



Universal Spirit Center

Bylaws

February 15, 2009

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Article 1 - Introduction

1.1 Preamble

As members of Universal Spirit Center, we believe and strive always to remember that we are spiritual beings having a human experience. Thus, the intent to evolve spiritually, as we live as humans, is at least equal to, if not more important than, what is written here. If times arise that distract or divert us from our ultimate purpose of expressing the Divine, we first recommend that this church's leadership and membership turn to the Universal Spirit for guidance and resolution. The Bylaws we set out here are written in love for God, love for our spiritual community and love for the world. Everything written in these pages is intended to preserve and foster that love as the common bond between us as members. And as long as we sustain and foster that bond of love and spirit we will be stronger than any human experience that might tear us apart.

1.2 Name

The name of this corporation is Midtown Church of Religious Science, Inc. doing business as Universal Spirit Center and hereinafter referred to as 'Center'.

1.3 Affiliation

This Center is fully affiliated with United Centers for Spiritual Living, a nonprofit religious corporation with offices in Golden, Colorado.

1.4 Office Address

The Wisdom Council 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.

Article 2 – General Membership

2.1 Application

Any person at least 15 years of age may become a member of the Center.

2.2 Confirmation

Membership in the Center shall be considered active following acceptance of the application and attendance of new member orientation. Members confirm that they are committing themselves to spiritual growth and support of the Center.

2.3 Good Standing

A member of the Center is considered to be in good standing when he/she:

- Embraces the teachings and practices of Religious Science
- Attends the spiritual and social functions of the Center
- Contributes to the financial support of the Center
- Attends the Annual Meeting and special meetings of the Center and votes therein
- Provides service to the Center

2.4 Termination

Membership may be terminated through death/transition or withdrawal. Membership may also be terminated by action of the Council should it determine that the member is no longer in good standing. The member will be provided with reasonable advanced written notice of the time and place of the meeting to consider the membership termination. It will be sent by mail to the last known address of the member. The notice shall include the reason for termination and advise the member of his/her right to appear at the meeting of the Council and be heard. The Council may review and consider special circumstances and make an exception where it is in the best interest of the Center and the member.

2.5 Record

The Scribe shall cause to be kept and maintained, a true, complete and fully up-to-date permanent record containing at least the names and addresses of all members of this Center. Such record shall establish membership of record for all purposes and shall be available for inspection by any member of this Center. It is the responsibility of each member to notify the Center of changes to their contact information.

Article 3 – Wisdom Council

3.1 Introduction

The Wisdom Council as the governing body is the focal point for the shared leadership of the Center. The role, functions and powers of the Council shall be those detailed in the Global Heart Leadership Model (GHELM) except as specified herein. Any initial transition items are covered in Appendix A.

3.2 Membership

The Wisdom Council is comprised of a minimum of 6 and a maximum of 12 members. The Council may elect, by consensus, to increase or decrease the number of its members if, in its discretion, it believes that such increase or decrease is helpful or needed for the effective operation of the Center. However, any increase or decrease in the number of members shall be temporary until the next Annual Meeting, or if called, a special meeting of the Center membership, whichever comes first. The Center membership shall vote on any increase or decrease of the Council membership at that time.

The currently delineated positions are: the Wisdom Council Leader, the Senior Minister, one Practitioner Representative, one Stewardship Representative, one Administration Representative, one Lay Leadership Representative, two Membership Representatives, one Vision Representative, and one Youth and Family Representative.

Except for staff, or as provided in these Bylaws, all Council members serve voluntarily without compensation but may receive reimbursement for expenses as may be fixed or determined by the Council.

3.3 Elections and Terms

3.3.1 Wisdom Council Leader

The Wisdom Council Leader is selected by consensus of the Wisdom Council members. The Wisdom Council Leader is elected to a two-year term and may be extended for multiple terms. Any Center member, except the Senior Minister or paid staff member, may be elected as the Wisdom Council Leader. The Wisdom Council Leader shall be the President of the incorporated Center for any and all legal proceedings, and in compliance with federal, state and local laws, statutes or requirements. The Wisdom Council Leader shall preside at the Annual Meeting or any special meeting.

