

Celebration Center for Spiritual Living

A Global Heart Community

of the

Centers for Spiritual Living®

BYLAWS

of

Celebration Center for Spiritual Living

A Nonprofit Religious Corporation

Business Offices: 2830 Graham Road

Falls Church, Virginia

703/560-2030

www.celebrationcenter.org

Version note:

These bylaws were amended April 10, 2016, to shift composition of Ecclesiastical Team at 3.3.1.1, qualifications for senior minister at 4.1.1, and terminology changes from "cores" to "teams," "core council" to "leadership team" and "community spiritual leader" to "senior minister."

These bylaws were amended Nov 15, 2015, to adopt aspects of the "strong board" model.
Those changes are found in articles 2.1, 2.1.1, 4.4, 4.2, and 4.2.1

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Bylaws of the Celebration Center for Spiritual Living

A Virginia Nonprofit Religions Corporation

Preamble

The Bylaws of this corporation are adopted for the purpose of prescribing and defining the structure of this Center and the means and methods by which this Center, its membership and its officers shall function and carry out their respective duties, obligations and purposes which are further delineated in the Celebration Center Evolutionary Design. 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 Center shall be accomplished. In the event that the specified provisions of the Evolutionary Design and/or Bylaws do not cover any purpose or action that may be deemed necessary or in the best interest of the Celebration Center, Virginia Law shall apply.

Article 1

Fulfillment Structure, Administration and Evolutionary Design

1.1 Name

The name of this religious corporation is Celebration Center for Spiritual Living herein also referred to as Celebration Center or Center.

1.2 Principal Office

The principal office for the transaction of the business of Celebration Center for Spiritual Living is located at 2830 Graham Road, Suite 220, Falls Church, Virginia 22042, and may be relocated by the Leadership Council. The Leadership Council may establish branch or subordinate locations as may be appropriate to fulfill the Center's mission and vision at any place or places where Celebration Center for Spiritual Living is qualified to do business.

1.3 Purpose, Mission, Vision and Intention

1.3.1 Purpose, Mission and Vision

Celebration Center, an ever-evolving expression of Spirit, is vision-guided, purpose-driven, and values-based. The Purpose, Mission and Vision Statements of the Center are articulated in the Celebration Center Evolutionary Design that evolves with and as the contemporaneous expression of the Center's evolution.

1.3.2 Centers for Spiritual Living

Celebration Center for Spiritual Living is a covenanted member of Centers for Spiritual Living, 573 Park Point Dr., Golden, CO, 80401.

1.3.3 Global Heart

Celebration Center 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.

Celebration Center is a point of inspiration which effectively advances the fulfillment of the Global Heart Vision of Centers for Spiritual Living.

1.4 Fulfillment Structure and Administrative Responsibilities

1.4.1 Team Structure

By these Bylaws, the Celebration Center shall establish and maintain its structure consisting of a Leadership Council, which shall act as the board of directors of the Celebration Center, and Teams established by these Bylaws. Other Teams, Focus Groups and Ministries may from time to time be added to fulfill the vision and mission of the Center. Duties and policies of Teams, Focus Groups and Ministries are further delineated in the Celebration Center Evolutionary Design.

1.4.2 Celebration Center Evolutionary Design

Celebration Center Evolutionary Design, herein also referred to as Evolutionary Design, sets forth the administrative structure of the Celebration Center. It is an organic plan that depicts the ever-evolving character and functionality of Celebration Center. The Evolutionary Design shall include all Center policies, procedures, job descriptions and organization charts depicting lines of responsibility in the administration of the Center. The Evolutionary Design shall be kept in the Center office and made available to any member of the Center.

1.4.2.1 Administrative Responsibility

The Leadership Council shall establish and maintain the Celebration Center Evolutionary Design to provide such administrative structure as it deems necessary for the effective and efficient management of the affairs of Celebration Center.

1.4.2.2 Administrative Review

It is acknowledged that the Evolutionary Design is a fluid expression of Spirit and subject to modification to remain in alignment with and support of the ongoing evolution of the Celebration Center. The Leadership Council shall review the Evolutionary Design, at least annually, and amend as necessary to ensure its effectiveness and efficiency in administering and managing the affairs of Celebration Center.

Article 2

Leadership Council (Board of Directors)

2.1 Leadership Council Powers and Responsibilities

The secular activities, business, and affairs of this Center shall be managed, and all corporate powers shall be exercised, by or under the direction of the Leadership Council. The Leadership Council makes and implements planning and policy decisions based on the vision, mission, goals, objectives, strategies, and policies of the Center.

2.1.1 Leadership Council Composition

The Leadership Council of this corporation shall consist of the Senior Minister and six voting members of the Center in good standing elected from the congregation. Specific eligibility, duties and responsibilities are set forth herein and expanded upon in the Evolutionary Design. Only elected Leadership Council members may participate in decisions regarding the conditions of the

Senior Minister's employment including and not limited to term, termination, compensation and benefits for that position. The Senior Minister may not be the Chair of the Leadership Council.

