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# BYLAWS OF UNITY CHURCH OF ARLINGTON

## ARTICLE I – Name

The name of this association shall be Unity Church of Arlington dba Unity of Arlington.

## ARTICLE II - Purpose

**Section 2.1 Statement of Purpose.** The purpose of Unity of Arlington (“UofA” or “the ministry”) a Texas non-profit corporation, is to teach the universal principles of Truth, as taught and demonstrated by Jesus Christ and interpreted by Unity and Unity Worldwide Ministries, 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 Unity Worldwide Ministries or UWM.

**Section 2.2 Accomplishment of Purpose.** In the accomplishment of this purpose, UofA shall endeavor to conduct services of worship and classes of instruction and to 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 2.3 Unity Worldwide Ministries.** UofA shall be a vital part of the worldwide Unity movement and a member of the UWM. Any member of this ministry may call upon the resources and support of the UWM through its senior minister or co-ministers, Board of Trustees, staff, or through direct communication with the UWM.

**Section 2.4 UWM Bylaws and Requirements.** In the spirit of cooperation, the operation and conduct of this ministry shall comply with the regulations and policies of the UWM as outlined in these bylaws and the UWM Bylaws, insofar as they do not conflict with the laws of the State of Texas or other laws and regulations applicable to the ministry.

**Section 2.5 Participation.** This ministry may have its voice heard and its wishes expressed in the membership meetings of the UWM, and its members may participate in workshops, seminars, and classes designed to encourage and foster their spiritual development and that of the ministry.

**Section 2.6 Resources.** This ministry can benefit from its membership in the UWM and its corresponding region through direct support, materials, and coaching regarding organization, finances, music, adult and youth education, church growth programs, ethics compliance, and other topics related to church function.

**Section 2.7 Leadership.** This ministry shall have as its leader an ordained or licensed Unity minister(s) approved for ministry employment by the UWM or a person serving under special dispensation approved by the UWM. For the purpose of these bylaws, the term “minister” shall include a person serving under special dispensation of the UWM.

**Section 2.8 Teaching.** The principles of practical Christianity shall be taught through this ministry using methods, textbooks, literature, and other materials consistent with the UWM guidelines.

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**Section 2.9 Information Requests.** The ministry shall comply with all requests for identifying information from UWM, including but not limited to:

1. A copy of the Articles of Incorporation.
2. Copies of ministry bylaws shall be sent whenever updated.
3. A copy of the deed to properties owned by the ministry.
4. A copy of the completed Form SS-4, Application for Employer Identification Number, once it has been returned by the IRS to the ministry.
5. A copy of the Form 8822-B, Change of Address or Responsible Party – Business Form that the IRS requests.

**Section 2.10 Reports.** The ministry shall make annual reports to UWM as required.

### **ARTICLE III - Office and Official Records**

**Section 3.1 Principal Office.** The principal executive office of UofA will be fixed by the Board of Trustees (also referred to in this document as “the BOT”). Said office shall be in the County of Tarrant, State of Texas, or at such other place within the State of Texas as the Board of Trustees shall hereafter designate. UofA may also have offices at such other place or places as the Board of Trustees may from time to time designate.

**Section 3.2 Official Records.** Records of membership, finances, donations, corporate minutes, and other records required by law or as designated by the Board of Trustees shall be maintained at the principal offices of UofA. Confidential documents are available only for use by the minister(s), board members, or designated professional staff. Other documents are available to Active Members of UofA by appointment.

### **ARTICLE IV - Members**

**Section 4.1 Qualifications.** Membership in UofA is open to all persons eighteen years of age and older who shall endeavor to live in accord with the principles of Love and Truth as taught by Jesus Christ and UWM, and help to further the work of UofA through their active interest, love, and support.

**Section 4.2 Requirements for Membership.**

Anyone desiring membership in UofA may, after three months of regular attendance (unless, at the request of the minister, such requirement is waived by the Board of Trustees) and completion of UofA new member orientation class, file an application for membership with the office of UofA.

**Section 4.3 Terms of Membership.**

**A. Term.** A member shall retain membership until it is voluntarily severed, as long as the member’s conduct is in accord with the qualifications specified in Article IV, Section 4.1.

- 1) Active Members –The UofA membership roll will be updated annually and as new members are approved. All members of record will be sent a renewal notice every two years beginning in 2017. Each member who returns his/her completed and signed renewal notice will be considered active and will be accorded all powers of membership specified in these Bylaws.

