

**BYLAWS
of
CENTERS FOR SPIRITUAL LIVING**

(Restated and approved March 14, 2025)

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PREAMBLE

These Bylaws provide the legal framework required for Centers for Spiritual Living to operate as a nonprofit corporation pursuant to the Colorado Revised Nonprofit Corporation Act and in accordance with federal and Colorado tax laws. The Organizational Design Model provides the principles, vision, culture, and values of the Organization. In legal matters, the Bylaws take precedence. In all other matters, the leadership and members of Centers for Spiritual Living are guided by the teachings of Science of Mind® and the spirit and vision of the Organizational Design Model.

ARTICLE I **NAME, LOCATION, AND PURPOSE**

Section 1.1. Name. The name of the organization is CENTERS FOR SPIRITUAL LIVING, hereinafter sometimes referred to as the Organization.

Section 1.2. Principal Office. The principal executive office for the Organization is 573 Park Point Drive, Golden, Colorado 80401. However, without amending the Bylaws, the Leadership Council may establish virtual, branch, or subordinate offices at any place or places where the Organization is qualified to do business.

Section 1.3. Purpose. The Organization is organized under the Colorado Revised Nonprofit Corporation Act and shall be operated exclusively for religious and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Subject to the foregoing, the activities of the Organization shall also include teaching, educating, and practicing the Science of Mind®.

ARTICLE II **MEMBER COMMUNITIES**

Section 2.1. Definition. A Member Community is defined as any legal entity that has entered into an Affiliation Agreement with the Organization. This includes communities, churches, centers, centres, teaching chapters, special focus ministries, virtual ministries, and other non-profit corporations and/or entities which may be created or endorsed by the Leadership Council and approved by the Membership at large through a bylaw amendment. As used herein, the term Member Community does not include study groups.

Section 2.2. Rights, Qualifications, and Accountability of Membership. All Member Communities must be in good standing to exercise rights of Membership. Further rights, qualifications, and accountabilities of Member Communities are delineated in the Affiliation Agreement.

Section 2.3. Disaffiliation. Member Communities may disaffiliate in accordance with their Bylaws. Member Communities not in good standing may be disaffiliated after consensus of the

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Leadership Council is reached and a vote is taken to be recorded in the minutes where a quorum is present, after diligent attempts to bring the Member Community into good standing have failed. As used in this paragraph, “consensus of the Leadership Council” is defined as requiring at least a recorded majority vote of the Leadership Council to disaffiliate a Member Community not in good standing.

Section 2.4. Minimum Required Local Procedures for Disaffiliation by Member Communities. Before any voluntary disaffiliation between the Organization and a Member Community can become effective, the Member Community must comply with the following minimum local procedural requirements:

2.4.1. Informational Meeting. A special informational meeting shall be called and publicized to the Membership at least two weeks prior to the said meeting. The purpose of this meeting shall be to offer a thorough presentation of the Member Community's reasons for considering disaffiliation and to offer the Membership the opportunity to dialogue and ask questions. A representative from the Organization shall be allowed to be present for the duration of this meeting, to make a statement, and to answer any questions from the Membership.

2.4.2. Special Meeting. No less than two weeks following the informational meeting, a special meeting of the Membership shall be called, according to the bylaw requirements for a special meeting. The purpose of this meeting shall be to conduct a formal vote on the matter of disaffiliation. An affirmative vote of two-thirds of the Members present shall be required to confirm disaffiliation. Notice of formal disaffiliation shall be sent to the Organization following this meeting in the event of such affirmative vote.

2.4.3. Affiliation Agreements Deemed to Include Minimum Required Local Procedures for Disaffiliation by Member Communities. All Affiliation Agreements with the Organization shall be deemed to include the minimum required local procedures for disaffiliation by Member Communities, as set forth in these Bylaws.

Section 2.5. Financial Support. Member Communities are required, on at least an annual basis, to financially support the Organization.

Section 2.6. Charters of Prior Organizations. All charters for Member Communities from both International Centers for Spiritual Living (ICSL) and United Centers for Spiritual Living (UCSL) granted prior to October 31, 2011, are honored and valid in Centers for Spiritual Living. New Affiliation Agreements shall be executed by official representatives of the Member Community and the Organization and shall become effective on the date of Integration. All Member Center/Centre Bylaws which were approved by either ICSL or UCSL prior to October 31, 2011, are honored and valid in Centers for Spiritual Living.

2.6.1. Recognition of Status from Prior Organizations. Any Member Community that was in good standing as of October 31, 2011, with either United Centers for Spiritual Living

(UCSL) or International Centers for Spiritual Living (ICSL) will have all rights, privileges, and recognitions honored by Centers for Spiritual Living. All doctorates, ordinations, Ministerial and Practitioner licenses, time of service, and credits for accredited classes will transfer to the Organization. Other classifications added jointly by the ICSL Board of Directors and the UCSL CORE Council prior to the first election of the Organization's Leadership Council will be honored by Centers for Spiritual Living.

Section 2.7. New Charters. The Leadership Council will hold the authority to award a Charter to any new Member Community that fulfills the requirements set forth in the Organizational Design Model, Bylaws, and Policies & Procedures Manual, and can execute an Affiliation Agreement with the Organization. Chartered Member Communities will be recognized as holding the rights and privileges awarded to Member Communities in Good Standing.

