

Oakland Center for Spiritual Living

A Global Heart Community

of the

United Centers for Spiritual Living®



Current Bylaws

[Including revisions through May 17, 2010]

First Church of Religious Science - Oakland

A Nonprofit Religious Corporation

5000 Clarewood Drive, Oakland, CA 94618

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Bylaws of the
First Church of Religious Science -- Oakland
Doing Business As: Oakland Center for Spiritual Living
A California Nonprofit Religious Corporation

Preamble

The Bylaws of this corporation are adopted for the purpose of prescribing and defining the means and methods by which this Church, its membership and its officers shall function and carryout their respective duties, obligations and purposes. The provisions herein contained shall govern and control the means by which any and all action to be taken by or on behalf of this Church shall be accomplished. In the event that the specified provisions of the Bylaws do not cover any purpose or action that may be deemed necessary or for the best interest of the Church, resort shall be had to the applicable provision of the corporation statutes of the state in and under which this Church is organized as a corporation.

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, the Oakland Center for Spiritual Living spiritual community does hereby affirm that it is a teaching and healing ministry carrying Science of Mind to the people of the world, using all available resources in the most effective manner to achieve these objectives.

Article 1 Name

1.1 Name of Corporation

The name of this corporation is First Church of Religious Science – Oakland.
Doing Business As: Oakland Center for Spiritual Living.

Article 2 Offices

2.1 Principal Office

The principal executive office for the transaction of the business of Oakland Center for Spiritual Living is located at 5000 Clarewood Drive, Oakland, CA 94618. The C.O.R.E. Council may change the principal executive office from one location to another.

2.2 Other Offices

The Council may at any time establish branch or subordinate offices at any place or places where Oakland Center for Spiritual Living is qualified to do business.

Article 3

Purpose, Mission and Vision, Global Heart

3.1 Purpose

The purpose of Oakland Center for Spiritual Living is to foster the teaching and practice of the Science of Mind. This Church has been chartered by the United Church of Religious Science as an affiliated church for such purpose and that it has been created under its sponsorship and guidance.

3.2 Mission and Vision

The Vision of Oakland Center for Spiritual Living is to joyfully reveal the Love and Oneness of God.

We are a welcoming and inclusive spiritual community dedicated to individual transformation and collective growth.

Our purpose is to Love, Inspire and Serve our community and the world through education, music, prayer and play.

3.3 Global Heart

The Oakland Center for Spiritual Living is a global spiritual community of people pervasively caring for and about each other and the entire human family thereby bringing the gift of active compassion to the world. We are a point of inspiration, which effectively advances the vision of the Global Heart. The First Church of Religious Science is a vision-guided, values-based spiritual community.

3.4 No Political Affiliation

This Church shall in no way be active in carrying on propaganda nor in any other manner attempt to influence legislation. In addition, this Church shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

Article 4

Fulfillment Structure

4.1 C.O.R.E. Council

The C.O.R.E. Council takes its name from the acronym “Consciousness of Reality Evolving” (also referred to herein as the C.O.R.E. Council or Council). The role, functions and powers of the C.O.R.E. Council shall be, but are not limited to, those detailed in the Appendix A of these Bylaws. From time-to-time the C.O.R.E. Council shall synthesize the input flowing from the Vision Core, Stewardship Core, Ecclesiastical Core, and Operations Core a clear direction for the Community.

4.1.1 General Corporate Powers

Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the members, the business and affairs of the Oakland Center for Spiritual Living shall be managed and all corporate powers shall be exercised by or under the direction of the C.O.R.E. Council. The C.O.R.E. Council shall have the right to sell, convey, lease, transfer or otherwise dispose of any real or personal property of the Church, when it is deemed to be in the best interest of the Church, except that it may not convey the real property, land and/or buildings of the principal place of worship without the approval of a majority vote of the Church Members at a regular or special meeting.

4.1.2 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 the Oakland Center for Spiritual Living, as herein provided. The C.O.R.E. Council may also cause the Oakland Center for Spiritual Living to be qualified to do business in any other state, territory, dependency or country and conduct business within or outside California. The C.O.R.E. 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 the Oakland Center for Spiritual Living.

4.1.3 Elected Positions

C.O.R.E. Council – Four elected positions.
Visioning Core – Six elected positions.
Nominating Core – Six elected positions.

