

# Bylaws of

## CENTER FOR SPIRITUAL LIVING



**A Colorado Nonprofit Religious Corporation  
Last Approved March 2, 2025**

### ARTICLE 1 - CENTER FOR SPIRITUAL LIVING COLORADO SPRINGS

**Section 1.1. Center for Spiritual Living Colorado Springs (the Center).** The name of this Center is **Center for Spiritual Living Colorado Springs.**

### ARTICLE 2 - OFFICES

**Section 2.1. Principal Office.** The street and mailing address of the principal office of the Center is **5075 Flintridge Drive, Colorado Springs, Colorado 80918.** The Leadership Council may change the location of the principal office.

### ARTICLE 3 - PURPOSES AND POWERS

**Section 3.1. Purposes.** The Center is organized and shall be operated exclusively for religious, spiritual, and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Subject to the foregoing, the specific purposes and objectives of the

Center shall also include teaching, educating, practicing, and embodying the Science of Mind.

**Section 3.2. Powers.** In fulfilling its mission, the Center may engage in all lawful activities permitted for nonprofit religious organizations under Colorado law, consistent with our spiritual values and legal requirements subject to such limitations as are or may be prescribed by law.

**Section 3.3. Restrictions On Powers.**

**3.3.1** No part of the Center's earnings shall benefit any private individual, except as fair compensation for services rendered. No part of the net earnings of the Center shall inure to the benefit of or be distributable to any Member of the Center which is not then an exempt organization described in section 501(c)(3) of the Internal Revenue Code, any director or officer of the Center or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the Center affecting one or more of its purposes), and no Member of the Center which is not then an exempt organization described in section 501(c)(3) of the Internal Revenue Code, and no director or officer of the Center or any other individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Center or otherwise.

**3.3.2** The Center shall not support or oppose political candidates. This includes publishing or distribution of statements regarding any political campaigns. No substantial part of the activities of the Center shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Center shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**3.3.3** Upon dissolution, all assets shall be distributed to organizations aligned with Science of Mind and recognized under Section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code. Receiving organizations include the Home Office of Centers for Spiritual Living (CSL) or other organizations or churches that are helping to disseminate the teachings of Science of Mind. Respective shares and interests shall be determined by the Leadership Council.

**3.3.4** Notwithstanding any other provision of these Bylaws, the Center shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code, or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, and, if at any time the Center is a "private foundation" as defined in section 509(a) of the Internal Revenue Code, then during such period of time:

**3.3.4.1** The Center shall not engage in any act of "self- dealing," as defined in section 4941(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4941 of the Internal Revenue Code;

**3.3.4.2** The Center shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax imposed by section 4942 of the Internal Revenue Code;

**3.3.4.3** The Center shall not retain any "excess business holdings," as defined in section 4943(c) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4943 of the Internal Revenue Code;

**3.3.4.4** The Center shall not make any investments that would jeopardize the carrying out of any of the exempt purposes of the Center, within the meaning of section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4944 of the Internal Revenue Code; and

**3.3.4.5** The Center shall not make any "taxable expenditure," as defined in section 4945(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4945 of the Internal Revenue Code.

**3.3.5** All references in these Bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

#### **ARTICLE 4 - CONSTRUCTION; DEFINITIONS**

**Section 4.1. Construction; Definitions.** Terms in these Bylaws shall be interpreted to promote inclusivity, spiritual integrity, and alignment with Colorado nonprofit law. Language reflects all gender identities and forms of participation. Unless the context otherwise requires, the general provisions, rules of construction, and definitions in the Colorado Nonprofit Religious Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, the term "person" includes both a legal entity and a natural person, the term "Council" refers to the Leadership Council, the term "Center" and/or "CSLCS" refers to the Center for Spiritual Living Colorado Springs, and the term "CSL" refers to Centers for Spiritual Living corporate offices.

