

**BYLAWS
of
CENTERS FOR SPIRITUAL LIVING**

(Updated February, 2016)

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BYLAWS CERTIFICATE

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, values, practices, processes, and guidelines that form the spirit and inner framework 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 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.

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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 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 executes 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 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.

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. When all the following requirements are met, a Member Community having a Youth Program shall allocate one delegate seat to a qualified youth at the Organization's Annual Meeting. This does not apply to a Member Community whereby sending a youth delegate would cause a financial hardship for the Member Community. The following requirements must be met for a youth to qualify as a youth delegate to the Organization's Annual Meeting. The youth: 1) has reached the age of eighteen (18), the Colorado legal age of majority (candidates eligible to vote as delegates must be eighteen (18) years of age at the time of voting at the Organization's Annual Meeting; this requirement is designed to comply with Colorado law and ensure the non-voidability of a minor vote); 2) is not older than age of twenty-one (21) at the time of voting; 3) is active in the Youth Program; 4) is eligible to serve as a delegate; and 5) is available to attend. A Member Community having a Youth Program is defined as one having a formal program with a coordinator, volunteers, and a structured curriculum, ideally serving children and youth from pre-school through young adult, and minimally including a Teen Program.

The Organization's Youth Seminar Program is hereby afforded the same rights as a Member Community and shall be allocated seven (7) delegates at the Organization's Annual Meeting. These seven (7) delegate positions shall be comprised of individuals from the elected youth leadership who meet the youth age requirements, and if there are not seven (7) elected youth leaders who meet the age requirements, the Organization's Youth Seminar Program shall elect/appoint any unfilled delegate positions.

2.8.6. Spiritual Leader, Field 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, Field 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 Field Leader maintains a ministry in his or her Center, and is therefore already authorized to vote as a delegate from his or her Center, then the Spiritual Leader or Field Leader shall not be authorized to cast the delegate vote provided by this section.

Section 2.9. "Special Internal Proxy" for Meetings. Every Member Community having at least one delegate personally in attendance at Annual or Special Meetings of the membership of the Organization shall be entitled to vote its entire complement of voting delegates determined in accordance with these Bylaws at Annual or Special Meetings. If a voting delegate selected by a

Member Community is unable to personally attend an Annual or Special Meeting, that delegate shall be entitled to grant a "special internal proxy" to exercise his or her vote, but such "special internal proxy" may only be granted to another voting delegate of the same Member Community as the grantor, and only if the individual granted the "special internal proxy" is himself or herself personally in attendance at the Annual or Special Meeting. The "special internal proxy" authorized by this paragraph may not be granted to a voting delegate of a Member Community other than the Member Community of the voting delegate granting the "special internal proxy," or to voting delegates of the same Member Community who are voting by telephone, e-mail, internet, computer terminal, or other electronic or remote means.

2.9.1. "Special Internal Proxy" Does Not Limit Voting by Other Authorized Means. The right of a voting delegate of a Member Community to designate a "special internal proxy," as set forth in the preceding paragraph, is a voting right in addition to voting rights authorized or permitted by the Bylaws, Organizational Design Model, Policies & Procedures Manual, and Affiliation Agreements of Member Communities, and shall not be construed as a limitation on the rights of the Leadership Council and Membership to authorize or permit voting at meetings by other means, including without limitation voting by telephone, e-mail, internet, computer terminal, electronically, or by any other methods determined to be appropriate and selected by the Leadership Council and Membership.

2.9.2. Number of Delegates Considered "Present in Person" at Meetings for Quorum Purposes Include Votes Held by "Special Internal Proxy" or Delegates Voting by Electronic Means. For purposes of establishing a quorum for a meeting under these Bylaws, the number of delegates considered to be 'present in person' at a meeting shall include not only the voting delegates of a Member Community physically in attendance at the meeting, but also the voting delegates who are not physically in attendance at the meeting, who have either granted a "special internal proxy" to a voting delegate who is physically in attendance at the meeting, or is otherwise voting by electronic means.

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.

3.3.1. 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. 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 both electronically and by U. S. Mail or other common carrier.

Section 3.5. 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 3.6. 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 and Field Leader. To be elected to the position of Spiritual Leader or Field 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 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.

ARTICLE V **LEADERSHIP OF THE ORGANIZATION**

Section 5.1. Leadership Council. The Leadership Council serves the Organization as its Board of Trustees, and is the final executive authority of the Organization. The Leadership Council is charged with oversight and implementation of the Organization's strategic plans, and with oversight of the Organization's finances and Home Office management. 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.

Section 5.2. Nominating Council. The charge of the Nominating Council is to qualify, seek out, recruit, and cultivate those who will provide optimal leadership for the Organization. The composition, structure, functions, and operation of the Nominating Council are further delineated in the Organizational Design Model.

