

DRAFT - APPROVED FOR MEMBER REVIEW 1/14/2013

BYLAWS OF THE CENTER FOR SPIRITUAL LIVING CAPE CORAL A Florida Nonprofit Religious Corporation

ARTICLE 1 – NAME OF CENTER

Section 1.1. Name of Center. The name of this Center is Center for Spiritual Living Cape Coral.

ARTICLE 2 – OFFICES

Section 2.1. Principal Office. The street and mailing address of the initial principal office of the Center is 406 SE 24th Avenue, Cape Coral , FL 33990. The Leadership Council may change the location of the principal office.

ARTICLE 3 – PURPOSES AND POWERS

Section 3.1. Purposes. The Center is organized and shall be operated exclusively for religious and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Subject to the foregoing, the specific purposes and objectives of the Center shall also include teaching, educating, and practicing the Science of Mind.

Section 3.2. Powers. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in Section 3.3, the Center shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Florida and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

Section 3.3. Restrictions On Powers.

- (a) No part of the net earnings of the Center shall inure to the benefit of or be

distributable to any Member of the Center which is not then an exempt organization described in section 501(c)(3) of the Internal Revenue Code, any director or officer of the Center or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the Center affecting one or more of its purposes), and no Member of the Center which is not then an exempt organization described in section 501(c)(3) of the Internal Revenue Code, and no director or officer of the Center or any other individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Center or otherwise.

(b) No substantial part of the activities of the Center shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Center shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(c) Upon dissolution of the Center, all of the Center's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to the Science of Mind Foundation, the Centers for Spiritual Living, or among one or more exempt organizations described in section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code. The organizations to receive such property, and their respective shares and interests, shall be determined by the Leadership Council.

(d) Notwithstanding any other provision of these articles of incorporation, the Center shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code, or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, and, if at any time the Center is a "private foundation" as defined in section 509(a) of the Internal Revenue Code, then during such period of time:

(1) The Center shall not engage in any act of "self-dealing," as defined in section 4941(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4941 of the Internal Revenue Code;

(2) The Center shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax imposed by section 4942 of the Internal Revenue Code;

(3) The Center shall not retain any "excess business holdings," as

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defined in section 4943(c) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4943 of the Internal Revenue Code;

(4) The Center shall not make any investments that would jeopardize the carrying out of any of the exempt purposes of the Center, within the meaning of section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4944 of the Internal Revenue Code; and

(5) The Center shall not make any “taxable expenditure,” as defined in section 4945(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4945 of the Internal Revenue Code.

(e) All references in these Bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

ARTICLE 4 – CONSTRUCTION; DEFINITIONS

Section 4.1. Construction; Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions in the Florida Nonprofit Religious Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, the term “person” includes both a legal entity and a natural person, the term “Board” refers to the Leadership Council, the term “Center” refers to this Center for Spiritual Living, and the term “CSL” refers to Centers for Spiritual Living, in Golden, Colorado.

ARTICLE 5 – AFFILIATION WITH CENTERS FOR SPIRITUAL LIVING

Section 5.1. Affiliation with Centers for Spiritual Living. This Center is affiliated with Centers for Spiritual Living (herein sometimes “CSL”), a Colorado Nonprofit Religious Corporation. In accordance with the terms of the Member Community Affiliation Agreement entered into between this Center and CSL, nothing in these Bylaws shall conflict with the CSL Organizational Design Model, the CSL Bylaws, or the provisions of CSL’s Articles of

Incorporation relating to the exempt status of CSL and/or this Center under Section 501(c)(3) of the Internal Revenue Code, as any of those documents are amended from time to time.

ARTICLE 6 - MEMBERSHIPS

Section 6.1. Qualification and Classes of Membership. This Center shall have one class of Membership. Any person may become a Member after completing either the membership class, Foundations of Science of Mind, or at the discretion of the Leadership Council; upon application therefore and approval thereof by the Membership Committee of the Leadership Council.

Associate Members. At the discretion of the Leadership Council, this Center may allow associate Members under the age of 18 with the proviso that said Members shall have no voting power.

Section 6.2. Duties and Privileges of Members. The duties and privileges of the Members of this Center shall include:

(a) To uphold the teachings and practices of Science of Mind and Spirit and to exemplify these teachings and practices in daily life.

(b) To regularly attend the religious and social meetings of this Center. Members outside of the physical jurisdiction may agree to participate in the activities of this Center online or by other means of communication.

(c) To read, study and practice the literature of Science of Mind and Spirit diligently.

(d) To make regular and identifiable contributions of their time, talent, and treasure to the support of this Center.

(e) To attend the business meetings of this Center, whenever possible, and to vote therein.

(f) To hold office and/or serve on committees or teams.

Section 6.3. Dues, Fees, and Assessments.

