Spiritual Life Center

Bylaws

Revised May 2007

BYLAWS
OF
SPIRITUAL LIFE CENTER
A California Nonprofit Religious Corporation

Article 1
Offices

1.01. Name. The name of this corporation is Spiritual Life Center ("Corporation").

1.02 Principal Office. The principal office of the Corporation for the transaction of its business is located at 2201 Park Towne Circle, California 95825.

The county of the Corporation's principal office may be changed only by amendment of these Bylaws and not otherwise. The Board of Trustees may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws.

_____ Dated: _____, 20___

_____ Dated: _____, 20___

_____ Dated: _____, 20___

1.03 Other Offices. The Corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Trustees may, from time to time, designate.

Article 2
Identification

2.01 Statement of Purpose. The purpose of Spiritual Life Center, a California religious non-profit corporation, is to teach principles of Truth as interpreted by Unity School of Christianity and the Association of Unity Churches, a nonprofit corporation organized and existing under the laws of the state of Georgia with headquarters at Lee's Summit, Missouri, hereinafter referred to as the Association. Spiritual Life Center is an ever evolving spiritual community committed to living and sharing the universal message of Life Centered Spirituality, as taught and demonstrated by Jesus Christ and all great teachers.

In the accomplishment of this purpose, Spiritual Life Center shall endeavor to conduct services of worship and classes of instruction and to demonstrate the principles of Truth by using them in the operation of the ministry and to adopt other means that in the judgment of the minister(s) will further practical Christianity and teach universal principles among people everywhere.

2.02 Association of Unity Churches Membership and Responsibilities. Spiritual Life Center is a member of the Association of Unity Churches. The operation and conduct of this ministry

will comply with the regulations and policies of the Association as outlined in the Association Bylaws, insofar as they do not conflict with the laws of the State of California.

(a) Leadership. This ministry will have at least one of its leader (s) be an ordained or licensed Unity minister (s) in good standing or a person serving under special dispensation approved by the Association.

(b) Teaching. The Principles of practical Christianity will be taught through this ministry using methods and complementary texts from other spiritual traditions, literature, and any other materials approved by the Association.

(c) Mailings. Copies of all printed matter mailed by this ministry to its membership will be sent to the office of the President of the Association.

(d) Reports. The Senior Minister(s) will make annual reports to the Association on forms supplied by the Association.

Article 3
Membership

3.01 Qualifications. A member of Spiritual Life Center will endeavor to live in accordance with the Jesus Christ principles as Love and Truth as taught by Unity and shared by great world religions. He/she will further the work of this ministry through his/her active interest, love, and support.

Persons interested in becoming a member will attend a New Member Orientation session with the minister(s) and key staff, and a class on New Thought Basics, and will be presented to the congregation as new members at a Sunday worship service. All terms of membership as stated herein will be met.

3.02 Terms of Membership.

(a) Active Member. A member will retain status as an active member through his/her participation in prayer, service, classes, and/or giving during a fiscal year.

(b) Inactive Member. A member will become inactive:

(1) Upon moving over one-hundred (100) miles from the ministry.
(2) Upon absence from the congregation for one year providing the ministry has attempted by mail to notify the member of the change in membership status.
(3) Those individuals who are determined by the Board of Trustees, including agreement by the minister(s) to no longer fulfill the qualifications of active membership will be placed on the inactive member list. The Board of Trustees will attempt to notify the said member of inactive status by certified mail within ten (10) days.

3.03 Reinstatement of Inactive Member. Within one year of inactivation, members who have been advised by the Board of inactive status may regain active status during the year if they have accrued prior to six (6) weeks before a membership meeting, the attending of four (4) of the six (6) Sunday services preceding a membership meeting.

3.04 Powers of Active Members. Active members of Spiritual Life Center shall have the power to do the following:

(a) Vote at any membership meeting at which the member is present, called in accordance with these Bylaws on Meetings and Quorums.

(b) Elect members to the Board of Trustees as specified in these Bylaws.

(c) Ratify the Bylaws of this ministry or any amendments thereto as specified in these Bylaws, Section 11.01, Amendment of Bylaws.

(d) Vote on any expenditure that exceeds one-hundred thousand ($100,000) in value. A seventy-five percent (75%) affirmative vote of those present and voting is required for approval. (Spiritual Life Center is using this dollar amount due to relocation with major expenditures anticipated.)

