

Approved May 2, 2016  
Amended February 6, 2017  
Amended September 9, 2019

BYLAWS  
OF  
CAPITAL CITY UNITY

(A nonprofit religious corporation)

ARTICLE I.

NAME

Section 1. Name. The name of this corporation is CAPITAL CITY UNITY (hereinafter "CCU" or "center").

ARTICLE II.

LOCATION OF PRINCIPAL OFFICE

Section 1. Principal Office. The principal office for the transaction of the activities and affairs of the CCU shall be located in Sacramento, California. The Board of Trustees ("Board") may change the principal office from one location to another within California.

Section 2. Other Offices. The Board may at any time establish branch or subordinate offices at any place or places where the CCU is qualified to conduct its activities.

ARTICLE III.

PURPOSES AND LIMITATIONS

Section 1. General Purposes. This CCU is a California Nonprofit Religious Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Religious Corporation Law for religious purposes.

Section 2. Statement of Purpose. The purpose of CCU is to teach the universal principles of Truth, as taught and demonstrated by Jesus Christ and interpreted by Unity and the Association of Unity Churches, Inc., a nonprofit corporation organized and existing under the laws of the state of Georgia with headquarters at Lee's Summit, Missouri, hereinafter referred to as Unity Worldwide Ministries (UWM).

Section 3. Accomplishment of Purpose. In the accomplishment of this purpose, CCU 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 Board will further the principles of practical Christianity among people everywhere.

Section 4. Unity Worldwide Ministries. CCU shall be a vital part of the worldwide Unity movement and a member of the Unity Worldwide Ministries. Any attendee of CCU may call upon the resources and support of the Unity Worldwide Ministries through its minister, Board of Trustees, staff, or through direct communication with the Unity Worldwide Ministries.

In the spirit of cooperation, the operation and conduct of this ministry shall meaningfully comply with the regulations and policies of the Unity Worldwide Ministries as outlined in the Unity Worldwide Ministries Bylaws, insofar as they do not conflict with the laws of the State of California.

- A. Participation. This ministry may have its voice heard and its wishes expressed in the membership meetings of the Unity Worldwide Ministries, and its members may participate in workshops, seminars, and classes designed to encourage and foster their spiritual development and that of the ministry.
- B. Resources. This ministry can benefit from its membership in the Unity Worldwide Ministries and its corresponding region through direct support, materials, and coaching regarding organization, finances, music, adult and youth education, CCU growth programs, ethics compliance, and other topics related to CCU function.
- C. Leadership. This ministry shall have as its leader an ordained or licensed Unity minister(s) approved for ministry employment by the Unity Worldwide Ministries or a person serving under special dispensation approved by the Unity Worldwide Ministries. For the purpose of these bylaws, the term "minister" shall include a person serving under special dispensation of the Unity Worldwide Ministries.
- D. Teaching. The principles of practical Christianity shall be taught through this ministry using methods, textbooks, literature, and other materials approved by the Unity Worldwide Ministries.
- E. Mailings. Copies of all printed matter mailed out by CCU will be sent to the offices of the Unity Worldwide Ministries.
- F. Reports. The Board shall make annual reports to the Unity Worldwide Ministries as required.

Section 5. Limitations. No substantial part of CCU's activities shall influence legislation. In addition, CCU will not intervene in political campaigns, and will not engage in activities that are illegal or violate fundamental public policy.

The property of this is irrevocably dedicated to religious purposes and no part of the net income or assets of this CCU shall ever inure to the benefit of any trustee or officer, or to the benefit of any private person. Upon the dissolution or winding up of the CCU, its assets remaining after payment, or provision for payment, of all debts and liabilities of this CCU shall be distributed to a CCU or religious organization as determined by the Board.

#### ARTICLE IV.

#### BOARD OF TRUSTEES

##### Section 1. Powers.

(a) General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Religious Corporation Law and any other applicable laws, the CCU's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Trustees.

(b) Specific Powers. Without prejudice to the general powers set forth in subsection (a) above, but subject to the same limitations, the Board shall have the right to do the following:

(1) Adopt, use, and at will alter a corporate seal, but failure to affix a seal does not affect the validity of any instrument.

(2) Adopt, amend, and repeal bylaws and policies.

(3) Qualify to conduct its activities in any other state, territory, dependency or foreign country.

(4) Issue, purchase, redeem, receive, take or otherwise acquire, own, sell, lend, exchange, transfer or otherwise dispose of, pledge, use and otherwise deal in and with its own bonds, debentures, notes and debt securities.

(5) Manage CCU funds.

(6) Make donations for the public welfare or for community funds, hospital, charitable, educational, scientific, civic, religious or similar purposes.