3.3.2 Senior Minister

The Senior Minister, as the ecclesiastical head of the Center, is a permanent member of the Wisdom Council.

3.3.3 Practitioner Representative

The Practitioner Representative is elected by the Practitioner Core in a method determined by the active Practitioners. This Representative serves a two-year term with a limit of two consecutive terms.

3.3.4 Vision Representative

The Vision Representative is elected by the Vision Core in a method determined by the active Vision Core members. This Representative serves a two-year term with a limit of two consecutive terms.

3.3.5 Administration Representative

The top-ranking administrator of Universal Spirit Center fills a permanent appointed position on the Wisdom Council as the Administration Representative.

3.3.6 Stewardship Representative

The Stewardship Representative is elected by the Stewardship Core in a method determined by the active Stewardship Core members. This Representative serves a two-year term with a limit of two consecutive terms.

3.3.7 Lay Leadership Representative

The Lay Leadership Representative is elected by the Lay Leadership Core in a method determined by the active Lay Leadership Core members. This Representative serves a two-year term with a limit of two consecutive terms.

3.3.8 Membership Representatives

There shall be two Membership Representatives elected by a majority of ballot votes cast by the membership present at the Annual Meeting or any special meeting. These Representatives serve a two-year term with a limit of two consecutive terms.

3.3.9 Youth and Family Representative

The Youth and Family Representative is elected by the Youth and Family Core in a method determined by the active Youth and Family Core members. This Representative serves a two-year term with a limit of two consecutive terms.

3.3.10 Transition

The initial appointments of the Wisdom Council positions are detailed in Appendix A.1.

3.4 Duties and Responsibilities

3.4.1 General

Subject to limitations of the Articles of Incorporation or these Bylaws, and all applicable laws as to action to be authorized or approved by the membership, all corporate powers and the business and affairs of the Center shall be exercised by, or under the authority of, and shall be the responsibility of the Wisdom Council.

3.4.2 Property

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

3.4.3 Ministerial

The Wisdom Council is responsible for the Letters of Call for the Senior Minister, Associate, Assistant and Staff Ministers, and their annual renewal.

3.5 Meetings

All meetings are open except at such times that confidential information may be discussed. Any meeting or portion of a meeting may be closed at the discretion of the Council Leader or Senior Minister.

3.6 Quorum

A quorum is half of the Council members plus one, but not less than four. The Wisdom Council must have a quorum for the transaction of business, except to adjourn.

3.7 Ad Hoc Groups

The Wisdom Council may appoint any ad hoc group as it may deem necessary and may confer upon them such authority, powers and duties as it may deem appropriate provided that the final responsibility and duty for the management of the affairs, assets, properties and employees of the Center may not be delegated and shall rest upon the Wisdom Council.

3.8 Removal

If a Wisdom Council member is not fulfilling his or her duties, or is not respectfully representing his or her constituents and the GHLM Conflict Resolution process has failed to remedy the situation, a Wisdom Council member may be removed from his or her position if all other members of the Council are in consensus with the decision.

3.9 Resignation and Vacancies

In the event of a member's resignation or a permanent vacancy, the Wisdom Council will ask the constituent Core or Team to produce a qualified replacement through the normal election proceedings. The exception to this is the General Membership Representatives, who may be appointed by the Wisdom Council to fulfill the term and duties until the next Annual Meeting. This term is not counted as part of their own appointment, but as completing that of their predecessor.

3.10 Consensus Based Decision Making

Decisions of the Wisdom Council are made by the 'Consensus Model' as contained in the GHLM, except as otherwise stated herein.

Article 4 – Officers

4.1 Officer Positions

4.1.1 Corporate Officers

The corporate officers of Universal Spirit Center shall be the Wisdom Council Leader as President, the Senior Minister as the Vice-President, the Scribe as Secretary, and a Treasurer. These officers may be signatories for all contracts and legal documents. Except for the Senior Minister, or as provided in these Bylaws, no officer may receive compensation from the Center. Officers may receive reimbursement for expenses as may be fixed or determined by the Council.

4.1.2 Restrictions

The same person may not hold more than one office.

