

Spiritual Empowerment Center

2129 N. Charles Street
Baltimore, MD 21218

BYLAWS

As approved on June 2, 2006 and amended on August 19, 2007

Spiritual Empowerment Center

Bylaws

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Bylaws of Spiritual Empowerment Center

A Maryland Nonprofit Religious Corporation

Preamble

American metaphysician Ernest Holmes developed the Science of Mind, a spiritual teaching for the modern world. He defined it as "a correlation of laws of science, opinions of philosophy, and revelations of religion, applied to human needs and the aspirations of man." Science of Mind unites, in a simple and useful form, the essence of the spiritual concepts have been presented by the great teachers of all ages, doing so in a manner which is clear, concise and practical. We believe that the Science of Mind philosophy can transform the hearts and minds of humanity and contribute significantly to bringing love, harmony, peace and abundance to all people everywhere, without consideration of race, color, gender, sexual orientation, religion, national origin, age or physical conditions. Therefore, Spiritual Empowerment Center spiritual community does hereby affirm that it is a teaching and healing ministry carrying Science of Mind to the people of the world, at all levels, using all available resources in the most effective manner to achieve these objectives.

Article 1

1 Name

The name of this corporation is **Spiritual Empowerment Center**.

Article 2

2 Offices

2.1 Principal Office

The principal executive office for the transaction of the business of **Spiritual Empowerment Center** is located at 2129 N. Charles St., Baltimore, MD 21218. The C.O.R.E. Council designates the principal executive office and may change the principal executive office from one location to another.

2.2 Other Offices

The C.O.R.E. Council may at any time establish branch or subordinate offices at any place or places where **Spiritual Empowerment Center** is qualified to do business.

Article 3

3 Vision; Purpose; and Mission

3.1 Vision

Spiritual Empowerment Center is a diverse, heart-centered community, celebrating and honoring the magnificence of all through the ever-unfolding creative expression of Spirit.

3.2 Purpose

The purpose of **Spiritual Empowerment Center** is to implement our vision with the highest levels of service and support individuals in their spiritual growth and transformation through unconditional love, diversity, connection to Spirit, integrity and fellowship.

3.3 Mission

The mission of **Spiritual Empowerment Center** is to teach and practice tools and principles that nurture and empower us in our spiritual growth and healing.

Article 4

4 Fulfillment Structure

4.1 Composition - C.O.R.E. Council and Cores

The C.O.R.E. Council (also referred to herein as Council) takes its name from the acronym Consciousness of Reality Evolving. The C.O.R.E. Council of this corporation shall consist of the CSL (Community Spiritual Leader, who is also Coordinator of the Ecclesiastical Core), the Community Youth Advisor, the Community Youth Leader, the Coordinator of the Visioning Core, the Coordinator of the Stewardship Core, the Coordinator of the Manifestations Cores and up to three members of the congregation. The C.O.R.E. Council is expressly intended to perform, among other things, the duties of

a Board of Directors as set forth in the Corporations and Associations Code of Maryland. The C.O.R.E. Council will choose from among the membership (including coordinators) four Corporate officers. Neither the CSL nor the Coordinator of the Visioning Core may be a corporate officer.

4.1.2 General Corporate Powers

Subject to the provisions of the Corporations and Associations Code of Maryland and any limitations in the Articles of Incorporation as well as these Bylaws relative to action are required to be approved by the members, the business and affairs of **Spiritual Empowerment Center** shall be managed and exercised by or under the direction of the C.O.R.E. Council.

4.1.3 Specific Powers of the C.O.R.E. Council

Without prejudice to the general powers referred to above, and subject to the same limitations, the C.O.R.E. Council members shall have the power to appoint and remove all officers of **Spiritual Empowerment Center**, as herein provided, and may provide for their compensation. The Council may appoint Teams and prescribe such powers and duties for them as are consistent with law, the Articles of Incorporation of **Spiritual Empowerment Center** and these Bylaws. The Council may also cause **Spiritual Empowerment Center** to be qualified to do business in any other state, territory, dependency or country and conduct business within or outside the State of Maryland. The Council shall adopt, make and use a corporate seal and alter the form of the seal and may borrow money and incur indebtedness on behalf of **Spiritual Empowerment Center**.