4.2 Vision Core

The role, functions and powers of the Vision Core shall be, but are not limited to, those detailed in Appendix A of these Bylaws. From time-to-time, the Vision Core shall receive input from Visioning Teams throughout the spiritual community and integrate this input into a core vision, for the evolving pathway of the Community. The Vision Core may appoint Teams and prescribe such powers and duties for them as are consistent with law, the Articles of Incorporation of the Oakland Center for Spiritual Living and these Bylaws.

4.3 Ecclesiastical Core

The role, functions and powers of the Ecclesiastical Core, “EC” shall be, but are not limited to, those detailed in the Appendix A of these Bylaws. The Ecclesiastical Core may prescribe the manner in which it will conduct its affairs, consistent with the law, the Articles of Incorporation of the Oakland Center for Spiritual Living and these Bylaws.

4.4 Stewardship Core

The role, functions and powers of the Stewardship Core shall be, but are not limited to, those detailed in Appendix A of these Bylaws. The Stewardship Core may prescribe the manner in which it will conduct its affairs, consistent with the Law, the Articles of Incorporation of the Oakland Center for Spiritual Living and these Bylaws.

4.5 Operations Core

The role, functions and powers of the Operations Core, “OC” shall be, but are not limited to, those detailed in Appendix A of these Bylaws. The Operations Core may prescribe the manner in which it will conduct its affairs, consistent with the Law, the Articles of Incorporation of the Oakland Center for Spiritual Living and these Bylaws.

4.6 Nominating Core

The role, functions and powers of the Nominating Core shall be, but are not limited to, those detailed in Appendix A of these Bylaws. The Nominating Core may prescribe the manner in which it will conduct its affairs, consistent with the Law, the Articles of Incorporation of the Oakland Center for Spiritual Living and these Bylaws.

4.7 Composition of the C.O.R.E. Council

The C.O.R.E. Council of this corporation shall consist of the Community Spiritual Leader, the Coordinator of the Visioning Core, the Coordinator of the Stewardship Core, the Coordinator of the Ecclesiastical Core, and Coordinator of the Operations Core, and the four elected positions: Chair, Co-Chair, Treasurer, and Secretary.

4.8 Composition of the Vision Core

The Vision Core shall consist of the Community Spiritual Leader, the Community Youth Leader, three Practitioners, and three laity. The Community Spiritual Leader shall appoint the Vision Core Coordinator from the Vision Core members.

4.9 Composition of the Stewardship Core

The Stewardship Core shall consist of a Coordinator appointed by the C.O.R.E. Council, and members of the Community gifted and motivated to serve in this Core.

4.10 Composition of the Ecclesiastical Core

The Ecclesiastical Core shall consist of a Coordinator appointed by the Community Spiritual Leader and members of the Community gifted and motivated to serve in this Core.

4.11 Composition of the Operations Core

Composition of Operations Core shall consist of an Operations Coordinator appointed by the C.O.R.E. Council, paid staff and members of the Community gifted and motivated to serve in this Core.

4.12 Composition of the Nominating Core

The Nominating Core consists of 3 elected Laity and 3 elected Practitioners.

4.13 C.O.R.E. Council, Vision Core, and Nominating Core Eligibility

To be eligible to be elected or appointed as a member of the C.O.R.E. Council, Vision Core, or Nominating Core a candidate must be a member (for lay positions) or a Practitioner (for Practitioner positions) in good standing with the Community. Criteria for eligibility shall be set by the Nominating Core and shall be guided by the Criteria outlined in Appendix A of these Bylaws.

4.14 C.O.R.E. Council, Vision Core, and Nominating Core Member Terms

Each elected C.O.R.E. Council member shall serve an initial term of two years, which shall begin immediately upon election. A C.O.R.E. Council, Vision Core, or Nominating Core member filling a term remainder shall be eligible for immediate appointment to a full term of office, and may be elected to a successive term, upon completion of the appointed term of office.

Article 5 Officers

5.1 Corporate Officers

The corporate officers of the Oakland Center for Spiritual Living shall be the Chair, the Co-Chair, the Secretary, and the Treasurer of the C.O.R.E. Council. The Oakland Center for Spiritual Living also may have, at the discretion of the C.O.R.E., one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be deemed by the C.O.R.E. Council.

5.2 Election of Corporate Officers

Except where a term of office is specified, corporate officers shall serve at the pleasure of the C.O.R.E. Council. The C.O.R.E. Council shall elect the corporate officers of the Oakland Center for Spiritual Living.