Section 2.8. Voting Delegates. For the purpose of electing individuals to positions of leadership and consideration of all Bylaw amendments and resolutions, each qualifying Member Community shall have the right to choose their voting delegates according to the following method:

2.8.1. Primary Delegates. Each Member Community that has a Spiritual Leader/Senior Minister/Spiritual Director or Teaching Chapter Director shall designate that person as their Primary Delegate who has one vote. No community shall have more than one Primary Delegate vote.

2.8.2. Apportioned Delegates. In addition to the Primary Delegate vote, each Member Community shall have apportioned delegate representation.

An average weekly attendance at services for the previous calendar twelve months (January 1 to December 31) will be deemed a reasonably accurate measurement of the total size of a Member Community. (Weekly service attendance includes both adults and children present at all services.)

Delegates are apportioned as follows:

- 1 – 50, Service attendance: 1 delegate
- 51 – 450, Service attendance: 4 delegates
- 451 – 600, Service attendance: 5 delegates
- 601 – 750, Service attendance: 6 delegates
- More than 751+ Service attendance: 7 delegates

2.8.3. International Delegates. With regard to Member Communities established outside the United States and Canada where cultural or legal restrictions prohibit religious

services, those Member Communities' apportioned delegates are based on their average weekly class attendance following the apportionment described in Section 2.8.2.

2.8.4. Delegates Rosters. Delegate rosters shall be provided by the Member Communities to the Organization no later than sixty (60) days prior to the Annual Meeting or thirty (30) days prior to any Special Meeting.

2.8.5. Youth Delegates. The Organization's Teen Camp Program is hereby afforded the same rights as a Member Community and shall be allocated seven (7) delegates from the elected youth leadership at the Organization's Annual Meeting.

2.8.6. Spiritual Leader, Executive Director, and Home Office Staff as Voting Delegates. For the purpose of electing individuals to positions of leadership and consideration of all Bylaw amendments and resolutions, the Spiritual Leader, Executive Director, and Home Office Staff (as an entity) shall each be considered and recognized as voting delegates entitled to one vote each. In the event, however, that the Spiritual Leader or Executive Director has already been authorized to vote as a delegate from their Member Community, then such leader shall be ineligible to cast the delegate vote provided by this section.

2.8.7. Centers for Spiritual Living Chaplains as Voting Delegates. For the purpose of electing individuals to positions of leadership and consideration of all Bylaw amendments and resolutions, Centers for Spiritual Living Chaplains (as an entity) shall be entitled to one vote. In the event, however, that the Chaplain maintains a ministry in their Member Community and is therefore already authorized to vote as a delegate from their Member Community, or in the event a Practitioner Chaplain is already authorized to vote as a delegate from their Member Community, then the Chaplain shall not be authorized to cast the delegate vote provided by this section.

ARTICLE III **ANNUAL AND SPECIAL MEETINGS**

Section 3.1. Annual Meeting. The Organization shall hold an Annual Meeting of the voting delegates once each year. The purpose of the Annual Meeting is to present and elect candidates for leadership positions, and to present and vote on any proposed amendments and resolutions. Additional intentions and purposes of the Annual Meetings are delineated in the Organizational Design Model and Policies & Procedures Manual.

Section 3.2. Special Meeting(s). In addition to the Annual Meeting, the Leadership Council may call a Special Meeting(s) of the voting delegates, but only if there is critical business for the Organization requiring a vote that cannot wait until the next regularly scheduled Annual Meeting. The Leadership Council may call a Special Meeting by consensus or majority vote.

3.2.1. Delegates for Special Meeting(s). The delegates selected by each Member Community to act as voting delegates at the Annual Meeting shall remain the delegates

eligible to vote at any subsequent Special Meeting(s), until the next Annual Meeting, at which time new delegate will have been named by each voting entity. Special Meeting(s) may be conducted virtually or by other electronic means, and in that event the voting delegates may also vote virtually or by other electronic means.

Section 3.3. Notice of Annual and Special Meetings. General Notice of the Annual Meeting will be provided to the Member Communities six (6) months prior to the meeting. General Notice of a Special Meeting(s) will be provided to the Member Communities sixty (60) days prior to the meeting. Notice of the slate of candidates, and any proposed amendments and resolutions, will be provided to the Member Communities at least thirty (30) days prior to the Annual Meeting or any Special Meeting(s). All notices will be sent electronically.

Section 3.4. Executive Director or Designee to Preside. The Executive Director shall preside at the Annual Meeting and any Special Meeting(s). In the event the Executive Director is unable for any reason to preside at an Annual Meeting or Special Meeting, the Leadership Council shall designate another individual(s) to preside in place of the Executive Director.

Section 3.5. Quorum. A quorum for a meeting is established when sixty percent (60%) of the delegates certified to vote in a meeting are present either electronically or in person.

ARTICLE IV **ELECTION OF CANDIDATES**

Section 4.1. Election of Spiritual Leader. To be elected to the position of Spiritual Leader a candidate must receive forty percent (40%) or more of the votes cast in the election for that position. If no one candidate receives forty percent (40%) or more of the vote, a runoff election will commence between the two (2) candidates receiving the highest number of votes. In a runoff election, the candidate receiving fifty percent (50%) plus at least one (1) vote will be elected.

Section 4.2. Election of Other Candidates. Candidates to all other positions of leadership and service will be elected based upon the highest number of votes received.

Section 4.3. Voting Process. Home Office Staff will manage the voting process for all elected positions, amendments, and resolutions to be voted on in meetings of the Membership.