4.1.4 Visioning Core

The Visioning Core shall consist of the CSL, the Assistant CSL, up to 3 Practitioners, up to 3 Practitioner students and up to three other members. The Community Spiritual Leader and the Assistant Community Spiritual Leader shall agree on and appoint the Visioning Core Coordinator from the members of the Visioning Core. Membership of the Visioning Core shall be adjusted as necessary at each annual election, through screening of those eligible to run, to ensure that Visioning Core membership reflects the appropriate

number of Licensed Practitioners, Practitioners-in-Training, and lay members as set forth in this Article.

4.1.5 Stewardship Core

The Stewardship Core shall consist of a Coordinator, who may also be the Treasurer, and members of the Spiritual Community gifted and motivated to serve in this Core.

4.1.6 Manifestations Cores

The Manifestations Cores shall consist of a Coordinator, who may also be a corporate officer, and members of the Spiritual Community gifted and motivated to serve in the Cores.

4.1.7 Ecclesiastical Core

The Ecclesiastical Core shall consist of the Community Spiritual Leader, the Assistant Community Spiritual Leader, Practitioners, the Community Youth Advisor and members of the Spiritual Community gifted and motivated to serve in this Core.

4.1.8 Community Youth Advisor

The Community Youth Advisor (CYA) represents, emphasizes and oversees the Community Youth Leader and the youth in our community.

4.1.9 Community Youth Leader

The Community Youth Leader shall be a youth elected by his/her peers. The role and qualifications of the Community Youth Leader (also referred to herein as CYL) shall be those detailed in the Policies & Procedures Manual. The CYL shall serve as President of the Youth Council, and participate on the Visioning Core as much as possible.

4.2 Eligibility – C.O.R.E. Council and Cores

To be eligible to be elected as a member of the C.O.R.E. Council, Cores, and/or the

Nominating Team, a candidate must be a member (for lay positions) or a Practitioner (for Practitioner positions) in good standing with the Community. The following are requirements for eligibility:

- Commitment to the vision;
- Impartiality and ability to set aside one's own agendas;
- Ability to work in the realm of possibilities;
- Spiritual maturity;
- Experience in the visioning and co-creation processes;
- Dedication to being sensitive to the impress of Spirit;
- Completion of Foundational Class or equivalent Science of Mind class within one year of becoming a member of C.O.R.E. Council;
- Regular identifiable financial support

4.2.1 Terms – C.O.R.E. Council and Cores

Each C.O.R.E. Council Member or Core Member shall serve a term of three years, and the term shall begin immediately upon election. A C.O.R.E. Council Member or Core Member may serve for a maximum of six consecutive years. A C.O.R.E. Council Member or Core Member may be re-elected for a third term of office after fulfilling a total term of service of six consecutive years and then only after a three-year gap has transpired since the last date of service.

4.3 C.O.R.E. Council and Cores

4.3.1 Visioning Core

The Visioning Core shall receive input from Visioning Teams throughout the spiritual community and integrate this input into a core vision, for our evolving pathway. The Visioning Core may appoint Teams and prescribe such powers and duties for them as are consistent with law, the Articles of Incorporation of **Spiritual Empowerment Center** and these Bylaws.

4.3.2 Stewardship Core

The Stewardship Core shall be responsible for fiscal oversight, cultivation and management of resources, development of budgets, and preparation of financial reports and tracking. It may appoint Teams and prescribe such powers and duties for them as are consistent with law, the Articles of Incorporation of **Spiritual Empowerment Center** and these Bylaws.

4.3.3 Manifestations Cores

The Manifestations Cores shall be responsible for the operation and maintenance of the church facility (including the bookstore), preparation, handling, and mailing of the newsletter and other printed or written items of **Spiritual Empowerment Center**, the public relations, outreach and marketing of **Spiritual Empowerment Center**, the obtaining and maintaining of computer equipment, and facilities, and such other duties as may pertain to the day-to-day physical operation of **Spiritual Empowerment Center**. The Manifestations Cores may appoint Teams and prescribe such powers and duties for them as are consistent with law, the Articles of Incorporation of **Spiritual Empowerment Center** and these Bylaws.

