



**Bylaws of the
Grants Pass Center for Spiritual Living**

An Oregon Nonprofit Religious Corporation Herein Called “Center”

A member of
Centers for Spiritual Living
Golden, Colorado

Approved at the Special Meeting of March 19, 2017

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PREAMBLE

The Bylaws of this corporation are adopted for the purpose of prescribing and defining the means and methods by which this Member Church (hereinafter referred to as Center), the Center Membership (hereinafter called Members), and its Board of Trustees (hereinafter referred to as Board) shall function and carry out their respective duties, obligations and purposes. The provisions herein contained shall govern and control the means by which any and all actions to be taken by or on behalf of this Center shall be accomplished. In the event that the specific provisions of the Bylaws do not cover any purpose or action that may be deemed necessary or for the best interest of this Center, resort shall be had to the Centers for Spiritual Living (hereinafter called CSL) Bylaws and applicable provisions of the corporation statutes of the State of Oregon.

We believe that the Science of Mind philosophy can transform the hearts and minds of humanity and contribute significantly to bringing love, harmony, peace, and abundance to all people everywhere, without consideration of race, color, gender, sexual orientation, religion, national origin, age, or physical conditions. Therefore, the Grants Pass Center for Spiritual Living, a Religious Science community, does hereby affirm that it is a teaching and healing ministry carrying Science of Mind to the people of the world, using all available resources in the most effective manner to achieve these objectives.

ARTICLE I

AFFILIATION, ECCLESIASTICAL AUTHORITY, AND PURPOSE

Section 1. AFFILIATION

This Center is fully affiliated with, has been chartered by, and operates under the sponsorship and guidance of CSL, a nonprofit religious corporation and an international church denomination with offices in Golden, Colorado. This Center exists for the purpose of worship and for teaching the principles of Science of Mind as expressed and taught by Ernest Holmes.

Section 2. ECCLESIASTICAL AUTHORITY

This Center's Board leads through the application of vision, mission, guiding principles, intentions, and shared values of CSL, while conducting the business of the organization. This Center, its Board, and its Members shall be subject to the ecclesiastical law and authority of CSL in all matters lawfully within ecclesiastical jurisdiction according to CSL's Policies and Procedures Manual and all documents required for a church to become affiliated with CSL.

Section 3. COMMUNICATIONS

This Center shall keep CSL generally informed as to its affairs. The Secretary of the Board shall submit a completed annual report of updated information related to the Center in a format provided by CSL.

Section 4. PURPOSE

This Center shall uphold the purpose of CSL as a spiritual movement dedicated to awakening and supporting the conscious experience and expression of every person's inherent Divine Nature through teaching and practicing the Principles of the Science of Mind.

Section 5. NONPROFIT / NONPARTISAN ACTIVITIES POLICY

This Center shall be nonprofit and nonpartisan. It shall not publish or disseminate materials with the purpose of attempting to influence legislation and shall not participate or intervene in any political campaign on behalf of any candidate for public office, or for any cause or measure being submitted to the people for a vote.

ARTICLE II

OFFICES

Section 1. PRINCIPAL OFFICE

The Board shall establish the principal office for the transaction of the business of the Center, and may change the principal office from one location to another within the community served by this Center. Notice shall be mailed to each Member of a new address of principal office at least ten days prior to such change being made and to CSL International Headquarters.

ARTICLE III

MEMBERS

Section I. APPLICATION OF MEMBERS

Any person, at least Eighteen (18) years of age, may become a Member upon making written application wherein that person asserts they are committing themselves to personal spiritual growth and to supportive, active membership in the Center (as outlined in Article III Section 3). Individuals shall hold membership in only one Center.

Section 2. MEMBERSHIP CONFIRMATION

Membership in this Center shall be considered active following application of the prospective member and subsequent confirmation by the Board. New applications shall be considered at each regularly scheduled Board meeting.

Section 3. MEMBERSHIP DUTIES AND PRIVILEGES

A Member of this Center is considered to be in good standing when they consistently and regularly exercise the following Duties:

- A. uphold the teachings and practices of Science of Mind;
- B. attend the ecclesiastical and social functions of the Center;
- C. contribute to the financial support of the Center;
- D. attend the business meetings of the Center and to vote therein;
- E. provide service to the Center with time and/or talent;
- F. uphold and forward the purpose, mission, and vision of the Center; and,
- G. promote harmony and goodwill within the spiritual community.