5.3 Officer Restrictions

The same individual may not hold more than one office. The Coordinators of the Vision Core, Stewardship core, the Ecclesiastical Core, and the Operations Core are ex-officio, advisory members of the C.O.R.E. Council and may not serve as an officer of the C.O.R.E. Council. The Operations Core and Stewardship Core Coordinators shall not participate in decisions regarding administrative personnel compensation and benefits, or other personnel matters, if they are paid staff member of the Oakland Center for Spiritual Living. The CSL shall not participate in decisions regarding compensation and benefits for that position.

5.4 Resignation of Officers

Any officer may resign at any time by giving written 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.

5.5 Recall of Elected Officers

Any elected officers of the Oakland Center for Spiritual Living may be removed from office for cause by the C.O.R.E. Council. Such proceedings may be initiated by a written statement of charges of misfeasance, malfeasance or nonfeasance against said officer signed by at least five members of the C.O.R.E. Council and delivered to the Chair. Within fifteen days after delivery of the charges, the Chair shall convene a preliminary investigative panel of three members of the C.O.R.E. Council. If the charges cannot be resolved and dismissed at that level, they shall be returned to Chair of the C.O.R.E. Council. Such charges shall then be forwarded to an evaluation board composed of six members of the C.O.R.E. Council, three members of which shall be chosen by the Chair and three by the elected officer under consideration. 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. In the event the Chair is the officer being charged, the Co-chair shall perform the function of the Chair in the recall process.

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

The Chair shall preside at meetings of the C.O.R.E. Council, and shall be the Presiding Officer for business meetings. 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.

5.7 Co-Chair of the C.O.R.E. Council

The Co-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 Co-Chair or required by the C.O.R.E. Council or prescribed by these Bylaws.

5.8 Secretary

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.

5.9 Treasurer

The Treasurer shall be the Chief Financial Officer of the Oakland Center for Spiritual Living and shall answer directly to the C.O.R.E. Council. The Treasurer shall maintain depositories for all money and valuables in the name and credit of the Oakland Center for Spiritual Living as may be designated by the C.O.R.E. Council for receipt and disbursement of funds of the Oakland Center for Spiritual Living. This shall be done in a manner consistent with the policies adopted by the C.O.R.E. Council. The Treasurer shall render to the C.O.R.E. Council members, whenever they request it, statements of the financial condition of the Oakland Center for Spiritual Living. 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 the Oakland Center for Spiritual Living 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 the Oakland Center for Spiritual Living.

5.10 Indemnification of Council Members, Officers, Employees and Other Agents

The Council may, to the extent allowed by law, authorize the Oakland Center for Spiritual Living to indemnify its Council members, officers, 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 the Oakland Center for Spiritual Living, or arising out of their status as such 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 Community Spiritual Leader

6.1 Community Spiritual Leader

The Senior Minister for the Community is the Community Spiritual Leader (also referred to herein as CSL), whose role and qualifications, and authority shall be those detailed in the Appendix A of these Bylaws. The Community Spiritual Leader shall have been ordained as a Minister of the United Centers for Spiritual Living.

6.2 Call to CSL

Except as otherwise expressly provided for, the terms under which the CSL shall be retained shall be set forth in a written contract agreed to between the C.O.R.E. Council and the CSL. The terms shall be specified and be for an indefinite term and may provide for incentive compensation of the CSL.

6.3 Term of Office

The CSL shall serve the Community until retirement, resignation or by termination. Notwithstanding any provision of the letter of call or acceptance or any other agreement of understanding, the employment of the CSL shall be terminated without liability by action of the members of the Church as provided in this Article. Notice of any termination of the services of any CSL shall first be given to the Office of Ecclesiastical Affairs of the United Centers for Spiritual Living, so that a representative may attend and be heard at the meeting called for the purpose of voting on the termination of the services of the CSL. The resolution to terminate the services of the CSL must be passed by at least two-thirds (2/3) of the Members present and qualified to vote at a special meeting of Members for that purpose. No proxy votes will be accepted or validated. Absentee ballots shall be accepted. Notice of the time, place and purpose of this special meeting must be provided as set forth in Article 9.

