

BYLAWS AS AMMENDED October 21, 2007

ARTICLE I

IDENTIFICATION

SECTION 1.01 - STATEMENT OF PURPOSE

The purpose of UNITY OF LEHIGH VALLEY, hereinafter referred to as ULV, a Commonwealth of Pennsylvania corporation, is to teach the Truth of Jesus Christ as interpreted by Unity School of Christianity, Unity Village, Missouri, and as approved by the Association of Unity Churches, hereinafter referred to as The Association. The Association is a non-profit corporation organized and existing under the laws of the State of Georgia, with headquarters at Unity Village, Missouri. In the accomplishment of this purpose, ULV shall endeavor to conduct services of worship, and classes of instruction, and to adopt other means that in the judgment of the Minister will further the principles of practical Christianity.

SECTION 1.02 - ULV MEMBERSHIP AND RESPONSIBILITIES

ULV is a member of The Association. The operation and conduct of this ministry shall be governed by ULV's Bylaws, and shall comply with the regulations and policies of The Association as outlined in the Association Bylaws, insofar as such regulations and policies of the Association do not conflict with the laws of the Commonwealth of Pennsylvania, and insofar as such regulations and policies of the Association do not conflict with ULV's Bylaws.

- a. Leadership - This ministry will have as its leader an ordained or currently licensed member Unity minister(s) approved for ministry employment or a person serving under special dispensation approved by the Association.

For the purpose of these Bylaws, the term "minister" will include a person serving under special dispensation of the Association.

- b. Teaching - The principles of practical Christianity shall be taught through this Ministry using methods, textbooks, literature, and other materials approved by The Association.
- c. Mailings - Copies of all printed matter mailed by this ministry to its membership shall be sent to the offices of The Association.
- d. Reports - As Executive Trustee of this Ministry, the Minister shall make annual reports to The Association on forms supplied by The Association.

SECTION 1.03 - PRINCIPAL OFFICE

The principal executive office of the Corporation shall be fixed by the Board of Trustees. Said office shall be at 26 North Third Street, Emmaus, Pennsylvania, or at such a place within the Commonwealth of Pennsylvania, as the Board of Trustees hereafter shall designate. The Corporation may also have offices at such other place or places as the Board of Trustees may from time to time designate.

ARTICLE II

MEMBERSHIP

SECTION 2.01 - QUALIFICATIONS

A member of ULV shall endeavor to live in accord with the Jesus Christ principles of Love and Truth as taught by Unity. A member shall further the work of this Ministry through active interest, love, and support.

SECTION 2.02 - ELECTION OF MEMBERS

Anyone desiring Membership in ULV shall file an Application for Membership Card with the Ministry office as evidence of willingness to learn the Jesus Christ principles of Love and Truth as taught by Unity. The new member applicants will be required to participate in an orientation program conducted by the Ministry. Upon completion of the orientation program the application shall be presented to the Board of Trustees at its next regular meeting. Upon a majority affirmative vote of the Trustees present and voting, the Applicant shall become a Member and shall be notified accordingly by the Board Secretary. Members in good standing of other Unity Churches may "transfer" their memberships to Unity of Lehigh Valley, at the discretion of the Board and the Minister.

SECTION 2.03 - TERMS OF MEMBERSHIP

- a. New Members. After acceptance as a new member, as outlined in Section 2.02, each member shall have voting rights at all membership meetings, up through and including the next regularly scheduled annual membership meeting after joining the church.
- b. Existing Members. A member will retain status as an active member through his/her participation in prayer, service, classes, and/or giving during a fiscal year. In addition, each member must indicate his/her desire to remain a member by completing and returning to the church, either in person or by mail, a yearly membership renewal card or such other document as approved by the Board of Trustees. If no current membership renewal card or approved document is on file prior to the annual membership meeting, that person becomes inactive and cannot serve on the Board of Trustees or vote at any membership meeting. (See policy and procedure manual for further guidelines)