(7) Assume obligations, enter into contracts, including contracts of guarantee or surety ship, incur liabilities, borrow or lend money or otherwise use its credit, and

secure any of its obligations, contracts or liabilities by mortgage, pledge or other encumbrance of all or any part of its property and income.

(8) Participate with others in any partnership, joint venture or other association, transaction or arrangement.

(9) Act as trustee under any trust incidental to the principal objects of the CCU, and receive, hold, administer, exchange, and expend funds and property subject to such trust.

(10) Carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may lawfully engage.

(11) Do and perform all acts and exercise all powers incidental to, or in connection with, or deemed reasonably necessary for the proper implementation of the purposes of the corporation.

Section 2. Number and Qualification of Trustees.

(a) Number. The Board shall consist of five to seven trustees.

(b) Qualifications. All trustees must be individuals who are dedicated to the purposes of CCU as set forth above.

(c) Prohibitions. The following persons are prohibited from serving on the Board of Trustees:

- any active licensed Unity teacher;
- relatives, significant others or household members of any board member or licensed Unity teacher;
- individuals receiving compensation from the ministry;
- relatives, significant others, or household members of any individual receiving compensation from the ministry;
- CCU's Minister or any paid assistant minister.

Provided, however, that CCU's Minister/Principal Speaker shall attend all Board meetings and shall play an important and active role in advising the Board regarding all aspects of CCU's activity and operations, unless specifically excluded from a particular portion of a meeting by the Board President, in the President's discretion, for purposes of discussing the Minister/Principal Speaker's performance or compensation.

Section 3. Election: Term of Office: Term limits.

The term of office of each trustee shall be three (3) years and until a successor has been elected and qualified. A trustee may serve three sequential terms. The Board may stagger the terms of the trustees using any reasonable method.

Section 4. Removal of Trustees. A trustee may be removed from the Board at any time, with or without cause, by a 4/5s vote of the Board of Directors at any properly called and noticed Board meeting.

Section 5. Vacancies on the Board.

(a) Events Causing Vacancy. The vacancy or vacancies on the Board shall exist on the occurrence of the following:

(1) The death or resignation of any trustee;

(2) The removal of a trustee by other board members;

(3) The declaration by resolution of the Board of a vacancy in the office of a trustee who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under the California Nonprofit Religious Corporation Law; or

(4) The increase of the authorized number of trustees.

(b) Resignations. Except as provided below, any trustee may resign by giving written notice to the President or the Secretary. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective.

(c) Filling Vacancies. Vacancies on the Board shall be filled by a vote of the remaining trustees at any properly called and noticed Board meeting where a quorum is present. Any individual filling a vacancy pursuant to this section shall meet the criteria for election to that seat. An individual appointed to fill a vacancy shall serve until the end of the term of the trustee whose vacancy he or she is filling.

(d) No Vacancy on Reduction of Number of Trustees. No reduction of the authorized number of trustees shall have the effect of removing any trustee before that trustee's term of office expires.

Section 6. Board Meetings.

(a) Annual Meeting. The Board shall hold its annual meeting for purposes of organization, election of officers, and transaction of other business.

(b) Special Meetings. The President, the Secretary, or any two trustees may call special meetings of the Board for any purpose at any time.

(c) Notice. Notice of meetings of the Board, specifying the time and place of the meeting, shall be given to each trustee at least seven (7) days before the meeting if sent by first-class mail or express mail service, or forty-eight (48) hours before the meeting if personally delivered or delivered by telephone (including a voice messaging system), or by electronic transmission by CCU (Corporations Code Section 20).

Notice shall be deemed delivered when deposited in the U.S. mail or with an express mail service, postage prepaid, or when received if delivered personally or by telephone, or on its confirmation of delivery if by electronic transmission.

(d) Place of Meetings. Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the CCU.

(e) Quorum for Board Meetings/Act of the Board. A majority of the voting trustees shall constitute a quorum for the transaction of business, except to adjourn.

Except as specifically provided in these bylaws or in the California Nonprofit Religious Corporation Law, every action taken or decision made by a majority of the trustees present at a duly held meeting at which a quorum is present shall be the act of the Board.

A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of trustees, if any action taken or decision made is ratified by at least a majority of the required quorum at the next meeting.

(g) Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all trustees on the Board individually or collectively consent in writing to that action. The written consent or consents shall be filed with the minutes of the proceedings. An action by written consent shall have the same force and effect as a unanimous vote of the trustees.

(h) Voting Power. For all purposes, the voting power of each trustee shall be one vote

Section 7. Compensation and Reimbursement. Trustees shall not receive compensation for their services on the Board. Trustees may receive such reimbursement of expenses as the Board may determine by resolution to be fair and reasonable at the time that the resolution is adopted.

Section 8. Property Rights. No trustee shall have any property rights in any assets of CCU.

