

Unity Church In Albany  
21 King Ave., Albany New York

By-Laws

(As Voted upon Membership Meeting 2002)

## **Article I Identification**

The name of this corporation shall be UNITY CHURCH IN ALBANY, a New York Corporation.

### **Section 1.01 - Statement of Purpose**

The purpose of Unity Church in Albany, a New York Corporation, is to teach the universal principles of Truth, as taught and demonstrated by Jesus Christ and interpreted by Unity School of Christianity and the Association of Unity Churches, 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.

In the accomplishment of this purpose, Unity Church in Albany shall endeavor to conduct services of worship and classes of instruction, demonstrate the principles of Truth by using them in the operation of the Ministry, and to adopt other means that in the judgment of the Minister will further the principles of practical Christianity among people everywhere.

### **Section 1.02 - Affiliation and Relationship to the Association**

Unity Church in Albany shall work in full cooperation with the Association in the selection of its Minister. As a member of the Association, this Church shall have as its head an ordained Unity Minister, a licensed Unity Minister, or a licensed Unity teacher working under dispensation from the Association, and shall teach the principles of practical Christianity using methods, textbooks, literature, and other materials approved by the Association. As a representative of this Church, the Minister shall make annual reports to the Association on forms supplied by the Association.

Copies of all announcements and printed matter mailed out shall also be mailed to the office of the President of the Association.

The Association shall in no way intrude upon the internal affairs of Unity Church in Albany, except upon request of the Minister, Board of Trustees or the Membership, as cited in Article II, Section 2.04(k) [*Powers of Members*].

### **Section 1.03 Principal Office**

The principal executive office of the corporation shall be fixed by the Board of Trustees. Said

office shall be in the County of Albany, State of New York as the Board of Trustees hereafter shall designate. The corporation may also have offices at such other places, as the Board of Trustees may from time to time designate.

### **Section 1.04 Official Records**

Records of Membership, finances, donation, corporate minutes, etc., shall be maintained at the principal office of the corporation. Official Church documents are to be available to Church officers and the Minister at all times.

## **Article II Membership**

### **Section 2.01 - Qualifications**

Membership shall consist of persons, 18 years or older, who embrace Jesus Christ principles of love and truth as taught by Unity. He/she will further the work of this Ministry through his/her active interest, love and support.

### **Section 2.02 - Election of Members**

Anyone desiring Membership in Unity Church in Albany shall attend classes, as specified by the Board of Trustees and shall submit an "Application for Membership" to the Board of Trustees for approval.

### **Section 2.03 - Terms of Membership**

Once approved, a person shall hold Membership until voluntarily relinquished or until such time as their Membership status comes into question by the Board of Trustees. Removal from the Membership roll of any member whose qualifications are in question requires at least two-thirds (2/3) affirmative vote of the Board, including agreement by the Minister. Prior to action concerning removal, the member must be given an opportunity for a hearing before the Board.

### **Section 2.04 - Powers of Members**

Members of Unity Church in Albany shall have the power to do the following:

(a) Vote at any Membership Meeting, at which the member is present, called in accordance with Section 2.05 [*Meetings and Quorum*]. Only members of this Church, eighteen (18) years of age or older, shall have the power to vote at any Membership Meeting.

(b) Elect members to the Board of Trustees as specified in Section 3.04 [*Board of Trustee Election*]

(c) Ratify the Bylaws of this Ministry or any amendments thereto as specified in Section 8.01 [*Bylaws Amendments - Procedures*].

(d) Vote on any expenditure that exceeds 10% of the annual operating budget in value. A seventy five percent (75%) affirmative vote of those members present and voting is required for approval.

(e) Elect a member, and an alternate, to serve on the Nominating Ministry Team as specified in Section 3.04(b) [*Nominating Ministry Team*].

(f) Call a special Membership Meeting when the affairs of this Ministry warrant such action. Refer to Section 2.05(b) [*Special Membership Meeting*].

(g) Vote to override any action of the Board of Trustees. This vote must be taken at a duly constituted Membership Meeting. [See Section 2.05(a) and (b)]. Notice of the issue to be voted on must be submitted to the Membership, by first class mail, in writing ten (10) days prior to the meeting. Seventy- five percent (75%) of those members present and voting have the authority for determination.

