

Center for Spiritual Living Tucson

Bylaws

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Center for Spiritual Living Tucson

Chartered September 14, 1970
As Tucson Church of Religious Science

Affiliated with Centers for Spiritual Living
Golden, CO

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Bylaws

Of

Center for Spiritual Living Tucson

(A Nonprofit Religious Corporation Hereinafter called "The Center")

Article I Preamble

The Bylaws of this corporation are adopted for the purpose of prescribing and defining the means and methods by which The Center, its membership, its boards and its officers shall function and carry out their respective duties, obligations and purposes. The provisions herein contained shall govern and control the means by which any and all actions to be taken by or on behalf of The Center shall be accomplished. In the event that the specific provisions of the Bylaws do not cover any purpose or action that may be deemed necessary or for the best interest of The Center, resort shall be had to the applicable provisions of the corporation statutes of the State of Arizona under which The Center is organized as a corporation.

Article II Affiliation, Ecclesiastical Authority and Purpose

Section 1 Affiliation

The Center is fully affiliated with United Church of Religious Science DBA: Centers for Spiritual Living, a nonprofit religious corporation with international offices in Golden, Colorado; hereinafter referred to as United Centers. It exists for the purpose expressed in Section 4 of this Article II, and for the purposes of celebrating and teaching the principles expressed in The Science of Mind by Ernest Holmes and taught by Centers for Spiritual Living. This Member Center acknowledges that it has been chartered by Centers for Spiritual Living as an affiliated Center for such purpose and that it has been created under its sponsorship and guidance.

Section 2 Ecclesiastical Authority

The Center, its Board of Trustees, members and officers shall be subject to the ecclesiastical law and authority of Centers for Spiritual Living in all matters lawfully within ecclesiastical jurisdiction. Ecclesiastical authority refers to the Ministerial Code, the Practitioner Code and The Member Community Affiliation Agreement. This latter code consists of all documents required for a Center to become affiliated with Centers for Spiritual Living.

Section 3 Communications

The Center shall keep Centers for Spiritual Living generally informed as to its affairs. The Secretary of the Board of Trustees shall submit a completed annual report of updated information related to The Center in a format provided by the CSL Home Office.

Section 4 Purpose

Centers for Spiritual Living is a spiritual movement dedicated to awakening and supporting the conscious experience and expression of every person's inherent Divine Nature through teaching and practicing the principles as taught by The Science of Mind.

Article III Offices

Section 1 Principal Office

The Board of Trustees shall establish and can change the principal office for the transaction of the business of The Center. Notice shall be provided to each Center member of a new address of principal office at least ten days prior to such change being made and the CSL Home Office will be notified of the new address.

Article IV Members

Section 1 Application of Members

Any person at least 18 years of age may become a member upon making written application wherein that person asserts that they are committing themselves to personal spiritual growth and to supportive active membership in The Center.

Individuals shall hold membership in only one Member Center.

Section 2 Membership Confirmation

Membership in The Center shall be considered active following application of the prospective member and subsequent confirmation of the application by the Board of Trustees at their next meeting.

Section 3 Membership Duties and Privileges

Duties and privileges of The Center Members shall include:

- A. To uphold the teachings and practices of Religious Science.
- B. To attend the religious and social functions of The Center.
- C. To contribute to the financial support of The Center.
- D. To attend the business meetings of The Center and to vote therein.
- E. To hold office and act on committees.

The Center Officers and the Minister shall provide Orientation of new members for the purpose of developing well-informed, committed, and supportive members.

Section 4 Termination of Membership

Membership in The Center shall be automatically terminated by death, resignation, withdrawal, or transfer of membership to another Center.

The Board of Trustees of The Center shall have full power and authority to terminate the membership of any person or persons for one of the reasons stated below. Any terminated member shall be notified of such action in writing.

- A. Any member who shall have permanently changed residence from the community or communities served by The Center, and who has not, for a period of at least one year, contributed to the support of or participated in the services or affairs of The Center.
- B. Any member where the records show that for a period of one year or more there has been a complete lack of interest, both materially and from the standpoint of participation, in the services and/or affairs of The Center.
- C. Any member who has clearly demonstrated antagonism or opposition to the purpose of The Center or its teachings and vision.

Section 5 Membership Record

The Secretary of the Board of Trustees shall keep and maintain, or cause to be kept and maintained, a true, complete and fully up-to-date permanent record containing at least the names and addresses of all members-of-record of The Center. It shall be the duty of the Secretary to promptly record in the minutes all new members of The Center, when confirmed by the Board of Trustees, and to remove all terminated members upon the adoption of a resolution to terminate. Such record shall establish membership-of-record for all purposes and shall be available for inspection at all reasonable times by any member of The Center.