#### **ARTICLE 5 - AFFILIATION WITH CENTERS FOR SPIRITUAL LIVING**

**Section 5.1. Affiliation with Centers for Spiritual Living.** This Center is affiliated with Centers for Spiritual Living (herein sometimes "CSL"), a Colorado Nonprofit Religious Corporation. In accordance with the terms of the Member Community Affiliation

Agreement entered into between this Center and CSL, the Center agrees to operate in alignment with CSL's Organizational Design Model, the CSL Bylaws, and the provisions of CSL's Articles of Incorporation relating to the exempt status of CSL and/or this Center under Section 501(c)(3) of the Internal Revenue Code, as any of those documents are amended from time to time.

## **ARTICLE 6 - MEMBERSHIPS**

**Section 6.1. Qualification and Classes of Membership.** This Center shall have two classes of membership, adult Member and youth Associate Member. Any adult may become a Member upon application, attendance of the Center's orientation session(s) and receipt of approval by the Leadership Council. At the discretion of the Family Ministry, this Center may allow individuals under the age of eighteen (18) to become Associate Members with the proviso that Associate Members shall have no voting power in Membership meetings. The Leadership Council may create additional classifications of membership if it is deemed in the best interest of the Center.

**Section 6.2. Privileges of Members.** The privileges of the Members in good standing of this Center shall be as follows:

**6.2.1** To uphold the teachings and practices of Science of Mind and Spirit and to exemplify these teachings and practices in daily life.

**6.2.2** To regularly attend the religious and social meetings of this Center. Members outside of the physical jurisdiction may agree to participate in the activities of this Center online or by other means of communication.

**6.2.3** To read, study and practice the literature of Science of Mind and Spirit diligently.

**6.2.4** To make regular and identifiable contributions of their time, talent, and treasure to the support of this Center.

**6.2.5** To attend the business meetings of this Center, whenever possible, and to vote therein.

**6.2.6** To hold office and/or serve on committees or teams.

**Section 6.3. Tithing.** Tithing is honored as a sacred expression of abundance. Members are invited to give regularly and joyfully. This Center encourages and supports the principle of tithing by its Members. The Center makes regular identifiable financial contributions to CSL to support the broader Science of Mind movement.

**Section 6.4. Members in Good Standing.** Any Member wishing to serve the Center in any capacity must be in good standing. A Member is in good standing when they actively participate and contribute to the life of the Center. The Leadership Council uses these guidelines with fairness and spiritual integrity.

### **Section 6.5. Termination of Membership.**

**6.5.1 Automatic Termination.** Membership shall be automatically terminated by death, resignation, withdrawal or transfer to another Center.

**6.5.2 Termination by Leadership Council.** Membership may be terminated by the Leadership Council as follows:

**6.5.2.1** Where a Member has not contributed to the support of, or participated in, the services or affairs of this Center for eighty percent (80%) of a consecutive year.

**6.5.2.2** Termination of membership shall become final when the Member has been notified in writing and has not objected to the termination within ten (10) days.

**6.5.2.3** Members whose membership are subject to termination under paragraph 6.5.2.2, above, shall not be terminated upon objection if they show evidence of financial support and agree to continue supporting this Center according to the duties and privileges of Section 6.2, above.

**6.5.2.4** If a Member acts in ways that harm the community, they may be removed after a fair process including written notice, a response window, and a hearing, as follows: A Member may be terminated for cause by a two-thirds (2/3) vote of the Leadership Council upon a showing that a Member is acting to the detriment of this Center. The Member must be sent written notice of termination and has ten (10) days to file a written objection with the Leadership Council. Said Members shall not be terminated upon objection until they have had the opportunity to present reasons why they should not be terminated to the Leadership Council. After hearing such reasons, the Leadership Council, in their sole discretion, may find:

- the termination unwarranted and reinstate the Member,
- suspend the Member for a stated period of time,
- or may terminate the membership.