4.1.3 Resignation

Any officer may resign at any time by giving written notice to the Council. Any resignation shall take effect at the time of receipt of the notice or at any later time specified in that notice. Unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

4.2 Wisdom Council Leader

The Wisdom Council Leader is the person who guides the meetings of the Council and shall be the Presiding Officer for the Annual Meeting. The Council Leader does not represent any specific Core or constituency. The Council Leader shall exercise and perform such other powers and duties as may from time to time be assigned by the Council or prescribed by these Bylaws.

4.3 Senior Minister

The **Senior Minister** shall guide all meetings of the Council in the absence of the Council Leader and shall perform such other duties and tasks as may be delegated to the Vice President or required by the Council.

4.4 Scribe

The Scribe shall be elected by the Council. The Scribe shall give, or cause to be given, notice of all meetings of the Council, the Annual Meeting and special meetings, and shall keep or cause to be kept the minutes of the above mentioned meetings, and perform such other duties as may be prescribed by the Council or these Bylaws.

4.5 Treasurer

The Treasurer shall be the Chief Financial Officer of the Center and shall answer directly to the Wisdom Council Leader. The Treasurer is appointed by a majority vote of the Stewardship Core with the advice and consent of the Wisdom Council. The Treasurer shall be appointed for a two-year term. The qualifications, roles and responsibilities are outlined in the Global Heart Leadership Model.

Article 5 – Senior Minister**5.1 Community Spiritual Leader**

The Senior Minister for the community is the Community Spiritual Leader who acts as the head of all ecclesiastical matters. The Senior Minister shall be a licensed minister of the United Centers for Spiritual Living and is responsible for all daily operations of the Center and accountable to the Wisdom Council.

5.2 Letter of Call

Except as otherwise expressly provided for, the terms under which the Senior Minister shall be retained shall be as set forth in an annual written contract agreed to between the Council and the Senior Minister.

5.3 Term of Office

The Senior Minister shall serve the Center and its community until retirement, resignation or by termination.

5.4 Termination

If the employment of the Senior Minister is terminated, it shall be done without liability by action of the members of the Center as provided in this Article regardless of any provision of the Letter of Call or any other agreement or understanding. Any termination of the services of any Senior Minister shall be in accordance with the policy 'Vacancy of the Senior Minister' and in cooperation with the Office of Ecclesiastical Affairs of the United Centers for Spiritual Living.

The resolution to terminate the services of the Senior Minister must be passed by at least two-thirds (2/3) of the members who cast a vote by ballot at the Annual Meeting or a special meeting called for that purpose. The Wisdom Council may deem it appropriate to accept absentee ballots from members who make a request to vote absentee, though this is not required.

5.5 Vacancy

The process by which a Senior Minister is hired shall be done according to the policy 'Vacancy of the Senior Minister.' The resolution to hire a Senior Minister candidate must be passed by at least two-thirds (2/3) of the members who cast a vote by ballot at the Annual Meeting or a special meeting called for this purpose. The Wisdom Council may deem it appropriate to accept absentee ballots from members who make a request to vote absentee, though this is not required.

Article 6 – Stewardship Core

6.1 Role

The role of the Stewardship Core (Core) is to oversee the financial well-being of the Center, fiscal cultivation, oversight and development of budgets, as well as financial reports and tracking. It may appoint teams and prescribe such powers and duties for them as are consistent with the law, the Center's Articles of Incorporation and these Bylaws. Other roles, functions and powers of the Core shall be those detailed in the Global Heart Leadership Model.

6.2 Membership

The Stewardship Core shall consist of a minimum of three people elected by ballot of the general membership at the Annual Meeting, in addition to the Senior Minister and the Treasurer. Core members shall meet the same qualifications for Wisdom Council membership and shall serve a two-year term. In the event of a vacancy, the Core and Council together may appoint a replacement to complete the term until the next Annual Meeting.

Article 7 – Annual and Special Meetings

7.1 Place

All meetings of members shall be at the Center or at any other location within San Diego County as designated by the Council.

7.2 Annual Meetings

The Annual Meeting date shall be established by the Council. Notice of the Annual Meeting shall be given by public announcement at the public meetings of the Center on not less than two consecutive Sundays preceding the date of such meeting, and by written notice sent at least twenty-one days prior to such meeting to the membership of the Center. Such notice may be delivered by postal mail, electronic mail or other means deemed appropriate by the Council.