(e) Call a special membership meeting when the affairs of this ministry warrant such action. See Section 3.05(b), Special Membership Meetings.

(f) Vote to override any action of the Board of Trustees. This vote must be taken at a duly constituted membership meeting. Notice of the issue to be voted on must be submitted to the membership in writing ten (10) days prior to the meeting. Seventy-five percent (75%) of those present and voting have the authority for determination.

(g) Vote for the removal of any or all Trustees from the Board of Trustees in accordance with these Bylaws. A two-thirds (2/3) affirmative vote of those present and voting is required.

(h) Vote on any matters officially brought to the attention of the membership.

(i) Offer suggestions to the minister(s), or Board of Trustees, as may seem advisable for the good of this ministry.

(j) Any twenty five percent (25%) active members may request Conflict Transformation assistance by notifying the President of the Association in writing with copies to the Board of Trustees and minister(s). Upon receipt of a request for assistance from twenty five percent (25%) or more of active members to the President or designee of the Association, the designated mediator will confer with the minister(s) and/or Regional Representative to evaluate whether further action is required.

3.05 Meetings and Quorum.

(a) Annual Membership Meeting. The annual membership meeting of Spiritual Life Center shall be held at its official headquarters in the month of May at the time of day designated by the minister(s) and Board of Trustees.

The purpose of the annual meeting is to elect Board members for the current year, and approve any changes to the Bylaws, and other business deemed appropriate by the Board of Trustees.

(b) Special Membership Meetings. Any time the affairs of this ministry warrant a special meeting, the meeting may be called by: (1) the Senior Minister(s), (2) a majority of the Trustees of the Board, or (3) by submitting a petition having been signed by 25 percent of the active membership. A written request must be

submitted to the Board who will, within a reasonable length of time, call the meeting on behalf of the requesting party.

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

(c) Written Notice. Written notice stating the date, time, and place will be mailed to all active members at least ten (10) days before any membership meeting.

(d) Quorum. Those active members present and voting at a membership meeting called pursuant to the notice provisions in these Bylaws will constitute a quorum for the transaction of business at any membership meeting.

(e) Participation. Participation in the business affairs of any membership meeting will be restricted to active members in attendance. Participation of other persons in discussion of business must be approved by a two-thirds (2/3) majority vote of the active members in attendance. Association representatives have a right to participate in discussion when they have been invited by the Senior Minister(s), Board, or the membership.

(f) Voting. Unless otherwise provided herein, the vote of a majority of the active members present and voting or by absentee ballot will be necessary for approval or disapproval of the action being voted upon. Active members unable to be present in an annual membership meeting may vote by absentee ballot upon application to the ministry office in advance of the meeting date. Absentee ballots must be returned prior to the meeting. Absentee ballots will not be accepted at special membership meetings. Proxy votes are not allowed.

(g) Prayer. In any membership meeting, the Board Chair, Senior Minister(s), or Association Conflict Transformation Representative, or any member may request that action on an item of business be suspended while the membership enters into a time of prayer on the issue. Upon such request the Chair or designee will provide a period of prayer and silence.

Article 4
Officers

4.01 Number of Officers. The principal officers of the Corporation shall be a President, an Executive Vice President, a Secretary, and a Treasurer. The Secretary and Treasurer of the Board will serve as Secretary and Treasurer of the Corporation. The Board may have, as determined by the Board, a Chairperson, one or more Vice Chairs, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the Chairperson of the Board.

4.02 Election and Term of Office. The officers of the Corporation shall be elected at the annual meeting of the Board which is held the month following the Annual Membership Meeting, but may be elected at any meeting of the Board at which a quorum is present, by a vote of the majority of the Trustees present in person at the meeting. An officer shall be elected

to serve a one-year term and shall hold office until the next annual meeting of the Board following election or until his or her successor shall have been elected, except in the case of death, resignation, or removal as provided for in these Bylaws. No Trustee may serve in one office for more than three consecutive one-year terms. Election to office shall not be used to extend the eligible period of service on the Board of any Trustee.

All officers shall be elected to office from among the Trustees then serving on the Board. The Board at any meeting may by resolution elect or appoint additional officers or engage agents and employees and determine their terms of office and compensation, if any, as it may deem advisable.