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No dues, fees, or assessments are required for membership in this Center.

Tithing. This Center encourages and supports the principle of tithing by its Members, and itself makes regular identifiable financial and other contributions to Centers for Spiritual Living.

Section 6.4. Members in Good Standing. Any Member wishing to serve the Center in any capacity must be in good standing. Leadership Council shall determine good standing based upon the criteria outlined under the duties and privileges of a Member.

Section 6.5. Termination of Membership.

(a) **Automatic Termination.** Membership shall be automatically terminated by death, resignation, withdrawal or transfer to another Center.

(b) **Termination by Leadership Council.** Membership may be terminated by the Leadership Council as follows:

(1) Where a Member has permanently changed residence from the community or communities served by this Center.

(2) Where a Member has not contributed to the support of, or participated in, the services or affairs of this Center for a period of at least one year.

(3) Termination of membership shall not become final until the Member has been notified in writing and has not objected to the termination within ten (10) days.

(4) Members whose membership are subject to termination under paragraph 6.5(b)(2), above, shall not be terminated upon objection if they show evidence of financial support and agree to continue supporting this Center according to the duties and privileges of Section 6.2, above.

(5) A Member may be terminated for cause by a two-thirds (2/3) vote of the Leadership Council upon a showing that a Member is acting to the detriment of this Center. The Member must be sent written notice of termination and has ten (10) days to file a written objection with the Leadership Council. Said Members shall not be terminated upon objection until they have had the opportunity to present reasons why they should not be terminated to the Leadership Council. After hearing such reasons, the Council Members, in their

sole discretion, may find the termination unwarranted and reinstate the Member, suspend the Member for a stated period of time, or may terminate the membership. The decision of the Leadership Council shall be final and not subject to further appeal.

ARTICLE 7 – MEETINGS

Section 7.1. Annual Meeting. A regular annual meeting of the Members of this Center shall be held. The time and place of the meeting shall be established by the Leadership Council within 120 days of the end of the prior fiscal year. Notice of all membership meetings must be announced on at least two Sunday services before the meeting, and/or written notice must be given to all Members. Such announcement or notice must be given at least forty-five (45) days prior to such meeting. Such notice shall also state what vacancies are open on the Leadership Council whether any existing Leadership Council Members wish to stand for reelection, and invite all Members in good standing willing to stand for election to present their names to the Nominating Committee. Such annual meeting may be adjourned from day-to-day or to a subsequent day by majority vote of the Members in attendance at such meeting.

Section 7.2. Annual Meeting Agenda. At the annual meeting of this Center, the membership shall receive appropriate and comprehensive reports of the activities of this Center during the preceding year including a complete statement of the financial condition of this Center. The membership shall elect Council Members to fill the positions of the terms then expiring, and pass upon and transact such other business as may properly come before such meeting.

Section 7.3. Special Meetings. Special meetings of the Members of this Center may be held at the call of the Senior Minister or the Presiding Officer of the Leadership Council or a majority of the Members of the Leadership Council or by twenty percent (20%) or more of the Members of this Center. Notice of Special Meetings shall be given by the same methods as for Annual Meetings of Members. Notice of any special meeting shall specify, in addition to the place, date and hour of such meeting, the nature of the business to be transacted. No business, other than the business that was set forth in the notice of the meeting, may be transacted at a

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Special Meeting.

Section 7.4. Authority for Electronic Meetings. The Board may authorize electronic meetings of the membership which allow Members not physically present to participate. Such methods may include audio, video, computer, or any other methods of real time communication. Members so participating assume all of the rights and duties of Members attending the meeting live and in person. Such electronic meetings must allow Members reasonable opportunity to participate and vote.

ARTICLE 8 – NOTICE

Section 8.1. General Notice Requirements. Notice of all membership meetings may be given to each Member in good standing by at least one of the following means:

- (a) Announcements at Sunday services, in Center newsletters, or other publications circulated to the membership.
- (b) Written notice by email or other electronic method where the email or electronic method is on file with the center.
- (c) Written notice by first class mail.

The notice shall specify the place, date, and hour of the meeting, and the means of electronic transmission, if any, being provided.

ARTICLE 9 - QUORUM

Section 9.1. Quorum.

Those Members of record present at any meeting shall constitute a quorum for the transaction of business at such meeting.

ARTICLE 10 – VOTING

Section 10.1. Eligibility to Vote. Each Member entitled to vote may cast one vote on each matter submitted to a vote of the Members. Members may not cumulate votes for the election of **Council Members**.

Section 10.2. Manner of Voting. Voting may be by voice or by ballot, except that any election of **Council Members** must be by ballot if demanded by any Member at the meeting before the voting begins.

Section 10.3. Approval by Majority Vote. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the Members unless the vote of a greater number is required by the Nonprofit Religious Corporation Law, the Articles of Incorporation, or as otherwise set forth in these Bylaws.