6.4 Vacancy in the Office of CSL

When the Office of CSL becomes, or is expected to become vacant for any reason, the C.O.R.E. Council shall appoint a Selection Committee consisting of an unequal number of C.O.R.E. Council members and members of the Church who are not C.O.R.E. Council members, officers, or employees of the Church. The Committee shall work within the guidelines of candidacy as provided by United Centers for Spiritual Living. The Committee shall present the name or names and qualifications of the person(s) selected to the C.O.R.E. Council. If the C.O.R.E. Council approves such a selection or selections, it shall present the candidate or candidates to a general meeting of the membership, called for the purpose of selecting a single candidate. Selection requires a majority approval of the members present at the meeting. However, members may vote by absentee ballot according to procedures determined by the Council. If the members approve the candidate, the C.O.R.E. Council shall extend a written letter of call to such person to become the CSL of the Church. If the membership does not approve a candidate the Council shall notify the candidate or candidates of the membership's decision and the Committee shall present such further names obtained from the United Centers for Spiritual Living as may be necessary to obtain a selection satisfactory to the membership.

6.5 Support and Compensation of the Community Spiritual Leader

The CSL shall be supported by a staff, and shall receive compensation as determined by the C.O.R.E. Council.

Article 7 Community Youth Leader

7.1 Community Youth Leader

The Community Youth Leader represents and emphasizes the importance of youth in our Community. The role and qualifications of the Community Youth Leader (also referred to herein as CYL) shall be, but are not limited to, those detailed in Appendix A. The CYL shall serve as Chair of the Youth Council, and participate on the Visioning Core as much as possible.

7.2 Election

The Community Youth Leader shall be elected by the youth of our Community at an Annual Meeting, the time and date to be determined by the C.O.R.E. Council.

7.3 Term of Office

The Community Youth Leader shall serve a two-year term, with the opportunity to be reelected to one successive term.

Article 8

Oakland Center for Spiritual Community

8.1 Membership

Members of the Oakland Center for Spiritual Living community shall be those individuals in good standing in accordance with the Article 8.2.

8.2 Good Standing

A member is considered to be in good standing when he/she

- 1 upholds the teachings and practices of Religious Science
- 2 attends the religious and social functions of the Church
- 3 contributes to the financial support of the Church
- 4 attends the business meetings of the Church and votes therein
- 5 provides service to the Church
- 6 upholds the purpose, mission and vision of the Church, and acts to promote harmony and oneness within the spiritual community.

Good standing shall be presumed unless a finding is made by the C.O.R.E. Council that a given member is not in good standing pursuant to the provisions of these Bylaws.

8.3 Termination of Membership

Membership may be automatically terminated through death/transition, resignation, or transfer to another church. Membership may also be terminated by action of the C.O.R.E. Council should it determine that the member is no longer in good standing as referenced in 8.2. Such a finding may occur where the records show that for a period of one year or more there has been a complete lack of interests, either materially, or with regard to participation in the service and/or affairs of the Church, and/or where the member has clearly demonstrated opposition to the purpose of the Church or its teachings. The member will be provided with a written notice of the time and place of the meeting to consider the membership termination. It will be sent by mail, to the last known address of the member. The notice shall include the reason for termination and advise the member of his/her right to appear at the meeting of the C.O.R.E. Council and be heard. The C.O.R.E. Council shall have the power to review and consider special circumstances and make an exception where it is in the best interest of the Church and the member.

8.4 Ecclesiastical Offices

The Ecclesiastical Offices of the Oakland Center for Spiritual Living shall be composed of the CSL, and the licensed Practitioners of Religious Science Staff and/or Assistant Ministers. Staff and/or Assistant Ministers must meet at least one of the approved license designations as defined in the Ministerial Code of United Centers for Spiritual Living. Affiliating Ministers hired as a Staff or Assistant Minister and affiliating Practitioners must successfully complete the affiliation process as directed by the Ecclesiastical Core Coordinator of United Centers for Spiritual Living.

Article 9

Meetings of the Members

9.1 Annual Meeting of the Membership

The Annual Meeting of the membership shall be held in January of each year, or as established by the C.O.R.E. Council. At such meetings, the C.O.R.E. Council, Vision Core, and Nominating Core shall be elected, reports of the affairs of the Church shall be considered; annual financial reports shall be reviewed, and the next annual budget may be approved by the members. Notice of each Annual Meeting shall be given by public announcement at the public meeting of the Church no less than two consecutive Sundays prior to the date of such meeting, and by written notice mailed at least 21 days prior to such meeting.

9.2 Time and Place

All meetings of the members shall be held either at the principal office or place of worship of this Church or at any other place, which may be designated by the C.O.R.E. Council in the event it cannot be held at the principal office.

9.3 Eligible Voters

Community Members in good standing shall be eligible to vote.

9.4 Procedural Matters

The C.O.R.E. Council shall prescribe all rules for the conduct of the business and affairs of the Annual Meeting.