4.3.4 Ecclesiastical Core

The Ecclesiastical Core shall be responsible for the ecclesiastical aspects of **Spiritual Empowerment Center**, including Sunday service, Practitioners, Community Gatherings, Ministry of Prayer, Education, and any other ecclesiastical duties involved in the operation of **Spiritual Empowerment Center**. The Ecclesiastical Core may appoint Teams and prescribe such powers and duties for them as are consistent with law, the Articles of Incorporation of **Spiritual Empowerment Center** and these Bylaws.

4.3.5 Community Youth Advisor

Requirements to be elected a Community Youth Advisor shall be one of the following: the Community Spiritual Leader, the Assistant Community Spiritual Leader or a Practitioner or a Practitioner in training, in good standing with the Spiritual Community.

The C.O.R.E. Council at the Annual C.O.R.E. Council Meeting shall determine the length of term for the Community Youth Advisor and the duties shall be those detailed in the Policies & Procedures Manual.

4.3.6 Community Youth Leader

The length of the term of the Community Youth Leader shall be on a year-to-year basis, subject to the performance evaluation by the CSL and input from the Council, the Community Youth Advisor and the Congregation, including youth.

4.4 Annual Meeting of C.O.R.E. Council

4.4.1 Purpose

The Annual Meeting of the Council shall be for the purpose of electing officers of the Council as appropriate, scheduling regular meetings of the Council, appointing Teams, and transacting such other lawful business as the Council deems appropriate.

4.4.2 Schedule

The date and/or place of the Annual Meeting shall be determined by and may be changed by the C.O.R.E. Council. The Secretary shall give each C.O.R.E. Council member and the Community Spiritual Leader at least thirty days notice in writing or email of the date, time and place of the Annual Meeting.

Article 5

5 Officers

5.1 Corporate Officers

The Corporate officers of **Spiritual Empowerment Center** shall be Chair of the C.O.R.E. Council, Vice-Chair of the C.O.R.E. Council, Secretary, and Treasurer. **Spiritual Empowerment Center** and may also have, at the discretion of the C.O.R.E. Council, one or more Assistant Secretaries, one or more Assistant Treasurers, and/or such other officers, as may be elected by the C.O.R.E. Council. Officers shall be elected by

the members of the C.O.R.E. Council at the first meeting of the C.O.R.E. Council following the Annual Congregant Meeting.

5.2 Officer Restrictions

Some restrictions may apply to officers holding more than one office concurrently. See the Policies & Procedures Manual.

5.3 Resignation of Officers

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

5.4 Chair of the C.O.R.E. Council

The Chair shall preside at meetings of the C.O.R.E. Council, shall be the Presiding Officer for Annual Congregant Meeting business meetings and shall be the Annual Congregant Meeting Planning Team Leader. The Chair shall exercise and perform such other powers and duties as may from time to time be assigned to the Chair by the C.O.R.E. Council or prescribed by these Bylaws.

5.5 Vice-Chair of the C.O.R.E. Council

The Vice Chair shall preside at all meetings of the C.O.R.E. Council in the absence of the Chair and shall perform such other duties as may be delegated to the Chair or required by the C.O.R.E. Council.

5.6 Secretary of the C.O.R.E. Council

The Secretary shall give or cause to be given, notice of all meetings of the C.O.R.E. Council required by the Bylaws to be given, keep the seal of the corporation in safe custody and perform such other duties as may be prescribed by the C.O.R.E. Council or these Bylaws.

5.7 Treasurer of the C.O.R.E. Council

The Treasurer shall be the chief financial officer of **Spiritual Empowerment Center** and shall report directly to the C.O.R.E. Council. The Treasurer and any designated assistant of the Stewardship Core shall maintain depositories for all money and valuables in the name and credit of **Spiritual Empowerment Center** as may be designated by the C.O.R.E. Council for receipt and disbursement of funds of **Spiritual Empowerment Center**. This shall be done in a manner consistent with the Policies & Procedures adopted by the C.O.R.E. Council. The Treasurer shall render to the C.O.R.E. Council, whenever they request it, statements of the financial condition of **Spiritual Empowerment Center**. The Treasurer shall perform such other duties as may be prescribed by the C.O.R.E. Council or these Bylaws. If required by the C.O.R.E. Council, the Treasurer shall give **Spiritual Empowerment Center** a bond in the amount and with the surety or sureties specified for faithful performance of the duties of the office of Treasurer. Such bond shall be at the expense of **Spiritual Empowerment Center**.