Ballots shall be cast in secret. Trustees may only vote for nominees on the formal ballot. If only one person was nominated for the position, that person shall be deemed elected only if he/she receives at least a majority vote of the votes cast in the election.

4.03 Removal and Resignation. Any officer may be removed by the Board at any meeting with a 2/3 majority vote. Any officer may resign at any time by giving written notice to the Board or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board relating to the employment of any officer of the Corporation.

4.04 Duties of Corporation President and Executive Vice President. The Corporation President and Executive Vice President shall be the chief executive officers of the Corporation, and shall have general policy direction of the business of the Corporation subject to the direction of the Board. The President is also known as the Executive Director of Spiritual Life Center. The President and Executive Vice President shall be ex-officio members of all committees, unless the Board directs otherwise. The Executive Vice President shall have general management of the daily affairs of the Corporation, and shall have all powers ordinarily exercised by the chief executive officer of a corporation subject to the limitations found herein and in the Articles of Incorporation. The President and Executive Vice President shall have authority to sign or countersign all certificates, contracts and other instruments of the Corporation, under the seal of the Corporation or otherwise, except where required by law to be otherwise signed and executed. The President and Executive Vice President shall perform all other duties as are incident to their offices or are properly required of him/her by the Board. If the President is unavailable to perform his or her duties, the Executive Vice President will assume the duties of the President until the President resumes his or her duties or until the Board of Trustees appoints a new President.

The President shall be the ultimate ecclesiastical officer of the Corporation. All associate ministers shall be selected by the action of the Board under the guidance of the President and Executive Vice President.

4.05 Duties of Chairperson. The Chairperson shall preside at all meetings of the Board and generally do and perform all acts incident to the office of Chairperson, and shall have such additional powers and duties as may from time to time be assigned to him or her by the Board. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, or other instruments which may from time to time be authorized by the Board.

Newly elected Board members shall be formally notified by the Secretary of the Board. The newly elected Board members shall be declared elected by the Chairperson of the Board at the Annual Board Meeting.

4.06 Duties of Vice Chair. In the absence of the Chairperson, or in the event of his or her inability or refusal to act, the Vice Chair shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair. The Vice Chair shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board.

4.07 Duties of Secretary. The Secretary shall attend all meetings of the Board and shall:

(a) certify and keep at the principal office of the Corporation the original or a copy of these Bylaws as amended or otherwise altered to date;

(b) keep at the principal office of the Corporation or at such other place as the Board may determine, a book of minutes and votes of all meetings of the Trustees, and, if applicable, meetings of committees of Trustees;

(c) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

(d) be custodian of the records and of the seal of the Corporation and see that the seal (if any) is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal (if any) is authorized by law or these Bylaws;

(e) exhibit at all reasonable times to any Trustee of the Corporation, or to his agent or attorney, on request therefore, the Bylaws, and the minutes of the proceedings of the Trustees of the Corporation;

(e) keep resolutions in a separate journal in chronological order;

(g) in general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board; and

(h) have charge of the books, records, and papers of the Corporation relating to its organization as a Corporation and shall see that all reports, statements, and other documents required by law are property kept or filed, except to the extent that the same are to be kept or filed by the Treasurer.

4.08 Duties of Treasurer. Subject to Section 6.01, the Treasurer shall:

(a) be responsible, along with the President and Executive Vice President, for all funds and securities of the Corporation.

(b) count, or cause to be counted by qualified persons, all funds received. When counting monies, there should be at least two (2) persons present;

(c) disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board, taking proper vouchers for such disbursements;

(d) keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(e) exhibit at all reasonable times the books of account and financial records to any Trustee of the Corporation, or to his agent or attorney, on request therefore;

(f) render to the Chairperson and Trustees of the Board and/or the President of the Corporation, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation;

(g) prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; and at the Annual Membership meeting; and

(h) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

4.09 Compensation. With the exception of the Senior Minister(s), Trustees and officers of the Board shall serve without compensation.

4.10 Bonding. Any officer or employee of the Corporation shall, if required by the Board, give such security for the faithful performance of his or her duties as the Board of Trustees may require.

Article 5
Board of Trustees

5.01 General Powers. Subject to the provisions and limitations of the California Nonprofit Religious Corporations Law and any other applicable laws, and subject to the limitations in the Article of Incorporation or Bylaws relating to action requiring approval by the members, the Corporation's temporal activities, business and affairs shall be managed and all corporate powers shall be exercised by or under the direction of the Board.