The privileges of membership are:

- A. ability to vote in all Center elections;
- B. eligibility for election or appointment to the Board when meeting Trustee requirements in Article V Section 5; and,
- C. ability to propose and implement Board and/or Minister approved new programs or ministries for the community.

Board Officers and the Minister shall provide, or cause to be provided, Orientation for new Members in order to develop well-informed, committed, and supportive Members. Orientation shall include basic Center and Science of Mind practices, teachings, policies, and procedures.

Section 4. TERMINATION OF MEMBERSHIP

Membership in this Center shall be automatically terminated by death, withdrawal in writing, or transfer of membership to another Center. Membership may be terminated by the Board when any Member has permanently changed residence from the community or communities served by this Center.

Membership may also be terminated when the Board determines a member is no longer in good standing (as referenced above in Article III Section 3). Such a finding may occur where the records show that for a period of more than one year there has been a complete lack of interest either materially, or from the standpoint of participation in the services and/or affairs of this Center.

A Member may be terminated for cause by a two-thirds (2/3) vote of the Board upon a showing that a Member has clearly demonstrated opposition to the purpose of this Center or its teachings and vision.

In the event that the Board shall consider terminating a Member and is discussing their standing in the Center, the Member shall be provided with a written notice of the time and place of the meeting where the membership termination is on the agenda for consideration. Notice shall be sent by mail to the last known address of the Member.

Notice shall include the reason for termination and advise the Member of their right to appear at the meeting of the Board and have their voice heard. The Board shall have the power

to review and consider special circumstances, and make an exception where it is in the best interests of the Center and the Member. The Board decision shall be final.

Section 5. MEMBERSHIP RECORD

The Secretary of the Board shall keep and maintain, or cause to be kept and maintained, a true, complete, and fully up-to-date permanent record containing the names, mailing addresses, phone numbers, and email addresses of all Members of this Center. It shall be the duty of the Secretary to promptly record in the minutes all new Members of this Center, as confirmed by the Board in their regular meetings, and to delete therefrom all Members terminated by Board Resolution pursuant to Article III Section 4. Such record shall establish membership of record for all purposes.

Section 6. YOUTH MEMBERS

Persons through 17 years of age may be admitted to Youth Membership in this Center, following the process detailed above in Article III Sections 1 and 2. Youth Membership may be terminated according to Article III Section 4 above. Youth Members shall not have voting power and may have other duties and privileges of membership as the Board may establish in policy from time to time.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1. PLACE OF MEETING

All meetings of Members shall be held either at the principal office or place of worship of this Center or at any other place within the State of Incorporation which may be designated by the Board.

Section 2. ANNUAL MEETINGS

An Annual Meeting of the Members of this Center shall be held within the first three months of each fiscal year. The date, time, and place of the meeting as well as all rules for the conduct of business shall be established by the Board. The agenda shall include and may not be limited to:

- Election of Trustees
- Reports of the affairs of this Center
- Annual financial reports
- Presentation of the annual budget
- Ecclesiastical report

Notice of each Annual Meeting shall be given by public announcement at the Sunday meetings of this Center on not less than two consecutive weeks preceding the date of such meetings and by written notice mailed at least 21 days prior to such meeting.

Section 3. SPECIAL MEETINGS

Special Meetings of the Members may be called at any time by the Minister, by the presiding officer of the Board, by a majority of Trustees, or by ten percent (10%) or more of the Members of this Center. Notice of Special Meetings shall be given in the same manner as for Annual Meeting of Members. Notice of any Special Meeting shall specify, in addition to the place, day and hour of such meeting, the general nature of the business to be transacted. Unless Special Meeting notice is properly given, the meeting will be considered an unofficial meeting and no votes or action will be considered valid. No business other than the business that was set forth in the notice of the meeting may be transacted at a Special Meeting.

Section 4. QUORUM

Twenty-five percent of the members-of-record must be present at any Annual or Special Meeting to constitute a quorum for the transaction of business at such meeting.