- c. Reinstatement of Inactive Membership. After becoming inactive:
 - (1) Within the first two years, one may regain membership if they have accrued prior to six (6) weeks before a membership meeting, the attending of four (4) Sunday services. One must then fill out a yearly membership renewal card or document approved by the Board of Trustees.
 - (2) After two years, one must reapply for active membership in accordance with Section 2.02 [Election of Members].
- d. Removal of Membership.
 - (1) For Inactive Members. After two years of inactivity, a person is removed from membership upon approval of the board.
 - (2) For cause. Removal from membership of a person whose qualifications are in question requires at least a two-third (2/3) affirmative vote of the Board of Trustees. Prior to action concerning removal, the person must be notified by certified mail and be given an opportunity for a hearing before the board.

SECTION 2.04 - POWERS OF MEMBERS

Members of ULV shall have the power to do the following:

- a. Vote at any Membership meeting, at which the Member is present, called in accordance with Section 2.05, subject, also, to the conditions of annual voting renewal under Section 2.03, above.
- b. Elect Members to the Board of Trustees as specified in Section 3.07.
- c. Ratify the Bylaws of this Ministry or any Amendments thereto as specified in Section 7.01.
- d. Vote on any financial expenditure or contractual agreement involved in the operation of this Ministry, excluding personnel and items approved in the annual budget, which exceeds 10% (ten percent) of the annual budget. An affirmative vote of two-thirds (2/3) of members present and voting is required to approve such expenditure or contractual agreement Refer to Section 3.06 (c), (7).
- e. Elect a Member, and alternate, to serve on the Nominating Committee as specified in Section 3.07 (a), (1).
- f. Call a Special Membership meeting when the affairs of this ministry warrant such action. Refer to Section 2.05 (b).

- g. Override any action of the Board of Trustees at a meeting called as per Section 2.05(b),(3) by an affirmative vote of two-thirds (2/3) of those present and voting.
- h. Vote for removal of any Trustee from office in accordance with Section 3.08 (a), (4).
- i. Vote on any matters officially brought to the attention of the Membership as per these Bylaws.
- j. Offer suggestions to the Minister or Board of Trustees as may seem advisable for the good of this Ministry.
- k. Any member shall have the right to address the Board of Trustees after a written request is submitted to the board at least ten (10) days prior to the next meeting. A maximum of three (3) members shall be heard at any one meeting.
- l. Any ten (10) members may request liaison assistance by notifying the Executive Director of the Association of Unity Churches in writing, with copies to the Board of Director and Minister.

SECTION 2.05 - MEETINGS AND QUORUM

- a. Annual Membership Meeting - The Annual Membership meeting of ULV shall be held at its principle office on either the third, fourth or fifth Sunday of October at the time of day designated by the Minister and Board of Trustees.
- b. Special Membership Meetings - Any time the affairs of this Ministry warrant, a Special Membership meeting may be called by:
 - (1) The Minister.
 - (2) A majority of the Board of Trustees.
 - (3) Submission of a petition having been signed by ten percent (10%) of the Membership. A written request must be submitted to the Board who shall, within a reasonable length of time, call the meeting on behalf of the requesting party. The purpose(s) for the Special meeting shall be stated both in the written request and the written notice to the Membership. Business conducted at the Special meeting shall be limited to the pre-stated purpose(s).
- c. Written Notice - Written notice stating the date, time, and place of any membership meeting, shall be mailed to all members on the membership roll at least ten (10) days before any Membership meeting.
- d. Quorum - Twenty-five percent (25%) of the Voting Membership shall constitute a quorum at any Membership meeting.

- e. Participation - Participation in the business affairs of any Membership meeting shall be restricted to Members in attendance.
- f. Voting - Unless otherwise provided herein, the vote of a majority of current Voting Members present and any absentee current Voting Members who have provided to the Secretary a signed, dated written ballot on the issue or issues to be voted upon, in a form provided by or approved by the Secretary of ULV, shall be necessary for approval or disapproval of that action being voted upon. Refer to Section 2.04 (d) and (g) and Section 7.01.
- g. Prayer - In any Membership Meeting, the Chair, the Minister, an Association of Unity Churches Liaison Representative or any member may request that action on an item of business be suspended while the membership enters into a time of prayer on the issue. Upon such request the Chair shall provide a period of prayer and silence.