ARTICLE 11 – CENTER RECORDS AND FINANCES

Section 11.1. Accounting Records. The Center shall maintain appropriate accounting records. Correct books of account of the activities and transactions of the Center shall be kept at the principal office of the Center.

Section 11.2. Minutes and Related Documentation. The Center shall keep as permanent records minutes of all meetings of the Leadership Council and Annual and Special Meetings of the Members. The Center encourages all committees of the Center to keep minutes, notes or other records and to file them as part of the permanent records of the Center.

Section 11.3. Membership List. The Secretary of the Leadership Council shall keep and maintain a fully up-to-date permanent record of Members containing at least the names, addresses, telephone numbers, and e-mail addresses of the Members. The Secretary shall promptly record all new Members of this Center, and to delete from the records all terminated Members. Such record shall establish membership of record for all purposes.

Section 11.4. Center's Records Maintained at Principal Office. This Center shall

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keep a copy of each of the following records at its principal office:

- (a) The Articles of Incorporation;
- (b) The Bylaws;
- (c) The Member Community Affiliation Agreement between this Center and CSL;
- (d) The most current versions of the Organizational Design Model, Bylaws, and Policies and Procedures Manual of CSL;
- (e) Copies of all filings and reports to any governmental agency;
- (f) All documents related to this Center's claim of exemption under Section 501(c)(3) of the Internal Revenue Code, including without limitation this Center's favorable determination letter granting tax-exempt status and/or documents pertaining to its' group exemption status in conjunction with CSL;
- (g) Financial statements, including without limitation balance sheets and income statements, covering at least the most recent six (6) years' activities and transactions of the Center;
- (h) All other documents or records required to be maintained by the Center at its principal office under any applicable federal, state, or local law(s) or regulation(s).

Section 11.5. Form of Center's Records. This Center's accounting records, minutes and related documentation, membership lists, and the records specified in Section 11.4, above, shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

ARTICLE 12 – PROXIES

Section 12.1. Member's Right to Vote in Person or By Proxy.

No proxy vote will be recognized, accepted, or validated at any meeting where a Member is entitled to vote except as spelled out in this section. Proxy votes are valid where a Member cannot attend in person and there is a verifiable written request made to the Leadership Council reflected in the minutes at a board meeting prior to the regular or special meeting.

ARTICLE 13 – OFFICE OF SENIOR MINISTER; QUALIFICATIONS

Section 13.1. Qualifications for Office of Senior Minister. No person shall hold an office of Senior Minister of this Center unless he/she shall have been approved by Centers for Spiritual Living, or unless the Leadership Council of Centers for Spiritual Living accepts the minister's qualifications from another organization, and such minister affiliates with Centers for Spiritual Living.

Section 13.2. Powers and Duties of Senior Minister.

The Senior Minister is the Director of this Center, and shall be a Member of the Leadership Council. As such, the Senior Minister is in charge of all day-to-day business affairs of this Center. The Senior Minister works in collaboration with the Leadership Council in determining the scope, nature and course of duties and authority of agents and employees of the center. The Senior Minister is responsible for implementation of planning and policy decisions based on the vision mission, goals, objectives, strategies and policies set by the Leadership Council. The Senior Minister is in charge of all ecclesiastical affairs of this Center. The Senior Minister determines the nature and order of the services, events, classes, music, speakers and workshops.

Section 13.3. Selection of Senior Minister. The selection of a Senior Minister shall be determined by the membership. All other aspects of the contractual relations between the senior minister and this Center shall be determined by the Leadership Council.

Section 13.4. Selection of Candidates for Senior Minister; Notice to Headquarters. Except in cases where the succession of Senior Minister has been previously established by the Center, the Leadership Council shall appoint a Search Committee to recommend candidates for the office of Senior Minister to the membership, and the membership shall select the Senior Minister. The Leadership Council shall also, as soon as practicable but in no event later than 30 days after receipt of a Notice of Termination or Notice of Resignation of the Senior Minister, contact the Office of Member Support and Education at Centers for Spiritual Living headquarters and the Center's Regional Support Coordinator. The Regional Support Coordinator provides

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guidance for selecting a search committee, for any healing that needs to be done, as well in the process of creating the Center's vision for a new Senior Minister. The Office of Member Support and Education provides necessary information and guidance as to the use of an interim minister during the period of search and selection.

Section 13.5. Terms of Employment for Senior Minister. The Leadership Council shall arrange the terms of employment and compensation of the Senior Minister. The Senior Minister always retains the power to decide if he or she wishes to serve as an employee of this Center or as an independent contractor. The Senior Minister also retains the power to determine his or her status in relation to Social Security.