- 2) Inactive Members – All members not returning the renewal notice will be considered inactive until the notice is returned. Any member wishing to return to active status may do so by completing the renewal notice and returning it to the office of UofA. After two (2) years of inactivation, members will be removed from UofA’s membership rolls and must re-apply for Active Membership in accordance with the “Requirements for Membership” specified in these Bylaws.

**B. Removal.** A member may be removed for cause by the BOT. Prior to any vote concerning removal, the member in question must be notified by certified mail at least fifteen (15) days prior to the BOT meeting of the charges that may lead to removal of membership and thereafter be given an opportunity for a hearing before the BOT. A two-thirds (2/3) vote of the BOT shall be required for removal of membership status provided that the senior minister or co-ministers are in agreement with this action.

**Section 4.4 Powers of Active Members.** Each Active Member of UofA shall have the power to:

- A. Attend regular meetings of the Board of Trustees;
- B. Vote\* at any membership meeting or meeting called for a special purpose at which the member is present and at which the members are allowed to vote with respect to, as applicable:
  1. Any financial expenditure exceeding twenty five thousand dollars (\$25,000.00) in value. A two-thirds (2/3) affirmative vote of those active voting members present and voting at a meeting called with that specific purpose on the agenda shall be required for approval;
  2. Proposals to override any action of the BOT at a Special Membership meeting when the affairs of UofA warrant such action;
  3. The removal of any trustee from office because of failure to fulfill the duties of the office;
  4. The hiring of the Minister. A two thirds (2/3rds) affirmative vote of those voting members present at a meeting called for that purpose is required to approve the hiring of the Minister.
  5. The adoption of amendments to the Bylaws of UofA in accordance with these by-laws.
  6. The election of members to the Board of Trustees.
  7. The election of members to the Nominating Committee.

\*Unless otherwise indicated, decisions shall be made by a majority vote.
- C. Serve on ministry teams if selected;
- D. Speak at any membership meeting according to the rules provided;
- E. Contact the UWM regional representative or the UWM directly for guidance, support, or information on available resources;
- F. Participate in all activities and programs of UofA.
- G. Request items be added, as applicable, to the BOT or Annual Membership Meeting agenda(s) by providing written notice to the trustee chair at least seven (7) days prior to the applicable meeting.

**ARTICLE V  
MEETINGS, QUORUMS, AND GOVERNANCE**

**Section 5.1 Purpose.** Annual or Special Meetings of the members shall be conducted for the transaction of the spiritual, financial business and welfare of UofA. The President of the BOT, or the President's designee, will preside over all membership meetings.

**Section 5.2 Annual Membership Meetings.** Annual Membership Meetings of UofA shall be held at its official headquarters within the first quarter of the year, on a day and time and with an agenda agreed to by the Minister and the BOT.

**Section 5.3 Special Membership Meetings.**

A. Any time the affairs of UofA warrant, a Special Membership Meeting may be called by written request of any of the following:

- 1) the Minister
- 2) a majority of the BOT
- 3) twenty-five (25) Active Members.

B. Upon receiving a proper request for a special membership meeting, the President of the Board of Trustees shall call the meeting on behalf of the requesting party or parties within thirty (30) days of the receipt of the request.

C. The purpose(s) for the Special Meeting shall be stated both in the written request and in the written notice to members. Business conducted at the Special Meeting shall be limited to the pre-stated purpose(s).

**Section 5.4 Notice.** Written notice stating the purpose, date, time, and place shall be mailed to all Active Members at least fifteen (15) days before any membership meeting. The default method for mailing is electronic mail (aka email). For those members who do not have an email address on record with UofA notice will be sent via USPS. Any member may file a standing written request with UofA for notice via USPS.

**Section 5.5 Quorum.** Active Members present at a membership meeting called pursuant to the notice provisions of these Bylaws shall constitute a quorum for the transaction of business during that meeting.

**Section 5.6 Participation.** Participation in the discussion of the business affairs at any membership meeting will be open to any active member present. UWM representatives or invitees may speak at the invitation of the senior Minister, Co-Ministers, or Board of Trustees. The right of other persons to speak during membership meetings may be extended by 2/3rds vote of the Active Members present.

**Section 5.7 Voting.** Unless otherwise provided herein, the vote of a majority of the Active Members present at the meeting shall be necessary for approval of motions and actions. Proxy, absentee voting is not allowed.

**Section 5.8 Prayer.** In any membership meeting, any participant may request that action on an item of business be suspended for an interlude of quiet prayer, and the President, or President's designee shall comply with the request.