9.5 Voter Roster

Thirty days before each Annual Meeting the Secretary of the Oakland Center for Spiritual Living shall submit to the C.O.R.E. Council a roster of each member qualified to vote at the Annual Meeting. Such roster shall contain each voting member's name, mailing address and telephone number.

9.6 Changes to the Voter Roster

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

9.7 Quorum

A majority of the eligible members present, as designated in these Bylaws, shall constitute a quorum for the transaction of business. An Annual Meeting at which a quorum is initially present may continue to transact business, notwithstanding the absence of a quorum.

9.8 Amendment of Bylaws

The Membership has the power to amend these Bylaws in accordance with Article 19 of these Bylaws and to consider and act on reports and resolutions not affecting these Bylaws and not in conflict with rules prescribed by the C.O.R.E. Council.

9.9 Registered Voters

Except as otherwise provided herein, individuals registered and in attendance or by absentee ballot are entitled to one vote on each matter submitted for a vote.

9.10 Required Majority

Any matter properly before an Annual Meeting may be adopted by the affirmative vote of a majority of the members present (in person or by absentee ballot) and voting, except that said affirmative vote is at least equal to a majority of a quorum as defined in these Bylaws. A simple majority requirement shall not apply to resolutions relating to Bylaw changes as provided for in Article 19 and removal of the CSL as provided for in Article 6.

9.11 Conduct of Election

Each member attending the Annual Meeting shall register with a representative of the Nominating Core who shall determine whether the member is on the voter roster, and resolve any discrepancy that may arise. 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.

9.12 Nominations by Nominating Core

The Nominating Core of the Oakland Center for Spiritual Living shall prepare a slate of one or more nominees qualified for each office to be filled. This slate shall be filed with the Secretary of the C.O.R.E. Council at least forty-five days prior to the Annual Meeting at which the office is to be filled. The Nominating Core shall prepare a biographical guide correlating the qualities of the nominee with the qualifications of the positions, and shall obtain the written consent to serve of each nominee. The Secretary shall communicate the slate to all members at least twenty-one days prior to the Annual Meeting.

9.13 Nomination by Petition

A candidate who meets the qualifications for election as stated in Appendix A may be proposed by a petition signed by at least ten members. This petition shall be filed with the Nominating Core at least forty-five days prior to the election. A biographical guide correlating the qualities of the nominee with the qualifications of the position and the written consent to serve of the nominee shall be filed with the petition. The Nominating Core shall file the petition with the Secretary of the C.O.R.E. Council at least thirty days prior to the Annual Meeting at which the office is to be filled. The Secretary shall communicate the petition to all members at least twenty-one days prior to the Annual Meeting.

9.14 Special Meetings

Special meetings of the members may be called at any time by a consensus of the C.O.R.E. Council or the CSL, or by twenty percent or more of the members of the Church. Notice of any special meetings shall be given in the same manner as for an Annual Meeting of members. Notice of any special meeting shall specify, in addition to place, day and hour of such meeting, the general nature of the business to be transacted. Unless special meeting notice is properly given, the meeting will be considered an unofficial meeting and any matters of business acted upon or transacted will be considered null and void. Proposed changes to Bylaws must be sent to the membership twenty-one days prior to the scheduling Bylaws for ratification. Bylaws mailed to members shall contain the existing language and proposed changes.

Article 10 Teams

10.1 Standing or Ad Hoc Teams

The C.O.R.E. Council may designate teams from time to time to handle specific projects; members of such teams shall serve at the pleasure of the C.O.R.E. Council.

10.2 Authority and Limitations of Action

Teams shall have the authority delegated by the C.O.R.E. Council. No team may take any final action on matters that, under the Nonprofit Corporation Law of California, also require members' approval or approval of a majority of all the members.

10.3 Meetings and Actions of Teams

Regular meetings of teams may be scheduled by resolution of the C.O.R.E. Council or by resolution of the team. Special meetings of teams may be called by the Chair of the team or by resolution of the C.O.R.E. Council. Notice of special meetings of teams shall be given to all persons who have the right to attend meetings of that team. Minutes shall be kept of each meeting of any team and shall be filed with the corporate records. The C.O.R.E. Council may prescribe rules for the conduct of the business of any team not inconsistent with the provisions of these Bylaws.

Article 11

Meetings of C.O.R.E. Council and Cores

11.1 Virtual Meetings

Any regular or special meeting 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.

11.2 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 California that has been designated from time to time by resolution of the C.O.R.E. Council. In the absence of a different designation, such meetings shall be held at the principal executive office of the Oakland Center for Spiritual Living.