5.8 Community Spiritual Leader and Assistant Community Spiritual Leaders

The Senior Minister shall be the Community Spiritual Leader (also referred to herein as CSL), whose role and qualifications shall be those detailed in the Policies & Procedures Manual of **Spiritual Empowerment Center**. The Assistant Ministers shall be the Assistant Community Spiritual Leaders, whose role and qualifications shall be those detailed in the Policies & Procedures Manual of **Spiritual Empowerment Center**.

5.9 Indemnification of C.O.R.E. Council Members, Officers, Employees and Others

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

Article 6

6 Spiritual Empowerment Center's Spiritual Community

6.1 Membership

Members of **Spiritual Empowerment Center's** Spiritual Community shall be those individuals and entities in good standing as defined in the Policies and Procedures Manual.

Article 7

7 Annual Congregant Meetings

7.1 Meetings of Spiritual Community Members at the Annual Congregant Meeting

The **Spiritual Empowerment Center** Spiritual Community shall meet at the Annual Congregant Meeting. The Annual Congregant Meeting shall consist of representatives of our Spiritual Community.

7.1.1 Time and Place

The Annual Congregant Meeting shall meet at such time and location as determined by the C.O.R.E. Council and shall be at a location accessible to the general membership.

7.1.2 Purpose

The Annual Congregant Meeting is a time of inspiration, education, deepening, sharing, music and rejoicing, recruitment for key projects for the Spiritual Community and for the world, and renewing our commitment for the Vision. In addition, the Annual Congregant Meeting is a time for the completion of necessary business for **Spiritual Empowerment Center** and confirmation and/or election of C.O.R.E. Council members.

7.1.3 Notice

The Spiritual Community Membership shall be notified at least sixty days in advance of the date, time and place of the Annual Congregant Meeting.

7.2 Voting Members

Only **Spiritual Empowerment Center** Members in good standing shall be eligible to vote. Members “in good standing” are those meeting the requirements set forth in the Policies and Procedures, and those who have signed or renewed the Membership Covenant prior to the Annual Congregant Meeting.

7.2.1 Voter Roster

Ten days before the Annual Congregant Meeting the Secretary of **Spiritual Empowerment Center** shall submit to the C.O.R.E. Council a roster of the Spiritual Community Members qualified to vote at the Annual Congregant Meeting. Such roster shall contain each Voting Member’s name, mailing address, telephone number and email address, if applicable.

7.2.2 Changes to Voter Roster

Prior to the Annual Congregant Meeting the Voter Roster may be amended by action of the C.O.R.E. Council.

7.2.3 Quorum

A majority of the authorized number of Council, Core or Voting members shall constitute a quorum for the transaction of business except to adjourn as provided in Subsection 7.5.3. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of one or more members. The Council, Core or Voting member majority is required by these Bylaws to approve any action.

7.2.4 Adjournment

A majority of the Council, Cores or Voting members present may adjourn any meeting to another date, time and place.

7.3 Procedural Matters

The Council and Members in good standing, eligible to vote shall prescribe all rules for the conduct of the business and affairs of the Annual Congregant Meeting.

7.4 Specific Powers of the Annual Congregant Meeting

7.4.1. Annual Congregant Meeting Program

The C.O.R.E. Council shall appoint a committee to conduct the Annual Congregant Meeting program, which supports a climate of safety, trust, and an absolute reliance upon the guidance of Spirit.

7.4.2 Conduct of Business

The Annual Congregant Meeting shall elect members of the C.O.R.E. Council and the Nominating Team as provided herein, and hear and consider recommendations and reports of the C.O.R.E. Council. By resolution, the Annual Congregant Meeting may establish policy and give direction to the C.O.R.E. Council for their implementation with due diligence and prudent management of the assets of the **Spiritual Empowerment Center**.