If there are extenuating circumstances (legal), the Leadership Council will abide by legal counsel.

The decision of the Leadership Council shall be final and not subject to further appeal.

## **ARTICLE 7 - MEETING**

**Section 7.1. Annual Meeting.** An annual community meeting shall be held to review the Center's activities and financial health, elect new Leadership Council and Nominating

Committee members, and discuss future goals. The date, time and place of the meeting shall be established by the Leadership Council. Notice of each annual membership meeting shall be announced by email and weekly announcements for each Sunday service during the thirty (30) day period before the meeting. The written notice of the meeting shall also state the number of vacancies that are open on the Leadership Council and Nominating Committee and the process for applying for a vacancy. The annual meeting may be adjourned to a subsequent day by majority vote of the Members in attendance at such meeting.

**Section 7.2. Annual Meeting Agenda.** The agenda may include reports on the Center's work and finances, elections for open Leadership Council and Nominating Committee seats, and votes upon and transaction of other business as may properly come before such meeting.

**Section 7.3. Special Meetings.** Special meetings of the Members of this Center may be called by the Senior Minister or the Executive Board of the Leadership Council, or a majority of the Members of the Leadership Council or by ten percent (10%) or more of the Members of this Center by written petition to the Leadership Council.

Notice of each special meeting shall be given by the same methods as for annual meetings of Members except that notice shall be given within twenty-one (21) days prior to a special meeting. Notice of any special meeting shall specify, in addition to the place, date and hour of such meeting, the nature of the business to be transacted. No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting of the Members.

**Section 7.4. Authority for Electronic Meetings.** The Board may authorize electronic meetings of the membership that allow Members not physically present to participate. Such methods may include audio, video, computer, or any other methods of real time communication. Virtual attendees who are Members in good standing have full rights to participate and vote. Such electronic meetings must allow Members a reasonable opportunity to participate and vote.

## **ARTICLE 8 - NOTICE**

**Section 8.1. General Notice Requirements.** Notice of all membership meetings may be distributed to each Member in good standing by the following means:

**8.1.1** Announcements at Sunday services, in Center newsletters, or other publications circulated to the membership.

**8.1.2** Written notice by email or other electronic method where the email or electronic method is on file with the Center.

## **ARTICLE 9 - QUORUM**

**Section 9.1. Quorum.** Twenty percent (20%) of Members of record in good standing present at an annual or special meeting of the Members shall constitute a quorum for the transaction of business at that meeting.

## **ARTICLE 10 – VOTING AT ANNUAL AND SPECIAL MEETINGS**

**Section 10.1. Eligibility to Vote.** Each Member in good standing may cast one vote on each matter submitted to a vote of the Members.

**Section 10.2. Manner of Voting.** Voting must be by paper (written) or electronic ballot. Electronic ballots may be processed using the Center’s membership database system to ensure all ballots submitted electronically come from verified Members.

**Section 10.3. Approval by Majority Vote.** Unless otherwise required by law or these Bylaws, decisions shall be made by a simple majority of votes cast when a quorum is present. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the Members unless the vote of a greater number is required by the Nonprofit Religious Corporation Law, the Articles of Incorporation, or as otherwise set forth in these Bylaws.

## **ARTICLE 11 - CENTER RECORDS AND FINANCES**

**Section 11.1. Accounting Records.** The Center shall maintain appropriate accounting records, including supporting documentation. Correct books of account of the activities and transactions of the Center shall be kept at the principal office of the Center or be accessible in the Center’s document management and accounting systems maintained online / on cloud-based servers by authorized parties.

**Section 11.2. Minutes and Related Documentation.** Members may request to view financial reports and meeting minutes, with reasonable notice of at least three (3) business days. Individual donation records remain confidential. The Center shall keep as permanent records minutes of all meetings of the Leadership Council and Annual and Special Meetings of the Members. The Center encourages all committees of the Center to keep minutes, notes or other records and to file them as part of the permanent records of the Center in the Center's document management and accounting systems maintained online / on cloud-based servers.