11.3 Meetings by Consent

Notwithstanding the provisions of Subsection 11.5 a regular or special meeting of the C.O.R.E. Council or Cores may be held at any time and place consented to in writing by all C.O.R.E. Council, or Core members either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting.

11.4 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. No notice of such regular meetings need be given.

11.5 Calling Special Meetings

The President or any two of the C.O.R.E. Council, Core or Team members have the authority to call special meetings of the C.O.R.E. Council, Cores or Teams 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, Core or Team member by telephone at least five days prior to the meeting; or to a person at their office or residence who would reasonably be expected to communicate such notice promptly. Such notice shall be given to the C.O.R.E. Council, Core or Team member's telephone number shown on the records of the Oakland Center for Spiritual Living. Written notice of the meeting must also be sent at least five days before the time set for the meeting by first class mail to the C.O.R.E. Council, Core or Team member's address shown on the records of the Oakland Center for Spiritual Living. The notice shall state the date, time and purpose of the meeting.

11.6 Quorum

A majority of the authorized number of C.O.R.E. Council or Core members shall constitute a quorum for the transaction of business except to adjourn as provided in Section 9.7. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of one or more members. The C.O.R.E. Council, Core member majority that is required by these Bylaws must approve any action.

11.7 Consensus Decisions

Every act or decision done or made by a consensus decision of the total membership of the Council or Core at a meeting where a quorum of members is present shall be regarded as the act of the Council or Cores, subject to the provisions herein relating to a larger required vote, and the provisions of the California Nonprofit Corporation Law, 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 Teams, and (c) indemnification of C.O.R.E. Council members.

11.8 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.

11.9 Adjournment

A majority of the C.O.R.E. Council or Core members present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

11.10 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 Core 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 12
Vacancies on the C.O.R.E. Council or Cores

12.1 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. A vacancy is created by removal of a C.O.R.E. Council or Core member in an action in Superior Court pursuant to Section 9223 of the State of California Nonprofit Corporation Law. A vacancy is also created by removal in accordance with Section 5.5 of these Bylaws, or by the affirmative vote of three-fourths of the total membership of the Council for actions inconsistent with the responsibilities of a C.O.R.E. Council or Core member of the Oakland Center for Spiritual Living.

12.2 Resignation

Except as provided in this paragraph, any C.O.R.E. Council or Core member may resign voluntarily. The resignation shall be effective upon 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. If a C.O.R.E. Council or Core member is absent from three consecutive meetings, that C.O.R.E. Council or Core member shall, at the election of the C.O.R.E. Council or Core, be deemed to have resigned. If a C.O.R.E. Council or Core member ceases to meet the eligibility requirements of their position the C.O.R.E. Council or Core member, at that time, is deemed to have resigned.

12.3 Vacancies Filled by C.O.R.E. Council or Cores

Vacancies on the C.O.R.E. Council or Cores for elected positions shall be filled by consensus decision of the C.O.R.E. Council members then in office, even though less than a quorum. A person that is appointed by the C.O.R.E. Council to fill a vacancy shall serve the unexpired term of the vacant office. A person filling a term remainder of two years or less shall be eligible for immediate election to a full term of office. A person serving a full term of office may be re-elected to a successive term only once.

Article 13
Administrative and Organizational Design

13.1 Administrative Structure

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

13.2 Administrative Review

The C.O.R.E. Council shall, at least annually, review the administrative structure of the Oakland Center for Spiritual Living to maintain functional effectiveness and make such changes as are appropriate.

Article 14 Records and Reports

14.1 Maintenance of Corporate Records

The Secretary of the Oakland Center for Spiritual Living shall keep or cause to be kept, adequate and correct books and records of account, minutes, in written form, of the proceedings of each Annual Meeting, the Council and all committees of the 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, and voting rights of all Members shall be maintained. All such records shall be kept at the principal executive office of the Oakland Center for Spiritual Living. The membership list of the Oakland Center for Spiritual Living is a corporate asset. Without consent of the Council, a membership list or any part thereof may not be obtained or used by any person for any purpose not reasonably related to a Member's interest as a member. Without limiting the generality of the foregoing, without the consent of the Council a membership list or any part thereof may not be:

- (1) used to solicit money or property unless such money or property will be used solely to solicit the vote of the members in an election to be held by the Church;
- (2) used for any purpose which the user does not reasonably and in good faith believe will benefit the Church;
- (3) used for any commercial purpose or purpose in competition with the Church;
- (4) sold to or purchased by any person.