(h) Vote for removal of any or all Trustee(s) from the Board of Trustees in accordance with Section 3.05(a) [*Vacancy*]. A two-thirds (2/3) affirmative vote of those members present and voting is required.

(i) Vote on any matters officially brought to the attention of the Membership

(j) Offer suggestions to the Minister and Board of Trustees, as may seem advisable for the good of this Ministry.

(k) Any ten (10) members may request Conflict Transformation assistance by notifying the President of the Association in writing with the copies to the Board of Trustees and Minister. Upon receipt of a request for assistance from ten or more members to the President or designee of the Association, said person shall confer with the Minister, the Board of Trustees, and/or Regional Representatives to evaluate whether further action is required.

## **Section 2.05 - Meetings and Quorums**

(a) **Annual Membership Meeting.** The Annual Membership Meeting of Unity Church in Albany shall be held at its official headquarters on the first Sunday in March at the time of day designated by the Board of Trustees.

(b) **Special Membership Meetings.** Any time the affairs of this Ministry warrant a special Meeting, the meeting may be called by:

(1) The Minister;

(2) A majority of the Board of Trustees; or

(3) A member submitting a petition having been signed by ten percent (10%) of the Membership; a written request must be submitted to the Board who shall, within 15 days, call the meeting on behalf of the requesting party.

The purposes(s) for the special meeting shall be stated by both written request and written notice to the Membership. In the case of a Special Membership Meeting called by written petition, the written notice of the meeting to the Membership shall faithfully reflect (restate, reproduce) the purpose(s) for the special meeting stated in the petition. Business conducted at the special meeting shall be limited to the pre-stated purpose(s).

(c) **Written Notice.** Written notice stating the date, time and place shall be mailed first class to all members at least ten (10) days before any Membership Meeting.

(d) **Quorum.** Those members present and voting at a Membership Meeting called pursuant to the notice provisions of Section 2.05(c) [*Written Notice*] will constitute a quorum for the transaction of business at any Membership Meeting.

(e) **Participation.** Attendance at a Membership Meeting shall not be restricted to members only, but only members may vote.

(f) **Voting.** Unless otherwise provided herein, the vote of a majority of the members shall be necessary for approval or disapproval of the action being voted upon. Refer to Section 2.04(d) and (g), and Section 8.01 [*Procedure*]. Proxy votes and absentee ballots are not allowed.

(g) **Prayer.** In any Membership Meeting, the Board President, Minister, the Association Conflict Transformation Representative, or any member may request that action on any item of business be suspended while the Membership enters into a time of prayer on the issue. Upon such request, the President shall provide a period of prayer and silence.

## **Article III Government**

### **Section 3.01 - Administration.**

The government of Unity Church in Albany shall be vested in the Minister, as the Administrative Director, and the Board of Trustees.

### **Section 3.02 - Minister.**

(a) **Duties.** As the Spiritual Leader, the Minister shall be responsible for the scheduling, conduct and content of services, classes, and all other activities that further the purpose of this Ministry as specified in Section 1.01 [*Statement of Purpose*].

As Administrative Director, the Minister shall be:

(1) Responsible for the complete functioning of this Ministry, including the hiring and termination of all employees. Refer to Section 3.03(c)(8) [*Board of Trustees – Duties*].

(2) Voting Member of the Board of Trustees on all matters except own employment, or that of successor.

(3) Appoint Ministry Teams in accordance with Section 4.01 [*Ministry Teams – Formation*].

(4) A member of all Ministry Teams. Refer to Section 4.01 [*Ministry Team – Formation*]

(5) Responsible for seeking the Association's assistance in the event of a dispute adversely affecting the Ministry.

(b) **Vacancy.** Should a vacancy occur in the office of the Minister, The Board shall communicate with the President of the Association and request another Minister. The Minister shall be assigned by the Association upon approval of the Board.

The position of a Minister may be vacated by any of the following actions:

(1) Resignation, or

(2) Removal because of failure to fulfill the duties of the position as specified in Section 3.02(a), after complying with Section 3.03(e) [*Termination of Employment of Minister*].

(c) **Compensation.** The compensation of the Minister shall be fixed annually by contract between the Minister and the Board of Trustees.