2.1.1.1 Chair of the Leadership Council

The Chair shall preside at meetings of the Leadership Council, and shall be the Presiding Officer for Annual Meeting and other business meetings as needed. The Chair shall conduct the business in accordance with the Bylaws and the Evolutionary Design. The Chair is authorized, along with the Senior Minister, to execute the Covenant with Centers for Spiritual Living.

2.1.1.2 Co-Chair of the Leadership Council

The Co-Chair shall preside at all meetings of the Leadership Council in the absence of the Chair and may perform such other duties as may be delegated to the Co-Chair or required by the Evolutionary Design or prescribed by these Bylaws.

2.1.1.3 Secretary

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

2.1.1.4 Treasurer

The Treasurer is the Chief Financial Officer of Celebration Center and answers directly to the Leadership Council. The Treasurer shall perform such duties as may be prescribed by these Bylaws, the Evolutionary Design and/or the Leadership Council.

2.1.1.5 Liaisons

Each Leadership Council member not serving as an officer shall serve as a liaison to one or more of the Teams established by these Bylaws or added in accordance with the Evolutionary Design to ensure that every Team has a liaison.

2.1.1.6 Leadership Council Term of Office

The term of office for each elected Leadership Council member shall be two years which shall begin January 1st of the year following election. A Leadership Council member may be elected to a second and/or third consecutive full term. Except as otherwise provided in these Bylaws, a Leadership Council member appointed by the Leadership Council to fill a vacant position shall have all the rights, powers and obligations of the position being filled and shall be eligible for election to a successive term upon completion of the appointed term of office and may be elected to a second and/or third term. No Leadership Council member may be elected to more than three full terms consecutively.

2.1.1.7 Leadership Council Eligibility

To be eligible to be elected or appointed as a member of the Leadership Council, a candidate must be a voting member in good standing as certified by the Secretary of the Leadership Council and

1. be at least 18 years old;
2. not have a married or equivalent domestic partner, child, or parent serving on the Leadership Council concurrently; and
3. not be an employee or monthly service contractor of the Center.

2.1.1.8 Resignation of a Leadership Council Member

Any member may resign at any time by giving written notice to the Leadership 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. A Leadership Council member who is absent from three consecutive meetings or ceases to meet the eligibility requirements of their position on the Leadership Council shall be deemed to have resigned.

2.1.1.9 Removal of a Leadership Council Member

A Leadership Council member may be removed by resolution adopted by consensus of the remaining Leadership Council members. Should the Leadership Council Chair be the member being considered for removal, the Co-chair shall assume the powers and perform the functions of the Chair in the removal process.

2.1.1.10 Leadership Council Vacancies Filled by Leadership Council

A vacancy of a Leadership Council position shall be deemed to exist on the occurrence of the death or resignation of any member, or upon the removal of a member in accordance with these Bylaws. In the event of a vacancy on the Leadership Council, a voting member of the Center in good standing may be appointed by consensus decision of the Leadership Council to fill the remaining term of the vacant position until the next Annual Meeting at which time the position is to be filled by election. In the event that a vacancy is created by removal of a Leadership Council member by the Leadership Council, the position may not be filled by appointment by the Leadership Council and must be filled by election by the Center voting membership which shall occur at the next Annual Meeting or a Special Meeting held for that purpose within 60 days of the removal, whichever shall first occur. Any midterm election is for the remaining term of the position being filled.

2.1.1.11 Leadership Council Quorum

A quorum of the Leadership Council shall be no less than four Leadership Council members exclusive of the Senior Minister. In the event that vacancies on the Leadership Council leave an insufficient number of Leadership Council members to constitute a quorum, the following persons shall fill the vacant Leadership Council position(s) to establish a quorum in order to conduct the business of the Center. The term of office associated with succession to membership on the Leadership Council ends upon appointment or election of a new Leadership Council member. The order of succession is:

1. Coordinator of the Stewardship Team
2. Coordinator of the Vision Team
3. Coordinator of the Congregant Services Team

Except as otherwise provided in these Bylaws, the act of the majority of the Leadership Council Members present at a meeting at which a quorum is present shall be the act of the Leadership Council.

2.2 General Corporate Powers and Responsibilities

2.2.1 General Corporate Powers of the Leadership Council

Subject to the Laws of the Commonwealth of Virginia 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 Celebration Center shall be managed and all corporate powers shall be exercised by or under the direction of the Leadership Council.

2.2.2 Corporate Officers

The corporate officers of the Celebration Center shall be the Chair, the Co-Chair, the Secretary, and the Treasurer of the Leadership Council which are selected by the members of the Team. The Senior Minister may not serve as a corporate officer.

2.2.3 Officer Restrictions

The same individual may not hold more than one corporate office or position.

2.2.4 Fiscal Authority

No corporate officer or other Leadership Council member shall take any fiscal action in the name of the Center without specific pre-approval by the Leadership Council. Pre-approval may include specific authorization of budgeted items or written delegations of authority by the Leadership Council.