**Section 11.3. Membership List.** The Business Manager shall keep or cause to be kept and maintain a fully up-to-date permanent list of Members containing at least the names, addresses, telephone numbers, and (when available) e-mail addresses of the Members. The Business Manager shall promptly record all new Members of this Center, and to archive from the records all terminated Members. Such record shall establish membership of record for all purposes. Membership records may be stored securely both in physical and digital formats in the Center's document management system online / on cloud-based servers and retained in accordance with legal and ethical standards.

**Section 11.4. Center's Records Maintained at Principal Office.** This Center shall keep a copy of each of the following records at its principal office and within the Center's document management system online / on cloud-based servers:

**11.4.1** The Articles of Incorporation;

**11.4.2** The Bylaws;

**11.4.3** The Member Community Affiliation Agreement between this Center and CSL;

**11.4.4** The most current versions of the Organizational Design Model, Bylaws, and Policies and Procedures Manual of CSL;

**11.4.5** Copies of all filings and reports to any governmental agency;

**11.4.6** All documents related to this Center's claim of exemption under Section 501(c)(3) of the Internal Revenue Code, including without limitation this Center's favorable determination letter granting tax-exempt status and/or documents pertaining to its group exemption status in conjunction with CSL;

**11.4.7** Financial statements, including without limitation balance sheets and income statements, covering at least the most recent seven (7) years' activities and transactions of the Center;

**11.4.8** All other documents or records required to be maintained by the Center at its principal office under any applicable federal, state, or local law(s) or regulation(s).

**Section 11.5. Form of Center's Records.** This Center's accounting records, minutes and related documentation, membership lists, and the records specified in Section 11.4, above, shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

**Section 11.6 Inspection of Accounting Records and Minutes.** On written request to the Secretary of the Leadership Council (or the Secretary designee), any Member of this Center may, for any purpose reasonably related to the Member's interest as a member, inspect the accounting records of the Center (with the exception of individual congregant financial information) and/or the minutes of the proceedings of the Members, the Leadership Council, or the committees of this Center. The records shall be made available in hardcopy within three (3) business days after receipt of the request. Any inspection and copying of such written records may be made in person or by the Member's agent or attorney. This right of inspection extends to the records of any subsidiary of this Center. Without the prior written consent of the Leadership Council, no Member of this Center shall be authorized to use the accounting records or minutes of the proceedings of this Center so obtained for any commercial purpose.

**Section 11.7. Inspection by Leadership Council Members.** Members of the Leadership Council shall have the right at any reasonable time to inspect and copy all books, records, and documents of every kind of this Center and to inspect the physical properties of the Center for a purpose reasonably related to the Leadership.

## **ARTICLE 12 – PROXY AND ABSENTEE VOTING**

**Section 12.1. Member's Right to Vote By Proxy.** A Member who cannot attend a meeting of the members in person or via virtual means may vote by proxy if there is a verifiable written request made to the Leadership Council reflected in the minutes at a Council meeting prior to the regular or special meeting. Transmission of a proxy must be in writing and signed by the member granting the proxy. A member in attendance at a meeting may hold and exercise the proxies of no more than two (2) other Members at that meeting.

**Section 12.2. Member's Right to Vote Absentee.** Absentee ballots shall be made available twenty-one (21) days prior to any meeting at which Leadership Council or committee members will be elected. Absentee ballots shall be for elected Leadership Council and committee positions only, not for other business. Absentee voting must be completed at least one (1) day prior to the meeting.

## **ARTICLE 13 - OFFICE OF SENIOR MINISTER; QUALIFICATIONS**

**Section 13.1. Qualifications for Office of Senior Minister.** No person shall hold the office of Senior Minister of this Center unless they 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.