7.4.3 Amend Bylaws

The Annual Congregant Meeting has the power to amend these Bylaws in accordance with Article 14 of these Bylaws.

7.4.4 Recall of Elected Officials

Any elected official of the **Spiritual Empowerment Center** may be removed from office for cause by authority of the Spiritual Community Membership. Such proceedings may be initiated by a written statement of charges of misfeasance, malfeasance, or nonfeasance against said official signed by at least five members of the Spiritual Community Membership and delivered to the President. Within fifteen days after delivery of the charges, the President shall convene a preliminary investigative panel of three members of the Spiritual Community Membership. If the charges cannot be resolved and dismissed at that level, they shall be returned to the President. Such charges shall be forwarded to an evaluation board composed of three members of the Spiritual Community Membership, one member of which shall be chosen by the President, one by the elected official under consideration and one to be mutually agreed upon. Except in

extreme circumstances said evaluation board shall complete its investigation and render its decision within forty-five days after being named. A majority decision of said evaluation board shall be final except that the elected official under consideration may appeal such decision to the C.O.R.E. Council. If the President is the elected official under consideration, the member of the evaluation board to be chosen by the President shall instead be chosen by the Vice President.

7.5 Voting

7.5.1 Who May Vote

Except as otherwise provided herein, individuals shown on the voter roster and in attendance at the Annual Congregant Meeting are entitled to one vote on each matter submitted for a vote. No proxy votes are allowed.

7.5.2. Ballots

Absentee ballots for the election of C.O.R.E. Council, Visioning Core, and Nominating Team shall be sent out in advance on request at least 5 days prior to the Annual Congregant Meeting to members in good standing who are unable to attend the Annual Congregant Meeting. Marked ballots must be received prior to the Annual Congregant Meeting.

7.5.3 Required Majority

Most matters properly brought before the Annual Congregant Meeting of the Spiritual Community may be adopted by the affirmative vote of a majority of the qualified voters present and voting, except that said affirmative vote is at least equal to a majority of a quorum as defined in Subsection 7.2.3 of these Bylaws. This requirement is in exception to changes to the Bylaws and/or removal of the CSL, which requires a 2/3 majority affirmative vote of qualified members present and voting.

7.5.4 Conduct of Elections

If more than one person is nominated to fill an office and no candidate receives a

majority vote on any ballot, the name of the candidate with the least number of votes shall be dropped at each round of voting until one candidate receives a majority of the votes cast.

7.5.5 Participation by Other than Qualified Voters

The C.O.R.E. Council may prescribe rules under which appropriate persons or groups may participate in Annual Congregant Meetings.

7.6 Nominations

7.6.1 Nominations by Nominating Team

The Nominating Team of the **Spiritual Empowerment Center** shall prepare a slate of nominees for C.O.R.E. Council, Visioning Core, and Nominating Team membership. This slate shall be filed with the Secretary of the C.O.R.E. Council at least thirty days prior to the Annual Congregant Meeting at which the positions are to be filled. The nominating Team shall prepare a biographical guide correlating the qualities of the nominee with the required qualifications, and shall obtain from each nominee the written Consent to Serve. The Secretary shall communicate the slate to all Spiritual Community members at least twenty days prior to the Annual Congregant Meeting.

7.6.2 Nomination by Petition

A candidate who meets the qualifications for election, may be proposed by a petition signed by at least five Spiritual Community members. This petition shall be filed with the Nominating Team at least forty-five days prior to the election. A biographical guide correlating the qualities of the nominee with the required qualifications and the written consent to serve of the nominee shall be filed with the petition. The Nominating Team shall file the petition with the Secretary of the C.O.R.E. Council at least thirty days prior to the Annual Congregant Meeting at which time the positions are to be filled. The Secretary shall communicate the petition of all Spiritual Community members at least twenty days prior to the Annual Congregant Meeting.