Section 6 Youth Members

Persons through 17 years of age may be admitted to Youth Membership in The Center and have such other responsibilities and privileges of membership as the Board of Trustees may establish from time to time. Upon reaching their 18th birthday, youth members may become active, voting members, subject to the provisions of Section 2 of this article.

Article V Meeting of Members

Section 1 Place of Meetings

All meetings of members shall be held either at the principal office of The Center or at any other place within the State of Arizona that may be designated by the Board of Trustees.

Section 2 Annual Meetings

The annual membership meeting date shall be established by the Board of Trustees.

At such meetings, Trustees shall be elected, reports of the affairs of The Center shall be considered; annual financial reports shall be reviewed; the next annual budget may be presented, and any other business transacted which is within the powers of the members.

Notice of each annual meeting shall be given by announcement at the regular services on not less than two (2) consecutive Sundays immediately preceding the meeting, and by written or electronic notice mailed to each member at least 21 days prior to the meeting.

Section 3 Special Meetings

Special meetings of the members may be called at any time by the Minister, by the presiding officer of the Board of Trustees, by a majority of the members of the Board of Trustees, or upon a written petition submitted to the Board of Trustees and signed by five (5) percent or more of the voting members of The Center.

Notice of any special meetings shall be given in the same manner as for annual meeting of members. Notice of any special meeting shall specify, in addition to the place, time and date, the general nature of the business to be transacted. Unless special meeting notice is properly given, the meeting will be considered an unofficial meeting and any matters of business acted upon or transacted will be considered null and void.

Section 4 Voter Roster

Thirty days before each annual meeting the Secretary of the Board of Trustees shall submit to the Board of Trustees a roster of each member qualified to vote at the annual meeting. Such roster shall contain each voting member's name, mailing address, and telephone number. Prior to the annual meeting the Voter Roster may be amended by action of the Board of Trustees.

Section 5 Quorum

Those members-of-record present at any meeting shall constitute a quorum for the transaction of business at such meeting, except a meeting called and held for the purpose of considering termination of affiliation with the Centers for Spiritual Living where the requirement is that one-half (1/2) of the members-of-record must be present to constitute a quorum.

Section 6 Adjourned Meeting and Notice Thereof

Any member meeting, annual or special, may be adjourned by the vote of a majority of the members present.

When any member meeting is adjourned for thirty days or more, notice of resumption of the adjourned meeting shall be given as for the annual meeting. Where a meeting is adjourned for less than thirty (30) days, it shall not be necessary to give notice of the time and place of resumption or of the business to be transacted, other than by announcement at the meeting at which adjournment was taken.

Section 7 Voting Powers

At any annual or special meeting, each member-of-record in good standing shall be entitled to one vote, except in the election of Trustees, which is provided for in this section.

At any regular or special meeting of members, persons of record who shall have become members of The Center less than sixty (60) days prior to the date of such meeting shall be entitled to attend and to participate in discussion, but shall not be entitled to cast any vote.

At any election of Trustees, nominations shall be received as provided in Article VI, Section 7, of these Bylaws. Each member shall be entitled to cast a total number of votes equal to the number of positions on the Board of Trustees to be filled at such meeting, casting one vote (but not more than one) for each nominee of choice up to the number of nominees required to fill such positions. Elections for Trustees shall be by ballot. The nominees receiving the highest number of votes shall be elected. In event the number of nominees equals the number of positions to be filled, election may be accepted by acclamation.

Section 8 Proxies Prohibited

Every member entitled to vote or execute consents must do so in person and not by agent or proxy, and no proxy shall be valid.

Article VI Board of Trustees

Section 1 General

Subject to limitations of the Articles of Incorporation, the Member Community Affiliation Agreement, or these Bylaws, and all applicable laws as to action to be authorized or approved by the members, all corporate powers shall be exercised by or under the authority of, and the business and affairs of The Center shall be the responsibility of the Board of Trustees.

The Board of Trustees shall have the right to sell, convey, lease, transfer or otherwise dispose of any real or personal property of The Center, when it is deemed to be in the best interest of The Center, except that it may not convey the real property, land and/or buildings of the principal place of celebration except with the approval of a majority vote of the members-of-record present at a regular or special meeting.

As set forth in these Bylaws, the Board of Trustees shall elect, appoint, employ, and remove the officers, agents, employees and representatives of The Center and fix their compensation and the scope, nature and course of their respective duties and authority, except that of the Minister.