Section 5. ADJOURNED MEETING AND NOTICE THEREOF

Annual or Special Meetings of the Members may be adjourned from time to time by the vote of a majority of the Members present. When any Annual or Special Meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Where any such meeting is adjourned for less than thirty days, it shall not be necessary to give any notice of the time and place of the adjournment or of the business to be transacted other than by announcement at the meeting at which such adjournment is taken.

Section 6. VOTING POWERS

At any Annual or Special Meeting, each Member of record (a Member for 60 days or more) shall be entitled to one vote, except in the election of Trustees which is provided for in Section 7 below.

Section 7. VOTING FOR TRUSTEES

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

Section 8. PROXIES PROHIBITED

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

ARTICLE V

BOARD OF TRUSTEESSection 1. GENERAL

Subject to the Articles of Incorporation, Affiliation Agreement, these Bylaws, and all applicable laws as to action to be authorized or approved by the Members, all corporate powers shall be exercised by or under the authority of the Board. The business and affairs of this Center shall be the responsibility of the Board. The emphasis of the Board activities shall be on goals, objectives, strategies, and policies. It will establish other volunteer groups and look to these groups for operational planning, policy recommendations, and two-way communications between itself and the membership of this Center.

INDEMNIFICATION: The Board may, to the extent allowed by law, authorize this Center to indemnify its Trustees, officers, employees, and other agents against damages and liabilities, including court costs and attorneys' fees incurred in the course and within the scope of their employment, or in the performance of duties on behalf of this Center, or arising out of their status as such Trustees, officers, employees and other agents; and may authorize the purchase of insurance on behalf of such persons for the foregoing purposes.

Section 2. ROLE OF THE BOARD OF TRUSTEES

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

- A. Mission: The Board and Minister are responsible for formulation of this Center's Vision and Mission Statement following input from the Members. The Board holds the Minister accountable for overseeing the implementation and monitoring of policies and programs that make the Vision and Mission of this Center its active guiding principle and strategic focus. The Board facilitates and establishes opportunities to review and revise this Center's Vision and Mission Statement from time to time.
- B. Planning, Policies, Procedures: The Board sets the direction of this Center; establishes plans, policies, and procedures to guide the operation of this Center; and retains its Minister through whom the policies and plans are fulfilled. (see Article VIII Sections 2-4) The Board reviews and approves ecclesiastical plans, procedures, and policies developed with the oversight of the Minister. The Board is responsible for establishing Strategic Planning as a systematic process of envisioning a desired future, and translating this vision into broadly defined goals or objectives and a sequence of steps to achieve them.
- C. Goals and Objectives: The Board and Minister, with input from Members, establish goals and objectives for implementing the Mission Statement and realizing the Vision of this Center.

- D. Monitoring: The Board is responsible for monitoring the operational processes of this Center to ensure the achievement of its goals and objectives. (see Article VIII Section 5)
- E. Financial Development: The Board is responsible for ensuring that this Center is adequately financed to fulfill its objectives and for appointing a standing Fund Development Committee.
- F. Ultimate Authority: The Board is ultimately responsible to the membership of this Center.
- G. Open Forum: The Board shall hold quarterly Open Forum meetings for dialogue and communication with the Members in collaboration with the Minister and Practitioners.
- H. Visioning: The Board regularly and consistently uses the spiritual practice of visioning to guide its deliberations and actions to ensure that actions on behalf of this Center are anchored in infinite wisdom.

Section 3. EXECUTIVE COMMITTEE

The Board may appoint an Executive Committee. The Executive Committee shall be composed of the corporate officers. The Executive Committee consists of the President, the Vice-President, the Secretary, and the Treasurer.

Executive Committee meetings may be called by any member thereof, upon notice to the members of the Executive Committee of the time and place of such meeting. Minutes shall be kept of each meeting of the Executive Committee, which shall be read at the next regular meeting of the Board and any action considered for ratification. A majority of the authorized number of members of the Executive Committee shall constitute a quorum for the transaction of business.

Section 4. COMMITTEES

The Board may appoint Committees and/or Instrumentalities as it may deem necessary in order to carry out the work and purpose of this Center, and may confer upon them such authority, powers, and duties as it may deem appropriate, provided that the final responsibility and duty for management of the affairs, assets, properties, and employees of this Center may not be delegated and shall rest upon the Board.