**Section 13.2. Powers and Duties of Senior Minister.** The Senior Minister leads the spiritual direction of the Center in collaboration with the Leadership Council and shall be a member of the Executive Committee and the Nominating Committee. Spiritual direction includes setting the vision, planning programs, and guiding services. The Senior Minister is the Director of this Center and shall be a Member of the Leadership Council and Executive Committee. As Director of the Center, the Senior Minister shall work in collaboration with the Leadership Council in accordance with the principles of the Consensus Decision Making Process set forth in Article 18 of these Bylaws in carrying out the day-to-day affairs of the Center. The Senior Minister is responsible for the implementation of planning and policy decisions based on the vision, mission, goals, objectives, strategies and policies that they set in collaboration with the Leadership Council. The Senior Minister has the final determination of the nature and order of the services, events, classes, music, speakers and workshops.

**Section 13.3. Selection of Senior Minister.** The selection of a Senior Minister shall be determined by the membership after a search committee process. All other aspects of the contractual relations between the Senior Minister and this Center shall be determined by the Leadership Council.

When a Senior Minister steps down or otherwise vacates the position, a transparent process involving CSL support and Member participation ensures smooth leadership transition.

**Section 13.4. Selection of Candidates for Senior Minister; Notice to Headquarters.**

Except in cases where the succession of Senior Minister has been previously established by the Center, the Leadership Council shall appoint a Search Committee to recommend candidates for the office of Senior Minister to the membership, and the membership shall select the Senior Minister. The search committee shall include at least two (2) lay members who are not currently serving on the Leadership Council, one (1) practitioner who is not currently serving on the Leadership Council and one (1) member of the Leadership Council not to exceed a total of seven (7) committee members.

The Leadership Council shall also, as soon as practicable but in no event later than 30 days after receipt of a Notice of Termination or Notice of Resignation of the Senior Minister, contact the Office of Member Support and Education at Centers for Spiritual Living headquarters and the Center's Regional Support Coordinator. The Regional Support Coordinator provides guidance in selecting a search committee, after any healing that needs to be done, as well in the process of creating the Center's vision for a new Senior Minister. The Department of Field Services provides necessary information and guidance as to the use of an interim minister during the period of search and selection. The Department of Field Services also provides candidate credential review and posting to the field.

**Section 13.5. Terms of Employment for Senior Minister.** The Leadership Council shall arrange the terms of employment of the Senior Minister. The Senior Minister always retains the power to decide if they wish to serve as an employee of this Center or as an independent contractor, so long as they remain in compliance with the requirements of all applicable State and Federal laws and regulations. The Senior Minister also retains the power to determine their status in relation to Social Security as well as their Manse Allowance declared by the end of December each calendar year in the records.

**Section 13.6. Resignation or Termination of Senior Minister.** If the Center shall desire to call for the resignation of the Senior Minister, such employment may be terminated or resignation called for, by a two-thirds (2/3) vote of the active membership voting at such regular or special meeting for that purpose.

**Section 13.7. Termination of Senior Minister for Cause.** A Senior Minister may be terminated for cause for a violation of the Ministerial Code, the Professional Standards and

Ethics Policies and Procedures Manual, and/or the Policy on Sexual Conduct of Centers for Spiritual Living, in accordance with the procedures set forth in the Policies and Procedures Manual of Centers for Spiritual Living. In the event the Senior Minister's status as Senior Minister is terminated by the Professional Standards and Ethics Committee, the Leadership Council shall terminate the Senior Minister in accordance with the decision. In the event of termination for cause, the vote of the membership shall not be necessary.

**Section 13.8. Notice of Meeting for Termination of Senior Minister.** Actions taken by the membership under Section 13.6, above, can be taken only at a regular or special meeting of the Members of this Center, to be held after notice of the time, place and purpose of such meeting shall have been given by announcement at the public meetings of this Center for at least two (2) consecutive Sundays before the meeting, and written notice is given to all Members ten (10) days prior to such meeting. Only those Members in good standing who attend such meetings will be eligible to vote.