The emphasis of the Board of Trustees, which includes the Senior Minister, shall be on goals, objectives, strategies and policies. The Board of Trustees is accountable for implementation of planning and policy decisions. The Board of Trustees may establish other volunteer groups to assist with operational planning, policy recommendations, and facilitate two-way communications between itself and The Center membership.

Section 2 Role of the Board

The role of the Board includes but is not limited to the following:

- A. Mission
The Board, including the Senior Minister, is responsible for formulation of the Mission Statement. The Board facilitates and establishes, together with other leaders in The Center, The Center's mission.
- B. Planning, Policies, Procedures
The Board sets the direction of The Center, establishes policies to guide the operation of The Center and retains its Senior Minister. Together in partnership the Board and the Senior Minister fulfill the policies and plans. The Board reviews and approves procedures and rules.
- C. Financial Development
The Board is responsible for insuring that The Center is adequately financed to fulfill its objectives.
- D. Monitoring
The Board is responsible for monitoring the operational process of The Center to insure the achievement of its goals and objectives.
- E. Ultimate Authority
The Board is ultimately responsible to the membership of The Center.

Section 3 Executive Committee

The Executive Committee shall be composed of the Officers of the Board of Trustees and the Senior Minister. The Executive Committee's function is to deliberate on personnel and legal matters of The Center.

Executive Committee meetings may be called by any member thereof, upon notice to the members of the Executive Committee of the time and place of such meeting. Notice of the meeting and its purpose shall also be given to the full board. Minutes shall be kept of each meeting of the Executive Committee that shall be read at the next regular meeting of the Board of Trustees and any action considered for ratification. A majority of the authorized number of members of the Executive committee shall constitute a quorum for the transaction of business. All decisions made by the Executive Committee must be ratified by the full board.

Section 4 Committees and Cores

The Board of Trustees may appoint committees, teams, boards, cores and other instrumentalities as may be necessary in order to carry out the work and purpose of The Center, and may confer upon them such authority, powers and duties as it may deem appropriate; provided that the final responsibility and duty for management of the affairs, assets, properties and employees of The Center may not be delegated and shall rest upon the Board of Trustees.

Minutes shall be kept of each meeting and a copy shall be forwarded to the Board. Recommendations made by any of these groups are to be presented to the Board for its action.

Section 5 Number and Qualifications of Trustees

The authorized number of elected Trustees shall be six (6) unless changed by amendment of the Bylaws. Only those persons meeting the following requirements shall be qualified for election or appointment as Trustees:

- A. The person must be a loyal, financially supporting and active member of The Center.
- B. The person must be willing to accept the responsibilities of membership of the Board of Trustees.
- C. The person must not be related to, nor have a live-in relationship with, any current member of the Board of Trustees or with an employee of The Center.
- D. The person must have completed sixty (60) hours or its equivalent of Science of Mind certificated class work, one class of which must be "Foundations of Science of Mind", or as determined by the Minister. If persons are not available for nomination who have completed sixty (60) class hours, special consideration shall be given to persons who are enrolled or have completed a lesser amount.
- E. Except for the Minister, no Trustee may receive compensation from The Center.
- F. The person must have been a member of The Center no less than six (6) months in order to be eligible for election or appointment to the Board of Trustees.
- G. The person must have successfully completed a Criminal Background Check, which will be paid for by The Center.

Section 6 Trustee Election and Term of Office

The Senior Minister of The Center shall be a voting member of the Board of Trustees, with all the powers and duties of a Trustee, and shall hold such position throughout his or her tenure. The Minister shall not be required to be elected to the Board of Trustees nor to serve as any of its officers.

The elected Trustees shall hold office for three (3) years. Their tenure shall be such that one-third (1/3), as nearly as practicable, shall be elected each year. New Trustees shall be nominated as provided in Section 7 below, and shall be elected at each annual meeting of members to fill the offices made vacant, but if any such annual meeting is called but not held or the Trustees are not elected thereat, the Trustees shall be elected at a special meeting of members held for the purpose within thirty (30) days of the date of the original annual meeting.

No person having served as a Trustee shall be eligible for re-election for at least one (1) year after expiration of their most recent full term of office.

All Trustees, unless they resign or are removed, shall hold office until their respective successors are properly elected and installed. An overlap period between Board elections and the completion of office of retiring Board members shall be established to facilitate a smooth transition from the old to the new Board.

Section 7 Nominations of Trustees

At a reasonable length of time prior to each annual meeting of members, the Board of Trustees shall select a Nominating Committee of three (3) to five (5) members (one of whom shall be the Minister) who may be, but need not be, Trustees. The committee shall proceed to prepare a slate of nominees for election as Trustees, one or more nominees for each vacancy to be filled.

