

## MEMO

To: Centers for Spiritual Living and its Delegates  
From: Geoff Sindon, CSL Legal Committee  
Date: March 1, 2024  
Re: Summary of Changes to ODM and Bylaws

Below are summaries, in narrative and table formats, for those sections of the ODM that have been relocated to the Bylaws.

### **Background Statement**

The Leadership Council has proposed that CSL's Organizational Design Model ("ODM") and Bylaws should be restated, principally because there were sections in the ODM that more properly belonged in the Bylaws.

CSL's ODM serves as a visionary and philosophical guide for the Centers for Spiritual Living, outlining its internal and external expression, culture, values, and principles. It represents the spirit and inner framework of the organization. In contrast, the Bylaws provide the legal corporate structure in accordance with federal and state non-profit laws, detailing the organization's operational and governance frameworks. The Policies & Procedures Manual, the third pillar, offers specific operational details.

The proposed restated ODM and Bylaws are designed to bring CSL's ODM into better alignment with expressing CSL's internal and external expression, culture, values, and principles, and the spiritual and inner framework of the organization; and to bring CSL's Bylaws into better alignment with expressing the legal corporate structure of CSL and its operational and governance frameworks.

### **Narrative Summary**

The following summarizes the changes from the 2022 ODM to the restated Bylaws, which aim to enhance clarity, ensure compliance, and foster operational efficiency within the organization:

**1. Council Structures:** The sections related to the Minister Council, Practitioner Council, and Member Council, previously included in the 2022 ODM (Sections 10.11, 10.13, and 10.14, respectively), have been incorporated into the restated Bylaws under Article V, Sections 5.3 (Minister Council), 5.4 (Practitioner Council), and 5.5 (Member Council). This change formalizes the councils' structures, accountability, and election procedures within the Bylaws, establishing a transparent and standardized governance framework.

**2. Nominating Council:** The detailed procedural guidelines for the Nominating Council, initially outlined in the 2022 ODM (Section 10.15), have been relocated and detailed in

the restated Bylaws under Article V, Section 5.6. This move signifies the formal acknowledgment and integration of the nominating processes into the Bylaws, ensuring standardized and impartial leadership selection mechanisms.

**3. Organizational Structure and Function:** The overarching descriptions of the organizational structure and functions found in the 2022 ODM (detailed in the initial sections or around Section 11) are now articulated in the Bylaws under Article VI. This section of the Bylaws clearly defines the governance structure and operational roles, enhancing organizational transparency and clarity.

**4. Executive Director:** The role, responsibilities, and qualifications of the Executive Director, detailed in the 2022 ODM (around Section 11.2), have been methodically transferred to the Bylaws under Article VI, Section 6.2. This adjustment ensures that the executive leadership's roles and expectations are clearly documented and legally binding within the organization's governance structure.

**5. Spiritual Leader:** The role, responsibilities, and the qualifications of the Spiritual Leader, detailed in the 2022 ODM (around Section 10.8), have been methodically transferred to the Bylaws under Article V, Section 5.1 and Article VI, Section 6.1. This adjustment ensures that the Spiritual Leader's roles and expectations are clearly documented and legally binding within the organization's governance structure.

**6. Home Office and Subsections:** The operational details and responsibilities of the Home Office, including aspects like financial administration and record-keeping (initially detailed in the 2022 ODM, particularly around Section 11.3), have been methodically moved to the Bylaws under Articles XII (Financial Administration) and XIII (Books and Records). This reorganization formally codifies the Home Office's functions and responsibilities within the Bylaws.

**7. Annual Meeting:** The procedural guidelines for the annual meeting, which were part of the 2022 ODM, have been integrated into the Bylaws under Article III, Sections 3.1 to 3.3. This ensures that the annual and special meetings are conducted with clear, standardized procedures, promoting member engagement and organizational transparency.

**8. Stewardship and Amendment:** The processes for stewardship and amendment outlined in the 2022 ODM (in Section 14) have been relocated to the Bylaws under Article XVI. This section now clearly delineates the procedures for amending the Bylaws and related organizational documents, establishing a structured approach to organizational changes and governance.

In summary, the transition from the 2022 ODM to the restated Bylaws represents a deliberate and strategic effort to consolidate and clarify significant aspects of the organization's governance structures and procedures. This has been achieved by explicitly outlining roles, structures, and procedural details within the Bylaws, thereby providing a robust and transparent framework for organizational governance and operational efficiency.

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**Table of Changes From ODM to Bylaws**

The following is a detailed table of the proposed changes from the ODM to the Bylaws:

<b>2022 ODM Section</b>	<b>Content Summary</b>	<b>Restated Bylaws Section</b>	<b>Content Summary</b>
Minister Council, Practitioner Council, Member Council (Sections 10.11, 10.13, 10.14)	Describes councils' structures, accountability, and elections.	Article V, Sections 5.3, 5.4, 5.5	Councils' roles, accountability, and selection processes detailed in Bylaws.
Nominating Council (Section 10.15)	Outlines the nomination process and council composition.	Article V, Section 5.6	Integrates nomination process and council composition into Bylaws.
Organizational Structure and Function (Section 11)	General organizational structure descriptions.	Article VI	Governance structure and operational roles defined in Bylaws.
Executive Director (Sections 11.2, 6.2)	Responsibilities and qualifications of the Executive Director.	Article VI, Section 6.2	Detailed role and qualifications of Executive Director outlined in Bylaws.
Spiritual Leader (Section 10.8)	Responsibilities and qualifications of the Spiritual Leader	Article V, Section 5.1 & Article VI, Sections 6.1, 7.2	Detailed role and qualifications of Spiritual Leader outlined in Bylaws.
Home Office and Subsections (Sections 11.3)	Functions and responsibilities of the Home Office.	Articles XII, XIII	Functions and responsibilities, including financial administration and record-keeping, outlined in Bylaws.
Associated Organizations (Sections 12)	Relationship and function of associated organizations.	Not specified directly	General acknowledgment of associated organizations and their roles may be implied in various sections.
Annual Meeting (Section 13)	Procedures of the annual meeting.	Article III, Sections 3.1 to 3.3	Detailed procedures for annual and special meetings outlined in Bylaws.
Stewardship and Amendment of the ODM (Sections 14)	Stewardship and amendment processes.	Article XVI	Procedures for amending Bylaws and related documents detailed.