Article 8

8 Nominating Team

8.1 Members

The Nominating Team of the **Spiritual Empowerment Center** shall be elected at the Annual Congregant Meeting. It shall be comprised of two Spiritual Community Members who have at least one year of significant involvement within the Spiritual Community, and one member of the Visioning Core who is appointed by the CSL. Members of the Nominating Team are eligible to be nominated for C.O.R.E. Council positions the same as any other eligible Spiritual Community member.

8.2 Term of Office

A member of the Nominating Team may be elected for two successive terms, not to exceed three consecutive years. A member may be re-elected after serving three consecutive years, only after a three-year gap has transpired since the last date of service.

Article 9

9 Meetings of C.O.R.E. Council and Core Members

9.1 Vacancy

A vacancy or vacancies of an elected or appointed position shall be deemed to exist on the occurrence of the death or resignation of any member, or the finding of a court that a member is of unsound mind or is convicted of a felony or upon an affirmative vote by three fourths of the C.O.R.E. Council. The failure of delegates to elect a C.O.R.E. Council or Core Member scheduled for election at that business meeting shall also create a vacancy.

9.2 Resignation

Except as provided in this paragraph, any C.O.R.E. Council or Core Member may resign. The resignation shall be effective on giving written notice to the C.O.R.E. Council or Cores unless the notice specifies a later time for the resignation to become effective. If

the resignation of a C.O.R.E. Council or Core Member is effective at a future time, the C.O.R.E. Council or Cores may elect a successor to take office as of the date when the resignation becomes effective.

9.3 Virtual Meetings

Regular or special meetings may be held by teleconference or Internet communication equipment so long as all C.O.R.E. Council or Core Members can participate and their identity is verified to one another. All such C.O.R.E. Council or Core Members shall be deemed to be present in person at such a meeting.

9.4 Time and Place of Meetings

Regular and special meetings of the C.O.R.E. Council or Cores may be held at any time and place, within or outside the State of Maryland that has been designated from time to time by the C.O.R.E. Council or Cores. In the absence of a different designation, such meetings shall be held at the principal executive office of **Spiritual Empowerment Center**.

9.5 Meetings by Consent

A regular or special meeting of the C.O.R.E. Council or Cores may be held at any time and place consented to by all C.O.R.E. Council or Cores either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting.

9.6 Regular Meetings

The date and time of regular meetings of the C.O.R.E. Council or Cores shall be fixed by resolution of the C.O.R.E. Council or Core Members.

9.7 Calling Special Meetings

The Chair or any three of the C.O.R.E. Council or Core Members have the authority to call special meetings of the C.O.R.E. Council or Cores for any purpose at any time. Notice of the date and time of such special meetings shall be given to each C.O.R.E. Council or Core Members three to five days prior to the meeting.

9.8 Voting

Every act or decision done or made by a majority vote of the total membership of the C.O.R.E. Council, Cores or Voting Members at a meeting where a quorum of members is present shall be regarded as the act of the C.O.R.E. Council, Cores or Voting Members, subject to the provisions herein relating to a larger required vote, and the provisions of the Corporations and Associations Code of Maryland, including without limitation, those provisions relating to

- (a) approval of contracts or transactions in which a C.O.R.E. Council member has a direct or indirect material financial interest,
- (b) appointment of Cores, and
- (c) indemnification of C.O.R.E. Council members.

9.9 Waiver of Notice

The transaction of business at any meeting of the C.O.R.E. Council or Cores however called, noticed or held shall be as valid as though taken at a meeting duly held after regular call and notice if a quorum is present and if before or after the meeting, each of the members not present sign either a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any C.O.R.E. Council member who attends the meeting without protesting the lack of adequate notice before or at its commencement.

9.10 Adjournment

A majority of the Council, Cores or Voting Members present may adjourn any meeting to another time, date and place.

9.11 Action without Meeting

Any action required or permitted by the C.O.R.E. Council or Cores may be taken without a meeting, if all members of the C.O.R.E. Council or Cores, collectively or individually, consent in writing to that action. Such action by written consent shall have the same force

and effect as a unanimous vote. Such written consent or consents shall be filed with the minutes of the proceedings of the C.O.R.E. Council or Cores.