Such slate shall be nominated by the committee when nominations are called for at the annual meeting, and further nominations, if any, shall be received from the floor. Nominees nominated from the floor must be present at the election meeting and meet the required qualifications of Trustees set out in Article VI Section 5.

Voting for Trustees shall proceed as provided in Article V, Section 6, of these Bylaws.

Section 8 Termination of a Board Member

A Board Trustee may be terminated by the adoption of a resolution so to terminate by majority vote of the members of the Board present. The Board of Trustees also may by resolution declare vacant the office of any Trustee:

- A. who fails to perform their assigned duties as a Trustee of The Center
- B. who shall be absent for three (3) consecutive meetings without valid excuse granted by the Board of Trustees and shown in the minutes of at least one such meeting
- C. who shall be absent for six (6) meetings within a twelve (12) month period
- D. who has demonstrated a lack of interest either materially, or from the standpoint of participation in the services and/or affairs of The Center

Notice shall be sent to the terminated Board Member regarding such action taken by the Board of Trustees.

Section 9 Vacancies

Vacancies in the Board of Trustees may be filled by a majority vote of the remaining Trustees, though less than a quorum, or by a sole remaining Trustee. In the event the unexpired term is for a period of less than eighteen (18) months, the appointee may succeed himself by election to a full three (3) year term.

A vacancy or vacancies on the Board of Trustees shall be deemed to exist in case of the death, resignation or removal of any Trustee, or if the authorized number of Trustees be increased, or if the members fail, at any annual or special meeting of members at which Trustees are elected, to elect the full authorized number.

The Center members may elect a Trustee or Trustees at a special meeting to fill any vacancy or vacancies which shall not have been filled by the Trustees.

If the Board of Trustees accepts the resignation of a Trustee submitted to take effect at a future time, the Board or members shall have power to appoint a successor to take office when the resignation is to become effective.

No reduction of the authorized number of Trustees shall have the effect of removing any Trustee prior to the expiration of their term of office.

Section 10 Place of Meeting

In the absence of another designated place, regular Board meetings shall be held at the principal office of The Center.

Section 11 Organizational Meeting

The first regular meeting of the Board of Trustees shall be held within thirty (30) days following the date of the annual meeting.

At the first regular and/or specially called meeting of the Board of Trustees following the annual meeting, the Secretary of the outgoing Board shall act as Chair pro-tem while a new President is nominated and elected for the new Board. The new President shall then assume office and proceed with the nomination and election of a Vice President, a Secretary and a Treasurer for the ensuing year. This newly organized Board shall then proceed with any new business necessary at this first meeting, including establishing meeting dates for subsequent Board meetings.

Section 12 Regular Meetings

Regular meetings of the Board of Trustees shall be held at least monthly; day and time to be determined by the Board of Trustees.

Section 13 Special Meetings

Special meetings of the Board of Trustees for any purpose or purposes may be called at any time by the President or the Minister, or, if they are absent or unable or refuse to act, any two Trustees, or ten (10) percent of the membership by petition.

Notice of the time and place of special meetings and specific purpose shall be delivered personally to each Trustee or sent to them by mail addressed to the address shown on the membership record of The Center, at least seventy-two hours prior to the time of the meeting. Such notice is not required when all current Board members, including the Minister, are present when the decision is made for a special Board Meeting, in which case special meetings may be called with the mutual consent of all members.

Section 14 Quorum

A majority of the elected number of Trustees shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Trustees present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Trustees.

Section 15 No Proxies

Any action taken or authorized by the Trustees shall be taken or authorized only in person and not by agent or proxy, and no proxies of Trustees shall be valid.

Section 16 Reimbursement for Expenses

Trustees and members of committees may receive reimbursement for expenses as may be fixed or determined by resolution of the Board.

Section 17 Open and Closed Meetings

All Board meetings are open to The Center's membership. However, attendance at any meeting or part of any meeting of the Board of Trustees may, at the Board's option, be limited only to the Trustees, or may include such others as it may choose to admit.

Personnel and legal matters of The Center may be discussed by Board members or by the Executive Committee in a private caucus associated with a Board meeting. However, all motions and voting shall be done in an open Board meeting.

Section 18 Conflict of Interest

The Board of Trustees' responsibility to manage the business affairs of The Center is primary and absolute over any individual Trustee's personal benefits. Except as specifically permitted below, no business transactions shall be entered into between The Center by the Board of Trustees and any person who is a member, or a member-elect, of the Board of Trustees, or any entity in which such person or any member of such person's immediate family have an opportunity for financial gain.