## ARTICLE V .

### OFFICERS

Section 1. Officers of the Corporation. The elected officers of the corporation shall be a President, Vice President, Secretary, and Treasurer. All officers must be trustees. The offices of Vice President and Treasurer may be combined and held by one person, in the discretion of the Board. If combined, the officer shall be known as the "Vice President/Treasurer".

Section 2. Election of Officers. The elected officers of the corporation shall be elected by and from the trustees at their annual board meeting.

Section 3. Terms of Office: Term Limits. Officers shall serve at the pleasure of the Board for two-year terms. There is no limit on the number of terms an elected officer may serve, if he or she is a trustee and continues to be elected to an officer position by the Board.

Section 4. Removal of Officers. Any officer may be removed at any time, with or without cause, by a 4/5s vote of the Board at any properly called meeting where a quorum is present.

Section 5. Resignation of Officers. An officer may resign at any time by giving written notice to the President or the Secretary. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.

Section 6. Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause may be filled by a majority vote of the trustees present at any meeting of the Board where a quorum is present. The individual filling a vacant elected officer position shall serve until the end of the term of the officer whose vacancy he or she is filling.

Section 7. Responsibilities of Officers.

(a) President. The President of the Board shall preside at meetings of the Board and shall exercise and perform such other powers and duties as the Board may

assign from time to time. If there is no paid management, the President shall be responsible for the day-to-day operation of the corporation, with the assistance of the other officers.

(b) Vice President. If the President is absent or disabled, the Vice President shall perform all duties of the President. When so acting, the Vice President shall have all powers of and be subject to all restrictions of the President. The Vice President shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

(c) Secretary.

(i) Book of Minutes. The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, and committees of the Board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual or special, and, if special, how authorized, the notice given, and the names of those present at the Board and committee meetings. The Secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and the Bylaws, as amended to date.

(ii) Notices, Seal, and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board and of its committees required by these Bylaws. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board, the President, or the Bylaws may prescribe.

(iii) If the President and Vice President are absent or unable to serve, the Secretary shall perform all the duties of the President. When so acting, the Secretary shall have all powers of and be subject to all restrictions on the President.

(d) Treasurer.

(i) Books of Account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer shall send or cause to be given to the trustees such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any trustee at all reasonable times.



(ii) Deposit and Disbursement of Money and Valuables. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate, shall disperse the corporation's funds as the Board may order, shall render to the President and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the Board, the President, or the Bylaws may prescribe.

## ARTICLE VI.

### ADMINISTRATION, MANAGEMENT AND LEADERSHIP

Section 1. Administration. The administration of CCU shall be vested in the Board.

Section 2. Minister /Principal Speaker

A. Minister /Principal Speaker .

- a. Duties. As the spiritual leader(s) of this ministry, in conjunction with the Board, will be responsible for the scheduling, and content of services, classes, and all other activities that further the purpose of CCU. As administrative director(s), the minister/principal speaker shall serve as ex officio members of ministry teams and all CCU committees.
- b. Compensation. The compensation of the minister/principal speaker employed by this ministry shall be set by the Board of Trustees.

## ARTICLE VII.

### COMMITTEES

Section 1. Committees of the Board. The Board, by resolution, may create one or more committees of the Board, each consisting of two or more trustees to serve at the pleasure of the Board. Appointments to committees of the Board shall be by a majority vote of the trustees then in office. Any such committee shall make recommendations to the Board upon which the Board may or may not act upon.

## ARTICLE VIII.

### LIABILITY, INDEMNIFICATION, AND INSURANCE

Section 1. Liability. No volunteer trustee or officer shall be liable to third parties if the volunteer trustee or officer has met the requirements for good faith performance of his or her duties prescribed by the California Nonprofit Religious Corporation Law and CCU has met the insurance requirements prescribed by Section 9247 the California Nonprofit Religious Corporation Law.

Section 2. Indemnity. CCU's duty, if any, to indemnify and/or defend trustees, officers, agents, and employees shall be governed by the California Nonprofit Religious Corporation Law.

Section 3. Insurance. The Board shall authorize the purchase and maintenance of an insurance policy or policies on behalf of its trustees, officers, and employees against any liabilities, other than for violating provisions against self-dealing, incurred by the trustee, officer, or employee in such capacity or arising out of their status as such. Such policy shall meet the requirements set forth in Section 9247 of the California Nonprofit Religious Corporation Law.

## ARTICLE IX. RECORDS

### AND REPORTS

Section 1. Maintenance of Corporate Records. CCU shall keep:

- (a) Adequate corporate books and records of account;
- (b) Written minutes of the proceeding of its Board and committees of the Board; and
- (c) A record of each trustee's name, address, telephone number, facsimile number, and electronic mail address, if any.