Section 5. NUMBER AND QUALIFICATION OF TRUSTEES

The authorized number of Trustees (including the Minister of this Center as set forth in Section 6 below) shall be a minimum of seven (7) and not more than eleven (11) unless changed by amendment of the Bylaws. Only those persons meeting the following requirements shall be qualified for election or appointment as Trustees:

- A. The person must be an active Member of this Center in good standing (as defined in Article III Section 3).
- B. The person must be willing to accept the responsibilities of membership of the Board.
- C. The person must have no close relatives, nor live-in relationships on the Board, nor with any employee of this Center.
- D. The person must have completed 60 hours of certificated classwork including Science of Mind Foundations and one other Science of Mind certificated class or its equivalent, as determined by the Minister. If persons are not available for nomination who have completed 60 class hours, special consideration shall be given to persons who are enrolled or have completed a lesser amount, as determined by the Minister and Board collaboratively.
- E. Except for the Minister, no Trustee may receive compensation from this Center.
- F. The person must have been a Member of this Center no less than six (6) months prior to nomination for election or appointment to the Board.
- G. The person must be at least 21 years of age when elected to the Board.

Section 6. TRUSTEE ELECTION AND TERM OF OFFICE

The Minister of this Center shall be an ex officio voting member of the Board and shall hold such position throughout their tenure. All members of the Board are equal participants in discussions and decisions made by the Board; however, the Minister may not participate in discussions and decisions regarding compensation and benefits for their position. The Minister shall report to the Board, shall guide the Board in ecclesiastical matters, and shall not hold any Board Office.

New Trustees shall be nominated as provided in Section 7 below, and shall be elected at each Annual Meeting of Members to fill the positions made vacant, and if any such Annual Meeting is called but not held or the Trustees are not elected thereat, the Trustees shall be elected at a Special Meeting of Members held for that purpose within thirty days of the date of the original Annual Meeting.

A term of office is defined as two (2) years and each Trustee is eligible to serve for two (2) consecutive terms by re-election. (Refer to Article V Section 9, Vacancies.)

No person having served as a Trustee shall be eligible for re-election for at least one (1) year after serving two (2) consecutive terms of office. All Trustees, unless they resign or are removed, shall hold office until their respective successors are properly elected and installed.

The outgoing President and/or Treasurer of the Board may be appointed to continue as a nonvoting member of the Board for a period of one year or less, in order to ensure a flow of continuity during a shift in leadership. The Board may discontinue this appointment at any time.

Section 7. NOMINATION OF TRUSTEES

At least six (6) weeks prior to each Annual Meeting of Members, the Board shall select a Nominating Committee of three (3) to five (5) members (one of whom shall be the Minister) who may be, but need not be, Trustees. The committee shall proceed to prepare a slate of nominees for election as Trustees, one or more nominees for each vacancy to be filled. Such slate shall be nominated by the committee when nominations are called for at the Annual Meeting and further nominations, if any, shall be received from the floor. Nominees nominated from the floor must be present at the election meeting. Any Member in good standing (refer to Article III Section 3) otherwise qualified to serve on the Board (refer to Article V Section 5) who submitted their 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. Voting for Trustees shall proceed as provided in Article IV Section 6 of these Bylaws.

In the case of a contested election where there are more nominees than positions available, the Board 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 8. TERMINATION OF A BOARD MEMBER

A Trustee, other than the Minister, may be terminated by the adoption of a resolution to so terminate by two-thirds (2/3) vote of the Trustees present. The Board also may, by resolution, declare vacant the office of any Trustee who fails to perform their assigned duties as a Trustee of this Center; or any Trustee who shall be absent for three (3) consecutive meetings without valid excuse granted by the Board and shown in the minutes of at least one such meeting; or any Trustee who has demonstrated a lack of interest either materially, or from the standpoint of participation in the services and/or affairs of this Center. Notice shall be sent to the terminated Trustee regarding such action taken by the Board.