Section 13.6. Resignation or Termination of Senior Minister. In the event that this Center shall desire to call for the resignation of the Senior Minister, such employment may be terminated, or resignation called for, by a two-thirds (2/3) vote of the entire membership voting at such regular or special meeting called for that purpose.

Section 13.7. Termination of Senior Minister for Cause. A Senior Minister may be terminated for cause for a violation of the Ministerial Code, the Professional Standards and Ethics Policies and Procedures Manual, and/or the Policy on Sexual Conduct of Centers for Spiritual Living, in accordance with the procedures set forth in the Policies and Procedures Manual of Centers for Spiritual Living. In the event the Senior Minister's status as Senior Minister is terminated by the Professional Standards and Ethics Committee, the Leadership Council shall terminate the Senior Minister in accordance with the decision. In the event of termination for cause, the vote of the membership shall not be necessary.

Section 13.8. Notice of Meeting for Termination of Senior Minister. Actions taken by the membership under Section 13.6, above, can be taken only at a regular or special meeting of the Members of this Center, to be held after notice of the time, place and purpose of such meeting shall have been given by announcement at the public meetings of this Center for at least two (2) consecutive Sundays before the meeting, and written notice is given to all Members ten (10) days prior to such meeting. Only those Members in good standing who attend such meetings will be eligible to vote. If the Center allows proxies, only special proxy votes shall be allowed at

such meetings where a Member cannot attend in person and there is a verifiable written excuse made to the Leadership Council agreed upon by a majority of the Leadership Council reflected in the minutes at a Board meeting prior to the regular or special meeting.

Section 13.9. Authority to Establish Office of Co-Senior Minister. With the prior approval and consent of this Center's Senior Minister and Leadership Council and upon a two-thirds (2/3) vote of the entire membership voting at a regular or special meeting called for that purpose, this Center may establish and select an individual to serve as this Center's Co-Senior Minister. Unless otherwise specifically provided in the Co-Senior Minister's letter of call or employment contract, the rights, powers, and responsibilities of any Co-Senior Minister shall be co-extensive with the rights, powers, and responsibilities of the Senior Minister of this Center.

ARTICLE 14 – LEADERSHIP COUNCIL

Section 14.1. General Powers. The secular activities, business, and affairs of this Center shall be managed, and all corporate powers shall be exercised, by or under the direction of the Leadership Council. The Senior Minister shall be a Member of the Leadership Council and may be the Chair of the Leadership Council and/or the President of this Center upon approval of a majority vote of the Leadership Council. The Leadership Council shall consist of 8 Members, excluding the Senior Minister.

Section 14.2. Specific Powers. In addition to their general powers, the Leadership Council shall have the specific powers to:

- (a) Appoint and remove all Center officers, agents, and employees; prescribe powers and duties for them and fix their compensation.
- (b) Conduct, manage, and control the Center's secular affairs and activities and make such rules and regulations for this purpose.
- (c) Set the vision mission, goals, objectives, strategies and policies of the Center.
- (d) Borrow money and incur indebtedness in the ordinary course of business on the Center's behalf.
- (e) Amend the Center's Articles of Incorporation.

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- (f) Adopt, amend or repeal the Center's Bylaws.
- (g) Dispose of all or substantially all of the Center's assets, including any real estate owned by the Center, subject to notice to and approval by the membership.
- (h) Adopt or amend a merger agreement subject to notice to and approval by the membership.
- (i) Elect to wind up and dissolve the Center subject to notice to and approval by the membership..
- (j) Exercise all other rights and powers conferred by law, or by this Center's Articles of Incorporation or Bylaws.

Section 14.3. Qualification of Members of the Leadership Council. Members of the Leadership Council must be Members of the Center in good standing and have taken at least Foundation's class or its equivalent to be determined by the Senior Minister. Members in good standing who have taken Foundations class will complete one year of accredited classes within one year of taking office.

Section 14.4. Nominations and Elections of Members of the Leadership Council. A Nominating Committee of at least two Members of the Leadership Council and the Senior Minister shall be appointed by the Senior Minister to nominate a slate of qualified candidates to serve on the Leadership Council. The nominating committee must be announced to the congregation at least thirty (30) days prior to the annual meeting and afford all qualified Members of the Center a reasonable opportunity to submit their names to the Nominating Committee. No Leadership Council Member wishing to serve another term and up for election may serve on the Nominating Committee. The Nominating Committee may produce a slate of candidates and announce the slate for at least two (2) Sundays prior to the annual meeting. Any Member in good stating otherwise qualified to serve on the Leadership Council who submitted his/her name in a timely fashion to the Nominating Committee but was not picked for the slate may be nominated from the floor at the annual meeting. No other floor nominations shall be accepted. If there are no nominations from the floor and the number of nominees on the slate is the same as the number of vacancies on the Leadership Council the slate may be elected by acclamation after appropriate motion. If there are permitted nominations from the floor and/or

the number of nominees exceeds the number of vacancies on the Leadership Council a secret ballot must be conducted listing all nominees. The nominees receiving the highest votes for the positions to be filled shall be deemed elected. Each Member entitled to vote may do so only in person and no proxy shall be valid with the exception of proxies qualified by the Secretary of the Leadership Council pursuant to these Bylaws.