Section 2. Maintenance of Articles and Bylaws. CCU shall keep at its principal office the original or a copy of the Articles of Incorporation and Bylaws, as amended to date.

Section 3. Inspection of Corporate Records. CCU's books, records, and documents to the extent allowed by the California Nonprofit Religious Corporation Law are available upon written request.

## ARTICLE X.

### MISCELLANEOUS

Section 1. Fiscal Year. Unless changed by the Board, the fiscal year of CCU shall begin on the first day of January and end on the last day of December of each year.

Section 2. Conflicts of Interest. Board members and committee members must actively seek to avoid situations and activities that create an actual or potential conflict between the individual's personal interests and the interests of the CCU. If a Board member or committee member believes that a conflict exists relative to a particular issue being

considered by the Board or any committee, he or she shall disclose the conflict to the Board or committee, as appropriate, and abstain from discussion or voting on the issue.

For purposes of this section and these bylaws, a "conflict of interest" means a situation in which a minister/principal speaker, Board or committee member is part of a discussion or decision by the Board or a committee that has the potential to financially benefit the aforementioned or their immediate family. "Immediate family" means, spouse or same-sex/domestic partner, children, parents, siblings, parents-in-law, or siblings-in-law.

Both the fact and the appearance of a conflict of interest should be avoided. Board members or committee members who are unsure as to whether a certain transaction, activity, or relationship constitutes a conflict of interest should discuss it with the President, who will determine whether disclosure to the Board or the assistance of legal counsel is required.

Section 3. Intellectual Property. Except as noted below, all intellectual property prepared or purchased by or on behalf of CCU, including, but not limited to, sermons, newsletters, educational, promotional, and training materials, contracts, service marks, and contributor and contact lists, shall be the exclusive property of CCU and minister/principal speaker, trustees, and employees agree to deal with it as such. Trustees, employees, and any CCU attendees agree that they will not sell, transfer, publish, modify, distribute, or use for their own purposes, the intellectual property belonging to the CCU without the prior approval of the Board memorialized in a writing signed by the President.

Notwithstanding the foregoing, the minister/principal speaker may create intellectual property such as books, articles, blogs, educational papers, etc. that are created on his/her own time and are his/her own property. The CCU and the minister/principal speaker shall agree in writing regarding the ownership of such items prior to publication. CCU's agreement on such matters shall not be unreasonably withheld.

Section 4. Required Filings and Disclosures. The Board shall ensure that the required filings are made at applicable state and federal agencies, including but not necessarily limited to filings required by the Secretary of State, the Internal Revenue Service, and the California Franchise Tax Board.

Section 5. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Nonprofit Religious Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of this provision, the singular includes the plural, the plural includes the singular, the masculine includes the feminine and neuter, and the term "person" includes both an individual and an entity.

## ARTICLE XI.

### AMENDMENTS

Section 1. Amendments. These Bylaws may be amended, or repealed and new bylaws adopted, by a majority vote of the Board at any properly called meeting where a quorum is present, so long as the amendments, or the proposed repeal and new bylaws, are provided to each trustee at least three (3) days prior to the meeting at which such amendments, repeal, or new bylaws will be discussed and voted on.

The following types of bylaw amendments must also be approved by the board members at any meeting called for this purpose:

- a. Any amendment that would change a fixed number of trustees or the maximum or minimum number of trustees on a variable Board, or which changes the Board from a fixed number to a variable Board or vice versa;
- b. Any amendment that extends the term of a trustee beyond that for which the trustee was elected or which increases the term length or maximum number of terms for trustees;
- c. Any amendment which increases the quorum requirement for the Board of Trustees;
- d. Any amendment that creates, repeals, restricts, or expands proxy rights;

## ARTICLE XII.

### DISSOLUTIONS

Section 1. Voluntary Dissolution by Vote. CCU may be dissolved at any time by a 2/3 vote of the Board members at any duly called and noticed Board meeting where a quorum is present. If the Board votes in favor of dissolution, the trustees shall promptly cease operations and proceed to dissolve CCU.

Section 2. Remaining Assets. Upon the dissolution of CCU, its assets remaining after payment, or provision for payment, of all debts and liabilities, shall be distributed to Silent Unity, a nonprofit organization which is organized and operated exclusively for religious purposes and is tax exempt pursuant to Internal Revenue Code Section 501(c)(3).

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## CERTIFICATE OF PRESIDENT

I certify that I am the duly elected President of the CAPITAL CITY UNITY, a California nonprofit religious corporation, that the above Bylaws, consisting of 13 typewritten pages including this page, are the Bylaws of this CCU as initially adopted on May 2, 2016 and that they have been amended or modified since that date.

Executed on ninth day of September, 2019 in Sacramento, California.

*Claudia Chandler s/s*

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Claudia Chandler, President  
Capital City Unity Board of Trustees