14.2 Maintenance of Financial Records

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

14.3 Members' Inspection Rights

Any Community Member, by its agent or attorney, may, at any reasonable time, upon demand on the Oakland Center for Spiritual Living given five business days prior thereto, and for a purpose reasonably related to the interest of such Community Member

(a) inspect and copy the records of names and addresses of Community Members and records respecting the voting rights of Community Members; and (b) inspect and copy the accounting books and records and minutes of the proceedings of the Annual Meeting and the Council and Teams of the Council.

14.4 Maintenance and Inspection of Articles and Bylaws

the Oakland Center for Spiritual Living 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 Members at all reasonable times.

14.5 Inspection by Council members

Every Council member shall have the right at any reasonable time to inspect, copy and make extracts of all books, records and documents of the Oakland Center for Spiritual Living and to inspect the physical properties of the Oakland Center for Spiritual Living. The Council member, his agent or attorney may make such inspection.

14.6 Council's Right to Propose Alternative to Providing Membership List

The Church, through the Council may, within ten business days after receiving the request for inspection, propose an alternative method of achieving the purpose identified in the request without providing access to or a copy of the membership list. Any rejection of the alternative must be in writing and indicate the reasons the alternative does not meet the purpose of the request.

Article 15
Dedication of Assets

15.1 Properties and Assets

The properties and assets of the Oakland Center for Spiritual Living are irrevocably dedicated to religious purposes. No part of the net earnings, properties or assets of the Oakland Center for Spiritual Living on dissolution or otherwise shall inure to the benefit of any private person or individual or any Council member of the Oakland Center for Spiritual Living. On liquidation or dissolution, all properties and assets of the Oakland Center for Spiritual Living shall be distributed and paid over to an organization described in Internal Revenue Code, Section 501(c) (3) dedicated to Religious Science/Science of Mind purposes as articulated by Ernest Holmes.

Article 16
Non-Partisan Activities

16.1 Non-Profit and Non-Partisan Activities

The Oakland Center for Spiritual Living is governed by the California Nonprofit Religious Corporation Law. 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 17
Construction and Definitions

17.1 Rules of Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the Oakland Center for Spiritual Living and a natural person. Robert's Rules of Order Newly Revised shall, when applicable, control in any situation not covered by these Bylaws.

Article 18 Transitional Provisions

18.1 Codes and Policies

All codes and policies shall remain in effect until modified or rescinded by the Council.

Article 19 Amendment of Bylaws

19.1 Amendment by Members

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

19.2 Initiation of Amendment

Either the Annual Meeting or the Council may take action to amend, repeal or present new Bylaws.

19.3 Procedures

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

19.4 Notice

Notice of a proposed Bylaw change of any kind must be circulated to all Community Members at least twenty-one days prior to the Annual Meeting at which the Bylaw change shall be considered.

19.5 Effective Date

All Bylaw changes shall become effective immediately after the required vote of the Annual Meeting.

Article 20 Miscellaneous

20.1 Corporate Seal

This Church shall have a corporate seal, containing the exact name of the Church and the date and state of incorporation.

20.2 Church Finances

The financial support of the Church shall be by voluntary offerings, subscription of gifts and from such other sources and activities as may be proper and in keeping with the purposes of the Church. No fixed membership dues shall be charged, but all members shall be afforded opportunity to subscribe a tithe toward the expenses of the Church.

20.3 Checks, Drafts or Other Orders for Payment

All expenditures of Church funds shall be evidenced by documentation approved by the person or persons authorized by the C.O.R.E. Council to approve such expenditures,. All checks, drafts or other orders for payment of money and all payments of wages shall be co-signed by two of four authorized signators: the Treasurer, the Chair, the Co-Chair, the Secretary. Additionally, payment of monies of sums less than \$500.00 may be co-signed by the Administrative assistant to the CSL and one of the aforementioned signators. Notes or other evidences of indebtedness issued in the name of or payable to the Church, shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by resolution of the C.O.R.E. Council.

20.4 Execution of Contracts

The C.O.R.E. Council except as in these By-laws otherwise provided, may authorize any officer or agent to enter into any contract, or execute any instrument in the name of and on behalf of this Church. Such authority may be general or limited to specific instances; and, 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 this Church, or to pledge the credit of this Church, or to render it liable for any purpose or in any amount.