Any Trustee so removed by the Board may request reconsideration of such removal by the Members of this Center, setting forth in detail their grounds for requesting reconsideration, provided that such written request for reconsideration is filed within thirty (30) days of removal as a member of the Board and that a copy of the request for reconsideration be simultaneously sent to the Board. The action of the Board removing the Trustee 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 Members called by the Board and shall be confirmed or denied by a two-thirds (2/3) vote of the Members.

Section 9. VACANCIES

A vacancy in the Board may be filled by an appointee chosen by a majority vote of the remaining Trustees, even if the remaining Trustees constitute less than a quorum. An unexpired term of twelve (12) months or greater in length shall be considered a full two (2) year term.

A vacancy on the Board shall be deemed to exist in case of the death, resignation, or removal of any Trustee; if the authorized number of Trustees be increased; or if Members at any Annual or Special Meeting of Members at which Trustees are elected fail to elect the full authorized number.

The Members may elect a Trustee or Trustees at a Special Meeting to fill any vacancy or vacancies which shall not have been filled by the Trustees.

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

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

Section 10. PLACE OF MEETING

Regular meetings of the Board shall be held at the principal office of this Center unless otherwise specified in the notice, resolution, or other specification convening such meetings. Special meetings of the Board may be held at the principal office or at a place so determined.

The Board may authorize electronic meetings which allow Trustees not physically present to participate. Such methods may include audio, video, computer, or any other methods of real-time communication. Trustees so participating assume all of the rights and duties of Trustees attending the meeting live and in person. Such electronic meetings must allow Trustees reasonable opportunity to participate and vote. Any such electronic meeting may be recorded.

Section 11. ORGANIZATION MEETING

At the first regular and/or specially called meeting of the Board following the Annual Meeting, the Secretary of the outgoing Board shall act as Chairperson pro-tem while a new President is nominated and elected for the new Board. The new President shall then assume office and proceed with the nomination and election of a Vice-President, a Secretary, and a Treasurer for the ensuing year. (Also, see Article VI.) This newly organized Board shall then proceed with any new business necessary at this first meeting, including but not limited to establishing meeting dates for subsequent Board meetings, orientation of new Trustees, and a review of this Center's Strategic Plan.

Section 12. REGULAR MEETINGS

Regular meetings of the Board shall be held at least monthly, day and time as determined by the Board at the Organization Meeting or by resolution.

Section 13. SPECIAL MEETINGS

A special meeting of the Board for any purpose or purposes may be called at any time by the President, the Minister, any two (2) Trustees, or ten (10) percent of the membership by petition.

Notice of the time and place of special meetings and their specific purpose shall be delivered to each Trustee at least seventy-two (72) hours prior to the time of the holding of the meeting. Special meetings may be held sooner than seventy-two (72) hours with the mutual consent of all members of the Board.

Section 14. QUORUM: NO PROXIES

A majority of the authorized number of Trustees shall be necessary to constitute a quorum for the transaction of business, except to adjourn. Every action or decision made by a majority of the Trustees present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number is required by law, the Articles of Incorporation, the Affiliation Agreement, or the Bylaws. Any action taken or authorized by the Trustees shall not be by agent or proxy, and no proxies of Trustees shall be valid.

Section 15. REIMBURSEMENT

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

Section 16. OPEN AND CLOSED MEETINGS

Regular monthly meetings are open to everyone. In the event sensitive concerns require closed meetings for Trustees only, such meeting shall be held at a different time.

Section 17. CONFLICT OF INTEREST

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

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

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

Section 18. ACTION BY UNANIMOUS WRITTEN CONSENT

Any action that the Board is required or permitted to take may be taken without a physical meeting if all Trustees consent in writing to the action. Such action by written consent shall include a motion in writing and will 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 Board.

Section 19. SUPPORT OF BOARD AND MINISTER

Each Trustee has a duty to support the goals, aspirations, Vision, and direction of this Center as determined through shared leadership consensus. Healthy debate is encouraged; however, once a decision is legally and properly made by the Board, each Trustee must support that decision ethically and within Science of Mind principles. If a Trustee can no longer support the collaborative direction, they may either resign or use the legally constituted methods within the Bylaws to make necessary changes.

ARTICLE VI

OFFICERS

Section 1. OFFICERS

The Officers of this Center shall be President, Vice-President, Secretary, and Treasurer.