2.2.4.1 Real Property

The Leadership Council has the power to approve transactions involving the acquisition and/or conveyance of real property and other assets on behalf of the Center when it is deemed to be in the best interest of the Center.

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2.2.4.2 Endowments

The Leadership Council may establish on behalf of the Center, any endowments for the general purposes or for any special purpose of the Center.

2.2.4.3 Gift Acceptance Policies and Guidelines

The Leadership Council may solicit and accept gifts for the advancement of awareness and understanding of the philosophy of Science of Mind in accordance with the policies and guidelines contained in the Evolutionary Design, consistent with the Center's general tax exempt purposes, as set forth in the Articles of Incorporation. As so limited, donor designated contributions will be accepted for special funds, purposes or uses as approved by the Leadership Council, and such designations generally will be honored. However, the Center shall reserve all rights, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any funds (including designated contributions) to assure that such funds will be used to carry out the Center's tax exempt purposes.

2.2.5 Indemnification of Leadership Council Members, Officers, Employees and Other Agents

The Leadership Council may, to the extent allowed by law, authorize Celebration Center to indemnify its Leadership 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 Celebration Center, or arising out of their status as Leadership Council members, officers, employees and other agents, and may authorize the purchase of insurance on behalf of such persons for the foregoing purposes.

2.3 Ecclesiastical Officers of the Celebration Center

The Ecclesiastical Officers of Celebration Center are the Senior Minister, other ministers serving the Center under a Letter of Call, and Centers for Spiritual Living Practitioners of Religious Science who are members of the Center.

2.4 Transactions with Interested Parties.

A contract or other transaction between the Center and one or more of its Leadership Council Members, Senior Minister, Ministers, Pastors, Officers, or family members thereof (hereinafter "Interested Party"), or between the Center and any other entity, of which one or more of the Center or its Leadership Council Members, Senior Minister, Ministers, Pastors, or Officers are also Interested Parties, or have a financial interest, shall be voidable at the sole election of the Center unless all of the following provisions are satisfied:

1. The Center entered into the transaction for its own benefit;
2. The transaction was fair and reasonable as to the Center, or was in furtherance of its tax exempt purposes at the time the Center entered into the transaction;
3. Prior to consummating the transaction, or any part, the Leadership Council authorized or approved the transaction, in good faith, by consensus of the Leadership Council Members then in office, without counting the vote of the interested Leadership Council Member or Leadership Council Members, and with knowledge of the material facts concerning the transaction and the Interested Parties' interest in the transaction; and
4. Prior to authorizing or approving the transaction, the Leadership Council, in good faith, determined after reasonable investigation and consideration, that either the Center could not have obtained a more advantageous arrangement, with reasonable effort under the circumstances, or the transaction was in furtherance of the Center's tax-exempt purposes.
5. Common or interested Leadership Council Members may not be counted in determining the presence of a quorum at a meeting of the Leadership Council (or a committee thereof) which authorizes, approves, or ratifies such contract or transaction. Notwithstanding the above, no loan shall be made by the Center to any of its Leadership Council Members, Officers, Pastors, or Members. The Leadership Council shall adopt a Conflicts of Interest Policy that will provide for full disclosure of material conflicting interests by Leadership Council Members, Officers, or employees consistent with the above stated policy. This Policy shall permit the Leadership Council to determine whether the contemplated transaction may be authorized as just, fair and reasonable to the Center.

2.5 No Compensation for Leadership Council Members.

No salary or compensation shall be paid to any member of the Leadership Council in his/her capacity as Member of the Leadership Council, but nothing herein shall be construed to preclude any Leadership Council Member from serving the Center in any other capacity and receiving reasonable compensation, consistent with the limitations set forth in Article 2.1.1.7(3). Moreover, the Leadership Council member may receive reasonable reimbursement for travel and other approved expenses upon request and written documentation.

Article 3

Teams, Focus Groups, and Ministries

3.1 Team Eligibility, Composition, and Duties

The eligibility, composition and duties of individual Teams established by these Bylaws are set forth herein. The roles, responsibilities and authorities of Teams, focus groups and ministries established by the Leadership Council shall be governed by the Evolutionary Design. The functions and processes of all Teams, focus groups and ministries are delineated in the Evolutionary Design. No Teams, focus groups or ministries may take any final action beyond authority granted by the Leadership Council.

3.2 Team Membership

3.2.1 Eligibility to Serve on a Team

To serve on a Team an individual, responding to a heart call to fulfill the mission of a particular Team, must be at least a general member of the Center in good standing. Team Members shall commit to serve for a minimum of 1 year. The Leadership Council may appoint additional members to any Team. The Senior Minister is an ex-officio member of all Teams.

3.2.2 Eligibility to Serve as a Team Coordinator

To serve as a Team Coordinator, an individual must be a voting member of the Center in good standing. Each Team Coordinator is selected for a 1 year term by the Team members subject to confirmation by the Leadership Council. A Team Coordinator may serve consecutive terms. If any Team is without a Coordinator for 30 days or more, the Leadership Council may appoint a Coordinator.