Section 14.5. Nominee's Right to Solicit Votes. In the case of a contested election, the **Leadership Council** shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to Members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all Members to choose among the nominees.

Section 14.6. Election of Members of Leadership Council. The Members of the Leadership Council shall be elected by the Members of this Center at the annual meeting of the membership for a term of three (3) years. An elected Member of the Leadership Council may stand for re-election for one additional three (3) year term, but after serving for two consecutive terms the Member may not stand for re-election again until at least one year after the expiration of the Member's second term, after which time such Member is again eligible to serve for two consecutive three (3) year terms.

Section 14.7. Vacancies on Leadership Council. Vacancies on the Leadership Council occurring before the expiration of any regular term of office may be filled and the successor to such office appointed for such unexpired term by a majority vote of the remaining Members of the Leadership Council.

Section 14.8. Forfeiture of Membership by Absence From Meetings. Any Member of the Leadership Council who is absent from three consecutive regular and/or special meetings of the Leadership Council without reasonable excuse shall forfeit his or her position as a Member of the Leadership Council and shall be advised accordingly by the Secretary of the Board. A Member of the Leadership Council forfeiting his or her position under this paragraph

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may be reinstated upon a showing of good cause by a majority of the remaining Members of the Leadership Council.

Section 14.9. Removal of Member of Leadership Council. The Leadership Council may remove any Member of the Leadership Council other than the Senior Minister by a two-thirds (2/3) vote. Any Member of the Leadership Council so removed may request reconsideration of such removal by the membership of this Center, setting forth in detail his or her grounds for requesting reconsideration, provided that such written request for reconsideration is filed within thirty (30) days of his or her removal as a Member of the Leadership Council and that a copy of the request for reconsideration be simultaneously sent to the Leadership Council. The action of the Leadership Council removing the Member shall be considered final if such written request for reconsideration is not filed within such period. Such reconsideration shall be heard at a duly noticed meeting of the membership and shall be confirmed or denied by a majority of the membership.

Section 14.10. Meetings of Leadership Council.

(a) **Place of Leadership Council Meetings.** All meetings of the Leadership Council shall be held at the principal place of business of this Center unless otherwise specified in the notice, resolution or other specification convening such meetings.

(b) **Authority for Electronic Meetings.** The Leadership Council may authorize electronic meetings which allow Members not physically present to participate. Such methods may include audio, video, computer, or any other methods of real time communication. Members so participating assume all of the rights and duties of Members attending the meeting live and in person. Such electronic meetings must allow Members reasonable opportunity to participate and vote.

(c) **Election of Officers.** As soon as practicable after each annual meeting of Members, the Leadership Council shall hold a meeting for purposes of organization, election of officers, and transaction of other business. Notice of this meeting is not required.

(d) **Special Meetings.** Special meetings of the Leadership Council for any purpose may be called at any time by the Chair of the Leadership Council if any, the President or any Vice President, the Secretary, or any two Members of the Leadership Council with minimum of 72 hours notice.

(e) **Quorum.** A quorum for the transaction of business by the Leadership Council shall be a majority of Members thereof. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some trustees.

(f) **Action by Unanimous Written Consent.** Any action that the Leadership Council is required or permitted to take may be taken without a meeting if all Members of the Leadership Council consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved board action. All such consents shall be filed with the minutes of the proceedings of the Leadership Council.

(g) **Waiver of Notice.** Notice of a meeting need not be given to any Council Member who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any trustee who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

Section 14.11. Compensation and Reimbursement. It is the policy of this Center that Members of the Leadership Council serve without compensation. This policy does not preclude establishment of per diems or other reimbursement for expenses.

Section 14.12. Support of Leadership Council and Senior Minister. Each Member of the Leadership Council has a duty to support the goals and aspirations of the Senior Minister and the vision and direction of the Center. This does not mean there cannot be healthy debate but once a decision is legally and properly made by the entire Leadership Council each Member must support that decision. Criticizing any minister, practitioner or other Member of the Leadership Council outside of the confines of a legally called meeting is a breach of the fiduciary duty of a Member. If a Member of the Leadership Council can no longer support the direction set by the Senior Minister or the remainder of the Leadership Council he or she must either resign or use the legally constituted methods within board protocol to make necessary changes.