ARTICLE V **LEADERSHIP OF THE ORGANIZATION**

Section 5.1. Spiritual Leader: The Spiritual Leader provides vision and leadership for the Organization and is its preeminent voice, face, and spokesperson in the world. The Spiritual Leader is an elected presence at the highest level of organizational affairs and is directly accountable to the Organization, Leadership Council, and Member Communities. Comfortable, dynamic, professional, and articulate, the Spiritual Leader is focused on the vision and intentions of the Organization and disseminating the principles of the Science of Mind as widely as possible through

worldwide speaking engagements and use of media. The Spiritual Leader is responsible for ecclesiastical leadership and oversight in matters such as licensing and credentialing, ethics, affiliation, regional support, constituent representation, and education. The Spiritual Leader represents CSL and CSL leadership in regional meetings, CSL events, ceremonies, and other meetings. The Spiritual Leader cultivates strategic alliances and partnerships that support and advance the intentions of the Organization. The Spiritual Leader works in shared leadership with the Leadership Council, the Executive Director, and Home Office staff to guide and evolve the activities of the Organization and its Member Communities. The Spiritual Leader is a voting member of the Leadership Council. The Spiritual Leader is elected by the delegates at the Annual Meeting.

Section 5.2. The Leadership Council: The Leadership Council serves as the Organization’s Board of Trustees and is the final decision-making body of the Organization. Members of the Leadership Council lead the Organization through the application of its Vision, Mission, Guiding Principles, Intentions, Shared Values, and Culture while conducting the business of the Organization. The Leadership Council addresses issues of timing and organizational priorities, as well the overall health, resiliency, and unfolding future of the Organization. The Leadership Council is also responsible for financial oversight, allocation of resources, management review, oversight of the development of strategic plans, and all policy-making activities of the Organization. In addition to the authority vested in the Leadership Council by these Bylaws, the Organizational Design Model, and Policies & Procedures Manual, all authority granted by law to a Board of Trustees is vested in the Leadership Council. Members of the Leadership Council are elected by the delegates at the Annual Meeting.

5.2.1. Leadership Council Meetings: In addition to the meetings that require notice under the Bylaws, the Leadership Council will meet on a regular and ongoing basis by different means (i.e. face-to-face, teleconference, etc.) to facilitate their oversight responsibilities on behalf of the Organization.

5.2.2. Leadership Council Composition: The Leadership Council Membership is comprised of the Spiritual Leader, the Executive Director and nine (9) Members at-large: three (3) Ministers, three (3) Practitioners who are not also Ministers, and three (3) Community Members who are neither Practitioners nor Ministers. All Members of the Leadership Council participate in consensus decision making, but if the consensus is to take a vote only elected Members may vote.

5.2.3. Leadership Council Qualifications: Those serving on the Leadership Council will require: an understanding of the philosophy, principles, and functioning of the Organization; gifts and talents essential to the guidance of the Organization; business and organizational acumen as evidenced by successful business and/or personal financial management.

5.2.4. Corporate Officer Eligibility: Except for the Executive Director, who in that role serves as the chief executive officer of the Organization, only Members of the Leadership Council are eligible to serve as Corporate Officers.

Section 5.3. Minister Council: The Minister Council serves to advise the Organization with regard to all issues related to Ministers. Members of the Minister Council lead the way in supporting the development of Ministers throughout the Organization to serve in leadership roles through Minister conferences and events. The Minister Council is accountable to the Organization through two (2) liaisons: (a) a Home Office Headquarters team liaison who is designated by the Executive Team to serve in this capacity in addition to other duties, and (b) a Minister Member of the Leadership Council who shall be designated annually by the entire Leadership Council. The Minister Council is comprised of six (6) ordained Ministers, and Members of the Minister Council are elected by the Delegates at the Annual Meeting.

Section 5.4. Practitioner Council: The Practitioner Council serves to advise the Organization with regard to all issues related to Practitioners. Members of the Practitioner Council advise on issues related to Practitioners who are not also Ministers. Members of the Practitioner Council lead the way in supporting the development of Practitioners throughout the Organization to serve in leadership roles through Practitioner conferences and events. The Practitioner Council is accountable to the Organization through two (2) liaisons: (a) a Home Office Headquarters liaison who is designated by the Executive Team to serve in this capacity in addition to other duties, and (b) a Practitioner Member of the Leadership Council who shall be designated annually by the entire Leadership Council. The Practitioner Council is comprised of six (6) Practitioners who are not also Ministers, and Members of the Practitioner Council are elected by the Delegates at the Annual Meeting.

Section 5.5. Member Council: The Member Council serves to create and facilitate effective means of communication and dialogue among Community Members, identifying, encouraging, and promoting participation and engagement on all levels, and acting as an advocate. The Member Council supports Community Members by providing recognition and celebration of the Member Communities, and seeks to expand the individual skill sets of Community Members within the Organization and its Member Communities. Members of the Member Council lead the way in supporting the development of Community Members throughout the Organization to serve in leadership roles. The Member Council is accountable to the Organization through two (2) liaisons: (a) a Home Office Headquarters liaison who is designated by the Executive Team to serve in this capacity in addition to other duties, and (b) a Community Member of the Leadership Council who shall be designated annually by the entire Leadership Council. The Member Council is comprised of six (6) Community Members, and Members of the Member Councils are elected by the Delegates at the Annual Meeting.

