the Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or alter the time stated in the notice being waived.

10.03 Waiver of Notice by Attendance. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE 11
SPECIAL PROCEDURES CONCERNING MEETINGS

11.01 Meeting by Electronic Means. The Board of Directors, and any committee of the Corporation, may hold a meeting by telephone conference call or other electronic means in which all persons participating in the meeting can hear each other. The notice of a meeting by electronic means conference must state the fact that the meeting will be held by electronic means as well as all other matters required to be included in the notice. Participation of a person in a meeting by conference call or other electronic means constitutes presence of that person at the meeting.

ARTICLE 12
AMENDMENTS TO BYLAWS

A two-thirds (2/3) Majority of the Voting Members present at an annual meeting or special meeting of the Voting Members may alter, amend, repeal, or enact new Bylaws. The notice of any meeting at which the Bylaws are altered, amended, or repealed, or at which new Bylaws are adopted shall include the text of the proposed Bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. The vote of two-thirds (2/3) of Directors present and voting at a meeting of Directors at which the required quorum is present is required to approve the submission to Voting Members of a proposal to alter, amend, repeal, or adopt new Bylaws.

ARTICLE 13
MISCELLANEOUS PROVISIONS

13.01 Senior Minister. The Senior Minister shall be an ordained or licensed Unity minister approved for ministry employment by Unity Worldwide Ministries or a person serving under special dispensation approved by Unity Worldwide Ministries. Policies and procedures for the search process shall be set forth in the Board Policy Manual. The Senior Minister shall be elected by a majority of the Board of Directors then in office. The Senior Minister may be removed by a majority of the Board of Directors then in office, excluding the vote of the Senior Minister.

As the spiritual leader of this Corporation, the Senior Minister shall be responsible for the scheduling, conduct, and content of services, classes, and all other activities that further the purpose of the ministry in communication and collaboration with the Board of Directors.

During the period of any vacancy in the position of Senior Operations Director, the Senior Minister shall be responsible for fulfilling or overseeing the duties of the position or, in the alternative, such duties shall be fulfilled by an acting operations director appointed by the Board.

The Senior Minister shall be a voting member of the Board of Directors and shall have the right to attend all Board meetings, with the exception of those meetings, or portions thereof, that pertain to determinations of the minister's retention, performance or compensation and serve as an ex officio member of all ministry teams, with the exception of the Nominating Committee. The compensation of the Senior Minister shall be approved by the Board of Directors in accordance with local community standard for comparable positions and Unity Worldwide Ministry guidelines.

The Senior Minister shall be accountable to the Board of Directors and shall receive an annual performance evaluation from the Board of Directors.

13.02 Legal Authorities Governing Construction of Bylaws. The Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

13.03 Legal Construction. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

13.04 Headings. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

13.05 Power of Attorney. A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the Corporation to be kept with the Corporation records.

13.06 Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the Directors, officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

CERTIFICATE OF SECRETARY

I hereby certify that I am duly elected and acting Secretary of said corporation and that the foregoing Bylaws, comprised of twenty-one (21) pages, constitute the Bylaws of said corporation as duly adopted by the Voting Members at a meeting held on May 5, 2024.

DATED: May 15, 2024

[Signature]

Monica A. Clausen

Monica A. Clausen,
Secretary of the Corporation