**Section 13.9. Authority to Establish Office of Co-Senior Minister.** With the prior approval and consent of this Center's Senior Minister and Leadership Council and upon a two-thirds (2/3) vote of the quorum of membership voting at a regular or special meeting called for that purpose, this Center may establish and select an individual to serve as this Center's Co-Senior Minister. Unless otherwise specifically provided in the Co-Senior Minister's letter of call or employment contract, the rights, powers, and responsibilities of any Co-Senior Minister shall be co-extensive with the rights, powers, and responsibilities of the Senior Minister of this Center.

## **ARTICLE 14 - LEADERSHIP COUNCIL**

**Section 14.1. General Powers.** 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 Senior Minister shall be a voting member of the Leadership Council. The Leadership Council consists of no less than five (5) and no more than seven (7) members, six (6) elected and the Senior Minister. The six elected positions may include: President, Vice President, Secretary, Treasurer, Member-at-Large, and Youth Member.

The Treasurer does not have to be a member of the Leadership Council.

**Section 14.2. Specific Powers.** In addition to their general powers, the Leadership Council shall have the specific powers to:

**14.2.1** Prescribe powers and duties for all Center officers, agents and employees and fix their compensation.

**14.2.2** Conduct, manage, and control the Center's secular affairs and activities and make rules and regulations for this purpose.

**14.2.3** Coordinate the establishment and implementation of the vision, mission, goals, objectives, strategies and policies and procedures of the Center.

**14.2.4** Borrow money in the ordinary course of business on the Center's behalf.

**14.2.5** Amend the Center's Articles of Incorporation with the advice and assistance of legal counsel.

**14.2.6** Propose changes to the Bylaws to be voted on by the Members at an annual or special meeting.

**14.2.7** Dispose of all, or substantially all, of the Center's assets, including any real estate owned by the Center, subject to approval by the Members. Prior to voting, documentation and information required for Members to make an informed voting decision shall be provided to the membership. No part of the Center's earnings shall benefit any Leadership Council member or private individual, except as fair compensation for services rendered.

**14.2.8** Adopt or amend a merger agreement subject to notice to and approval by the Members.

**14.2.9** Elect to dissolve the Center, subject to notice to and approval by the Members.

**14.2.10** Exercise all other rights and powers conferred by law, or by this Center's Articles of Incorporation or Bylaws.

**Section 14.3. Qualification of Members of the Leadership Council.** Members of the Leadership Council must be Members of the Center in good standing of at least one (1) year, have business experience and/or organizational skills, be at ease with long-range planning, demonstrate spiritual maturity with a strong foundation in Science of Mind principles and completed sixty (60) hours of class work including Foundations/Beyond Limits, and demonstrated commitment to Center for Spiritual Living Colorado Springs, which includes volunteering and financially contributing on a consistent basis, and be mentally and physically capable of carrying out all of the duties and obligations of a Council member.

**Section 14.4. Nominations and Elections of Leadership Council.** For regularly expired Leadership Council positions, a Nominating Committee shall nominate a slate of qualified candidates to serve on the Leadership Council. Positions up for election on the council and all committees shall be announced to the congregation at least thirty (30) days prior to the annual meeting or twenty-one (21) days prior to a special meeting. Floor nominations shall not be accepted. If the number of nominees on the slate is the same as the number of vacancies on the Leadership Council, the slate may be elected by acclamation after appropriate motion. If the number of nominees exceeds the number of vacancies on the Leadership Council, a secret ballot must be conducted listing all nominees. The nominees receiving the highest number of votes for the positions to be filled shall be deemed elected. Each Member entitled to vote may do so in person during the annual or special meeting held for the purpose of an election or electronically using electronic ballots provided to Members for that purpose, and no proxy shall be valid.