**Section 5.9 Meeting and Voting Options.** If necessary, based on an emergency or extenuating circumstance, if a meeting and/or voting can't be held in person at the Unity of Arlington Official Headquarters, then the following options are available. A meeting can be held at a different location or online using electronic video conferencing software capable of displaying participants.

## **ARTICLE VI – BOARD OF TRUSTEES**

**Section 6.1 Membership.** The Board of Trustees (also referred to as “the Board” or “BOT”) shall be composed of the minister or co-ministers and between five (5) and nine (9) Active Members. Trustees will be elected from among the active membership of UofA at the annual membership meeting.

**Section 6.2 Term of Office.** Elected trustees will hold office for the longer of three years or until their successors have been elected and assume office. Trustees elected at any annual membership meeting shall take office at the conclusion of the annual membership meeting at which they were elected. No trustee will serve more than two consecutive terms without an interval of at least one year between terms.

**Section 6.3 Ineligibility To Serve.** The following persons are prohibited from serving on the Board of Trustees:

- any active Licensed Unity Teacher;
- individuals employed by the ministry with the exception of the senior minister or co-ministers;
- relatives, significant others, or household members of: any board member(s), members of the nominating committee, licensed Unity teachers and/or employees of the church;
- members of the nominating committee
- Individuals who have been a member of Unity of Arlington for less than ninety (90) days as of the date nominations to the Board are decided upon. The minister or co-ministers may request a waiver of this requirement from the Board.

### **Section 6.4 Board of Trustees Meetings and Quorums.**

**6.4.1 Regular Trustee Meetings.** Regular Trustee meetings will be held at the headquarters of UofA as specified by the Board of Trustees.

**6.4.2 Special Board Meetings.** Special meetings of the Board of Trustees may be held in person, electronically, or by conference call and shall be called by the President subject to the following conditions:

A. The request shall be filed in writing with the Secretary and may be made by request of 1) the Minister, 2) two (2) or more Trustees, or 3) the President of the Board as he or she deems necessary.

B. Reasonable efforts must be made to notify all Trustees of any special meeting.

- 6.4.3 Closed Meetings:** The Board of Trustees has the right to designate any portion of a meeting as closed.
- 6.4.4 Quorum:** A majority of the Trustees, which must include the President or the President's designee, shall constitute a quorum for regular and special meetings of the Board of Trustees. A quorum is required for the conduct of meetings.
- 6.4.5 Minutes:** Minutes will be recorded for all meetings.
- 6.4.6 Voting.** Unless otherwise provided herein, the vote of a majority of the Trustees present shall be necessary for approval of the action being voted upon.

**Section 6.5 Minister(s) Attendance.** The senior minister or co-ministers has/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 salary and/or review of the ministers work record. The Minister and co-ministers will not be allowed to vote on matters concerning their compensation, benefits, or other terms of employment.

**Section 6.6 Prayer.** It is important that in addition to adhering 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 an issue. Upon such request the President shall provide a period of prayer and silence.

**Section 6.7 Duties and Responsibilities of the Board of Trustees.** As representatives of the membership, the Board of Trustees shall:

- A. Uphold the spiritual purpose of this ministry;
- B. Uphold the highest best interests of the membership in conducting the business of this ministry;
- C. Be conversant and comply with the Code of Ethics, these bylaws and the policies and procedures for the operation of UofA;
- D. Revise policies and procedures for the operation of UofA as needed;
- E. Be faithful in attendance at services as well as board and membership meetings of UofA;
- F. Determine the business needs of UofA, by preparing or causing to be prepared, an annual budget and authorizing payment of funds for those purposes.
- G. Administer the real and personal property of this ministry.
- H. Make decisions regarding the sale, pledge, or proposed financing of real property belonging to this ministry provided that all decisions concerning the sale, pledge, or proposed financing of real property exceeding twenty-five thousand dollars (\$25,000), shall be presented to the membership at a properly constituted membership meeting for final approval;



- I.** Recommend a licensed or ordained Unity minister(s) (or other person serving under special dispensation and with the approval of UWM) through cooperation with the employment management procedures of the UWM. Candidates for ministry approved by a majority of the Board of Trustees may be presented to the congregation for consideration.
  