### **Section 3.03 – Board of Trustees – Members.**

(a) **Structure.** The Board of Trustees shall consist of the Minister and six Trustees elected from the Membership of Unity Church in Albany. Each elected Trustee shall hold office for three (3) years, or until a successor is duly elected. The terms of two (2) elected Trustees shall expire annually and their offices shall be filled at the Annual Membership Meeting in accordance with Section 3.04 [*Board of Trustees – Election*] except for those Trustees elected at the initial organizational meeting held on November 13, 1984. No elected Trustee shall serve more than two (2) consecutive terms of three years each with out an interval of one year between terms except for Trustees elected for one or two year terms at the organization meeting. No active Licensed Unity Teacher, individual receiving compensation from the Ministry (with the exception of the Minister) or the significant other of, an individual receiving compensation from the Ministry may serve on the Board of Trustees. Further, no Board member shall be relative of, or significant other of another Board Member.

(b) **Prayer.** It is important that in addition to the normal procedures for legal functioning set

forth in these bylaws, that the spiritual principles taught by Unity be utilized in the handling of decisions before the Board of Trustees. During the discussion of an item of business, any Trustee may request time for prayer about the issue. Upon request, the President shall provide a period of prayer and silence.

(c) **Duties.** As representatives of the Membership, the Board of Trustees shall:

- (1) Uphold the Spiritual purpose of this Ministry as stated in Section 1.01 [*Statement of Purpose*].
- (2) Uphold the highest interest of the Membership in conducting the business of this Ministry.
- (3) Be conversant with these Bylaws and establish policy for the operation of the Church.
- (4) Be faithful in attendance at services, Board and Membership Meetings of this Ministry.
- (5) Make determination of the business needs of this Ministry and authorize payment of monies for those purposes.
- (6) Administer the property of this Ministry, both real and personal.
- (7) Make determinations on the sale, pledge, or proposed financing of real or personal property belonging to this Ministry. All decisions in favor of sale, pledge, or proposed financing of real property exceeding five thousand dollars (\$5,000) in value shall be presented to the Membership at a properly constituted Membership Meeting to be voted on in accordance with Section 2.04(d) [*Powers of Members*].
- (8) As recommended by the Minister, authorize the employment of all staff personnel of this Ministry and set and approve their salaries. Refer to Section 3.02(a) [*Minister – Duties*].
- (9) Set dates for the fiscal year.
- (10) Each year cause to be prepared a complete financial statement with disclosures that will set forth the fiscal conditions and operations of the Ministry which shall be presented at the Annual Membership Meeting. A qualified accountant audit shall be performed at the discretion of the Board of Trustees or within a five (5) year period.
- (11) Will secure a fidelity bond for the Treasurer and when deemed advisable, secure a fidelity bond for others handling the money for this Ministry.
- (12) Approve applicants for Membership in accordance with Section 2.02 [*Election of Members*].
- (13) Act to fill the unexpired term of any Trustee in accordance with Section 3.05(b) [*Replacement*].
- (14) Elect officers of the Board, and their successors to fill any unexpired term when necessary.

See Section 4.07 [*Board of Trustees – Officers*].

(15) Ratify Ministry Teams and their Chairpersons as appointed by the President of the Board or the Minister. See Section 5.01 [*Formation*].

(16) See Association assistance in the event of a dispute adversely affecting the Ministry.

(17) Attend and actively participate in annual Board retreats and ongoing Board Educational Programs.

(18) Consider other duties brought to their attention by the Minister and other Trustees.

(19) To keep or cause to be kept an accurate record of Membership.

(20) To keep or cause to be kept accurate records of gifts to the Ministry in compliance with the Internal Revenue Service regulations; and acknowledge in writing, contributions in compliance with Internal Revenue Service regulations.

(21) Will secure liability insurance for all Board of Trustee members and Minister.

(d) **Employment of Minister.** It is the responsibility of the Board of Trustees to employ a licensed or ordained Unity Minister for the Church through cooperation with the employment management procedures of the Association.

(e) **Termination of Employment of Minister.** After this Ministry and its Minister have cooperated with the Conflict Transformation procedures of the Association, a two-thirds (2/3) majority of the Church Membership is required to terminate the employment of the Minister in accordance with the New York State Religious Corporation Law.

### **Section 3.04 – Board of Trustees – Election.**

(a) **Qualifications.** Any person elected to the Board of Trustees must be a member of Unity Church in Albany.

He/she shall be a person who:

(1) Desires to serve on the Board.

(2) Endeavors to live in accord with Jesus Christ principles of love and Truth as taught by Unity.