**Section 14.5. Introduction of Nominees.** At the annual or special meeting, prior to the election, each nominee will be allowed to communicate to the Members their qualifications and the reasons for their candidacy.

**Section 14.6 Election of Members of Leadership Council.** The members of the Leadership Council shall be elected by the Members of this Center at the annual meeting of the Membership for a term of three (3) years. An elected member of the Leadership Council may stand for re-election for one additional three (3)-year term, but after serving for two consecutive terms the member may not stand for re-election again until at least one year after the expiration of the member's second term, after which time such member is again eligible to serve for two consecutive three (3) year terms.

**Section 14.7. Vacancies on Leadership Council.** Midterm vacancies on the Leadership Council occurring before the expiration of any regular term of office may be filled by a consensus of the remaining members of the Leadership Council. Any appointed successor will serve for the remainder of the unexpired term of the vacant seat and may choose to serve a full second term thereafter.

**Section 14.8. Forfeiture of Membership by Absence from Meeting.** Council members are expected to attend meetings regularly. Any member of the Leadership Council who is absent from three (3) consecutive regular and/or special meetings of the Leadership

Council without just reason shall be removed as a member of the Leadership Council and shall be advised accordingly by the Secretary of the Council.

Council members agree to support collective decisions and uphold the confidentiality of those decisions. Disagreements are addressed within Council meetings. Members unable to support the direction of the Center may step down respectfully.

**Section 14.9. Removal of Member of Leadership Council.** The Leadership Council may remove any member of the Leadership Council other than the Senior Minister by the consensus of the remaining members of the Council. Any member of the Leadership Council so removed may request reconsideration of such removal by the Members of this Center, setting forth in detail their grounds for requesting reconsideration, provided that such written request for reconsideration is filed with the Leadership Council within thirty (30) days after their removal as a member of the Leadership Council. The action of the Leadership Council in removing the member shall be considered final if such written request for reconsideration is not filed within the stated period. Such reconsideration shall be considered at a duly noticed special meeting of the Members and shall be confirmed or denied by a majority of the Members.

**Section 14.10. Meetings of the Leadership Council.**

**14.10.1 Place of Leadership Council Meetings.** All meetings of the Leadership Council may be held online or at the principal place of business of this Center unless otherwise specified.

**14.10.2 Authority for Electronic Meetings.** The Leadership Council may authorize electronic meetings which allow members not physically present to participate. Such methods may include audio, video, computer, or any other methods of real time communication. Council members so participating shall have all of the rights and duties of those attending the meeting live and in person. Such electronic meetings must allow Council members reasonable opportunity to participate and vote.

**14.10.3 Election of Officers.** As soon as practicable after each annual meeting of Members, the Leadership Council shall hold a meeting for purposes of organization, election of officers, and transaction of other business. Notice of this meeting is not required. If it is determined that no member of the newly formed Leadership Council has the qualifications for the position of Treasurer, the Leadership Council shall seek out and appoint a qualified person to the position of Treasurer.

**14.10.4 General Meetings.** General meetings of the Leadership Council shall be held monthly at such time and date as the board may fix. Meetings shall be open to the public and notice of such meetings shall be published at the Center. The Council may adjourn to an executive session at its discretion.

**14.10.5 Special Meetings.** Special meetings of the Leadership Council for any purpose may be called at any time by any member of the Leadership Council.

**14.10.6 Quorum.** A quorum for the transaction of business by the Leadership Council shall be a majority of members thereof but no less than four (4). A meeting at which a quorum is

initially present may continue to transact business, despite the withdrawal of some Council members during the course of the meeting.

**14.10.7 Action by Written Consent.** Any action that the Leadership Council is required or permitted to take may be taken without a meeting if a quorum of members of the Leadership Council consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved Council action. All such consents shall be filed with the minutes of the proceedings of the Leadership Council.