- J.** After a ministry, and its senior minister, or co-ministers, have sought to reconcile differences and cooperated with the procedures and guidance of UWM, the Board of Trustees may terminate the employment of a senior minister or co-minister(s) by a two-thirds (2/3rds) vote of the Trustees present at the meeting. Notwithstanding the foregoing, the Board of Trustees may, by a 2/3rds majority vote immediately terminate any senior minister or co-minister for criminal or immoral behavior.
  
- K.** Take into consideration the recommendations of the senior minister or co-ministers in determining staff and authorizing funds for their financial support;
- L.** Elect one of its members in accordance with these bylaws to participate on the Nominating Committee.
  
- M.** Cause to be prepared each year a complete financial statement with disclosures that will set forth the financial conditions and operations of the ministry;
  
- N.** As determined by the Board, secure a fidelity bond or theft and dishonesty insurance for persons handling church funds;
  
- O.** Approve applicants for membership;
  
- P.** Keep or cause to be kept an accurate record of active and inactive members; as outlined in Article IV.
  
- Q.** Provide for the sending, whether electronically or otherwise, of membership renewal forms or such other documents as are approved by the Board of Trustees to all active and inactive members on UofA's membership rolls;
  
- R.** At its discretion and in accordance with the bylaws, fill the unexpired term of any trustee, which appointment shall remain in effect until the next annual meeting;
  
- S.** Elect officers of the board and their successors to fill any unexpired term when necessary;
  
- T.** Create such ministry teams as needed to support the functions and responsibilities of the board;
  
- U.** By majority vote, notify the President of UWM in the event of a dispute adversely affecting the ministry and/or requesting peace-making assistance. Written notification of the request shall be given to the Minister;
  
- V.** Consider other issues brought to their attention by the minister or members of the board;

- W. Keep or cause to be kept records of attendance of children and staff present and involved with the children's programs;
- X. Keep or cause to be kept accurate records of gifts to the ministry in compliance with Internal Revenue Service regulations;
- Y. Issue or cause to be issued necessary 1099 and W-2 forms in compliance with Internal Revenue Service regulations;
- Z. Acknowledge in writing contributions in compliance with Internal Revenue Service regulations;
  - AA. As determined by the Board, secure liability insurance for all Board of Trustee members and minister(s);
  - BB. Take such other actions as may be deemed necessary for the best interests of this ministry.

## **Section 6.8 Nomination and Election of the Board.**

- 6.8.1 Qualifications.** Any person nominated for a position on the Board of Trustees must be an active voting member of Unity of Arlington. Each nominee shall be a person who:
1. desires to serve on the BOT,
  2. endeavors to live in accordance with the principles of Love and Truth as taught by Jesus Christ and Unity,
  3. furthers the work of UofA through active interest, love, and support, and practices the principles of tithing,
  4. is a sincere and continuing student of Unity familiar with its teachings,
  5. has demonstrated leadership capabilities and/or has served on a team or committee for at least three (3) months,
  6. has read and is willing to sign the Code of Ethics and the Trustee Accountabilities forms.
  7. has read and agreeing, is willing to sign their understanding of the duties and responsibilities of members of the board.

### **6.8.2 Nominating Committee.**

- A. Formation.** A Nominating Committee shall be formed at the annual membership meeting. The Nominating Committee will consist of the senior minister or co-ministers, three elected Active Members and a board appointee selected in the following manner:
1. Three Nominating Committee members shall be elected by majority vote of the Active Voting Members present.
  2. The Board will appoint one of its members (but not its President) to serve on the Nominating Committee.
  3. The Committee chair will be selected by the Nominating Committee from one of active elected members.

4. Elected members of the Nominating Committee may not serve consecutive terms.
5. Vacancies on the Nominating Committee shall be filled by appointment of the committee members. Vacancies will be filled only with Active (non-Board) Members.

**B. Duties and Responsibilities of Nominating Committee.** The Nominating Committee will comply with the guidelines set forth in the Policies and Procedures manual.

**C. Nomination Procedure.** The presiding officer of the annual membership meeting shall:

1. Read the applicable provisions of these bylaws just prior to beginning the process of nomination and election;
2. Call upon the Chair of the Nominating Committee to offer the Nominating Committee's nominations.
3. Call for nominations from the floor. Floor nominees must meet the By-laws qualifications and the Policies and Procedures for the Nominating Committee prior to a vote.

**D. Qualifications.** All nominees must meet the qualifications as specified in these bylaws.

**E. Election Procedure.** The election shall be by ballot. The result of the vote shall be announced at the annual meeting. Vacancies will be filled by nominee(s) receiving the greatest number of votes from the active members present. Nominees who are elected will serve a three year term.