Section 2. ELECTION

The Officers of this Center, except such officers elected to fill a vacancy (refer to Section 4 below), shall be elected annually by the Board. Each Officer shall hold office for one (1) year. Each Officer may be re-elected annually by a majority vote of the Board until their term on the Board expires; until resignation or removal; until the Officer is otherwise disqualified to serve; or until their successor shall be properly elected and installed.

Section 3. REMOVAL AND RESIGNATION

Any officer of this Center may be removed, with cause, by a majority of the Board at a special meeting called for that purpose.

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

Section 4. VACANCIES

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

Section 5. PRESIDENT

The President shall lead all policy-making groups and shall, subject to the control of the Board, have general supervision of the business affairs and the properties of this Center. The President has the duty to uphold the Bylaws of this Center, and is responsible for ensuring the Board's activities are performed in a timely manner and according to high standards of professionalism.

The President shall preside at all meetings of the Board and Members, and shall have such other powers and perform such other duties as may be required of the President, from time to time, by the Board. The President may appoint committees as authorized by the Board, except those of an ecclesiastical nature, and shall define the duties of such committees. In all administrative matters, except those of an ecclesiastical nature, the President shall be responsible for maintaining open communications and relations with the Member community and CSL.

Section 6. VICE PRESIDENT

The Vice President is responsible for learning all the duties and responsibilities of the President to ensure their ability to meet the needs of the Board in the event the President is absent or unavailable.

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

Section 7. SECRETARY

The Secretary shall ensure that current approved minutes of all meetings of Board and Members are kept at the principal office in the Operating Manual. Minutes shall include the time and place of meetings; whether regular or special; and if special, how authorized and how notice was given. Board minutes shall include names of Trustees present. Member minutes shall include the number of Members present.

The Secretary shall ensure that the current Membership Record is kept at the principal office of this Center. Membership Record shall include the names of the Members, the date of membership, mailing addresses, and other information as the Board may choose to include. The list of Members of Record of this Center is a corporate asset. It may not be sold or given to an individual or an organization for personal or commercial use, in accordance with State of Oregon and United States Federal requirements.

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

Section 8. TREASURER

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of this Center, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and surplus. Current reports of these accounts shall be published and kept in the Operating Manual, which shall be open at all reasonable times to inspection by any Trustee or Member and shall be kept current at the principal office of this Center. The Treasurer shall be responsible for the preparation and distribution of financial statements of this Center as provided in Article IX Section 8.

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

ARTICLE VII**THE MINISTER****Section 1. OVERVIEW**

The Minister of this Center is the spiritual leader whose role, qualifications, and ecclesiastical authority are those detailed in Article VII Section 3 of these Bylaws. The Minister must be an ordained Minister of CSL.

Section 2. LETTER OF CALL

Except as otherwise expressly provided, the terms under which the Minister shall be retained shall be set forth in a written contract (also known as a “Letter of Call”) agreed to between the Board and the Minister.

Section 3. ROLE OF THE MINISTER

As presented in these Bylaws, the Minister is the ecclesiastical head of this Center and is responsible for the ecumenical duties and decisions therein. The Minister is an ex officio voting member of the Board and shall report to the Board on all ecclesiastical matters.

Specifically, the duties of the Minister are as follows:

- A. As prescribed in Article V Section 2.A of these Bylaws, in collaboration with the Board, the Minister formulates this Center’s Vision and Mission Statement following input from the membership. The Minister ensures that ecclesiastical programs and policies support and further the Vision and Mission of this Center.
- B. As prescribed in Article V Sections 1 and 2.B of these Bylaws, the Minister participates in and fulfills the strategic planning and policy decisions of the Board as the spiritual leader of this Center.
- C. The Minister inspires, nurtures, and guides the Members’ spiritual growth and expression in alignment with the principles and teachings of Science of Mind.
- D. The Minister encourages and guides ministries that foster ecclesiastical vitality that serve this Center and its membership.
- E. The Minister provides guidance to and shared leadership with CSL-licensed Practitioners (“Practitioners”) in service to this Center, and ensures that Practitioners comply with the ethical standards of their calling as provided for in the Policies and Procedures Manual of CSL.
- F. The Minister ensures a robust program of educational opportunities that teach and promote the principles of Science of Mind.
- G. The Minister attends to the spiritual and pastoral needs of the community with compassion and integrity.
- H. The Minister is this Center’s spokesperson; sharing, articulating, and promoting the Vision and Mission of this Center in the greater community and public.