ARTICLE III

GOVERNMENT

SECTION 3.01 - ADMINISTRATION

The Government of ULV shall be vested in the Minister, who is the Executive Director, and the Board of Trustees elected from the Membership in accordance with Section 3.07.

Section 3.02 - MINISTER SELECTION

A minister shall be selected from The Association approved candidates. A selection committee will be appointed by the Board to consist of 2 Board members, and 2 members of the congregation, with up to 4 additional selection committee members elected by the congregation, not to exceed 8 total members of the committee. The selection committee will review the qualifications and make recommendations to the Board of Trustees. The membership shall have adequate personal contact with the candidate(s), and provide input to the Board of Trustees on forms provided. Final selection shall be made by a two-thirds (2/3) affirmative vote of the Board of Trustees with ratification by two thirds (2/3) of the membership present at a special membership meeting.

Prior to employment the candidate and the Board of Trustees will sign a contract that states the terms and conditions of employment and compensation, including by specific reference therein, Sections 3.02, 3.03 and 3.04 of these Bylaws.

Section 3.03 - MINISTER

- a. Duties - The Minister is the Spiritual Leader of the Ministry; assigned responsibility for pastoral and teaching services that best meet the needs of the Ministry in carrying out its purpose.
 - (1) Furthermore, the Minister shall be the Executive Director charged with responsibility for management and operations of the Ministry in cooperation with the Board of Trustees.
 - (2) Shall be a voting member of the Board of Trustees on all matters except conditions of their own employment, or that of a successor and shall be a member of all committees, with the exception of the Minister Selection Committee. Refer to Section 4.01.
 - (3) Responsible for communicating with the Executive Director of The Association for aid in resolution of all dispute adversely affecting the ministry, which cannot otherwise be reasonably resolved.
- b. Compensation - The compensation of the Minister shall be fixed by agreement between the Minister and other terms and conditions of employment, and the Board of Trustees. The terms must be stated in a contract and must be reviewed annually.
- c. Vacancy - Should a vacancy occur in the office of the Minister, the Board of Trustees shall communicate with The Association. Refer to Section 3.02

Section 3.04 - MINISTER RESIGNATION

The Minister may be asked to resign or may be dismissed for just cause. However, in either case, the following processes will be followed in this order:

- a. First: The Board of Trustees and the Minister request and utilize the services of an Association Liaison Representative to resolve the problem at the church's expense.
- b. Second: An affirmative vote of two-thirds (2/3) of the Board of Trustees is required.

Ratified by,

- c. Third: An affirmative vote of two-thirds (2/3) of members present and voting at a special membership meeting called for the purpose in accordance with Section 2.05 (b). The Association Liaison Representative will be present.

Section 3.05 - BOARD OF TRUSTEES - STRUCTURE

- a. Structure - The Board of Trustees shall consist of the Minister and eight (8) Trustees elected from the membership of ULV. Each elected Trustee shall hold office for a period of three (3) years, except that in the year 2000, one of the four Trustees who may be elected at the annual meeting in the year 2,000, shall be elected for initial term of two (2) years. Determining the Trustee who will serve the initial two-year term will be by drawing straws among all of the newly-elected Members of the Board, at the year 2,000 annual meeting. The terms of two (2) or three (3) elected Trustees, as set forth above, shall expire annually, and their offices shall be filled at the Annual Membership meeting in accordance with Section 3.06 and 3.07. No elected Trustee shall serve more than two (2) consecutive terms without an interval of one (1) year between terms.