**Section 6.9 Vacancies on the Board of Trustees.** A position on the Board of Trustees may be vacated by any one of the following:

1. the resignation of the Trustee;
2. Two-thirds (2/3) of the Trustees present vote for the removal of one of its members because of either: a) failure or inability to fulfill the duties of the office or b) unexcused absences from three consecutive regular board meetings.

**Section 6.10 Board of Trustees – Vacancy Replacement (Unexpired terms).** If there is a vacancy on the Board of Trustees, the Trustees may, at its option, appoint a replacement Trustee with an individual who meets the qualifications specified in these bylaws. The replacement Trustee shall fill the vacancy until the next annual membership meeting. A person serving in this manner is not considered as having served a term.

**Section 6.11 Board of Trustees Officers.** The officers of the Board of Trustees shall be a President, a Vice-President, a Secretary, and a Treasurer and such other officers as the Trustees shall designate. All officers will be selected in a manner determined by the board at the first board meeting after the annual meeting or at a special meeting called for the purpose of selecting officers. With the exception of the Treasurer, no member of the board will be allowed to hold any given designated office for more than one year of their elected term unless authorized by majority vote of the Board of Trustees. Each officer will be elected by a majority vote of the trustees following the Annual Membership Meeting.

## **6.12 Duties of Officers.**

**6.12.1 Chair.** The President shall preside at all Board of Trustees meetings; preside at all membership

meetings; appoint members of ministry teams with the advice of the board; sign such papers and documents upon proper authorization as may be necessary; participate in the planning of board orientation, retreats, and workshops.

**6.12.2 Vice-President.** The Vice-President shall assist the President in the performance of that officer's duties; perform all the duties of the President of the board in the absence of the President; and succeed to the office of president in case the office of the President becomes vacant. In such a case, a new vice president will be elected from among the remaining trustees to fill the remainder of the unexpired term.

**6.12.3 Secretary.** The Secretary shall keep, or cause to be kept, an accurate record of the minutes of

all board and membership meetings; shall be responsible for preparing all reports, contracts, agreements, other legal documents and for the corporate seal, all of which will be kept at the principal executive office of the ministry at all times or in such other depository as prescribed by the board; attend to all official business communications as directed by the board; keep or cause to be kept accurate active and inactive membership lists; and send or cause to be sent membership renewal cards to all active or inactive members every other year beginning in 2017.

**6.12.4 Treasurer.** The Treasurer shall be custodian of all funds belonging to this ministry; pay out or cause to be paid out funds authorized by the board of trustees; keep, or cause to be kept, a record of all financial transactions; submit a monthly financial report at each regular board meeting; submit a financial report covering the last complete fiscal year to the annual membership meeting and to UWM; prepare and submit and account for, or cause to be accounted for by the appointment of qualified persons, all funds held or received being responsible to assure that they are deposited in accounts authorized by the board of trustees. When counting ministry funds there should be at least two (2) people approved by the Board of Trustees present.

## **ARTICLE VII – ADMINISTRATION, MANAGEMENT AND LEADERSHIP**

**Section 7.1 Administration.** The administration of UofA shall be vested in the senior minister or co-ministers as the administrative director(s), and the Board of Trustees elected from the membership.

**Section 7.2 Minister(s).**

**A. Senior Minister or Co-ministers.** The senior minister or co-ministers will be duly licensed or ordained Unity minister(s).

1. **Duties.** As the spiritual leader(s) of this ministry, the senior minister or co-ministers will 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 Article II, Section 2.1. As administrative director(s), the minister(s) shall:

- a. Manage the operations of UofA, including the hiring and termination of all employees except as set forth below, including associate or assistant ministers;
- b. Be voting member(s) of the Board of Trustees with a single vote on all matters except those: 1) concerning their own employment and compensation, or that of their successor(s);