3.2.3 Vacancy of Team Member Position

A vacancy or vacancies in a Team position shall be deemed to exist on the occurrence of the death or resignation of any member or upon the removal of a member in accordance with these Bylaws.

3.2.3.1 Resignation of a Team Member

Any Team member may resign at any time by giving written notice to the Leadership 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. Absence from three consecutive meetings or failure to maintain qualifications for the Team member position may be cause for removal.

3.2.3.2 Removal of a Team Member

Any member of a Team may be removed from office by resolution adopted by consensus of the Leadership Council members.

3.3 Teams Created by these Bylaws

3.3.1 Ecclesiastical Team

The Ecclesiastical Team is responsible for the spiritual wellbeing of the Center.

3.3.1.1 Composition of the Ecclesiastical Team

The Ecclesiastical Team shall consist of the Ecclesiastical Officers of the Celebration Center. In the event of a vacancy in the position of Senior Minister, an Ecclesiastical Officer must be appointed by the remaining members of the Ecclesiastical Team to fill the position of Ecclesiastical Team Coordinator pending selection of a new Senior Minister.

3.3.2 Stewardship Team

The Stewardship Team is charged with advising and assisting the Leadership Council in oversight of all fiscal and physical assets of the Center including but not limited to matters related to fund raising, annual pledge campaign, budgeting and capital investment to ensure the financial well being of the Center.

3.3.2.1 Composition of the Stewardship Team

The Stewardship Team shall consist of a Coordinator and voting members of the Center in good standing appointed by the Leadership Council. No person may serve on the Stewardship Team concomitantly with their spouse, domestic partner, parent or child.

3.3.3 Vision Team

Vision Team is charged with conducting visioning, visioning training and receiving vision and co-creation input from Teams throughout the spiritual community to reveal the emergence of Spirit in and as Celebration Center. The Vision Team shall furnish a compilation of vision and co-creation input to provide guidance to the Leadership Council at regular intervals.

3.3.3.1 Composition of the Vision Team

The Vision Team shall consist of a Coordinator and at least four voting members of the Center in good standing.

3.3.4 Congregant Services Team

The Congregant Services Team is charged with responding to the worldly needs of the spiritual beings that have come together in Spiritual Community as the Celebration Center.

3.3.4.1 Composition of Congregant Services Team

The Congregant Services Team shall consist of a Coordinator and general, voting and/or youth members of the Center.

Article 4

Senior Minister

4.1 Senior Minister

The Senior Minister is in charge of all ecclesiastical affairs of this Center. The Senior Minister determines the nature and order of the services, events, classes, music, speakers and workshops.

The Senior Minister shall be a Member of the Leadership Council. The Senior Minister works in collaboration with the Leadership Council in determining the scope, nature, and course of duties and authority of agents and employees of the center.

4.1.1 Qualifications

No person shall hold an office of Senior Minister of this Center unless he/she shall have been approved by Centers for Spiritual Living, or unless the Leadership Council of Centers for Spiritual Living accepts the minister's qualifications from another organization, and such minister affiliates with Centers for Spiritual Living.

4.2 Call to Senior Minister

Except as otherwise expressly provided in these Bylaws, the terms under which the Senior Minister shall be retained shall be set forth in a written contract in the form of a Letter of Call agreed to between the Leadership Council and the Senior Minister. All letters of call shall be for a specific period with a maximum of three years.

4.2.1 Review of Minister's Performance

The Leadership Council will conduct an annual review of the minister's performance of duties. The format for this review is specified in the separate document, "Process for Ministerial Review." The content of that document will be reviewed and negotiated with any incoming minister as part of the hiring process. Renewal of a letter of call will be contingent on the council's determination that the minister continues to be a good fit for the Center's needs.

4.3 Removal of Senior Minister

Notwithstanding any provision of the Letter of Call or any other agreement or understanding, the employment of the Senior Minister shall be terminated without liability by action of the voting members of the Center in good standing as provided in these Bylaws, Notice of proposed termination of the services of any Senior Minister shall first be given to the Office of Growth, Ecclesiastical and Ministerial Support of the 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 Senior Minister. Such meeting must be comprised of no less than 50% of the voting members in good standing of the Celebration Center. The resolution to terminate the services of the Senior Minister must be approved by at least two-thirds (2/3) of the voting members present. No proxy votes will be accepted or validated, Notice of the time, place and purpose of this Special Meeting must be provided as set forth herein.