(3) Furthers the work of this Ministry through his/her active interest, love, and support.

(4) Is sincere and continuing student of Unity, conversant with its teaching.

(5) Has demonstrated leadership capabilities.

(b) **Nominating Ministry Team.** A Nominating Ministry Team will be formed at least three months prior to the Annual Membership Meeting, and will initiate a search for at least two qualified candidates for the Board of Trustees. The Ministry Team will consist of the Minister and three (3) members selected in the following manner:

(1) At the annual Membership Meeting, the Membership shall elect one of its members, and an alternate, to serve on the Nominating Ministry Team for the next year's election. In the event of unavailability to serve of the persons so elected, the Board will select a person from the Membership to fill the vacancy, other than a current Board member.

(2) The Board will elect one of its Trustees to serve on the Nominating Ministry Team.

(3) Together with the Minister, the above two Ministry Team members will select a third Ministry Team member from the Membership who will become Chairperson of the Nominating Ministry Team.

(4) In the event of an interim Board, the Nominating Ministry Team shall complete its selection process within thirty (30) days from the establishment of the interim Board.

(c) **Nominating Procedure.** As the presiding officer of the Annual Membership Meeting, the President shall:

(1) Read Section 3.04 [*Board of Trustees – Elections*] just prior to the call for nominations.

(2) Call upon the Chairperson of the Nominating Ministry Team to present the Ministry Team's nominations.

(3) Call for additional nominations from the floor. Nominees should never be chosen on the basis of a person's business success or financial resources alone. All nominees, no matter how nominated, must qualify in accordance with Paragraph 3.04(a) [*Qualifications*] of this Section.

(d) **Election.** Written ballots are required if there are any partial terms to be filled or there are more than two nominees. The two nominees receiving the largest number of votes will be elected to full three (3) year terms. The candidate receiving the next highest number of votes will be elected to the longest unexpired term, etc. All persons elected in such a manner will be considered to be fulfilling a term of office.

### **Section 3.05 – Board of Trustees – Vacancy and Replacement.**

(a) **Vacancy.** The office of a Trustee may be vacated by any of the following means:

(1) The resignation of the Trustee.

(2) The Board voting for the removal of a Trustee due to unexcused absences from three successive regular Board meetings. The Board upon written request may excuse



absences.

(3) The Board voting for the removal of a Trustee because a failure to fulfill the duties of office as specified in Section 3.03(c) [*Duties*]. Notice of Intent for Removal of a Trustee must be mailed, first class mail, to the Membership, ten (10) days prior to the Board meeting where such action will be taken.

(4) The Membership voting for removal of a Trustee because of failure to fulfill the duties of the office as specified in Section 3.03(d) [*Duties*]. Refer to Section 2.04(h) [*Powers of Members*].

(5) If more than fifty-percent (50%) of the Board of Trustees is to be recalled, the entire Board of Trustees must be recalled. Refer to Section 2.04(h) [*Powers of Members*].

(6) If the entire Board of Trustees is recalled by the Membership, then the Membership may re-elect recalled Trustees. The number re-elected recalled Trustees. The number re-elected must be less than fifty-percent (50%) of the recalled Trustees.

(b) **Replacement.** Should a vacancy occur on the Board of Trustees, the Board will proceed to fill the vacancy by ballot at its next regular meeting. In case of emergency, a special Board meeting may be called. Only persons meeting the qualifications specified in Section 3.04(a) [*Qualifications*] may be considered as replacements. No replacement will have served as a Trustee during the year prior to their election. A majority vote of those present and voting will be necessary to elect. The appointment will expire on the day of the next Annual Meeting. A person appointed in this manner is not considered having served a complete term.

(c) **Interim Board.** If the entire Board of Trustees has been recalled, the Church Membership may choose to elect an interim Board whose term of office will not exceed sixty (60) days. At the end of sixty (60) days a permanent Board must be elected.

### **Section 3.06 – Board of Trustees – Meeting and Quorum.**

(a) **Regular Board Meetings.** The regular business meetings of the Board of Trustees shall be held at the headquarters of this Ministry on the third Wednesday of each month, unless otherwise specified by the Board.

(b) **Special Board Meetings.** Special meetings of the Board shall be called by the President of the Board under any of the following conditions:

- (1) By request of the Minister;
- (2) By request of two or more Trustees; or
- (3) As the President of the Board deems it necessary.