Article 10

10 Administrative and Organizational Design

10.1 Administrative Structure

The Council shall provide for the establishment of such administrative structure of **Spiritual Empowerment Center**, as it deems necessary for the effective and efficient management of the affairs of **Spiritual Empowerment Center** spiritual community.

10.2 Organizational Model

The Organizational Design Proposal approved by the C.O.R.E. Council shall be the Organizational Design Model for the structure of **Spiritual Empowerment Center**.

10.3 Organizational Design Team

The Community Spiritual Leader, the Chair and other C.O.R.E. Council Members shall be the ongoing Design Team to bring forth adjustments to the model as it is launched and utilized. The Organizational Design Team shall have full authority to receive input and make changes to the model. The Organizational Design Team is empowered to coach Community Members in all aspects of the model's operation.

10.4 Administrative Review

The Council shall, at least annually, review the administrative structure of **Spiritual Empowerment Center** to maintain functional effectiveness and make such changes as are appropriate, with respect to the Organizational Design model.

Article 11

11 Records and Reports

11.1 Maintenance of Corporate Records

11.1.1 The Secretary of **Spiritual Empowerment Center** shall keep or cause to be kept, adequate and correct books and records of account, minutes, in written and electronic form, of the proceedings of each Annual Congregant Meeting, the C.O.R.E. Council and all committees of the C.O.R.E. Council. This shall include the time and place of holding, whether regular or special, and if special, how authorized, the notice given and the name of those present at such meetings. Also, a record of the names, addresses, phone numbers, email addresses and voting rights of all Community Members shall be maintained. All such records shall be kept at the principal executive office of **Spiritual Empowerment Center**.

11.1.2 The Treasurer of **Spiritual Empowerment Center** shall keep or cause to be kept adequate and correct books and records of accounts of the properties and business transactions, including updated electronic backup records of **Spiritual Empowerment Center**. This shall include accounts of its assets, liabilities, receipts, disbursements, gains, losses, and capital, retained earnings and other matter customarily included in financial statements.

11.2 Spiritual Community Members' Inspection Rights

Any Spiritual Community Member, may, at any reasonable time, upon request to the **Spiritual Empowerment Center** given ten business days prior thereto, and for a purpose reasonably related to the interest of such Community Member and in the presence of a C.O.R.E. Council Member (a) inspect the records of names of Community Members and records respecting the voting rights of Community Members; and (b) inspect the accounting books and records and minutes of the proceedings of the Annual Congregant Meeting and the C.O.R.E. Council and Cores.

11.3 Maintenance and Inspection of Articles and Bylaws

Spiritual Empowerment Center shall keep at its principal executive office the original or a copy of its Articles of Incorporation and its Bylaws, as amended to date, which shall be open to inspection by Community Member at all reasonable times.

11.4 Inspection by C.O.R.E. Council Members

Every C.O.R.E. Council Member shall have the right at any reasonable time to inspect, copy and make extracts of all books, records and documents of **Spiritual Empowerment Center** and to inspect the physical properties of **Spiritual Empowerment Center**.

Article 12

12 Dedication of Assets

The properties and assets of **Spiritual Empowerment Center** are irrevocably dedicated to religious purposes. No part of the net earnings, properties or assets of **Spiritual Empowerment Center** on dissolution or otherwise shall inure to the benefit of any private person or individual or any C.O.R.E. Council member of **Spiritual Empowerment Center**. On liquidation or dissolution, all properties and assets of **Spiritual Empowerment Center** shall be distributed and paid over to an organization described in Internal Revenue Code, Section 501(c)(3) dedicated to religious purposes.

Article 13

13 Non-Partisan Activities

Spiritual Empowerment Center is governed by the Corporations and Associations Code of Maryland. It shall be nonprofit and nonpartisan. It shall not publish or disseminate materials with the purpose of attempting to influence legislation. It shall not participate or intervene in any political campaign on behalf of any candidate for public office, or for or against any cause or measure being submitted to the people for a vote.

Article 14

14 Amendment of Bylaws

14.1 Amendment

These Bylaws may be amended, repealed, or new Bylaws may be adopted by the affirmative vote of two-thirds of qualified voters present and voting at an Annual

Congregant Meeting. Said affirmative vote must be at least equal to two-thirds of a quorum as defined in Subsection 7.5.3.