20.5 Conflict of Interest

The C.O.R.E. council's responsibility to manage the business affairs of the Church is primary and absolute over any individual council member's personal benefits. Except as specifically permitted below, no business transactions shall be entered into between the Church by the C.O.R.E. Council and any person who is a member, or member-elect, of the C.O.R.E. Council or any entity in which such person or any member of such person's immediate family have an opportunity for financial gain. The Church recognizes that in specific instances or on unique matters, it may be in the best interest of the Church to enter into a business transaction of the type otherwise prohibited above. Such transaction may be permitted if:

- A) The C.O.R.E. Council complies with all provisions of State relating to transactions between a corporation and a Council member, and
- B) The C.O.R.E. Council is fully apprised of the fact that the proposed transaction is of the type otherwise prohibited above and such disclosure is set forth in the minutes, and
- C) The C.O.R.E. Council finds and records in its minutes, that the proposed transaction is:
 - 1: particularly unique or advantageous to the Church;
 - 2: upon terms and conditions which the C.O.R.E. Council believes to be either no available or more favorable to the Church than would be available in a similar transaction between the Church and any other party.

Appendix A

Duties and Qualifications of the C.O.R.E. Council, Cores, and Spiritual Leaders for the Community

C.O.R.E. Council

Terms of Office

Each Council member shall serve a term of two years, which shall begin immediately upon election. A Council member serving a full term of office may be re-elected to a successive term only once.

A Council member filling a term remainder shall be eligible for immediate election to a full term of office. The C.O.R.E. Council of the Oakland Center for Spiritual Living shall be elected at the Annual Meeting. It shall be comprised of four members in good standing, and may be either Practitioners, and/or Laity.

Vision Core

Terms of Office

Each Vision Core member shall serve a term of two years, which shall begin immediately upon election. A Vision Core member serving a full term of office may be re-elected to a successive term only once.

A Vision Core member filling a term remainder shall be eligible for immediate election to a full term of office. The Vision Core of the Oakland Center for Spiritual Living shall be elected at the Annual Meeting. It shall be comprised of three Practitioners, and three Laity. The Vision Core coordinator is appointed from the elected members by the CSL.

Nominating Core

Terms of Office

Each Nominating Core member shall serve a term of two years, which shall begin immediately upon election. A Nominating Core member serving a full term of office may be re-elected to a successive term only once.

A Nominating Core member filling a term remainder shall be eligible for immediate election to a full term of office. The Nominating Core of the Oakland Center for Spiritual Living shall be elected at the Annual Meeting. It shall be comprised of three Practitioners, and three Laity. The Nominating Core coordinator is appointed from the elected members by the CSL.

Stewardship Core

The Stewardship Core is charged with fiscal oversight and cultivation, along with basic legal and corporate oversight. It is responsible for the development of budgets, both current and future, as well as for financial reporting and tracking. This Core also is charged with raising additional funds to support the evolving pathway of the Community. An appointed coordinator directs the activities of this Core. Resource-cultivating teams for special projects and functions also bring their input to this Core.

Ecclesiastical Core

The Ecclesiastical Core provides management and leadership for such departments and functions as the prayer ministry, education, youth and family ministries, community gatherings, and other designated ecclesiastical functions.

Operations Core

The Operations Core manages such departments and functions as publications, public relations and marketing, computer network communications and web services, product fulfillment, as well as other operational activities.

Spiritual Leaders for the Community

Community Spiritual Leader (CSL):

The role of the Community Spiritual Leader is to:

- bring spiritual wisdom, charisma, purpose and light to our Community;
- serve as our spokesperson to the world and to be present at major events;
- share, articulate and stimulate the Vision and Mission of the Church;
- be instrumental in forming and maintaining strategic alliances and to remain current on creative initiatives and innovations on the world scene that may affect or present opportunities for the Community;
- synthesize declarations and papers on the stands and viewpoints of the Community on key social or global issues;
- participate in designing shared global or community service projects;
- appoint the coordinators of the Vision Core and Nominating Core;
- serve on the Vision Core;
- participate in the deliberations of the C.O.R.E. Council.

Community Youth Leader (CYL):

The role of Community Youth Leader is to:

- represent our Community and youth in the world and at major events;
- represent and advocate regarding youth viewpoints in Community unfoldment;
- speak and facilitate at youth camps and events as much as possible;
- create strategic youth alliances;
- participate on the Vision Core;
- Chair the “Youth Council”.

Qualifications:

A youth up to age 21, and a member of the Church or group within the Community; educated in the principles of our teaching; demonstrated leadership in local and Community-wide youth programs.