Section 5.6. Nominating Council: The Nomination and Candidate Selection process is fundamental to the Organization's governing structure, as it is the wisdom of elected leadership who must discern the will of the membership and move the Organization forward. The charge of the Nominating Council is to seek out, recruit, qualify, and cultivate those to possibly fill elected positions in the Organization and who will provide optimal leadership for the Organization. To this end, the Nominating Council works in close coordination with the Leadership Council to maintain conscious alignment with the Mission, Vision, and Strategic Plan of the Organization. The nomination process is impartial and transparent.

5.6.1. Nominating Council Composition: The Nominating Council shall consist of an elected chair; a Member of the Leadership Council (other than the Executive Director); a Member of the Minister Council; a Member of the Practitioner Council; a Member of the Member Council; and a Member of the Diversity Committee.

5.6.2. Nominating Council Qualifications: The Chair and Members of this Council shall have demonstrated organizational acumen as evidenced by business and/or personal financial success, and expertise in social networking and/or interpersonal communication and must also have the ability to practice discernment, maintain confidentiality, and effectively facilitate.

5.6.3. Nominating Council Chair: The Nominating Council Chair is elected by the delegates at the Annual Meeting.

ARTICLE VI **COMPOSITION OF THE LEADERSHIP COUNCIL**

Section 6.1. Spiritual Leader. The Delegates of the Organization shall elect a Spiritual Leader as a Member of the Leadership Council. The Spiritual Leader shall serve the spiritual needs of the Member Communities, shall act as the preeminent voice for disseminating the teachings of Science of Mind throughout the world, and shall be directly accountable to the Organization, Leadership Council, and Member Communities.

6.1.1. Specific Qualifications for the Spiritual Leader: A Minister in good standing, ordained for at least seven years by Centers for Spiritual Living who is centered in spiritual practice, has well-developed verbal, written and organizational skills, and is able to provide vision and leadership. In addition, they delegate efficiently, collaborate effectively, and create alliances within and outside the Organization; and is an excellent representative of the Organization and the Science of Mind in the world. They must be available for extensive travel relating to the duties of the position.

6.1.2. Other Responsibilities: The Spiritual Leader, in collaboration with the Executive Director and the Chair of the Leadership Council, will also support and provide leadership for specific organization initiatives, Councils, commissions and committees designated by the Leadership Council.

Section 6.2. Executive Director. The Leadership Council shall select and retain an Executive Director who is also a Member of the Leadership Council. The Executive Director is responsible for consistent, pro-active communication of the Organization's Vision and Intentions with its Member Communities. Other responsibilities include oversight of organizational operations, proactive conflict resolution, and chairing or acting as liaison for councils and committees as appropriate. The Executive Director may have additional duties assigned by the Leadership Council. The Executive Director serves as a non-voting Member of the Leadership Council, but may participate in consensus decision making. In a shared leadership format and in consultation with the Leadership

Council and Spiritual Leader, the Executive Director has hiring, dismissal, and supervisory responsibilities with regard to the Home Office Headquarters team. The Executive Director is selected and retained by the Leadership Council, and is a full-time, salaried position. The Executive Director is responsible for leadership and oversight of such Standing Committees as are assigned to the Executive Director by the Leadership Council.

6.2.1. Specific Qualifications for the Executive Director: An individual having at least five (5) years previous leadership experience in religious or other non-profit organizations, and demonstrated skills in staff leadership and development, in leading/facilitating board and/or councils, and in consensus building. They are able to provide vision and leadership, efficiently delegate, have the ability to collaborate and create alliances within and outside the Organization. They are an excellent representative of the Organization and the Science of Mind in the world. They must be available for limited travel relating to the duties of the position.

Section 6.3. Ministers, Practitioners, and Community Member Participation on the Leadership Council. In order to provide a broad range of representation, perspective, and expertise to the leadership of the Organization, the delegates shall elect three (3) Ministers, three (3) Practitioners, and three (3) Community Members as Members of the Leadership Council.

ARTICLE VII

ELIGIBILITY, TERMS, VACANCIES, RESIGNATION, AND REMOVAL

Section 7.1. Standards for Eligibility and Qualifications for All Elected Positions. Spiritual maturity, passion and dedication to Centers for Spiritual Living, ability to work by consensus, demonstrated leadership skills, willingness to learn and experience non-traditional leadership styles and organizational models, impartiality, commitment to serving the welfare and enhancement of the entire community, strong communication and follow-through skills are all general qualifications for elected positions in the Organization. The following are the specific standards for eligibility and qualifications for Ministers, Practitioners, and Community Members:

Section 7.1.1. Minister: A Minister who is qualified to serve in this capacity has served at least one (1) year as a CSL ordained Minister in a Centers for Spiritual Living Member Community in good standing. The Minister has obtained verification of leadership participation and recommendation of their local board/trustees/council, indicating that the Minister is currently informed of and willing to accept the responsibilities of participation on an elected Council. The Minister will not seek to profit in personal business through service on an elected Council and is willing to be present, in person, for the event where the election will take place. The Minister also meets the general qualifications listed above. In some communities a Minister may also be called a “Spiritual Director.”

Section 7.1.2. Practitioner: A Practitioner who is qualified to serve in this capacity is currently licensed through a Member Community, and has been such for at least one (1)

year in a Centers for Spiritual Living Member Community in good standing. The Practitioner has obtained verification of leadership participation and the recommendation of local spiritual community leadership, which indicates that the Practitioner is currently informed of and willing to accept the responsibilities of Membership on an elected Council. The Practitioner will not seek to profit in personal business through service on an elected Council, and is willing to be present, in person, for the event where the election will take place. The Practitioner is completely in alignment with the Practitioner Code of Conduct and meets the general qualifications listed above.