4.4 Vacancy in the Office of Senior Minister

When the office of Senior Minister becomes, or is expected to become, vacant for any reason, the Leadership Council shall have the authority to appoint an interim Senior Minister. The Leadership Council shall also appoint a Selection Committee consisting of three Leadership Council members and three voting members of the Center in good standing who are not Leadership Council members, officers, or employees of the Center. At least two of the six members shall be Practitioners. The Committee shall work within the guidelines of candidacy as provided by Centers for Spiritual Living. The Committee shall present the name or names and qualifications of the person(s) selected to the Leadership Council. If the Leadership Council approves such a selection or selections, it shall present the candidate or candidates to a Special 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. If the members approve the candidate, the Leadership Council shall extend a written Letter of Call to such person to become the Senior Minister of the Center. 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 Centers for Spiritual Living as may be necessary to obtain a selection satisfactory to the membership.

4.5 Support and Compensation of the Senior Minister

The Senior Minister shall be supported by a staff. The Leadership Council shall determine the position description including compensation and benefits of staff employment.

Article 5

Youth Community Leader

5.1 Youth Community Leader

The Youth Community Leader represents, and emphasizes the importance of youth in our community. The duties and policies of the Youth Community Leader (also referred to herein as YCL) shall be, but are not limited to, those set forth in the Evolutionary Design. The YCL shall serve as Chair of the Youth Council, and participate on the Vision Team as much as possible.

5.2 Qualifications

The Youth Community Leader shall be between the ages of 14 and 18, attend service no less than twice per month and volunteer to the Center at least once per month which may be counted as one of the days of attendance.

5.3 Selection of Youth Community Leader

The Youth Community Leader shall be a youth member selected according to procedures set forth in the Evolutionary Design.

5.4 Term of Office

The Youth Community Leader shall serve a 1-year term with the opportunity to be reelected to one successive term.

5.5 Support for the Youth Community Leader

The Youth Community Leader shall receive an expense stipend to be determined and allocated by the Leadership Council.

Article 6

Membership

There are three levels of member: general member, voting member, and youth member. All members shall have an equal opportunity to express opinions on business matters.

6.1 General Member

A general member in good standing is any individual, age 18 years or over, who has chosen to become a recognized member of Celebration Center by completing a membership application on which s/he has committed his/her intention to live by the Guiding Principles and Values of the Center and Science of Mind philosophy, and to uphold Center's purpose, mission and vision by sharing his/her time, talents and treasures. Membership is confirmed upon written acknowledgement by the Leadership Council.

6.2 Voting Member

Voting is a privilege reserved for those who actively participate in the Center. A general member in good standing for no less than 60 days, may apply to become a voting member by completing an Application for Voting Membership on which s/he:

- 1) Pledges financial support to the Center:
- 2) Provides the date of successful completion of an approved entry level class as set forth in the Evolutionary Design.

The Leadership Council confirms initial voting membership in writing.

6.3 Youth Member

A youth member in good standing is any individual, ages 13 through 18, who has chosen to become a recognized member of Celebration Center, and:

- 1) Has completed a membership application which has been approved by the Leadership Council;
- 2) Has committed, to the best of his/her ability, to live by our Guiding Principles and uphold the teachings and practices of Religious Science and the Science of Mind philosophy;
- 3) Upholds the purpose, mission and vision of the Center, and acts to promote harmony and oneness within the spiritual community;
- 4) Shares his/her time, talents and treasures; and
- 5) Regularly attends the religions and youth functions of the Center.

6.4 Membership Renewal

6.4.1 General Membership

General membership is for an indefinite term and does not need to be renewed unless terminated as described below.

6.4.2 Voting Membership

Voting membership is to be renewed on an annual basis. Such renewal is to be submitted in writing as part of an annual pledge campaign or as otherwise prescribed in the Evolutionary Design.

6.4.3 Youth Membership

Youth membership is for an indefinite term within the age group specified in these Bylaws, unless terminated as described below, and does not need to be renewed.

6.5 Settlement of Disputes

In any dispute arising between or among Center members or staff, the dispute shall be resolved in accordance with the Conflict and Dispute Resolution Policy set forth in the Evolutionary Design. Minister(s) and/or practitioner(s) involved in any dispute are to follow the procedures set forth in their respective codes. When a conflict or dispute arises within or against the Center, it is the responsibility of all concerned to seek a resolution that reaches the highest and best for all parties involved.

6.6 Termination of Membership

Membership may be automatically terminated through death/transition, resignation or transfer to another Center. Membership may also be terminated by action of the Leadership Council should it determine that the member no longer meets the requirements of a member in good standing as

established herein. Such a finding may occur where the records show that for a period of 1 year or more there has been a complete lack of interest, either materially, or with regard to participation in the service and/or affairs of the Center, and/or where the member has clearly demonstrated opposition to the purpose of the Center 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, at least 21 days in advance of the meeting. The notice shall include the reason for termination and advise the member of his/her right to appear at the meeting of the Leadership Council and be heard. The Leadership Council shall have the power to review and consider special circumstances and make an exception where it is in the best interest of the Center and the member.

6.7 Powers of Voting Membership

All voting members have the power to consider and act on reports and resolutions not in conflict with these Bylaws or the rules of the Leadership Council. The voting membership may compel the Leadership Council to convene a Special Meeting by presentation of a petition containing no less than 20% of the voting members' signatures.