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

Section 3.06 - BOARD OF TRUSTEES - QUALIFICATIONS

- a. Eligible - Except as noted below, any person who is an active member of the church who:
 - (1) Possesses a sincere desire to serve on the Board.
 - (2) Is a regular attendee of church services and functions for at least one year prior to running for the Board of Trustees.
 - (3) Has taken, or will take the Unity School credit course "Lessons in Truth" or its equivalent.
 - (4) Has demonstrated leadership qualities.
 - (5) Endeavors to live in accord with the Jesus Christ principles of Love and Truth as embraced by Unity
 - (6) Further the work of this ministry through active interest, love, and financial tithe/support.
 - (7) Is 18 years of age or older.

- b. Ineligible

- (1) Any employee of the Church or their spouse, life partner, parents, children or member of the employee's household.
- (2) The Minister's spouse, life partner, parents, children or member of the Minister's household.
- (3) A Board member's spouse, life partner, parents, children or member of the Board member's household.
- (4) Members of the Nominating Committee.
- (5) Any active licensed Unity Teacher currently serving within our ministry.
- (6) Anyone who is under 18 years of age.

c. Duties

As a representative of the Membership, the Board of Trustees shall:

- (1) Uphold the spiritual purpose of this Ministry as stated in Section 1.01.
- (2) Uphold the highest interest of the Membership in conducting the business of this Ministry.
- (3) Be conversant with these Bylaws.
- (4) Be faithful in attendance at services, Board and Membership meetings of this Ministry.
- (5) Make determinations of the business needs of this Ministry and authorize payments of moneys for those purposes, subject also to the provisions of Section 3.06 (c) (7), governing financial expenditures and contractual agreements.
- (6) Administer the property of this Ministry, both real and personal.
- (7) Make determinations on any financial expenditures and contractual agreements involved in the operation of this Ministry. Any decisions in favor of such expenditures and contractual agreements exceeding 10% (ten percent) of the annual budget and not approved in the annual budget, with the exception of personnel, shall be ratified by the Membership at a properly constituted Membership meeting to be voted in accordance with Section 2.04 (d).
- (8) As recommended by the Minister, authorize employment of all staff personnel of this Ministry and set and approve their salaries and benefits.
- (9) Set dates for the fiscal year.

- (10) Have a qualified accountant review the financial records of this Ministry at the end of each fiscal year and provide an opinion as to whether this is a reasonable presentation of the financial activities of ULV.
- (11) Secure a fidelity bond for the Treasurer, the amount to be set by the Board.
- (12) Act to fill the unexpired term of any Trustee in accordance with Section 3.08 (b).
- (13) Elect officers of the Board, and their successors to fill any unexpired term when necessary. See Section 3.10.
- (14) Approve applicants for Membership in accordance with Section 2.02.
- (15) Ratify committees and their chairpersons as appointed by the Board President or the Minister. See Section 4.01.
- (16) By a majority vote, communicate with the Executive Director of the Association for aid in resolution of all disputes adversely affecting the ministry, which cannot be otherwise reasonably resolved.
- (17) Maintain confidentiality of Board deliberations when the board decides to do so.
- (18) Approve and supervise the administration of the annual budget.
- (19) The Board shall present an approved budget for the upcoming fiscal year prior to the Annual Meeting.

SECTION 3.07 - BOARD OF TRUSTEES - ELECTION

- a. NOMINATING COMMITTEE - A Nominating Committee shall be formed at least three (3) months prior to the Annual Membership Meeting and shall initiate a search for at least two (2) qualified candidates for the Board of Trustees. The Committee shall consist of the Minister and three (3) Members selected in the following manner:
 - (1) At the Annual Membership meeting, the Membership shall elect one (1) of its members, and an alternate, to serve on the Nominating Committee for the next year's election.
 - (2) The Board shall elect one (1) of its Trustees to serve.
 - (3) Together with the Minister, the above two (2) Committee members shall select a third committee member from the Membership who shall become Chairman of the Nominating Committee.