Section 7.1.3. Community Member: A Community Member who is qualified to serve in this capacity has been a Member for a minimum of three (3) years in a Centers for Spiritual Living Member Community in good standing. A Member's Membership in a Member Community shall be determined in accordance with the Member Community's requirements for Membership. There are educational requirements that aid our Community Member representatives in being supported in their role in leadership, which are outlined in CSL's Policies and Procedures Manual. The Member also meets the general qualifications listed above.

Section 7.2. Terms of the Spiritual Leader. The Spiritual Leader may serve two (2) consecutive three (3) year terms. Any former Spiritual Leader may stand for election again for that office, after waiting at least three (3) years.

Section 7.3. Terms of Minister, Practitioner, and Community Members. Minister, Practitioner, and Community Members of any elected Council may serve two (2) consecutive three (3) year terms. Any former Minister, Practitioner, or Community Member of the Leadership Council may stand for election again for that office, after waiting at least one (1) year.

Section 7.4. Resignation. Resignations from any elected Council are effective upon written notification to the Secretary of the Organization. Resignation of the Secretary is effective upon written notification to the Chair of the Leadership Council.

Section 7.5. Removal. A Member of any elected Council, including without limitation the Spiritual Leader or Executive Director, may be removed by a two-thirds (2/3) or greater vote of the voting Members of the Leadership Council when such action is deemed to be in the best interest of the Organization. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 7.6. Vacancies in the Office of Spiritual Leader. In the event that the position of Spiritual Leader becomes vacant, the Leadership Council shall fill the position by appointment on an interim basis after consensus of the Leadership Council is reached and recorded in the minutes. An election shall be held at the next Annual Meeting to fill the remaining term of the position. The interim appointee, if eligible, may run for the position in that election. As used in this paragraph, "consensus of the Leadership Council" is defined as requiring at least a recorded majority vote of the Leadership Council to fill a vacancy in the position of a Spiritual Leader.

Section 7.7. Vacancies on Councils. Vacancies on the Leadership Council, Nominating Council, Minister Council, Practitioner Council, or Member Council existing by reason of resignation, death, incapacity, inability to elect, or removal before the expiration of a term may be filled by the Leadership Council. In the event of a vacancy, the Executive Team, Nominating Council Chair and the Chair (or designated Member) of the affected Council shall collaborate and recommend candidates to the Leadership Council to fill the vacancy. If an appointee serves for less than half a term (less than eighteen (18) months served) the appointee will be considered to not have served a full term and is eligible for re-election for two (2) full terms [up to six (6) years]. If an appointee serves more than half a term (eighteen (18) months or more served) the appointee will be considered to have served a full term and will only be eligible for re-election for one term [three (3) years].]

Section 7.8. Change of Status. In the case of an intended candidate seeking election to a council or a sitting council Member who is “on track” to have a “change of status” (e.g., from Community Member to Practitioner, or from Practitioner to Minister) at any time during the candidate’s intended term or the sitting council Member’s next succeeding term in the same council position, that candidate or Member, upon being “on track” to complete a “change of status” during the candidate’s intended term or Member’s next succeeding term, shall no longer be eligible to seek election to the council position or re-election to the position in which they currently serve. Following a “change of status,” and based upon having met the specified qualifications, a council Member shall be free to seek another council seat.

Section 7.9. Ineligibility to Run for Multiple Offices. No person may run for more than one office in any election cycle.

Section 7.10. Ineligibility of Home Office Staff Member to serve as Elected Members of Councils. Home Office staff members are ineligible to serve as an elected Member of any of the Organization’s Councils, including without limitation the Leadership Council, Nominating Counsel, Minister Council, Practitioner Council, and Member Council, and any additional future Councils adopted by the Organization.

Section 7.11. Family Members. Only one member of a family or household may serve in an elected leadership role at any given time. Intimate personal relationships between people elected, or running for election, are also prohibited. Intimate personal relationships are defined as married, significant other, partner, life partner, or dating. If a situation arises where someone is seeking election within Centers for Spiritual Living or where an intimate personal relationship has developed after election, then it must be brought to the Leadership Council. Only the Leadership Council can make exceptions to this policy.

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ARTICLE VIII
MEETINGS OF THE LEADERSHIP COUNCIL

Section 8.1. Regular Meetings. At least two (2) regular meetings shall be held per calendar year, at such dates, times, and places as determined by the Leadership Council.

Section 8.2. Special Leadership Council Meetings. Special Leadership Council meetings shall be at such dates, times, and places as determined by the Chair or any two (2) Members of the Leadership Council.

Section 8.3. Notice. Special Leadership Council meetings may be called by the Chair or at the request of any two (2) Members of the Leadership Council by notice emailed, mailed, telephoned, or sent by other electronic means to each Member of the Leadership Council not less than forty-eight (48) hours prior to such meeting.

Section 8.4. Quorum. A quorum for a meeting is established when a majority of the voting Members of the Leadership Council are present either electronically or in person. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of one (1) or more Members.

Section 8.5. Voting by Email or Similar Messaging. Members of the Leadership Council may participate in a decision by means of email or similar messaging. The Leadership Council must allow a minimum of forty-eight (48) hours for Member consideration. A unanimous vote of the entire Leadership Council is required to pass any issue under consideration by email or similar messaging. If the vote is not unanimous, the issue may be addressed by further e-mail or similar messaging, or at the next Leadership Council meeting.