14.2 Initiation of Amendment

Either a member in good standing or the C.O.R.E. Council may initiate action to amend, repeal or present new Bylaws.

14.3 Procedures

The C.O.R.E. Council shall establish procedures for proposing new Bylaws, or for proposing the amendment or repeal of these Bylaws, for consideration by the C.O.R.E. Council and the Annual Congregant Meeting.

14.4 Notice

Written notice of a proposed Bylaw change of any kind must be circulated to all Spiritual Community Members at least 21 days prior to the Annual Congregant Meeting at which the Bylaw change shall be considered.

14.5 Effective Date

All Bylaw changes shall become effective immediately after the vote required for amendment at the Annual Congregant Meeting.

Article 15

15 Policies and Procedures

The methods and mechanisms relating the ongoing functions of the C.O.R.E. Council, Cores and Voting Members, and the day-to-day conduct of the business of the **Spiritual Empowerment Center** shall be found in the Policies and Procedures manual.

15.1 Place

The Policies and Procedures of the **Spiritual Empowerment Center** shall be maintained at a place, accessible at a reasonable time on request by members of the Spiritual Community.

15.2 Changes

Changes to the Policies and Procedures of **Spiritual Empowerment Center** shall be made as necessary by majority decision of the C.O.R.E. Council.

Article 16

16 Expenditures and Execution of Contracts

16.1 Checks, Drafts, or Other Orders for Payment

All expenditures of **Spiritual Empowerment Center** funds shall be evidenced by documentation approved by the person or persons authorized by the C.O.R.E. Council to approve such expenditures.

16.2 Authorized Signatories

All checks, drafts, or other orders for payment of money shall be co-signed by two of three authorized signatories, as from time to time shall be designated by the C.O.R.E. Council.

16.3 Indebtedness

Notes or other evidences of indebtedness issued in the name of or payable to the **Spiritual Empowerment Center** shall be signed or endorsed by such persons or persons and in such manner as from time to time shall be determined by resolution of the C.O.R.E. Council.

16.4 Execution of Contracts

The C.O.R.E. Council, except as otherwise provided in these Bylaws, may authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of **Spiritual Empowerment Center** and shall record such authorization in writing. Such authority may be general or limited to specific instances; unless so authorized by the C.O.R.E. Council, no officer, agent or employee shall have any power or authority to make any agreement or create any obligation which shall bind **Spiritual**

Empowerment Center, or to pledge the credit of **Spiritual Empowerment Center**, or to render it liable for any purpose or in any amount as specified in Policies and Procedures. Any acquisition or sale of real property, or change of meeting place for Sunday services, shall require the approval of the Spiritual Community membership at any regular or special meeting.

Article 17

17 No Liabilities

Neither the members of the C.O.R.E. Council, the officers, nor Spiritual Community Members shall be personally liable for the debts, liabilities, or obligations of **Spiritual Empowerment Center**.

Article 18

18 Audit

The financial books and records of the **Spiritual Empowerment Center** shall undergo an annual audit or audit review, at the discretion of the C.O.R.E. Council, to be conducted by an accountant not an employee or elected official of the **Spiritual Empowerment Center**. The results of such audit shall be presented to the Community Spiritual Members at the Annual Congregant Meeting.

Article 19

19 Constructions and Definitions

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the Corporations and Associations Code of Maryland shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine, and the neuter; the singular number includes the plural; the plural number includes the singular; and the term “person” includes both **Spiritual Empowerment Center** and a natural person. The latest edition of Robert’s Rules of

Order Newly Revised shall, when applicable, control in any situation not covered by these Bylaws.

ADOPTED this 2nd day of June, 2006

By: Jane Ashley, Secretary

By: Ruth Littlejohn, Ecclesiastical Coordinator & Chair

By: Tracy Stahl, RScP Member

By: Nicole Reed, Assistant Treasurer

By: Juanita Ruth One, Vice Chair

By: Andre Johnson, Treasurer

By: Craig Wright, Member