- (4) The Nominating Committee shall accept names of possible candidates from the Membership thirty (30) days prior to the Membership meeting.
- b. NOMINATING PROCEDURE - As the presiding officer of the Annual Membership meeting, the President shall:
- (1) Read, or cause to be read, Section 3.06 (a), (b) just prior to the call for nominations.
 - (2) Call upon the Chairman of the Nominating Committee to present the Committee's nominations.
- c. ELECTION OF MEMBERS TO THE BOARD OF TRUSTEES - votes shall be cast by ballot only if more nominations have been made than there are positions open. The nominees receiving the largest number of votes shall be elected to the Board of Trustees.
- d. TIES - Tie votes shall be broken by an immediate re-vote between those tied only. If the re-vote fails to break the tie, the chairperson of the meeting will have those tied draw straws or slips. The person drawing the long straw or slip, shall be declared the winner.

SECTION 3.08 - BOARD OF TRUSTEES - VACANCY AND REPLACEMENT

- a. VACANCY - The office of a Trustee may be vacated by any of following means:
- (1) The written resignation of the Trustee.
 - (2) The Board voting for the removal of a Trustee due to absences from three (3) successive regular Board meetings. Absences may be excused by the Board.
 - (3) The Board voting to recommend the removal of a Trustee because of failure to fulfill the duties of the office as specified in Section 3.06 (c). The Trustee may defend his or her position prior to the final vote at the next scheduled meeting.
 - (4) The Membership voting to recommend removal of a Trustee because of failure to fulfill the duties of the office as specified in Section 3.06 (c). Refer to Section 2.05 (b). The Trustee may defend his or her position prior to the final vote.
- b. REPLACEMENT - Should a vacancy occur on the Board of Trustees, the Board shall proceed to fill the vacancy by ballot at its next regular meeting. In case of emergency, a special meeting may be called. Only persons meeting the

qualifications specified in Section 3.06 (a),(b) may be considered as replacements. No replacement shall have served as Trustee during the previous year. A majority vote of those present and voting shall be necessary to elect. The term of the newly elected Trustee shall expire on the same date as the term of the Trustee being succeeded. The newly elected Trustee does not necessarily assume the responsibilities of the Trustee replaced.

SECTION 3.09 - BOARD OF TRUSTEES - MEETINGS AND QUORUM

- a. REGULAR BOARD MEETINGS - The regular business meetings of the Board of Trustees shall be held monthly, unless otherwise specified by the Board.
- b. QUORUM - Four (4) Board Members shall constitute a quorum for the transaction of business.
- c. MINISTER ATTENDANCE - The Minister must be notified of all special meetings.
- d. SPECIAL BOARD MEETINGS - Special meetings of the Board shall be called by the President under any of the following conditions:
 - (1) By request of the minister.
 - (2) By request of two (2) or more Trustees.
 - (3) As the President deems necessary.
 - (4) The request shall be filed in writing with the Board Secretary. All Trustees shall be notified of any special meeting.
- e. CONFIDENTIALITY - At the request of one of its members, the board may determine to keep certain deliberations confidential. In this case the minutes of the meeting will reflect only the decision made, not the process of deliberation.

SECTION 3.10 - BOARD OF TRUSTEES - OFFICERS

Officers of the Board of Trustees shall consist of a President, Vice President, Secretary, and Treasurer. Officers of the Board shall be elected at the first Board Meeting following the Annual Membership meeting. All officers shall be elected by a majority of Board Members present and voting and shall hold their respective offices for one (1) year or until their successors are duly elected or qualified. Officers may be re-elected.

- a. PRESIDENT - The president shall:
 - (1) Preside at all meetings.
 - (2) Preside at all Membership meetings.