Section 8.6. Participation in Meetings. Members of the Leadership Council may participate in meetings either electronically or in person.

Section 8.7. Committees. The Leadership Council may establish committees composed of at least two (2) persons and such persons may include non-Leadership Council Members. The Leadership Council may also establish provisions for appointment to committees and appointment of the committee chair, filling vacancies on the committee, and procedures for the governance of committees. The Leadership Council may delegate authority to such committees as determined to be necessary or otherwise desirable for the efficient management of the property, affairs, business, and activities of the Organization.

Section 8.8. Compensation and Reimbursement. With the exception of the Spiritual Leader, and Chair of the Leadership Council, elected Leadership Council Members shall serve without compensation. Expenses incurred by Leadership Council Members in the furtherance of the Organization's business are allowed to be reimbursed with documentation and prior approval of the Leadership Council. Leadership Council Members serving the Organization in any other capacity are allowed to receive compensation for that service as stated in legally binding contracts.

ARTICLE IX
OFFICERS OF THE ORGANIZATION

Section 9.1. Corporate Officers. The Corporate Officers of the Organization are the Executive Director, Secretary, and Treasurer. Any two (2) or more offices may be held by the same person, except the Executive Director shall be ineligible to serve as Secretary or Treasurer.

Section 9.2. Election of Corporate Officers. The Executive Director is selected and retained by the Leadership Council, and does not stand for election as a Corporate Officer. The Secretary and Treasurer shall be elected annually by the Leadership Council from its body.

Section 9.3. Chair and Vice-Chair; Other Officers. The Leadership Council shall annually elect a Chair and Vice-Chair of the Leadership Council from its body, and may create additional Officers of the Organization from time to time. The Executive Director shall be ineligible to serve as Chair of the Leadership Council, but may be elected to serve as Vice-Chair.

Section 9.4. Chair. The Chair shall be an Officer of the Organization and shall preside at all meetings of the Leadership Council. The Chair shall perform all other duties attendant to that office, subject, however, to the ultimate authority of the Leadership Council, and shall perform such other duties as on occasion shall be assigned by the Leadership Council.

Section 9.5 Vice-Chair. The Vice-Chair shall be an Officer of the Organization and shall preside at meetings of the Leadership Council in the absence of, or at the request of, the Chair. The Vice-Chair shall perform all other duties attendant to that office, subject, however, to the ultimate authority of the Leadership Council, and shall perform such other duties as on occasion shall be assigned by the Chair or the Leadership Council.

Section 9.6. Executive Director. The Executive Director shall be an Officer of the Organization and shall preside at the Annual Meeting, and at any other special meetings of the Members of the Organization. The Executive Director shall perform all other duties attendant to that office, subject, however, to the ultimate authority of the Leadership Council, and shall perform such other duties as on occasion shall be assigned by the Leadership Council.

Section 9.7. Secretary. The Secretary shall be an Officer of the Organization and shall take or cause Minutes to be taken of all meetings of the Leadership Council in a medium proper for that purpose. The Secretary shall also give or cause notice to be given of all meetings required by these Bylaws. The Secretary shall perform all other duties attendant to that office, subject, however, to the ultimate authority of the Leadership Council, and shall perform such other duties as on occasion shall be assigned by the Leadership Council.

Section 9.8. Treasurer. The Treasurer shall be an Officer of the Organization and shall, at each regular meeting, report to the Leadership Council on the status of the Organization's finances. The Treasurer shall work closely with Home Office staff to ascertain that appropriate financial procedures are being followed. The Treasurer shall perform all other duties attendant to that office, subject, however, to the ultimate authority of the Leadership Council, and shall perform such other duties as on occasion shall be assigned by the Leadership Council.

Section 9.9. Resignation. Resignations of Officers are effective upon receipt of written notification by the Secretary of the Organization. Resignation of the Secretary is effective upon written notification to the Chair of the Leadership Council.

Section 9.10. Removal. An Officer may be removed by a two-thirds (2/3) or greater vote of the voting Members of the Leadership Council when such action is deemed to be in the best interest of the Organization.

ARTICLE X **INDEMNIFICATION**

Section 10.1. Indemnification. Every Member of the Leadership Council, officer, or employee of the Organization shall be indemnified by the Organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such Members of the Leadership Council, officer, or employee in connection with any threatened, pending, or completed action, suit, or proceeding to which they may become involved by reason of being, or having been, a Member of the Leadership Council, officer, or employee of the Organization, or any settlement thereof; provided, however, where there is a final judgment against a Member of the Leadership Council, officer, or employee, and where there is a specific finding of gross negligence or willful misconduct by a Member of the Leadership Council, officer, or employee, the organization shall have no duty to indemnify that Member of the Leadership Council, officer, or employee. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights which such Member of the Leadership Council, officer, or employee is entitled.

ARTICLE XI **ADVISORY BOARDS, COMMISSIONS, AND COMMITTEES**

Section 11.1. Establishment. The Leadership Council may establish one (1) or more Advisory Boards, Commissions, or Committees.

Section 11.2. Size, Duration, and Responsibilities. The size, terms, duration, and responsibilities of such Advisory Boards, Commissions, and Committees shall be established by the Leadership Council, or as specified in these Bylaws, the Organizational Design Model, or the Policies & Procedures Manual.