ARTICLE 15 – COMMITTEES OF LEADERSHIP COUNCIL

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Section 15.1. Creation and Powers of Committees. The Leadership Council may appoint such standing or special committees as are deemed necessary to carry on the business of this Center. Final action by any committee must be approved by the Leadership Council. The Senior Minister shall be an ex-officio Member of all committees. Any contracts proposed by any Committee shall be approved in advance by the Leadership Council and executed by an officer designated by the Leadership Council.

Section 15.2. Executive Committee. The Leadership Council may appoint an Executive Committee comprised of two or more Members. The Senior Minister shall be a permanent Member of the Executive Committee. The Leadership Council may delegate to the Executive Committee the powers and authority of the Leadership Council except the power to adopt, amend or repeal these Bylaws. All expenditures made by the Executive Committee in excess of \$1000 must be approved in advance by the Leadership Council. All actions of the Executive Committee shall be reported to the full Leadership Council at its next duly scheduled meeting.

Section 15.3. Compensation Committee. This Center shall have a standing Compensation Committee consisting of at least three (3) Members of the Leadership Council. Members of the Leadership Council who are also employees of this Center may not serve on the Compensation Committee. The Compensation Committee shall review the compensation of the officers of this Center, if any, annually, and whenever a modification in compensation is proposed. The review shall include an evaluation of the performance of the officers and an analysis of appropriate comparability data. Based on its review, the Compensation Committee shall recommend just and reasonable compensation amounts for the officers to the Leadership Council. At the request of the President or the Leadership Council the compensation committee shall review any issue involving staff compensation and benefits, including but not limited to housing, health, and retirement plans.

Section 15.4. Finance and Investment Committee. This Center shall have a standing Finance and Investment Committee consisting of at least three (3) Members of the Leadership

Council. The Finance and Investment Committee shall act with the care, skill, prudence, and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with these matters would use in the conduct of an enterprise of like character and with like aims to accomplish the purposes of the institution. Individual investments shall be considered as part of an overall investment strategy. The Finance and Investment Committee shall consider present and future financial requirements, expected total return, general economic conditions, the appropriate level of risk, appropriate levels of income, growth and long-term net appreciation, and the probable safety of the funds. The Finance and Investment Committee may retain professional money managers, and shall develop an investment policy that shall be reconsidered at least annually, in light of the changing needs of this Center, economic conditions, and any other factors that may affect this Center's tolerance of risk and need for income. The Finance and Investment Committee may recommend the retention of property contributed by a donor (whether or not it produces income), and a donor's request should be a factor in making the determination of whether to sell a particular asset contributed by a donor.

Section 15.5. Audit Committee. This Center may have a standing Audit Committee consisting of at least three (3) Members of the Leadership Council and may include nonvoting advisors. Members of the Leadership Council who are employees or officers of this Center or who receive, directly or indirectly, any consulting, advisory, or other compensatory fees from this Center may not serve on the Audit Committee. The Audit Committee shall perform the duties and adhere to the guidelines set forth in this Center's Audit Committee charter as amended from time to time by the Leadership Council. Such duties include, but are not limited to: (a) assisting the Leadership Council in choosing an independent auditor and recommending termination of the auditor, if necessary; (b) negotiating the auditor's compensation; (c) conferring with the auditor regarding this Center's financial affairs; and (d) reviewing and accepting or rejecting the audit.

Members of the Audit Committee shall not receive compensation for their service on the Audit Committee in excess of that provided to Members of the Leadership Council for their service on the Leadership Council. A majority of the Members of the Audit Committee may not concurrently serve as Members of the Finance and Investment Committee, and the Chair of the Audit Committee may not serve on the Finance Committee.

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Section 15.6. Meetings and Action of Committees. The Leadership Council may adopt any rules for meetings, actions, and governance of any committee as long as the rules are consistent with these Bylaws.

ARTICLE 16 – CORPORATE OFFICERS OF THE CENTER

Section 16.1. Identity of Corporate Officers. The corporate officers of this Center shall be a President, a Vice President(s), a Secretary and a Treasurer/Chief Financial Officer. Corporate officers shall be elected by the Leadership Council in the manner specified in Section 14.10(c) of these Bylaws. The President and the Vice President shall also serve as President and the Vice President of the Leadership Council although the Leadership Council shall retain the power to select someone other than the President or Vice President as Chair of the Leadership Council. The Treasurer may but need not be a Member of the Leadership Council.

Section 16.2. Combination of Offices. Any two or more offices, other than the offices of President and Secretary may be combined.

Section 16.3. Powers of Corporate Officers. The corporate officers shall have the authorities, powers and duties usually accorded or pertaining to such respective officers, except as the Leadership Council may, from time to time, enlarge upon or limit the same.

Section 16.4. Chair of the Leadership Council. If a Chair of the Leadership Council is elected, he or she shall preside at meetings of the Leadership Council and shall exercise and perform such other powers and duties as the Leadership Council may assign from time to time.