5.02 Prayer. It is important that in addition to adhering to the normal procedures for legal functioning set forth in these Bylaws, that the spiritual principles taught by Unity be utilized in the handling of decisions before the Board of Trustees. During the discussion of an item of business, any Trustee may request time for prayer about the issue. Upon request the Chairperson shall provide a period of prayer and silence.

5.03 Specific Powers. Without prejudice to the general powers set forth in Section 4.01, but subject to the same limitations, the Board shall have the power to:

(a) Appoint and remove at the pleasure of the Board, all corporate officers, agents, and Senior Minister(s); prescribe powers and duties for them as are consistent with the law, the Article of Incorporation, and these Bylaws; and fix their compensation.

(b) Change the principal office or the principal business office in California from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency or country; conduct its

activities in or outside California; and designate a place in or outside California for holding any meeting of members;

(c) Control and manage the affairs, funds, and property of the Corporation consistent with the Corporation's purpose and guidelines.

(d) To sell, lease, distribute, transfer, convey, donate, and otherwise dispose of or disburse the Corporation's monies and dispose of its property in fulfillment of its Corporate purpose; provided, however, that the fundamental and basic purposes of the Corporation, as expressed in the Articles of Incorporation shall not thereby be amended or changed, and provided further, that the Board shall not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any private individual;

(e) To borrow money and incur indebtedness on behalf of the Corporation, and in connection therewith to authorize or cause to be executed promissory notes, bonds, and other evidences of indebtedness in the Corporation's name and to authorize or cause to be executed mortgages, deeds of trust, liens or other encumbrances on the assets of the Corporation; and

(f) To accept gifts, bequests and grants of property and money to the Corporation upon such terms and conditions as the Board deems appropriate.

(g) Seek Association assistance in the event of a dispute adversely affecting the ministry.

(h) To keep or cause to be kept an accurate record of membership.

5.04 Number. The Corporation shall have not less than five (5) and not more than thirteen (13) Trustees, who shall collectively be known as the Board of Trustees. One (1) of the Trustees will be the President and one (1) of the Trustees will be the Executive Vice President of the Corporation. The exact number of Trustees will be fixed within these limits by approval of the Board in the manner provided in these Bylaws and may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

5.05 Election, Term of Office. Trustees shall be elected at the Annual Membership Meeting by a majority vote of the active members present. Candidates for Board membership shall be nominated for office by the Nominating Committee. The members of the Nominating Committee from the Board shall consist of at least three (3) Trustees and -one Senior Minister. At the annual meeting the Nominating Committee shall present at least one nominee for each Board position to be filled. In the selection of these names, the first and most important consideration shall be to select those who are sincere members of the congregation, regular in attendance and tithing, and who have attended classes offered by the Senior Minister(s) or other teachers and speakers. Trustees shall be elected to office for a term of three years, or until their successors are duly elected and qualified, except in the case of their earlier death, resignation, or removal from office. A Trustee may be nominated for a second consecutive three-year term by the Nominating Committee and Board of Trustees, but may not be elected to a third consecutive three-year term. A Trustee may be re-elected to the Board after a lapse of one year following completion of two consecutive full three-year terms in office. The elected Trustees shall be divided into three classes of approximately equal size to provide for the election of approximately one-third of the elected Trustees at each annual meeting. No salaried employee shall serve as a Trustee, except for the Senior Minister(s).

Trustees will serve three-year staggered terms of office. No person may be nominated nor elected to serve as a Trustee if, at the same time, another person related by blood, marriage, or domestic partnership also serves or would serve as a Trustee.

At its discretion, the Board may choose to add one (1) or more non-voting alternate members which are in addition to the number of Board members elected to conduct business. The primary purpose is to prepare an individual for Board action should a vacancy occur prior to any non-officer Board member's term ending and to create a quorum when warranted. The Board seat vacated at the end of any term would not automatically be filled by an alternate. The selection of an alternate follows the same process as the selection of all Board members. The alternate attends all Board meetings and special meetings as requested. The alternate will serve a one-year term which can be extended one year. This will be determined by the Nominating Committee annually in its Board selection process to ensure that approximately no more than one-third of the Board retires in any given year.

In the event of resignation, removal, or inability of an officer to complete his/her term of office, a 2/3 vote would be required by existing Trustees to fill the officer's incomplete term.