ARTICLE VI
COMPOSITION OF THE LEADERSHIP COUNCIL

Section 6.1. Authority of the Organizational Design Model. Except as otherwise stated in these Bylaws, the Organizational Design Model will set forth the workings of the Leadership Council including, but not limited to, its' composition, election, appointment, and other governing issues.

Section 6.2. 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. The eligibility, duties, and qualifications of the Spiritual Leader are further delineated in the Organizational Design Model.

Section 6.3. Field Leader. The Delegates of the Organization shall elect a Field Leader as a member of the Leadership Council. The Field Leader shall provide a representative and ecclesiastical presence at the highest level of organizational affairs, and shall be directly accountable to the Organization, Leadership Council, and Member Communities. The eligibility, duties, and qualifications of the Field Leader are further delineated in the Organizational Design Model.

Section 6.4. Executive Director. The Leadership Council shall select and retain an Executive Director as a member of the Leadership Council. The Executive Director shall function as the chief executive officer at the highest level of organizational affairs, and shall be directly accountable to the Organization, Leadership Council, and Member Communities. The Executive Director serves as a non-voting member of the Leadership Council, but may participate in consensus decision making. The eligibility, duties, and qualifications of the Executive Director are further delineated in the Organizational Design Model.

Section 6.5. Ministers, Practitioners, and Laity Participation on the Leadership Council. In order to provide a broad range of representation and perspective to the leadership of the Organization, the delegates shall elect three (3) Ministers, three (3) Practitioners, and three (3) Lay Members as members of the Leadership Council. The eligibility, duties, and qualifications of these elected members of the Leadership Council are further delineated in the Organizational Design Model.

ARTICLE VII
ELIGIBILITY, TERMS, VACANCIES, RESIGNATION, AND REMOVAL

Section 7.1. Eligibility for the Leadership Council and the Nominating Council. No person may run for more than one office in any election cycle. Further eligibility requirements for membership on the Leadership Council and Nominating Council are delineated in the Organizational Design Model.

7.1.1. 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, Minister Council, Practitioner Council, and Member Council, and any additional future Councils adopted by the Organization.

Section 7.2. Terms of the Spiritual Leader. The Spiritual Leader may serve two (2) consecutive four (4) year terms. Any former Spiritual Leader may stand for election again for that office, after waiting at least four (4) years.

Section 7.3. Terms of the Field Leader. The Field Leader may serve two (2) consecutive three (3) year terms. Any former Field Leader may stand for election again for that office, after waiting at least three (3) years.

Section 7.4. Terms of Minister, Practitioner, and Lay Members. Minister, Practitioner, and Lay Members of the Leadership Council may serve two (2) consecutive three (3) year terms. Any former Minister, Practitioner, or Lay Member of the Leadership Council may stand for election again for that office, after waiting at least one (1) year.

Section 7.5. Resignation. Resignations from the Leadership Council, Nominating Council, Minister Council, Practitioner Council, and Member 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 7.6. Removal. A member of the Leadership Council, including without limitation the Spiritual Leader, Field Leader, Executive Director, or a member of the Nominating Council, 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 7.7. Vacancies on Councils. Vacancies on the Leadership Council, Nominating Council, Minister Council, Practitioner Council, or Member Council existing by reason of resignation, death, incapacity, or removal before the expiration of a term may be filled by the Leadership Council as further delineated in the Organizational Design Model.

7.9.1. Vacancies in the Office of Spiritual Leader or Field Leader. In the event that the position of Spiritual Leader or Field 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 or Field Leader.

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, Field 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.

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. Office Eligibility and Voting Restrictions. Office eligibility and voting restrictions are delineated in the Organizational Design Model.

Section 9.5. 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 9.6. 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 9.7. 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 9.8. 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 9.9. 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 9.10. 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 9.11. 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, an officer, or an employee of the Organization, or any settlement thereof; provided, however, where there is a final judgment against a member of the Leadership Council and where there is a specific finding of gross negligence or willful misconduct, the organization shall have no duty to indemnify that council member. The foregoing right of indemnification shall be in addition 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 and 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 President 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 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.

Section 15.2. Practitioner: A Practitioner is a person who meets all of the Organization’s licensing and credentialing requirements.

Section 15.3. Lay Members. A Lay 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 Lay 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 in advance to the Leadership Council and Bylaws Committee, who will review the proposed amendment or resolution in accordance with the procedures delineated in these Bylaws and the Organizational Design Model. All proposed amendments or resolutions must be received within the time deadlines delineated in the Organizational Design Model.

16.1.1. 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. Each Amendment or Resolution will be submitted along with a statement from the Leadership Council in favor of, not in favor of, or neutral concerning said proposal.

Furthermore, 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.

16.1.2. 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:

(a) 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;

(b) 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;

(c) 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 16.1.1. 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.

(d) 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 16.2. 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:

16.2.1. 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.

16.2.2. 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.

16.2.3. 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.

16.2.4. 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.

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 Internal Revenue Code, contributions to which are deductible under section 170(c)(2) of the 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