7.3 Special Meetings

Special meetings of the members may be called at any time by the Senior Minister, by the Council, or by ten percent or more of the members of this Center. Notice of special meetings shall be given in the same manner as for the 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.

7.4 Quorum

Those members of record present at the Annual Meeting or a special meeting shall constitute a quorum for the transaction of business at such meeting.

7.5 Adjourned Meeting

The Annual Meeting or a special meeting may be adjourned from time to time by the vote of a majority of the members present. 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. When the meeting is adjourned for thirty days or more, notice of the continuation of the adjourned meeting shall be given as in the case of the original meeting.

Article 8 – Organizational Finances

8.1 Financial Support

The financial support of the Center shall be by voluntary offerings, pledges or gifts, and from such other sources and activities as may be proper and in keeping with the purposes of the Center.

8.2 Budget Authority

The Stewardship Core shall present the annual budget to the Wisdom Council for joint approval. Amendments to the budget shall also be approved by joint consensus.

8.3 Checks, Drafts, or Orders for Payment

All expenditures of Center funds shall be evidenced by documentation approved by the person or persons authorized by the Wisdom Council to approve such expenditures. All checks, drafts or other orders for payment of money shall be signed by an authorized signatory, as designated by the Council or these Bylaws. Checks, drafts or other orders for payment of money at or exceeding \$500.00 shall be co-signed by two authorized signatories, as designated by the Council or these Bylaws. Notes or other evidences of indebtedness issued in the name of, or payable to, the Center shall be signed or endorsed by such person or persons and in such manner as determined by the Wisdom Council.

8.4 Execution of Contracts

The Wisdom Council, 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 the Center. Such authority may be general or limited to specific instances and, unless so authorized by the Council, 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 amount.

8.5 Annual Financial Statements

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

Article 9 – Miscellaneous

9.1 Corporate Seal

This Center may have a corporate seal, containing the exact legal name of this Center and the date and state of incorporation. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

9.2 Corporate Records and Inspection

The membership record, the books of account, the minutes of the proceedings of the Annual Meeting and special meetings of members, and minutes of the Wisdom Council and Stewardship Core shall be open to inspection by any qualified representative of United Centers for Spiritual Living, or at any mutually agreeable time by any Center member when requested in writing to the corporation, including a purpose reasonably related to the interest of such Center member.

9.3 Conflict of Interest

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Wisdom Council Representative of the corporation and which might result in a possible 'excess benefit transaction.' This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to nonprofit religious organizations.

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

A staff member serving as a member of the Wisdom Council by virtue of their staff position is only compensated as an employee of the Center and is precluded from voting on matters pertaining to that member's compensation.

The Center recognizes that in specific instances or in 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 Council complies with all provisions of State law relating to transactions between a corporation and a Trustee and
- B. The Council 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 Council finds and records in its minutes that the proposed transaction is upon terms and conditions that the Wisdom Council believes to be either not available, or more favorable to the Center than would be available in a similar transaction between the Center and any other party.

9.4 Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the Center and a natural person. Robert's Rules of Order Newly Revised shall, when applicable, control in any situation not covered by these Bylaws.

9.5 Disaffiliation and Dissolution

In the event that disaffiliation with United Centers for Spiritual Living is contemplated, resulting actions shall be in accordance with provisions of any affiliation agreement this Center has with United Centers for Spiritual Living. In the event of a dissolution and the winding up of affairs of this Center, any remaining net assets shall be devoted to such Science of Mind purposes as decided by the Wisdom Council consistent with the Articles of Incorporation.

9.6 Proxies

No proxies are allowed.

9.7 Indemnification

The Council may, to the extent allowed by law, authorize the Center to indemnify its Council members, officers, employees and other agents against damages and liabilities, including court costs and attorney's fees, incurred in the course and within the scope of their employment, or in the performance of duties on behalf of Universal Spirit Center, or arising out of their status as such Council members, officers, employees and other agents, and may authorize the purchase of insurance on behalf of such persons for the foregoing purposes.