The Center recognizes that in specific instances or on unique matters, it may be in the best interest of The Center to enter into a business transaction of the type otherwise prohibited above. Such a transaction may be permitted if:

- A. The Board complies with all provisions of State law relating to transactions between a corporation and a Trustee; and
- B. The Board is fully apprised of the fact that the proposed transaction is of the type otherwise prohibited above, and such disclosure is set forth in the minutes; and
- C. The Board finds and records in its minutes, that the proposed transaction:
 1. is particularly unique or advantageous to The Center,
 2. is upon terms and conditions which the Board of Trustees believes to be either not available, or more favorable to The Center than would be available in a similar transaction between The Center and any other party.

Section 19 Recall of Trustees

The Center membership has the authority to remove for cause any or all members of the Board of Trustees, except the Senior Minister (provided separately elsewhere), provided due notice is given, per Article V, Section 3 herein, upon an affirmative two-thirds (2/3) vote of those present and qualified to vote.

If a vacancy occurs by reason of such action, such vacancy may be filled at such meeting by nominations of qualified persons, who must be present at the meeting, which are made from the floor and voted upon by the membership present and qualified to vote.

Article VII Officers

Section 1 Officers

The officers of the Board of Trustees of The Center shall be a President, a Vice-President, a Secretary, and a Treasurer.

The Center may also have, at the discretion of the Board of Trustees, such assistant officers as may be appointed in accordance with the provisions of Section 3 of this Article. Assistant officers appointed in accordance with Section 3 of this Article may be, but need not be, Trustees.

Section 2 Election

The officers of The Center, except such officers as may be provided for in accordance with the provisions of Sections 3 and 5 of this Article, shall be elected annually by the Board of Trustees. Trustees shall hold the office to which they are elected until they shall resign or shall be removed or otherwise disqualified to serve, or their successor shall be properly elected and installed.

Section 3 Assistant Officers

The Board of Trustees may appoint, and may empower the President to appoint, such assistant officers as the business of The Center may require. Assistant officers shall hold office and have the authority to perform their assigned duties for a specific time period, as provided in these Bylaws or as the Board of Trustees may from time to time determine.

Section 4 Removal and Resignation

Any officer or assistant officers of The Center may be removed, with or without cause, by a majority of the Board of Trustees, at any regular meeting or at a special meeting called for that purpose.

Any officer may resign at any time by giving written or verbal notice to the Board of Trustees, or the President, or the Secretary. Any such resignation shall take effect at the date of the receipt of the notice or at any later time specified by the notice; and, unless otherwise specified by the notice, the acceptance of the resignation shall not be necessary to make it effective. In event written notice is not received within ten (10) days of verbal notice, the verbal resignation shall become effective.

Section 5 Vacancies

A vacancy in any office of the Board of Trustees shall be filled by a majority vote of the remaining Trustees.

Section 6 President

The President shall lead all policy-making groups and shall, subject to the control of the Board of Trustees, have general supervision of the business affairs and the properties of The Center.

The President shall preside at all meetings of the Board of Trustees and the members, and shall have such other powers and perform such other duties as may be required of him, from time to time by the Board of Trustees.

The President, along with the Secretary of the Board of Trustees, shall be one of the signatories for all contracts and legal documents.

The President may appoint committees, except those of an ecclesiastical nature, as may be authorized to appoint by the Board of Trustees, from time to time, and define the duties of such committees. In all administrative matters, except those of an ecclesiastical nature, the President shall be responsible for maintaining open communications and relations with Centers for Spiritual Living.

Section 7 Vice President

In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have the powers of, and be subject to the same responsibilities and authority as apply to the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Trustees or by the Bylaws.

Section 8 Secretary

The Secretary shall be in charge of the Corporate Seal. The Secretary, along with the President of the Board of Trustees, shall be one of the signatories for all contracts and legal documents.

The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Trustees may order, a book of minutes of all meetings of Trustees and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board meetings, the number of persons present at members' meetings, and the proceedings thereof.

As herein above provided, the Secretary shall keep or cause to be kept at the principal office of The Center the Membership Record showing the names of the members and their addresses.

The Secretary shall give, or cause to be given, notice of all the meetings of the members of the Board of Trustees required by the Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees or by the Bylaws.

Section 9 Treasurer

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of The Center, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus. The books of account shall be open at all reasonable times to inspection by any Trustee.

The Treasurer shall be responsible for the preparation and distribution of financial statements of The Center as provided in Article X, Section 10. Any financial records should be reasonably accessible to any Trustee, preferably in the principal office of The Center.

The Treasurer:

- A. shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of The Center with such depositories as may be designated by the Board of Trustees;
- B. shall disburse or cause to be disbursed the funds of The Center as may be ordered by the Board of Trustees;
- C. shall render to any member of the Board of Trustees, whenever they request it, an account of all the transactions of the Treasurer and of the financial condition of The Center;
- D. shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees or these Bylaws.