Article 7

Meetings of the Members

7.1 Official Meetings of the Membership

There are only two types of official meetings of the Center membership: Annual Meetings and Special Meetings. Such meetings may only be called by a majority of the Leadership Council members or the Senior Minister. The voting membership in good standing may compel the Leadership Council to convene a Special Meeting in accordance with these Bylaws. The Leadership Council may prescribe rules for the conduct of the business and affairs at official meetings.

7.1.1 Time and Place of the Official Meetings

All meetings of the members shall be held either at the principal office or place of worship of this Center or at any other place which may be designated by the Leadership Council in the event it cannot be held at the principal office.

7.1.2 Annual Meeting of the Membership

The Annual Meeting of the membership shall be held in October of each year, or as established by the Leadership Council. Candidates for vacancies on the Leadership Council, and delegates and alternate delegates to the Annual Gathering of the Centers for Spiritual Living shall be elected at the Annual Meeting. The ministerial delegate, practitioner delegate, music ministry delegate, and the youth delegate and their alternates will be determined in the manner set forth in the Evolutionary Design and will be announced at the Annual Meeting. Reports of the affairs of the Center shall be presented, annual financial reports shall be reviewed, the next annual budget shall be approved by the voting members, and such other business as may be brought before the membership by Leadership Council, Senior Minister or a voting member. Notice of each Annual Meeting, disseminated in the manner set forth in the Evolutionary Design, shall be given to members in good standing at least 21 days prior to such meeting.

7.1.3 Special Meetings of the Members

Special Meetings of the members may be called at any time by a consensus of the Leadership Council or the Senior Minister. Notice of any Special Meeting shall be given in the same manner as for an Annual Meeting of members except that such meeting may be called upon notice of 7 days except as otherwise provided in these Bylaws. Such notice must state the purpose(s) for which the meeting is being called. Only business within the purposes(s) described in the meeting notice may be conducted at a Special Meeting. No official business may be transacted if the Special Meeting notice is not properly given, in which case, the meeting will be considered an unofficial meeting and any matters addressed will be considered advisory in nature only.

7.2 Voting at Official Meeting of Members

7.2.1 Roster of Eligible Voters

Only voting members in good standing shall be eligible to vote. Prior to any election or other matter requiring a vote of the qualified voting membership, the Leadership Council shall reconfirm the eligibility of each voting member in accordance with these bylaws including verification of actual financial support consistent with their pledge. A certified list containing the name, mailing address and telephone number of all voting members shall be maintained and published semi-annually by the Secretary of the Leadership Council. The Secretary of the Leadership Council shall post it in the Sanctuary 45 days before each Annual Meeting for examination by members. Requests for changes to the list may be made to the Leadership Council up to 10 days prior to an Annual Meeting. The Roster of Eligible Voters shall be confirmed by the Secretary of the Leadership Council 7 days prior to the meeting. No changes may be made to the confirmed Voter Roster on the day of an Annual Meeting.

7.2.2 Voter Roster for Special Meetings

The Voter Roster for a Special Meeting shall be the most recent certified list of voting members, as updated to include any newly qualified voting members, and published at the time the meeting is announced.

7.2.3 Registered Voters

Each eligible voter in attendance shall register with the Leadership Council Secretary or designee who shall determine whether the member is on the Voter Roster. So registered, she is entitled to one vote on each matter submitted for a vote, subject to any other voting restrictions provided in these Bylaws. Registration shall close upon convening the business portion of the meeting. No further registrations will be accepted.

7.2.4 Proxy Votes

No proxy votes will be accepted.

7.2.5 Quorum

All voting members present and registered at the beginning of the business portion of the meeting at an Annual or Special Meeting shall constitute a quorum for the transaction of business except as provided in the Bylaws for removal of Senior Ministers and for amendment to these Bylaws. A majority of the quorum as initially established may continue to transact business, notwithstanding the withdrawal of one or more voting members.

7.2.6 Required Majority

Except as provided in these Bylaws for removal of the Senior Minister, and to effect changes to the Bylaws, any matter properly put before an Annual or Special Meeting may be adopted by a simple majority vote of the registered voting members.

7.2.7 Conduct of Election

All elections for which there is more than one candidate shall be conducted by secret ballot. 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. Only in an uncontested election can a vote by acclamation be used. The lay delegate and alternate delegate to the Centers for Spiritual Living Annual Gathering must be voting members of the Center elected at the Annual Meeting. The delegate candidate receiving the most votes is the delegate. The alternate is the candidate receiving the next largest number of votes.

7.3 Nominations

7.3.1 Nominations by Leadership Council

The Leadership Council shall designate a Nominating Team that shall prepare a slate of one or more nominees qualified for each elected position to be filled. Only Voting Members may be nominated for an elected position. This slate shall be filed with the Secretary of the Leadership Council at least 60 days prior to the Annual Meeting at which the office is to be filled. The Nominating Team shall prepare a biographical guide correlating the qualities of the nominee with the qualifications of the positions, and shall obtain a written "consent to serve" from each nominee. The Secretary shall communicate the slate to all Center members at least 21 days prior to the Annual Meeting.