Section 11.3. Scope of Authority. The name, objectives, and responsibilities of each Advisory Board, Commission, and Committee, and the rules and procedures for the conduct of its activities, shall be determined by the Leadership Council. An Advisory Board, Commission, or Committee may provide such advice, service, and assistance to the Organization and carry out such duties in an advisory capacity for the Organization as may be specified by the Leadership Council. Members appointed to an Advisory Board, Commission, or Committee may be younger than eighteen (18) years of age.

Section 11.4. Expenses. No Advisory Board, Commission, or Committee shall have authority to incur any expenses or make any representation or financial commitment on behalf the Organization without the express advance approval of the Leadership Council.

ARTICLE XII
FINANCIAL ADMINISTRATION

Section 12.1. Fiscal Year. The fiscal year of the Organization shall be January 1 through December 31, but may be changed by resolution of the Leadership Council.

Section 12.2. Checks, Drafts, and Other Financial Documents. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, insurance certificates and electronic payments shall be signed, approved, or endorsed by such officer or officers or agent or agents of the Organization and in such manner as shall from time to time be determined by resolution of the Leadership Council, or of any committee to which such authority has been delegated by the Leadership Council.

Section 12.3. Deposits and Accounts. All funds of the Organization, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Leadership Council, or any committee to which such authority has been delegated by the Leadership Council, may select, or as may be selected by the Executive Director or by any other officer or officers or agent or agents of the Organization, to whom such power may from time to time be delegated by the Leadership Council. For the purpose of deposit and for the purpose of collection for that account of the Organization, checks, drafts, and other orders of the Organization may be endorsed, assigned, and delivered on behalf of the Organization by any officer or agent of the Organization.

Section 12.4. Investments. The funds of the Organization may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, which are permitted to organizations exempt from income taxation under Section 501(c)(3) of the U. S. Internal Revenue Code.

ARTICLE XIII
BOOKS AND RECORDS

Section 13.1. Books and Records. Correct books of account of the activities and transactions of the Organization shall be kept at the office of the Organization.

13.1.1. Minutes and Related Documentation. The Organization shall keep as permanent records minutes of all meetings of the Leadership Council and Annual Meetings.

13.1.2. Accounting Records. The Organization shall maintain appropriate accounting records.

13.1.3. Membership List. The Organization shall maintain a record of the Member Communities.

13.1.4. Records Maintained at Principal Office. The Organization shall keep a copy of each of the following records at its principal office:

- (a) The Articles of Incorporation;
- (b) The Bylaws;
- (c) The Organizational Design Model, Policies & Procedures Manual, and Affiliation Agreements;
- (d) A copy of the most recent corporate report delivered to the Colorado Secretary of State;
- (e) All financial statements prepared for periods ending during the last six years;
- (f) The Organization's Form 1023 Application for Recognition for Exemption and favorable determination letter granting tax-exempt status; and
- (g) All of the other documents or records required to be maintained by the Organization at its principal office under applicable law or regulation.

ARTICLE XIV
CORPORATE SEAL

Section 14.1. Corporate Seal. The Organizational seal, if any, shall be in such form as shall be prescribed and altered, from time to time, by the Leadership Council. The use of a seal or stamp by the Organization on organization documents is not necessary and the lack thereof shall in no way affect the legality of such document.

ARTICLE XV
DEFINITIONS

Section 15.1. Minister: A Minister is a person who meets all of the Organization's licensing and credentialing requirements. The Organization recognizes that Centers outside the United States may be required to designate a Minister by names or titles other than Minister, and that some Centers may designate their Ministers as Spiritual Leaders or Spiritual Directors. Only a CSL licensed Minister in good standing may serve in a Ministerial position with a Member community.

Section 15.2. Practitioner: A Practitioner is a person who meets all of the Organization's licensing and credentialing requirements. Only a CSL licensed Practitioner in good standing may serve as a

Practitioner with a Member community.

Section 15.3. Community Members. A Community Member is a person affiliated with a Member Community who is not a Practitioner or Minister.

ARTICLE XVI
AMENDMENTS AND RESOLUTIONS

Section 16.1. Proposals to Amend Bylaws, Organizational Design Model, Policies & Procedures Manual, Affiliation Agreement, and Resolutions. The Leadership Council, or any Minister, Practitioner, or Community Member as defined in these Bylaws, may propose an amendment to these Bylaws, the Organizational Design Model, the Policies & Procedures Manual, or the Affiliation Agreement, or propose any other appropriate binding or non-binding resolution, for consideration by the voting delegates at the Annual Meeting, or at any Special Meeting called for that purpose. Any such amendment or resolution must be submitted to the Leadership Council and Bylaws Committee no less than one hundred and twenty (120) days before the Annual Meeting, or within a reasonable time in advance of a Special Meeting. The proposal shall be reviewed by the Leadership Council and Bylaws Committee within sixty (60) days of receipt in the case of an Annual meeting, and within a reasonable time in the case of a Special Meeting. After such review, the Leadership Council will either approve the proposal for a vote, or reject the proposal with an explanation being provided to the proposer. All proposals must be completed and formulated no later than thirty (30) days before the beginning date of the voting process in the case of an Annual Meeting, and within a reasonable time in the case of a Special Meeting. The Leadership Council will provide its own statement either in support, not in support, or neutral, on each proposal submitted for a vote. Examples of how these statements might begin:

16.1.1. The Leadership Council supports this Bylaw Amendment or Resolution, or

16.1.2. The Leadership Council believes this Bylaw Amendment or Resolution would minimize the effectiveness of the Organization, or