- (3) Appoint committees in accordance with Section 3.06 (c), (15).
 - (4) Be a member of all committees by virtue of his or her office, except the Nominating Committee, unless elected by the Board.
 - (5) Sign such papers and documents, upon proper authorization, as may be necessary.
- b. VICE PRESIDENT - The Vice President shall:
- (1) Perform all of the duties of the President in the President's absence.
 - (2) Become President in case the office of the Presidency becomes vacant. In such a case, a new Vice President shall be elected to fill the remainder of the term.
 - (3) Chair an annual Policy Review Committee.
- c. SECRETARY - The Secretary shall:
- (1) Keep, or cause to be kept, an accurate record of the minutes of all Board and Membership meetings.
 - (2) Hold in custody and be responsible for all reports, contracts, other legal papers, minute books, and the corporate seal, which items shall be kept in the Ministry office at all times, or in such other depository as prescribed by the Board.
 - (3) Attend to all official business as required by the Board.
- d. TREASURER - The Treasurer shall:
- (1) Be custodian of all funds of this Ministry, shall pay out, or cause to be paid out, funds authorized by the Board.
 - (2) Keep, or cause to be kept, with a view towards consistency, a record of all financial transactions and submit a monthly financial report at each regular Board meeting.
 - (3) Submit a financial report covering the last complete fiscal period at the Annual Membership meeting.
 - (4) Count, or cause to be counted by the appointment of qualified persons, all funds received and be responsible for their deposit.
 - (5) Place, or cause to be placed, the funds of this Ministry in the bank or other depository approved by the Board.

- (6) Submit records for review by a qualified accountant. See Section 3.06 (c), (10).
- (7) The Finance Committee is accountable to the Treasurer.

ARTICLE IV

COMMITTEES

SECTION 4.01 - FORMATION

Committees for any specific purpose, with the exception of the Nominating Committee, shall be formed or dissolved by the Board President or the Minister plus ratification by the Board is required. Refer to Section 3.06 (c), (15).

ARTICLE V

SEAL

SECTION 5.01 - DESCRIPTION

The Corporate Seal of this Ministry shall include the name UNITY OF THE LEHIGH VALLEY in a circle, which encloses the name of the City of Allentown, the Commonwealth of Pennsylvania, and the Date of Incorporation.

SECTION 5.02 - DISSOLUTION

In the event that this corporation is dissolved, all property and funds remaining after the payment of the debts of the corporation shall be delivered to the Association of Unity Churches, a non-profit corporation organized under the laws of the State of Georgia, for religious and educational purposes. Upon re-establishment of a Unity Church or Center in the Lehigh Valley, the Association shall make available to said church an amount of money equivalent to that received from the dissolution.

In the event that the Association no longer exists, any assets remaining of the corporation after dissolution shall be disposed of by the court of competent jurisdiction of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for the purposes set out in Section 5.01 (c), (3) of the Internal Revenue Code of 1954.

ARTICLE VI
MEETING PROCEDURES

SECTION 6.01 - ORDER OF BUSINESS

The regular order of business at the Board of Trustees and Membership meetings, unless otherwise agreed on by the Board, shall be as follows:

- a. Call to Order
- b. Opening Prayer
- c. Roll Call
- d. Reading of the Minutes of Previous Meeting
- e. Treasurer's Report
- f. Bills and Communication
- g. Elections
- h. Reports and Committees
- i. Minister's Report
- j. Unfinished Business
- k. New Business
- l. Closing Prayer
- m. Adjournment

SECTION 6.02 - RULES OF ORDER

ROBERT'S RULES OF ORDER THE MODERN EDITION shall be the authority of this Ministry on parliamentary procedure and usage, unless otherwise provided by these Bylaws.

ARTICLE VII
BYLAWS AMENDMENTS

SECTION 7.01 - PROCEDURE

Amendments to these Bylaws must be made by voting Members of this Corporation at a legally constituted Membership meeting. Written notice setting forth the proposed Amendments must be handed out or mailed to all active Members at least ten (10) days prior to the required Membership meeting. An affirmative vote of two thirds (2/3) of all Members present and voting shall be necessary to pass any Amendment to these Bylaws.

SECTION 7.02 - AUTHORITY

These Bylaws fully supersede all previous Bylaws adopted by the Ministry.

SECTION 7.03- EFFECTIVE DATE

These Amended Bylaws shall become effective on and after the revised date of adoption.

Revised Date of Adoption: October 21, 2007.

President, Board of Trustees

Secretary, Board of Trustees