The request shall be filed in writing with the Board Secretary. A diligent effort must be made to notify all Trustees of a special meeting.

(c) **Quorum.** Four Trustees will constitute a quorum for the transaction of business.

(d) **Minister Attendance.** The Minister has the right to attend all Board Meetings, with the exception of those meetings or portions thereof that pertain to determinations of the Minister's salary and/or review of work record. The Minister must be notified in writing of all special meetings. Refer to Section 3.02(1) [*Duties*].

### **Section 3.07 – Board of Trustees – Officers.**

(a) **President.** The president shall:

(1) Preside at all Board of Trustees meetings.

(2) Preside at all Membership Meetings.

(3) Appoint Ministry Teams in accordance with Section 5.01 [*Ministry Teams – Formation*].

(4) Be a member of all Ministry Teams by virtue of the office, except the Nominating Ministry Team.

(5) Sign such papers and documents, upon proper authorization, as may be necessary.

(6) Be responsible for the planning of Board orientation, retreats and workshops.

(b) **Vice-President.** The Vice-President shall:

(1) Perform all the duties of the President in the absence of the President.

(2) Become President in the case the office of the President becomes vacant. In such a case, a new Vice-President shall be elected from among the remaining Trustees to fill the remainder of the term.

(c) **Secretary.** The Secretary shall:

(1) Keep, or cause to be kept, an accurate record of the minutes of all Board and Membership Meetings.

(2) Hold in custody and be responsible for all reports, official Membership list, contracts and other legal papers, minute books, and the corporate seal, which items shall be kept in the Ministry office at all times, or in such other depository as prescribed by the Board.

(3) Attend all official business required by the Board.

(d) **Treasurer.** The Treasurer shall:

(1) Be custodian of the funds of this Ministry. He/she shall pay out or cause to be paid out, funds authorized by the Board. A fidelity bond will be secured for the Treasurer. Refer to Section 3.03(c)(11) [*Duties*].

(2) Keep, or cause to be kept, a record of all financial transactions, and submit a monthly financial report at each regular Board Meeting. All financial records shall be kept in the Ministry office at all times.

(3) Submit a financial report, covering the last complete fiscal period at the Annual Membership Meeting.

(4) Count, or cause to be counted by the appointment of qualified persons, all funds received and be responsible for their deposit. When counting Ministry funds there should be at least two (2) persons present.

(5) Place, or caused to be placed, the funds of this Ministry in the bank or other depository approved by the Board.

#### **Article IV Ministry Teams**

##### **Section 4.01 – Formation.**

Ministry Teams for any specific purpose, with the exception of the Nominating Ministry Team, shall be appointed by the President of the Board or the Minister. Ratification by the Board is required.

#### **Article V Dissolution**

##### **Section 5.01 – Dissolution.**

(a) All property and funds remaining after the payment of debts of the corporation will be delivered to the Association, a nonprofit corporation organized under the laws of the State of Georgia, for religious and education purposes.

(b) Such funds or property will be for the use and benefit of the Association as may be determined by the Board of Trustees of the Association, in alignment with current policies and procedures.

(c) The Association will make available according to its current policies and procedures, funds for the re-establishment of a Unity Ministry in Albany, New York.

(d) Should the Association no longer exist, any assets remaining of this corporation after dissolution will be disposed of by a court of competent jurisdiction of the County in which the

principle office is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for purposes set out in Section 5.01(c)(3) of the Internal Revenue Code of 1954.

## **Article VI Seal**

### **Section 6.01 – Seal.**

The Corporate Seal of the Church shall be the name of the Church in a circle, which encloses the name of the city and date of incorporation.

## **Article VII Meeting Procedures**

### **Section 7.01 – Rules of Order.**

The latest edition of *Robert's Rules of Order* shall be the authority of this Ministry on parliamentary law and its usage, unless otherwise provided by these Bylaws.

## **Article VIII Bylaws Amendments**

### **Section 8.01 – Procedure.**

Amendments to these Bylaws must be made by voting members of this corporation at a legally constituted Membership Meeting. Written notice setting forth the proposed amendments must be mailed first class mail to all members at least ten (10) days prior to the required Membership Meeting. An affirmative vote of seventy-five percent (75%) of all members present and voting will be necessary to pass any amendment to these Bylaws.

These Bylaws fully supersede all previous Bylaws adopted by Unity Church in Albany.