Article10 – Policy and Procedures

10.1 Bylaws

These Bylaws form the basic policies for structure and function of this Center. All other policies and procedures are the responsibility of the Wisdom Council. The Council adopted policies and procedures shall be maintained in the Global Heart Leadership Model which is kept in the Center office and available for reference by Center members.

10.2 Amendments

A majority vote of Center members of record at the Annual Meeting or a special meeting called for that purpose is necessary to amend, repeal, or add to these Bylaws.

10.3 Notice

Notice of a proposed Bylaw change of any kind must be circulated to all Center members at least 30 days prior to the Annual Meeting or special meeting at which the Bylaw change shall be considered.

Appendix A.1

The Universal Spirit Center, hereinafter referred to as 'Center,' Board of Trustees recognizes the need for a transition of the Center's officers and the leaders and members of the Wisdom Council and other Cores and groups prescribed by the Global Heart Leadership Model, elected and appointed, upon adoption of the Center's Bylaws at its Annual Meeting on February 15, 2009.

On January 13, 2009, the Center's Board of Trustees voted to provide for this transition in the following manner:

1. All current members of the Wisdom Council, Cores, and other leadership groups prescribed by the Global Heart Leadership Model and incorporated into the Center's Bylaws are deemed duly elected and/or appointed on the date of the adoption of the Center's Bylaws with the exceptions prescribed herein.
2. The following Wisdom Council, Core and other members of various groups detailed in the Global Heart Leadership Model, upon adoption of the Center's Bylaws, shall have their term of service amended as follows:
 - a. The Lay Leadership Representative, currently Joan Bruner, shall serve a one-year term and may be elected to one additional two-year term.
 - b. The Youth and Family Representative, currently vacant, shall be elected according to the provisions of the Bylaws and the Global Heart Leadership Model, to an initial one-year term and thereafter may be elected to one additional two-year term.
 - c. The Membership Representative designated as the under 55 year-old representative in the Global Heart Leadership Model, currently Kevin Waldrop, shall serve a one-year term and may be elected to one additional two-year term.
 - d. The Vision Representative, currently Kathleen Petryshyn, shall serve a one-year term and may be elected to one additional two-year term.

In the event that any person or persons named herein not serve the remainder of their prescribed one-year term by any reason, an election or appointment of that position shall be done in accordance with the Center's Bylaws and the Global Heart Leadership Model in effect at that time. The term(s) of office for such person(s) elected or appointed shall be the term as designated by the Center's Bylaws in effect at that time.

All other persons currently elected, appointed and/or serving in positions on the Wisdom Council, Core and other groups governed by the Center's Bylaws and The Global Heart Leadership Model, shall serve in those positions in the same manner and for the term(s) prescribed as if their election and/or appointment were duly made on February 15, 2009 with the following exceptions:

1. The President of the Center's Board of Trustees, currently Thomas McSorley, shall become the Wisdom Council Leader as approved by the Wisdom Council on May 18, 2008, in accordance with the provisions of the Bylaws and the Global Heart Leadership Model.
2. The Treasurer of the Center, currently Joyce Baker, shall serve as Interim Treasurer until a new Treasurer is appointed according to the provisions set forth in the Center's Bylaws and the Global Heart Leadership Model.

3. The Scribe of the Wisdom Council, currently Kevin Waldrop, shall serve as the Center's Secretary according to the provisions set forth in the Center's Bylaws and the Global Heart Leadership Model.

This resolution, as adopted by the Center's Board of Trustees, shall be incorporated into the Center's Bylaws as Appendix A.1 and shall be deemed as approved by the members of Universal Spirit Center upon adoption of the Center's Bylaws. In the event that the provisions set forth herein and approved by the Center's Board of Trustees are in conflict with the Center's Bylaws and/or the Global Heart Leadership Model, this shall be the governing document. The provisions set forth herein are intended as transition items and shall expire no later than February 28, 2010.

Appendix A.2

At the upcoming Annual Meeting of the members of Universal Spirit Center on February 15, 2009, the members are expected to approve and adopt new Bylaws for Universal Spirit Center, hereinafter referred to as 'Center.' The Board of Trustees of the Center recognizes the need for a transition statement governing any and all board approved policies and procedures of the Center and any agreements and/or legal obligations currently in effect.