Article VIII The Senior Minister

Section 1 Role of the Senior Minister – Summary

As presented in the Member Community Affiliation Agreement, the Ministerial Code, and elsewhere in these Bylaws the Senior Minister has three major roles in The Center:

- A. Ecclesiastical head of The Center with exclusive rights for Ecclesiastical matters.
- B. Administrative Executive Officer reporting to the Board
- C. Member of the Board of Trustees

Section 2 Associated Reference Subjects

Subjects related to the Senior Minister are detailed in the Member Community Affiliation Agreement and include the following major topics:

- A. Qualifications
- B. Authority
- C. Call to fill vacancy
- D. Termination
- E. Retirement Plan
- F. Salary
- G. Associate, Assistant and Staff Ministers

Article IX Policies and Procedures

Section 1 Bylaws

These Bylaws form the basic policies for structure and function of The Center. All other policies and procedures are the responsibility of the Board of Trustees. Board adopted Policies and Procedures shall be maintained in an official Standard Operating Manual which is kept in The Center office and available for reference by Center Members. Subsequent reference to policy refers to the policy and procedure function of the Board.

Section 2 Policy Formulation

Policy formulation is the task of members of the Board, committees, and staff members. It is a cooperative effort in which each group brings its special insights, experience and skill to bear on the task. It involves the identification of policy needs, formulation of policy options and consideration of policy options.

Section 3 Policy Determination

Policy determination is the responsibility of the Board of Trustees alone. This responsibility derives from the legal status of the Board. Board actions establish policies and directions for the total organization.

Section 4 Policy Implementation

Policy implementation is the responsibility of the staff directed by the Senior Minister. Once established, policies are carried out by the staff. Others may be involved and assist in implementation, but the staff is ultimately responsible, via the Senior Minister, to the Board to see that policies are carried out.

Section 5 Policy Monitoring

Policy monitoring is the responsibility of the Board of Trustees, committees and staff members. Staff is responsible for periodic performance reporting to the Administrative Executive Officer on implementation. Policy-making groups are responsible for making judgments concerning the effectiveness of implementation and determining future policy actions as appropriate.

Section 6 Financial Policies and Procedures

Any changes to the CSLT Facility Fund Usage Policy must be approved by a 75% majority of the voting membership, which will occur at a Special Membership Meeting, as specified in Article V Section 3.

Article X Various and Sundry

Section 1 Corporate Seal

The Center shall have a corporate seal, containing the exact name of The Center and the date and state of incorporation.

Section 2 Inspection of Corporate Records

The membership record, the books of account, and the minutes of proceedings of the members and of the Board of Trustees, and of the Executive and other committees of the Board of Trustees, shall be open to inspection by any qualified representative of the Centers for Spiritual Living, or at any mutually agreeable time by any Center member when requested in writing to the Board President, including a statement of reasonable purpose.

Section 3 Checks, Drafts, or Other Orders for Payment

All expenditures of Center funds shall have appropriate documentation approved by the person or persons authorized by the Board of Trustees to approve such expenditures.

All expenditures in excess of \$100.00 must have prior Board approval.

All checks, drafts, or other orders for payment in excess of five hundred dollars (\$500.00) must be signed by two (2) of the four (4) authorized signatories, as shall be designated by the Board.

Regular interval expenditures may be authorized for electronic payment and are not subject to the requirement for two signatures as is required for other expenditures.

Notes or other evidences of indebtedness issued in the name of or payable to The Center, shall be signed or endorsed by such persons or persons and in such manner as from time to time shall be determined by resolution of the Board of Trustees.

Section 4 Execution of Contracts

The Board of Trustees, except as in these Bylaws otherwise provided, may authorize any officer or agent to enter into any contract, or execute any instrument in the name of and on behalf of The Center. Such authority may be general or limited to specific instances

Unless so authorized by the Board of Trustees, no officer, agent or employee shall have any power or authority to make any agreement or create any obligation which shall bind The Center, or to pledge the credit of The Center, or to render it liable for any purpose or in any amount.

Section 5 Representation of Shares of Other Corporations

The President or Vice President, acting together with the Senior Minister, are authorized to vote, represent and generally to exercise on behalf of The Center all rights incident to any and all shares of any other corporation or corporations standing in the name of The Center. Such authority may be exercised either by such officers in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officers.

Section 6 Inspection of Bylaws

The Center shall keep in its principal office for the transaction of business the original or a copy of the Bylaws, as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the members-of-record at all reasonable times.

Section 7 Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the applicable statutes of the State of Arizona shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person.