16.1.3. The Leadership Council takes no position for or against this Bylaw Amendment or Resolution, or

16.1.4. No additional Bylaw Amendments or Resolutions will be considered during the Annual Meeting.

Section 16.2. Leadership Council Role. No proposed amendment or resolution submitted through such procedures will be declined consideration unless the Leadership Council finds the submission in conflict with existing Bylaws (in that approval of the proposed amendment would conflict with Bylaws other than those subject to the amendment being submitted); in conflict with State or Federal law; or pose other significant legal challenges to the Organization, in the sole and exclusive opinion of the Leadership Council. If the amendment or resolution is declined, the Leadership Council must state with clarity the conflict with other existing Bylaws; the conflict with State or

Federal law; or how the proposed amendment would pose other significant legal challenges to the Organization, and give the person or entity submitting the amendment a reasonable opportunity to change and resubmit the amendment to remedy these potential conflicts.

Section 16.3. Changes and Corrections to Amendments and Resolutions from the Floor. Further amendments to any proposed amendment or resolution previously approved by the Leadership Council for consideration by the voting Delegates at the Annual Meeting, or at any Special Meeting called for that purpose, may be submitted and proposed from the floor as follows:

16.3.1. First, the further proposed amendment(s) shall be in writing, and submitted to the Bylaw Committee before the close of the first session of the Annual Meeting or Special Meeting;

16.3.2. Second, upon receipt of a further proposed amendment, the Bylaw Committee shall immediately meet to determine if the proposed amendment is in conflict with existing Bylaws (in that approval of the proposed amendment would conflict with Bylaws other than those subject to the amendment being submitted), in conflict with State or Federal law, or pose other significant legal challenges to the Organization, and report its findings to the Leadership Council;

16.3.3. Third, upon delivery of the Bylaws Committee's findings to the Leadership Council, the Leadership Council shall meet, and either approve or disapprove submitting the further proposed amendments for consideration by the voting delegates, in accordance with the procedure set forth in Section 16.1. If the Leadership Council disapproves submitting the further proposed amendments, the person(s) submitting the further proposed amendments shall be given an opportunity to modify the proposed language to address the objections of the Leadership Council.

16.3.4. If the Leadership Council ultimately disapproves submitting further proposed amendments for a vote, a written explanation of its reasons for doing so shall be distributed to the voting Delegates, and the original proposed amendment or resolution shall be voted on.

Section 16.4. Voting for Amendments and Resolutions. The votes required for passing any amendment to these Bylaws, the Organizational Design Model, the Policies & Procedures Manual, or the Affiliation Agreement, or for passing any other appropriate binding or non-binding resolution, shall be as follows:

16.4.1. Amendments to Bylaws or Organizational Design Model. These Bylaws and the Organizational Design Model may only be amended by a two-thirds (2/3) or greater vote of the voting delegates of the Organization.

16.4.2. Amendments to Affiliation Agreement. The Affiliation Agreement may be amended by a two-thirds (2/3) or greater vote of the voting delegates of the Organization, or by

a two-thirds (2/3) or greater vote of the voting Members of the Leadership Council.

16.4.3. Amendments to Policies & Procedures Manual. The Policies & Procedures Manual may be amended by a majority vote of the voting delegates of the Organization, or by a majority vote of the voting Members of the Leadership Council.

16.4.4. Voting for Resolutions. Except as otherwise provided in these Bylaws or by law, any other appropriate binding or non-binding resolutions may be passed by a majority vote of the voting delegates of the Organization.

Section 16.5. Discussion/Dialogue Methodology for Proposals to Amend and Resolutions. The Leadership Council will evolve the best method for inviting voting delegates into dialogue and civil discourse, and to ask searching questions at meetings regarding proposals to amend the Bylaws, the Organizational Design Model, the Policies & Procedures Manual, or the Affiliation Agreement, or to propose any other appropriate binding or non-binding resolution. The method may include, but is not limited to using aspects of Robert's Rules of Order, the Inquiry Method, and Consensus Building. In addition, as more sophisticated and global information technology is available and more distant electronic voting takes place, additional methods of communication and dialogue will evolve to take advantage of the technologies available to connect us across the globe prior to and during the Annual Meeting. As these methods are established or modified they shall be communicated to the field in a timely manner.

ARTICLE XVII
DISSOLUTION

Section 17.1. Distribution of Assets on Dissolution. Upon dissolution of the Organization, all of its assets remaining after payment of or provision for all of its liabilities shall be distributed to the Science of Mind Foundation or its successors described in section 501(c)(3) of the U. S. Internal Revenue Code, contributions to which are deductible under section 170(c)(2) of the U. S. Internal Revenue Code.

ARTICLE XVIII
DISPUTE RESOLUTION

Section 18.1. Legal Disputes. The venue for legal disputes between Centers for Spiritual Living and its Member Communities shall be in the State of Colorado. Legal disputes shall be resolved in accordance with the internal laws of the State of Colorado. Detailed procedures for resolution of legal disputes shall be delineated in the Organization's Policies & Procedures Manual.

BYLAWS CERTIFICATE

The undersigned certifies (1) that he/she is the duly elected Secretary of Centers for Spiritual Living, a Colorado nonprofit corporation, (2) that he/she is authorized to execute this certificate on behalf of said corporation, and (3) that the foregoing document is a complete and correct copy of the presently effective Bylaws of said corporation.

Corporate Secretary Name

Signature/Date