7.3.2 Nominations from the Floor

Nominations may be made from the floor at an Annual Meeting. Upon confirmation by the Nominating Team that the candidate meets the criteria for the position as set forth in the Evolutionary Design, the candidate's name is placed on the ballot by the Leadership Council Secretary.

Article 8

Meetings of Leadership Council or Other Teams

8.1 Conduct of Team Meetings

Notice of Leadership Council and other Team meetings shall be disseminated in advance as delineated in the Evolutionary Design. All meetings shall be open to members of the Center and other interested parties except for Executive Session as defined below. Minutes of Leadership Council and other Team meetings shall be kept in accordance with these Bylaws.

8.1.1 Executive Session

The Leadership Council, or other Teams, may hold an executive session when matters of a confidential nature, such as personnel matters, are being discussed. Only members of the Team are

present during an Executive Session. No minutes of an Executive Session are taken. If decisions are made, a summary statement shall be read into the record when the open meeting resumes.

8.1.2 Time and Location of Meetings

Regular and special meetings of the Leadership Council or other Teams may be held at any time and place within or outside the Commonwealth of Virginia, by consent of Team members. All such consents shall be made part of the minutes of the Leadership Council or other Team meeting. In the absence of a different designation, such meetings shall be held at the principal executive office of Celebration Center.

8.1.3 Electronic Participation in Meetings

Members of the Leadership Council or any other Team may participate in any regular or special meeting telephonically or through the use of other electronic communication means so long as their identity is verified and recorded in the minutes of the meeting which shall reflect the means of their participation. Participation by such means shall constitute presence in person at such meeting.

8.1.4 Adjournment

A majority of the Leadership Council or Team members present, whether or not constituting a quorum, may adjourn a meeting.

8.2 Special Team Meetings

The Senior Minister, Chair or any three members of the Leadership Council or other Team have the authority to call special meetings of their Team for any purpose at any time. Notice of the date, time and purpose of such special meetings shall be given to each member of that Team at the member's telephone number and/or email address shown on the records of the Celebration Center.

8.3 Team Meeting Quorum

A simple majority of the members of a Team shall constitute a quorum. No official business may be conducted without a quorum.

8.4 Action without Meeting

Any action required or permitted by a Team may be taken without a meeting, if all members of the Leadership Council or Team, collectively or individually, consent in writing or by email to that action. Such action shall have the same force and effect as though taken in person. Any decision together with such written consent or consents shall be filed with the minutes of the proceedings of the Leadership Council or other Team.

Article 9

Records and Reports

9.1 Maintenance of Records

The Secretary of Celebration Center shall keep, or cause to be kept, records in written form which shall be secured at the principal office of Celebration Center.

9.1.2 Minutes of Meetings

Minutes shall be kept of the proceedings of each Annual Meeting, the Gathering of the Committed, Concerned and Curious, all Town Hall Meetings, all meetings of the Leadership Council and other Teams, and other meetings as delineated in the Evolutionary Design. Such minutes shall include the time and place of the meeting, the names of those present, and the business conducted. Minutes of all Special Meetings must also include how the meeting was authorized and the manner of notice given. Copies of such minutes of all shall be made easily accessible to all members in a timely manner and convenient location as set forth in the Evolutionary Design.

9.1.3 Membership record

A certified list containing the name, mailing address and telephone number of all members shall be maintained and published semi-annually by the Secretary of the Leadership Council. The membership list of Celebration Center is a corporate asset. Without consent of the Leadership Council, a membership list or any part thereof may not be obtained or used by any person for any purpose not reasonably related to the business or activities of the Center. Without limiting the generality of the foregoing and without the written consent of the Leadership Council, a membership list or any part thereof may not be used to solicit money or property, or be sold to or purchased by any person.

9.1.4 Financial Records

The Treasurer of Celebration Center shall keep or cause to be kept adequate and correct books and records of accounts of the properties and business transactions of Celebration 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. Copies of such financial statements of all shall be made easily accessible to all members in a timely manner and convenient location as set forth in the Evolutionary Design.

9.1.5 Corporate and Other Documents

Documents kept at the Center's principal office shall include but not be limited to current and up-to-date copies of:

- 1) Articles of Incorporation;
- 2) Celebration Center Bylaws;
- 3) Evolutionary Design;
- 4) Member community affiliation agreement with the Centers for Spiritual Living;
- 5) Annual statement of operations filed with the Centers for Spiritual Living;
- 6) Letter of Call to the Senior Minister;
- 7) Letter of Call to any other Minister(s) serving the Center;
- 8) Employment agreement(s) with any paid employee(3) or contractor(s) of the Center;
- 9) The most recent annual report filed with the State Corporation Commission;
- 10) Monthly Leadership Council minutes;
- 11) Monthly financial statements; and
- 12) Other documents as specified in the Evolutionary Design or deemed appropriate to retain in the ordinary operation of the Center.