Section 8 No Liabilities

Neither the Trustees, officers, nor members of The Center shall be personally liable for the debts, liabilities or obligations of The Center.

Members of the Board of Trustees and persons serving in an advisory capacity to the Board are immune from civil liability for acts or omissions done in good faith within their scope of authority.

Section 9 Financial Statements

It shall be the duty of the Treasurer to cause to be prepared, and to make available to the members, an annual financial statement, including a balance sheet and statement of income and expense, prepared in accordance with generally accepted accounting principles, and a report made thereof at each annual meeting of the members.

Section 10 Audit

The financial books and records of The Center shall, at the discretion of the Board undergo an audit or accounting review, to be conducted by an accountant not an employee or elected official of The Center. If this audit or accounting review is performed, the results of such review shall be presented at The Center's Annual Gathering, and a copy may be sent to the CSL Home Office as part of The Center's Annual Report to the Centers for Spiritual Living.

Article XI Center Matters

Notwithstanding any other provision of these Bylaws, The Center, its Board of Trustees, members and officers are and at all times shall be subject to the following provisions:

Section 1 Ministers and Practitioners

The Center will hire and retain as Ministers only those persons who shall have been duly credentialed, and who shall be and remain in good standing, as Ministers of Centers for Spiritual Living, and will endorse and support the work of only those Practitioners of Religious Science who shall have been duly licensed as such by Centers for Spiritual Living.

Any violation of any part of this Section 1, will be in violation of the Member Community Affiliation Agreement and will place The Center Charter in jeopardy.

Section 2 Prohibited Practices

The Center shall in no way be active in carrying on propaganda nor in any other manner attempt to influence legislation. In addition, The Center shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

The Center, as an affiliated member of the Centers for Spiritual Living, recognizes its responsibility as to the Principles and Teachings of Science of Mind. Therefore, it will teach, sponsor, foster and support only those ideas, principles and programs which are in alignment with Science of Mind teachings. This is not to be construed as prohibiting educational discussion of matters which would otherwise be excluded from The Center's teaching.

So long as The Center is affiliated with Centers for Spiritual Living, The Center will not ordain, license ministers, or license practitioners or teachers, and will not establish any branch Center, and will be governed and abide by the rules, regulations and directive of the Centers for Spiritual Living with respect to these matters.

Section 3 Dissolution/Disaffiliation

In the event the dissolution or the disaffiliation with Centers for Spiritual Living is contemplated, resulting actions shall be in accordance with provisions of the Member Community Affiliation Agreement The Center has with the Centers for Spiritual Living.

In the event of the dissolution and the winding up of affairs of The Center, after paying all of the debts and obligations of The Center, or adequately providing them, any remaining assets shall be devoted to such Science of Mind purpose as in the judgment of the Board of Trustees of The Center may be most likely to be consistent with the purpose of The Center and with the Articles of Incorporation.

Section 4 Charter Violation

Should a violation of the Member Community Affiliation Agreement with the Centers for Spiritual Living occur and thus place The Center Charter in jeopardy, the Core Council of the United Centers shall determine if such action requires the forfeiture of the Charter. A notice of this decision must be presented to the membership of The Center at a specially called meeting, as provided in these Bylaws, Article V, Section 3. The purpose of the meeting is to take definitive action to remedy the violation, to disaffiliate, or to dissolve.

Article XII Parliamentary Authority

The rules contained in the current edition of Roberts Rules of Order-Newly Revised shall govern The Center in all cases to which they are applicable and not inconsistent with these Bylaws and any special rules of order The Center may adopt.

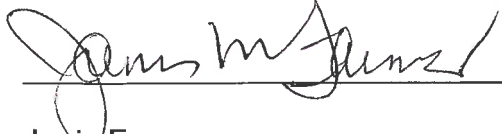
Article XIII Amendments

New Bylaws or Amendments to the existing Bylaws shall be acted upon in a special meeting of the members duly called for that purpose, or at an annual meeting, by the voting members of The Center. Proxy votes will not be accepted.

Adoption of new Bylaws or Amendments to the existing Bylaws requires the majority vote of the membership present at the meeting.

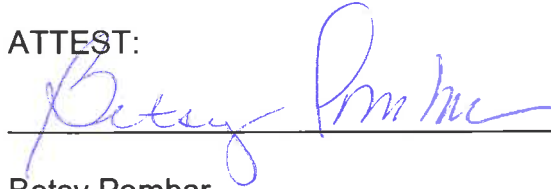
Newly adopted Bylaws or Amendments to these Bylaws must be submitted to the Centers for Spiritual Living for review.