5.06 Employment of Minister(s). It is the responsibility of the Board of Trustees to employ at least one licensed or ordained Unity minister(s) for the church through cooperation with the employment management procedures of the Association.

5.07 Termination of Employment of Minister(s). After a ministry and its Senior Minister(s) or co-minister(s) have cooperated with the Conflict Transformation procedures of the Association, a two-thirds (2/3) vote of those active members present is required to terminate the employment of a Senior Minister(s).

5.08 Resignation and Removal of Trustees. Any Trustee may resign by giving written notice of his or her resignation to the Secretary of the Board. Such resignation shall take effect at the time specified in such notice and the acceptance of such resignation shall not be necessary to make it effective. Any Trustee may be removed from office by a two-thirds vote of all Trustees then serving in office. No Trustee may resign if the Corporation would then be left without a duly elected Trustee(s) in charge of its affairs.

5.09 Vacancies. Vacancies of the Board shall exist (1) on the death, resignation or removal of any Trustee, or (2) whenever the number of authorized Trustees is increased.

Vacancy on the Board will be filled by a seated alternate. If no alternate exists at the time of a vacancy, or if the number of vacancies exceeds the number of alternates, then a vacancy, however arising, shall be filled by a majority vote of all Trustees then serving in office at any regular meeting of the Board or at a special meeting of the Board called for that purpose. Persons shall be nominated for Trusteeship by the Nominating Committee and the list of any such nominees shall be included with the notice of the meeting at which election is proposed.

The Board may declare vacant the office of a Trustee who has been declared of unsound mind by a final order of court, or convicted of a felony, or has been removed from office by order of the Superior Court for engaging in fraudulent acts pursuant to Section 9223 of the California Nonprofit Religious Corporation Law.

A person elected to fill a vacancy as provided by this Section shall hold office until his or

her death, resignation, removal from office, or until the expiration date of the replaced Trustee.

A Board Member with three (3) unexcused, consecutive, absences from regularly scheduled Board Meetings shall be deemed to have resigned and will be replaced per these Bylaws.

5.10 Interim Board. If the entire Board of Trustees has been recalled, or a quorum does not exist, the active church membership may choose to elect an interim Board whose term of office will not exceed sixty (60) days. By the end of sixty (60) days a permanent Board must be elected in accordance with the existing Bylaws.

5.11 Duties. It shall be the duty of the Trustees to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation, or by these Bylaws;

(b) As recommended by the Executive Director, appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation;

(c) Meet at such times and places as required by these Bylaws;

(d) Register their addresses with the Secretary of the Corporation and notices of meetings mailed, E-mailed, or faxed to them at such addresses shall be valid notices thereof, and

(e) Serve on a committee or ministry team.

(f) The alternate will be a non-voting Board member, will attend all Board meetings and special meetings as needed and will adhere to the standards for confidentiality required by Spiritual Life Center.

5.12 Compensation. Trustees shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in attending Board meetings. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 4.11.

Article 6
Board Meetings

6.01 Regular Meetings. The meetings of the Board shall be held at any place designated by the Board or in the notice of a meeting, or, if not so designated, at the principal office of the Corporation. Regular meetings of the Board shall be held monthly on a regularly scheduled day determined by the Board. Notice of meetings shall specify the place, day and hour of the meeting. However, regular meetings may be held without notice.

6.02 Special Meetings. Special meetings of the Board may be called by the Chairperson, the Vice Chair, the Secretary, by any two (2) Trustees, or the President and/or Executive Vice President of the Corporation and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the Corporation. Special

meetings of the Board shall be held upon four (4) days' notice by first-class mail or 48 hours' notice delivered personally, by telephone, facsimile or e-mail. If sent by mail or e-mail, notice shall be deemed to be delivered on its deposit in the mails or when e-mail was sent. Such notices shall be addressed to each Trustee at his or her address as shown on the books of the Corporation. The President and Executive Vice President of the Corporation shall be notified of all special meetings.

6.03 Election of Board Officers. The annual meeting of the Board to elect officers and install new Board members shall be held during the month of May each year, or on such other date as may be fixed by the Board. Written notice of the time and place for the annual meeting shall be sent to each Trustee at least seven (7) days, but not more than thirty (30) days, prior to the date of such meeting.