Thus, the Center's Board of Trustees, has voted that all current board approved policies and procedures, not amended or nullified by the Center's Bylaws as approved by the Center's membership, shall remain in full force and effect until such time as they are modified by the Wisdom Council, Stewardship Core or any other Core or group according to the provisions of the Center's Bylaws in effect at that time.

Further, all current and previous contracts, agreements and/or legal obligations, entered into by an officer(s) or duly elected/appointed representative(s) or agent(s) of Universal Spirit Center shall remain in full force and effect as specified in the terms of said agreement(s). This includes, but is not limited to, the Center's lease agreement with the John D. Spreckels Masonic Center Association, Inc., any affiliation agreement and/or community membership covenant with United Church of Religious Science/United Centers for Spiritual Living, Wells Fargo Bank, Letters of Call for the Center's Senior Minister and other ministers currently employed by the Center, and any and all policies of insurance and indemnification.

This resolution, as adopted by the Center's Board of Trustees, shall be incorporated into the Center's Bylaws as Appendix A.2 and shall be deemed as approved by the members of Universal Spirit Center upon adoption of the Center's Bylaws.

In the event that the provisions set forth herein, and approved by the Center's Board of Trustees, are in conflict with the Center's Bylaws and/or the Global Heart Leadership Model, as adopted by the Center's membership on February 15, 2009, this shall be the governing document. The provisions set forth herein are intended as transition items and shall expire in accordance with the terms and provisions set forth in any contract, agreement, board approved policy and/or legal obligation covered by this resolution.

Appendix A.3

At the Annual Meeting of the members of Universal Spirit Center on February 15, 2009, the members are expected to approve and adopt new Bylaws for Universal Spirit Center, hereinafter referred to as 'Center.' The Board of Trustees of the Center, in concert with the Wisdom Council, recognizes the need for a transition statement governing 'Article XIII – Amendments' of the Center's Bylaws in effect on the date of this resolution. It states, "Recommended new Bylaws or Amendments to existing Bylaws must be submitted to the United Church of Religious Science Board of Trustees for ratification, and must be so ratified before becoming effective."

However, the Center has been notified by United Church of Religious Science, doing business as United Centers for Spiritual Living, at the time of adoption of this resolution that it no longer approves or ratifies the Bylaws of its covenanted community members, including the Center. It is the opinion of the Center's Board of Trustees and the Wisdom Council, that this effectively nullifies the above stated provision of the Center's Bylaws.

However, in keeping with the spirit of the Center's Bylaws currently in effect, the Center's Senior Minister and President of the Center's Board of Trustees shall submit to United Centers for Spiritual Living a copy of the Center's Bylaws, prior to its adoption by the Center's membership on February 15, 2009. In the unlikely event that the Community Spiritual Leader of United Centers for Spiritual Living expresses concern or offers advice over any Article of the proposed Bylaws, such concern or advice shall be communicated in writing to the Center's Board of Trustees and the Wisdom Council to take under advisement. Any such concern or advice, along with the decision(s) of the Center's Board of Trustees and Wisdom Council, shall be communicated to the Center's membership at its Annual Meeting.

In the event that the Center's Board of Trustees, in consensus with the Wisdom Council, deem it appropriate to modify the Center's proposed Bylaws resulting from concerns or advice offered by the Community Spiritual Leader of United Centers for Spiritual Living, such modifications may be made up to and including the time of the Center's Annual Meeting on February 15, 2009. In the event that modifications are made under this transition statement and communicated to the Center's membership prior to the vote of the Center's membership, it shall be deemed as appropriately communicated to the Center's membership in accordance with any provision in the Center's Bylaws.

This resolution, as adopted by the Center's Board of Trustees, shall be incorporated into the Center's Bylaws as Appendix A.3 and shall be deemed as approved by the members of Universal Spirit Center upon adoption of the Center's Bylaws.

In the event that the provisions set forth herein and approved by the Center's Board of Trustees are in conflict with the Center's Bylaws and/or the Global Heart Leadership Model, currently in effect and/or as adopted by the Center's membership on February 15, 2009, this shall be the governing document.