Section 4. MINISTER’S TERM OF OFFICE AND TERMINATION

The Minister shall serve this Center until retirement, resignation, or by termination. Notwithstanding any provision of the Letter of Call or acceptance or any other agreement of understanding, the employment of the Minister may be terminated without liability by action of the Members as provided in this Article.

Notice of any termination of the services of any Minister shall first be given to the Office of Member Support and Education of CSL, so that a representative may attend and be heard at the Special Meeting called for the purpose of voting on the termination of the services of the Minister.

The resolution to terminate the services of the Minister must take place at a Special Meeting called for that purpose as prescribed in Section 3 of Article IV; the Special Meeting must be attended by at least one-half (1/2) of this Center’s qualified Members of Record; and must be passed by at least two-thirds (2/3) of the qualified Members of Record present.

Section 5. MINISTER VACANCY

Except in cases where the succession of Minister has been previously established by this Center, the Board shall appoint a Search Committee to recommend candidates for the office of Minister to the membership, and the membership shall select the Minister.

The Board shall, 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 Minister, contact the Office of Member Support and Education at CSL headquarters and the Center’s Regional Support Coordinator and follow their guidelines.

Section 6. SUPPORT AND COMPENSATION OF THE MINISTER

The Minister may be supported by staff/volunteers and shall receive compensation as determined by the Board.

ARTICLE VIII

POLICIES AND PROCEDURES

Section 1. BYLAWS

These Bylaws form the basic policies for the structure and function of this Center. All other policies and procedures are the responsibility of the Board. Policies and procedures adopted by the Board shall be reflected in the minutes of Board meetings. The Board adopted Policies and Procedures shall be maintained in an official Standard Operating Manual, which shall be kept in this Center’s office and available for reference by Members. Subsequent reference to policy in this Article refers to the policy and procedures function of the Board.

Section 2. POLICY FORMULATION

Policy formulation is the task of the Board and/or Board appointed committees. It is the cooperative effort whereby each committee brings its special insights, experience and skill to bear on the task. It involves the identification of policy needs, formulation of policy options and consideration of policy options.

Section 3. POLICY DETERMINATION

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

Section 4. POLICY IMPLEMENTATION

Policy implementation is the responsibility of the Board, Minister, Staff, and Volunteers.

Section 5. POLICY MONITORING

The Board is responsible for policy monitoring, the efficacy of policy implementation, and determining future policy actions as appropriate.

ARTICLE IX**MISCELLANEOUS****Section 1. INSPECTION OF CORPORATE RECORDS**

The Membership Record; the books of account; and the minutes of proceedings of the Members, the Board, the Executive Committee, and other committees of the Board shall be open to inspection. Any qualified representative of CSL or any Member may make a written request, which includes a statement of reasonable purpose, to the Board President who shall arrange a mutually agreeable time.

Section 2. CHECKS, DRAFTS, OR OTHER ORDERS FOR PAYMENT

All expenditures of this Center's funds shall be evidenced by documentation approved by the person or persons authorized by the Board to approve such expenditures. All checks, drafts or other orders for payment of money shall be co-signed by two (2) of four (4) authorized signators, who shall be the President, Vice President, Treasurer, and Secretary.

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

Section 3. EXECUTION OF CONTRACTS

The Board, except as otherwise provided in these Bylaws, may authorize any officer or agent to enter into any contract, or execute any instrument in the name of and on behalf of this Center. Such authority may be general or limited to specific instances; and, unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to make any agreement or create any obligation which shall bind this Center, or to pledge the credit of this Center, or to render it liable for any purpose or in any financial amount. Any acquisition or sale of real property shall require the approval of the Members at an Annual or Special Meeting.

Section 4. REPRESENTATION OF SHARES OF OTHER CORPORATIONS

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

Section 5. INSPECTION OF BYLAWS

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

Section 6. CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the applicable statutes of the State of Incorporation shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine, the singular number includes the plural, and the plural number includes the singular.