Section 16.5. President. Subject to such supervisory powers as the Leadership Council may give to the Chair of the board, if any, and subject to the control of the Leadership Council the President shall be the chief executive officer and general manager of this Center and shall supervise, direct, and control the Center's activities, affairs, and officers. The President shall preside at all Members' meetings and, in the absence of the Chair, or if none, at all Leadership

Council meetings. The President shall have such other powers and duties as the Leadership Council or the Bylaws may require.

Section 16.6. Vice Presidents. If the President is absent or disabled, the Vice Presidents, if any, in order of their rank as fixed by the Leadership Council or, if not ranked, a vice president designated by the Leadership Council shall perform all duties of the President. When so acting, a Vice President shall have all powers of and be subject to all restrictions on the President. The Vice Presidents shall have such other powers and duties as the Leadership Council or the Bylaws may require.

Section 16.7. Secretary. The Secretary shall keep or cause to be kept, at this Center's principal office or such other place as the Leadership Council may direct, a book of minutes of all meetings, proceedings, and actions of the Leadership Council of committees of the Leadership Council and of Members' meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at Leadership Council and committee meetings; and the number of Members present or represented at Members' meetings.

The Secretary shall keep or cause to be kept, at the principal office of this Center, a copy of this Center's Articles of Incorporation and Bylaws, as amended to date. The Secretary shall keep or cause to be kept, at the principal office of this Center, a record of this Center's Members, showing each Member's name, physical address, telephone number(s), and e-mail address.

The Secretary shall give, or cause to be given, notice of all meetings of Members, of the Leadership Council and of committees of the Leadership Council that these Bylaws require to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Leadership Council or the Bylaws may require.

Section 16.8. Treasurer/Chief Financial Officer. The Treasurer/Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of this Center's properties and transactions. The Treasurer/Chief Financial Officer shall send or cause to be given to the Members of this Center and of the Leadership Council such financial statements and reports as are required to be given by law, by these Bylaws, or by the Leadership Council. The books of account shall be open to inspection by any Member of the

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Leadership Council at all reasonable times.

The Treasurer/Chief Financial Officer shall (1) cause to be deposited, all money and other valuables in the name and to the credit of this Center with such depositories as the board may designate; (2) cause to be disbursed, this Center's funds as the Leadership Council may order; (3) render to the President, Chair of the Leadership Council if any, and the Leadership Council when requested, an account of all transactions as Treasurer/Chief Financial Officer and of the financial condition of this Center; and (4) have such other powers and perform such other duties as the Leadership Council or the Bylaws may require.

If required by the Leadership Council the Treasurer/Chief Financial Officer shall give this Center a bond in the amount and with the surety or sureties specified by the Leadership Council for faithful performance of the duties of the office and for restoration to the Center of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer/Chief Financial Officer on his or her death, resignation, retirement, or removal from office.

ARTICLE 17 – CONTRACTS WITH MEMBERS OF LEADERSHIP COUNCIL

Section 17.1. Contracts With Members of Leadership Council. No Member of the Leadership Council of this Center may have a material financial interest in any contract with this Center unless the transaction is approved by a majority of all the other Members of the Leadership Council not having any financial interest.

ARTICLE 18 – CONSENSUS DECISION MAKING AND SHARED LEADERSHIP

Section 18.1. Consensus Decision Making. Although the general and specific powers of the Senior Minister, the Leadership Council the Corporate Officers, and the Members of this Center are delineated in these Bylaws, it shall be the general policy of this Center to reach decisions by consensus. This means that the Senior Minister, the Leadership Council the Corporate Officers, and the Members of this Center allow all ideas to be heard in order to reveal the wisdom of the group. When all parties agree that the wisdom of the group has been revealed, even if one or more Member does not personally agree with that wisdom, a decision has been

reached. The decision may not be unanimous but all parties have been given the opportunity to express their views. Once a decision has been made, all Members agree to support the decision regardless of their personal opinions along the way toward building consensus. If the Senior Minister, the Leadership Council the Corporate Officers, or any Member of this Center objects that the wisdom of the group has not been revealed and cannot be revealed, or objects that he or she cannot support the decision, then the decision shall be made by more formal and traditional parliamentary methods, requiring a majority vote unless a greater vote is required by this Center's Articles of Incorporation or Bylaws, or as otherwise required by law. The use of parliamentary procedures and voting shall also be used by this Center whenever required by law, or by third parties dealing with this Center who may not recognize decisions reached by the consensus method.

Section 18.2. Model for Consensus Decision Making. This Center shall apply the “consensus” decision-making model by use of the “three Cs” process (clarity, consensus, and commitment) described in the most current edition of the Policies & Procedures Manual for Centers for Spiritual Living.