9.2 Members' Inspection Rights

Any member of the Center shall have the right to inspect the records of the Celebration Center on an as needed basis upon request to the Leadership Council. Such inspection shall not unreasonably be withheld.

Article 10

Amendment of Bylaws

10.1 Procedures for Amendment of Bylaws

These Bylaws may be amended, repealed, or new Bylaws may be adopted by the affirmative vote of two-thirds of the voting members present and registered at an Annual Meeting or Special Meeting. The Leadership Council shall establish procedures for proposing new Bylaws, or for proposing the amendment or repeal of these Bylaws.

10.1.1 Notice

Notice of a proposed Bylaw change of any kind must be circulated in the manner(s) set forth in the Evolutionary Design to all members of the Center in good standing at least 21 days prior to the Annual Meeting or Special Meeting at which the Bylaw change shall be considered.

10.1.2 Effective Date

All Bylaw changes shall become effective immediately after approval unless otherwise stated therein.

10.2 Disaffiliation with Centers for Spiritual Living

Disaffiliation with the Centers for Spiritual Living constitutes severance of all legal rights and obligations and a change to these Bylaws. Minimum required procedures for disaffiliation are set forth below.

10.2.1 Resolution of the Leadership Council

The Leadership Council shall adopt a resolution calling for disaffiliation.

10.2.2 Confirmation Vote of the Membership

Following such resolution, the Leadership Council shall convene a Special Meeting at which the membership will discuss and vote upon disaffiliation. The purpose of this meeting shall be to offer a thorough presentation of the Center's reasons for considering disaffiliation and to offer the membership the opportunity to dialogue and to ask questions. Should the membership confirm the Leadership Council resolution, the Chair of the Leadership Council will inform the President of the Centers for Spiritual Living.

10.2.3 Special Informational Meeting with Centers for Spiritual Living Representative

A second information meeting of the membership shall be called upon two weeks' notice to all community members in the event disaffiliation with Centers for Spiritual Living is sought. A representative from Centers for Spiritual Living shall be allowed to be present for the duration of this meeting, to make a statement and to answer any questions from the membership.

10.2.4 Special Meeting; Formal Vote on Disaffiliation

No less than two weeks following the informational meeting, a Special Meeting of the membership shall be called, according to the bylaw requirement 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 Centers for Spiritual Living following this meeting in the event of an affirmative vote. Immediately following that vote, the membership will vote to reconfirm these Bylaws, with the exception of references to the Centers for Spiritual Living.

Article 11 Dissolution

11.1 Procedures for Dissolution

In the event dissolution is contemplated, action can be taken only by an affirmative vote of two-thirds of the voting members present and registered at an Annual Meeting or Special Meeting. No proxy votes will be accepted or validated. Notice of such meeting shall also be sent to Senior Minister of the Centers of Spiritual Living no less than 21 days prior to the meeting with the right of Centers for Spiritual Living representation at any such meeting.

11.2 Notice

Notice of a proposed dissolution must be circulated in the manner(s) set forth in the Evolutionary Design to all members of the Center in good standing at least 21 days prior to the Annual Meeting or Special Meeting at which the Dissolution is to be considered.

Article 12 Construction and Definitions

These Bylaws shall be construed and interpreted in accordance with the laws of the Commonwealth of Virginia. 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 Celebration Center and a natural person. Robert's Rules of Order Newly Revised shall, when applicable, control any situation not covered by these Bylaws.

Article 13 Miscellaneous

13.1 Corporate Seal

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

13.2 Conflict of Interest

The Leadership Council's responsibility to manage the business affairs of the Center 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 Center and any person who is a member, or member-elect, of the Leadership Council or any entity in which such person or any member of such person's immediate family have an opportunity for financial gain. The Center recognizes that in specific instances or in unique matters, it may be in the best interest of the Center

to enter into a business transaction of the type otherwise prohibited above. Such transaction may be permitted if:

- 1) The Leadership Council complies with all provisions of the laws of the Commonwealth applicable to transactions between a corporation and a council member, and
- 2) The Leadership 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
- 3) The Leadership Council finds and records in its minutes, that the proposed transaction is:
 - i) Particularly unique or advantageous to the Center, or
 - ii) Upon terms and conditions which the Leadership Council believes to be either not available or more favorable to the Center than would be available in a similar transaction between the Center and any other party.
- 4) In those specific instances or on the subject of unique matters where a Leadership Council member's immediate family may have or give any impression that there is an opportunity for financial gain, the Leadership Council shall appoint the Coordinator of a Team not involved in the activity to provide oversight of the involvement in question and who shall report his/her findings to the Leadership Council at regularly schedule meetings.

I, the undersigned Secretary of Celebration Center for Spiritual Living, do hereby certify that the above Bylaws were adopted on by the voting members at a duly called meeting and that these Bylaws are current and in operation as of that time.

8/16/16
Date

Nancy Newman
Signature

Nancy Newman
Printed Name

Secretary