Section 7. NO LIABILITIES

Neither the Trustees, Officers, Minister, nor Members of this Center shall be personally liable for the debts, liabilities or obligations of this Center.

Section 8. FINANCIAL STATEMENTS

It shall be the duty of the Treasurer to cause to be prepared, and to make available to the Members, monthly and annual Financial Statements, including a balance sheet, statement of income and expense, and budget comparison prepared in accordance with generally accepted accounting principles. All year-end financial statements shall be presented at each Annual Meeting of the Members.

Section 9. FINANCIAL REVIEW

A Financial Review of the financial books and records of this Center shall be conducted annually by an ad hoc committee, the Financial Review Committee, consisting of three (3) persons; one (1) elected Trustee who is neither Treasurer nor the President, and two (2) Members, who shall be appointed each year in March by the Board President with the approval of the Board in regular session. Members who receive, directly or indirectly, any consulting, advisory, or other compensatory fees from this Center, or any Members related to or living in the same household as such persons may not serve on this committee. The Committee will review the current year's financial records of this Center to determine its practices. Their report is due at the regular April session of the Board. (This schedule is based on a fiscal year of July 1 - June 30, and gives the Board time to make adjustments, if deemed advisable, prior to the new fiscal year.)

ARTICLE X**CSL AFFILIATION MATTERS**

Notwithstanding any other provision of these Bylaws, this Center, its Board, and Members are, and at all times shall be, subject to the following provisions;

Section 1. MINISTER AND PRACTITIONERS

This Center will hire and retain as Minister only those persons who shall have been duly credentialed, and who shall be and remain in good standing as Ministers of CSL. The Minister and Licensed Practitioners are entitled and encouraged to teach all of the certificated classes provided by or otherwise approved by Centers for Spiritual Living. The Minister, Licensed Practitioners and other individuals may teach, pursuant to policies and procedures, additional enrichment classes that are in alignment with the teachings of the Science of Mind and the Shared Values and Guiding Principles of the Organization.

Section 2. PROHIBITED PRACTICES

This Center, as an Affiliated Member of CSL, recognizes its responsibility as to the Principles and Teachings of Science of Mind. Therefore, it will teach, sponsor, foster, and support only those ideas, principles, and programs which are in alignment with Science of Mind. This is not to be construed as prohibiting educational discussion of matters which would otherwise be excluded from this Center's teaching. So long as this Center is affiliated with CSL, this Center will not ordain or license Ministers, Practitioners, or Teachers.

Section 3. DISSOLUTION / DISAFFILIATION

In the event of the dissolution of this Center, all of the property of this corporation shall be distributed according to this Center's Articles of Incorporation. In the event of the disaffiliation with CSL, resulting actions shall be in accordance with provisions of the Affiliation Agreement this Center has with CSL.

ARTICLE XI**PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of **Robert's Rules of Order Newly Revised** shall govern this Center in all cases where they are applicable and not inconsistent with these Bylaws and any special Rules of Order this Center may adopt.

ARTICLE XII**AMENDMENTS**

A majority vote of Members of record at any Annual or Special Meeting called for that purpose is necessary to amend, repeal or add to these Bylaws.

ARTICLE XIII**CONSENSUS DECISION MAKING AND SHARED LEADERSHIP****Section 1. CONSENSUS DECISION MAKING**

Although the general and specific powers of the Minister, the Board, and the Members are delineated in these Bylaws, it shall be the general policy of this Center to reach decisions by consensus. This means that the Minister, the Board, and the Members 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 Minister, the Board, or any Member 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 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 CSL.

Section 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.
- E. Relying on all participants to take personal responsibility to be fully 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.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Grants Pass Center for Spiritual Living, an Oregon nonprofit religious corporation; that these Bylaws, consisting of 21 pages, are the Bylaws of this Center approved by its Members on March 19, 2017; and that these Bylaws have not been amended or modified since that date.

Executed on March 19, 2017, at Grants Pass, Oregon.

(Sign)

(Date)

(Printed/Typed Name)

Secretary
Grants Pass Center for Spiritual Living