Section 18.3. Role of Shared Leadership. Consistent with the recognition of the respective legal roles, rights, and responsibilities of individuals in positions of leadership, this Center applies principles of “shared leadership” as an organizational standard in the administration of its affairs. “Shared leadership” recognizes the leadership contributions of all participants and groups within this Center. In a shared leadership model, all participants within a specific group practice transparency by sharing ideas openly and participating in all the decision-making activities of the group. While participants may have differing accountabilities and responsibilities within a group, shared leadership minimizes hierarchy and encourages full participation from all group Members. Shared leadership is demonstrated by the following:

- (a) Seeking outcomes through consensus rather than by majority vote;
- (b) Valuing cooperation over competing viewpoints;
- (c) Balancing the opinions and responsibilities of all Members;
- (d) Sharing rather than limiting or abandoning leadership; and
- (e) Relying on all participants to take personal responsibility to be fully

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informed, current and prepared for all activities of the group.

Within the shared leadership model, there are situations where the full group works together and others where subsets oversee specific aspects of the group's responsibility.

ARTICLE 19 – INDEMNIFICATION AND INSURANCE

Section 19.1. Indemnification. To the fullest extent permitted by law, this Center shall indemnify the Members of the Leadership Council and its Corporate Officers, and may indemnify employees and other persons, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with their conduct and actions as trustees, officers, employees, or other person.

To the fullest extent permitted by law and except as otherwise determined by the Leadership Council in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding shall be advanced by this Center before final disposition of the proceeding, on receipt by this Center of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Center for those expenses.

Section 19.2. Insurance. This Center shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of the Members of the Leadership Council its Corporate Officers, employees, and other agents, to cover any liability asserted against or incurred by any Member of the Leadership Council Corporate Officer, employee, or agent in such capacity or arising from the Member's, Officer's, employee's, or agent's status as such.

ARTICLE 20– MEMBERSHIP RECORDS

Section 20.1. Inspection of Membership Records. Any Member of this Center may inspect and copy the records containing the Members' names, addresses, and voting rights, in

addition to any documents referred to in Section 11.4, above, at reasonable times, on 5 business days' prior written request, for a purpose reasonably related to the Member's interest as a Member. Without the prior written consent of the Leadership Council no Member of this Center shall be authorized to use Member records so obtained for any commercial purpose.

ARTICLE 21 – ACCOUNTING RECORDS AND MINUTES

Section 21.1. Inspection of Accounting Records and Minutes. On written request, any Member of this Center may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Members, the Leadership Council and/or the Committees of this Center at any reasonable time for a purpose reasonably related to the Member's interest as a Member. Any such inspection and copying may be made in person or by the Member's agent or attorney. This right of inspection extends to the records of any subsidiary of this Center. Without the prior written consent of the Leadership Council no Member of this Center shall be authorized to use the accounting books and records or minutes of the proceedings of this Center so obtained for any commercial purpose.

ARTICLE 22 –INSPECTION OF ARTICLES AND BYLAWS

Section 22.1. Inspection of Articles and Bylaws. The Articles of Incorporation and Bylaws of this Center, as amended to the current date, shall be open to inspection by the Members of this Center at all reasonable times during office hours. If the Center has no business office in **Florida**, the Secretary shall, on the written request of any Member, furnish to that Member a copy of the Articles of Incorporation and Bylaws, as amended to the current date.

ARTICLE 23 – INSPECTION LEADERSHIP COUNSEL

Section 23.1. Inspection by Leadership Council Members. Every Member of the Leadership Council shall have the right at any reasonable time to inspect and copy all books, records, and documents of every kind of this Center and to inspect the physical properties of the Center for a purpose reasonably related to the Member's interests as a Member.

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ARTICLE 24 – ADOPTION, AMENDMENT, OR REPEAL OF BYLAWS

Section 24.1. Adoption, Amendment, or Repeal of Bylaws. Bylaws may be adopted, amended, or repealed by approval of the Members or the Leadership Council except that:

(a) A Bylaw specifying or changing a fixed number of Members of the Leadership Council or the maximum or minimum number or changing from a fixed to a variable board or vice versa may only be adopted by approval of the Members of this Center; and

(b) Any Bylaw that requires the vote of a larger proportion of, or all of, the Members, or the vote of a larger proportion of, or all of, the Members of the Leadership Council than is otherwise required by the Nonprofit Religious Corporation Law, shall not be altered, amended, or repealed except by that greater vote.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Center for Spiritual Living Cape Coral a Florida nonprofit religious corporation; that these Bylaws, consisting of [Number] pages, are the Bylaws of this Center adopted by the Leadership Council as of [Date]; and that these Bylaws have not been amended or modified since that date.

Executed on [Date], at Cape Coral, Florida.

(Sign)

(Date)

(Printed/Typed Name)

Secretary

Center for Spiritual Living Cape Coral