- 2) concerning compensation for and hiring or retention of members of their household and/or their relatives whether as employees or independent contractors. In the case of a Co-minister the ministers will decide which of them shall cast their single vote;
  - c. Create ministry teams related to these duties;
  - d. Appoint the members of such ministry teams;
  - e. Serve as ex officio members of all ministry teams;
  - f. Be responsible for seeking the UWM's assistance in the event of a dispute adversely affecting the ministry and notify the BOT.
2. **Selection.** The Board of Trustees shall select the candidate(s) for senior minister or co-ministers following the employment procedures for ministerial personnel of the UWM.
  3. **Compensation.** The compensation of the senior minister or co-ministers employed by this ministry shall be set by a written agreement between the Minister and the Board of Trustees for a period of not less than one year.
- B. Associate and/or Assistant Ministers.** Associate and/or Assistant Minister(s) as defined below, will be duly licensed or ordained Unity minister(s) who function(s) with less responsibility than the senior minister or co-ministers.
1. **Duties.** The Associate and/or Assistant Minister(s) will perform the duties and fulfill the responsibilities assigned them by the Senior or Co-ministers.
  2. **Compensation.** To the extent funded by the board, the compensation of the Associate and/or Assistant Minister(s) shall be fixed by the Senior Minister or Co-Minister(s).

### Section 7.3. Definitions.

- A. Unity Ministry.** A member ministry in the UWM recognized by the UWM will have a duly ordained or licensed Unity minister, or a person serving under special dispensation as its Spiritual Leader. (For additional criteria, contact the UWM office.)
- B. Senior Minister.** A Unity minister duly ordained, licensed [or serving under special dispensation] by the UWM (or Unity School of Christianity prior to July 1, 1966), who assumes the spiritual and administrative leadership role in a member ministry. This leader works in conjunction with the Board of Trustees of the member ministry, and is to oversee the teaching, preaching (lesson), worship services, healing, counseling, prayer, administrative, and fellowship activities of the ministry.
- C. Co-Minister.** In shared partnership ministries, a Unity minister duly ordained or licensed by the UWM (or Unity School of Christianity prior to July 1, 1966), who equally assumes the spiritual and administrative leadership role with another co-minister in a member ministry. These leaders work in conjunction with the Board of Trustees of the member ministry, and oversee the teaching, preaching (lesson), worship services, healing, counseling, prayer, administrative, and fellowship activities of the ministry.
- D. Associate Minister.** In ministries with more than one minister, a Unity minister duly ordained or licensed by the UWM (or Unity School of Christianity prior to July 1, 1966), serving in a member

ministry. The Associate Minister may be equal in ability, but functions with less responsibility than the Senior Minister. The Associate Minister reports to the Senior Minister, who determines the scope of the associate's responsibilities.

- E. Assistant Minister.** In ministries with more than one minister, a Unity minister duly ordained or licensed by the UWM (or Unity School of Christianity prior to July 1, 1966), serving in a member ministry. The skills and/or experience of the Assistant Minister may be less than those of the Senior Minister. The assistant may be placed in a specialized service area of the ministry, i.e., pastoral visitation, or administrative support. The skills of the assistant are, therefore

allowed to develop for a more comprehensive range of ministry service of the assistant, and the ministry.

### **ARTICLE VIII - Ministry Teams**

With the exception of the Nominating Ministry Team, ministry teams may be appointed by the President of the Board or the senior minister or co-ministers for their respective areas of responsibility.

### **ARTICLE IX - Dissolution**

In the event that Unity of Arlington is dissolved, all property and funds remaining after the payment of the debts of the corporation will be delivered to the UWM, a nonprofit corporation organized under the laws of the State of Georgia, for religious and educational purposes. Such funds or property will be for the use and benefit of the UWM as may be determined by the Board of Trustees of the UWM, in alignment with current policies and procedures. The UWM will make available according to its current policies and procedures, funds for the reestablishment of a Unity ministry in Arlington, Texas. Should the UWM 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 principal executive offices of the corporation are then located and shall be used exclusively for such purposes or distributed 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 X- Indemnification**

**A) Insurance**

The Corporation will provide indemnification insurance for its Board members, and the Board shall select the amount and limits of such insurance policy.

**B) Indemnification**

To the extent permitted by law, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he is or was a director or officer of UofA shall be indemnified by UofA against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.

## **ARTICLE XI – Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the meetings of this corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the corporation may adopt.

## **ARTICLE XII – Amendment of Bylaws**

Any amendment(s) to or general revision of these bylaws may be adopted at any annual or special membership meeting provided that written notice setting forth the exact wording of such proposed amendment(s) or general revision has been mailed and/or emailed to all Active Members at least fifteen (15) days prior to the meeting at which they will be considered. An affirmative vote of three-fourths (3/4ths) of the Active Members present and voting will be necessary to adopt any amendment (s) to or

general revision of these bylaws. To take effect, any amendment(s) to or general revision of these bylaws must also be ratified by a majority vote of the members of the Board of Trustees present and voting at the first meeting of the board following the adoption of such amendment(s) or general revision.