6.04 Telephonic Meetings. Members of the Board or of any committee may participate in a Board meeting through use of a conference telephone or similar communication equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this provision constitutes presence in person at such meeting.

6.05 Waiver of Notice and Consent to Holding Meetings. The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as defined in Section 5.06, is present and provided that either before or after the meeting each Trustee not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consent, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

6.06 Quorum for Meetings. A quorum shall consist of a majority and not less than five (5) members of the Board. Except as otherwise provided in these Bylaws, the Articles of Incorporation of this Corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the Trustees present at such meeting may adjourn until the time fixed for the next regular meeting of the Board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken. Notice of the time and place of holding an adjourned meeting need not be given to absent Trustees if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than 24 hours from the time of the original meeting.

6.07 Majority Action as Board Action. 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 is the act of the Board. The Trustees present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Trustees from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting. Action may be taken without a meeting if written consent, setting forth the action so taken, is signed by all of the voting Trustees then serving in office.

6.08 Conduct of Meetings. Meetings of the Board shall be presided over by a Chairperson of the Board, or, if no such person has been so designated or, in his absence, by the Vice Chair

of the Board, or in the absence of each of these persons, by a Chairperson chosen by a majority of the Trustees present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

6.09 Rules of Order. Meetings shall be governed by "Robert's Rules of Order", as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Corporation, or with provisions of laws.

6.10 Action by Unanimous Written Consent without Meeting. Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes or the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board without a meeting and that the Bylaws of this Corporation authorize the Trustees to so act, and such statement shall be prima facie evidence of such authority.

6.11 Non-Liability of Trustees. The Trustees shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

6.12 Indemnification. To the fullest extent permitted by law, this Corporation shall indemnify its Trustees, officers, employees, and other persons described in California Corporations Code section 9246(a), including persons formally occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses," as used in this Bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the Board by any person seeking indemnification under Corporations Code section 9246(b) or section 9246(c), the Board shall promptly decide under Corporations Code section 9246(e) whether the applicable standard of conduct set forth in Corporations Code section 9246(b) or section 9246(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of Trustees who are parties to the proceeding with respect to which indemnification is sought prevents the formation of the quorum of Trustees who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Corporations Code section 9246(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation 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 Corporation for those expenses.

6.13 Insurance for Corporate Agents. The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation

(including a Trustee, officer, employee or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing (California Corporations Code section 9243; cited as part of the "Nonprofit Religious Corporation Law", section 9110 et seq.) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of Corporations Code section 9243.

6.14 Interested Person Transactions. No Trustee of this Corporation or any other corporation, firm, association or other entity in which one or more of the Corporation's Trustees have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this Corporation, unless:

(a) the material facts regarding such Trustee's financial interest in such contract or transaction or regarding such common Trusteeship, officer ship or financial interest are fully disclosed in good faith and are included in the minutes, or are known to all Board members before consideration by the Board of such transaction or contract; and

such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote of the interested Trustee(s);

(b) before authorizing or approving the contract or transaction, the Board considers and in good faith decides after reasonable investigation, that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances, or the transaction was in furtherance of the Corporation's religious purposes; and

(c) the Corporation enters into the transaction for its own benefit or for the benefit of the organization, and the transaction is fair and reasonable to the Corporation or as in furtherance of its religious purposes at the time the transaction is entered into.

Article 7
Committees

7.01 Committees.

(a) Board Committees. The Board may by resolution at any meeting designate standing, ad hoc, and/or special committees of the Board, each of whose members shall serve at the pleasure of the Board. The terms of appointment, expectations of service and authority of any committee shall be determined by the Board. Unless specifically authorized by the Board, committees cannot authorize, commit, or bind the Corporation in any financial or legal manner.

(b) Advisory Committees. The Corporation may have such other committees as may from time to time be designated by resolution of the Board. Such other committees may consist of persons who are not also members of the Board in which case they shall act in an advisory capacity only and shall be clearly titled as "advisory" committees. Members of advisory committees shall serve at the pleasure of the Board, or, if so authorized by the Board, at the pleasure of the chairperson of the advisory committee.

7.02 Membership. The Board shall appoint the chair of each Board committee and the Chair of each committee shall appoint the other committee members in consultation with the Board. Each committee shall consist of at least three members, at least one of whom shall

be a member of the Board. Each such committee shall have power to the extent delegated to it by the Board and in accordance with the laws of the State of California. Each committee shall keep minutes of proceedings and report to the Board.