These Bylaws were adopted by congregational vote and effective on the 31st day of January, 2010. They have been revised by congregational vote, effective this 29th day of January, 2012.



Janis Farmer
President, Board of Trustees

ATTEST:



Betsy Pombar
Secretary, Board of Trustees

Center Name: Science of Mind Center of Tucson
DBA: Center for Spiritual Living Tucson

Address: 3895 North Alvernon Way
Tucson, Arizona 85718

Telephone Number: (520) 319-1042

Bylaws Changes/Additions (revised January 23, 2011) -

The following revisions to the bylaws were proposed by the Board and unanimously approved by the congregation at the January 23, 2011 Annual Meeting.

Examples: existing (remains) ~~delete existing~~ **addition or change**

Explanations for the changes are in brackets [].

Proposed Changes Include...

All incidences of "Building Fund" to be changed to read "Facility Fund."

[Purpose: to be congruent in language between the Bylaws and the Policy & Procedures Manual]

Article IX Policies and Procedures

Section 6 *Financial Policies and Procedures*

Any changes to the CSLT Facility Fund Usage Policy must be approved by a 75% majority of the voting membership, which will occur at a Special Membership Meeting, as specified in Article V Section 3.

[Purpose: To further protect the designated monies for the CSLT Facility.]

Article X Various and Sundry

Section 10 **Audit**

The financial books and records of The Church shall ***undergo an annual audit or accounting review, at the discretion of the Board, to be conducted by an accountant not an employee or elected official of The Church.*** The results of such review shall be presented at The Church's Annual Gathering. A copy ~~is to~~ **may** be sent to the United Centers Home Office as part of The Church's Annual Report to the United Centers for Spiritual Living.

[Purpose: Audits, as compared to accounting reviews, are extremely expensive and generally unnecessary. A full audit can be initiated if there issues are uncovered in the Audit Review.]

Bylaws Changes/Additions (revised January 29, 2012) -

The following revisions to the bylaws were proposed by the Board and were unanimously approved by the congregation at the January 29, 2012 Annual Meeting.

Proposed changes are noted as follows:

Examples: existing (remains) ~~delete-existing~~ ***addition or change***

Explanations for the changes are in brackets [].

Proposed Changes Included...

All incidences of "Science of Mind Center of Tucson DBA: Center for Spiritual Living Tucson" to be changed to read "Center for Spiritual Living Tucson."

[Purpose: to be congruent with the legal name change completed in mid-2011]

All incidences of "United Centers for Spiritual Living" to be changed to read "Centers for Spiritual Living."

[Purpose: to be congruent in language between the local Bylaws and the new integrated organization]

All incidences of "United Centers Home Office", as referring to the Corporate Home Office to be changed to read "CSL Home Office."

[Purpose: to be congruent in language between the local Bylaws and the new integrated organization]

All incidences of "Church" to be changed to read "Center".

[Purpose: to be congruent in language with the name of the organization]

All incidences of "accredited" to be changed to read "certificated".

[Purpose: to be congruent in language with the CSL Education Code]

All incidences of "Church Code" and "Community Membership Covenant" to be changed to read "Member Community Affiliation Agreement".

[Purpose: to be congruent in language between the local Bylaws and the new integrated organization]

Article V Meeting of Members

Section 7 Voting Powers

Paragraph 3, last word: "acclimation" should read "***acclamation***"

Article VI Board of Trustees

Section 5 Number and Qualifications of Trustees

- D. The person must have completed sixty (60) hours or its equivalent of Science of Mind ***certificated*** class work, ***one class of which must be "Foundations of Science of Mind"***. If persons are not available for nomination who have completed sixty (60) class hours, special consideration shall be given to persons who are enrolled or have completed a lesser amount, ***as determined by the Minister***.

[Purpose: To clarify the certificated course requirement and make "Foundations" a required class.]

G. The person must have successfully completed a Criminal Background Check, which will be paid for by The Center.

[Purpose: To add a successful Criminal Background Check to the qualifications.]

Various and Sundry

Section 10 Audit

The financial books and records of The Church Center shall, **at the discretion of the Board undergo an annual audit or accounting review, at the discretion of the Board, to be conducted by an accountant not an employee or elected official of The Church Center. If this audit or accounting review is performed, the** The results of such review shall be presented at The Church's Center's Annual Gathering, **and a** A copy is to **may** be sent to the United Centers CSL Home Office as part of The Church's Center's Annual Report to the United Centers for Spiritual Living.

[Purpose: Audits and accounting reviews are extremely expensive and generally unnecessary. Chase Bank will provide an Account Annual Summary, which will point out any potential issues, and a full audit can be initiated if issues are identified.]