7.03 Committee Meetings. Unless otherwise provided for in these Bylaws, a majority of the members then serving on a Committee constitutes a quorum for the meeting of the Committee and the vote of a simple majority of those present at a meeting at which a quorum is present, constitutes an action of the Committee. Each Committee shall determine and schedule the number of regular meetings it will hold each year.

7.04 Meetings and Action of Committees. Meetings and action of committees of the Board shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings or committees may be fixed by resolution of the Board or by the committee. The time for special meetings may also be fixed by the Board. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

Article 8
Execution of Instruments, Deposits and Funds

8.01 Execution of Instruments. The Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

8.02 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

8.03 Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or device for the purposes of this Corporation.

Article 9
Corporate Records, Reports and Seal

9.01 Maintenance of Corporate Records. The Corporation shall keep at is principal office in the State of California;

(a) Minutes of all meetings of Trustees, committees of the Board, and, if this Corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses; and

A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the Corporation at all reasonable times during office hours.

9.02 Corporate Seal. The corporate seal of this ministry shall include the name of the ministry, city, state, and date of incorporation.

9.03 Trustees' Inspection Rights. Every Trustee shall have the absolute right at any reasonable time to inspect and copy at his or her own expense all books, records, and documents of every kind and to inspect the physical properties of the Corporation.

No other person may inspect the record of the Corporation without the knowledge and consent of the President and/or Executive Vice President of the Corporation.

9.04 Right to Copy and Make Extracts. Any inspection under the provisions of this Article may be made in person or by agent or attorney. A written request to view the records must be received with at least 72 hours advance notice.

9.05 Maintenance of Articles and Bylaws. The Corporation shall keep at its principal office the original or copies of the Articles and Bylaws as amended to date.

Article 10
Finances

10.01 Fiscal Year of the Corporation. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

10.02 Contracts, Checks, Bank Accounts. The President and/or Executive Vice President is authorized to select such banks or depositories as it shall deem proper for the funds of the Corporation. They shall determine who, if anyone, in addition to the Treasurer, shall be authorized on the Corporation's behalf to sign checks, drafts, or other orders for the payment of money, acceptances, notes, or other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments.

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by the President and/or Executive Vice President or Chairperson of the Board.

10.03 Loans. This Corporation shall not make any loan of money or property to or guarantee the obligation of, any Trustee, officer, or employee; provided, however, that this Corporation may advance money to a Trustee, officer, or employee of this Corporation or any subsidiary for expenses reasonably anticipated to be incurred in the performance of duties of such Trustee, officer, or employee so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Article 11
Amendment of Bylaws

11.01 Amendment. Amendments to these Bylaws must be made by voting members of this corporation at a legally constituted membership meeting. Written notice setting forth the proposed amendments must be mailed to all active members at least ten days prior to the required membership meeting. An affirmative vote of seventy-five percent (75%) of all active members present and voting will be necessary to pass any amendment to these Bylaws. These Bylaws fully supersede all previous Bylaws adopted by Spiritual Life Center.

11.02 Prohibition Against Sharing Corporate Profits and Assets. No member, Trustee, officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Corporation in effecting any of its religious purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation. All members, if any, of the Corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Corporation, whether voluntarily or involuntarily, the assets of the Corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this Corporation and not otherwise.

11.03 Dissolution. Should this corporation dissolve:

(a) All property and funds remaining after the payment of the debts of the corporation will be delivered to the Association of Unity Churches, a nonprofit corporation organized under the laws of the State of Georgia, for religious and educational purposes.
(b) Such funds or property will be for the use and benefit of the Association as may be determined by the Board of Trustees of the Association in alignment with current policies and procedures.
(c) The Association will make available according to its current policies and procedures, funds for the re-establishment of a Unity ministry in Sacramento, California.
(d) Should the Association no longer exist, any assets remaining of this corporation after dissolution will be disposed of by a court of competent jurisdiction of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for purposes set out in Section 5.01 (c) (3) of the Internal Revenue Code of 1954.

Secretary's Certificate

The foregoing are true and complete copies of the Bylaws of Spiritual Life Center, which have been amended, and are now in full force and effect.

Dated: May 20, 2007

Signature
Kathy Dona
Secretary of the Board