**Section 14.11. Support of Leadership Council and Senior Minister.** Each member of the Leadership Council has a duty to support the goals and aspirations of the Senior Minister and the vision and direction of the Center. This does not mean there cannot be healthy debate but once a decision is legally and properly made by the Leadership Council, each Council member must support that decision. Criticizing any minister, Practitioner or other member of the Leadership Council outside of the confines of a legally called meeting is a breach of the fiduciary duty of a Council member. If a member of the Leadership Council can no longer support the direction set by the Senior Minister or the remainder of the Leadership Council, they must resign via an exit interview with the rest of the Council members.

## **ARTICLE 15 - COMMITTEES OF LEADERSHIP COUNCIL**

**Section 15.1. Creation and Powers of Committees.** The Leadership Council may create committees to support the work of the Center. Each committee operates within its defined scope and reports regularly to the Council. The Leadership Council may appoint or otherwise create such committees as are deemed necessary or desirable to carry on the business of this Center. Final action by any committee shall be subject to the approval of the Leadership Council. The Senior Minister shall be an ex-officio member of all committees.

Any contracts proposed by any committee shall be subject to the approval of the Leadership Council and executed by an officer designated by the Leadership Council.

The standing committee of the Center shall be the Nominating Committee.

**15.1.1 Nominating Committee.** The Nominating Committee represents the broader Membership and may include up to four elected Members not currently serving on the Leadership Council in addition to the Senior Minister. Elected members of the Nominating Committee may not have served on the Leadership Council within the past three years. The Nominating Committee shall be elected by

the membership at the Annual Meeting to serve for a term of one year until the next annual meeting, beginning in 2025.

**15.1.2 Nominating Process.** The Nominating Committee shall vet and interview qualified Leadership Council applicants and present the top two or three for each open Leadership Council position to the Leadership Council. The Leadership Council will select the candidate(s) for each position to be presented to the membership for approval at the annual or special meeting held for the purpose of electing Leadership Council members. Candidates must meet the requirements of Section 14.3.

**15.2. Committee Budget Creation.** Center Committee Leaders may submit their annual planned budgets to the Leadership Council for approval and inclusion in the Center's annual budget. Any discrepancies between the Committee planned budgets and the approved budget will be reconciled to the approved budget.

## **ARTICLE 16 - CORPORATE OFFICERS OF THE CENTER**

**Section 16.1. Identity of Corporate Officers.** The corporate officers of this Center shall be a President, a Vice President, a Secretary, a Treasurer, and the Senior Minister. Corporate officers shall be elected by the Leadership Council in the manner specified in Section 14.10.3 of these Bylaws. The Treasurer does not need to be a member of the Leadership Council.

**16.2. The Executive Board** The Executive Board consists of the President, Vice President, and the Senior Minister. It may act on urgent matters between Council meetings and is accountable to the full Council. All decisions made during any executive session will be voted on by the Leadership Council during the open Leadership Council session.

**16.2.1 Executive Board Responsibilities.** The Executive Board oversees strategic plans, is responsible for major corporate decisions that can impact the Center's operations and directions; makes preliminary decisions on major issues for discussion and voting at the next board meeting; makes decisions in emergencies; develops and implements policies, procedures, and governing documents; and, reviews programs and policies for compliance.

**Section 16.3. Combination of Offices.** Any two or more offices, other than the offices of President and Secretary may be combined.

**Section 16.4. Powers of Corporate Officers.** The corporate officers shall have the authorities, powers and duties usually accorded or pertaining to such respective officers, except as the Leadership Council may, from time to time, enlarge upon or limit the same.

**Section 16.5. President.** The President shall preside at all Members' meetings and at all Leadership Council meetings. The President shall have such other powers and duties as the Leadership Council or the Bylaws may require.

**Section 16.6. Vice President.** If the President is absent or unable to serve, the Vice President performs all duties of the President until the position is filled. When so acting, a Vice President shall have all powers of and be subject to all restrictions on the President. The Vice President shall have such other powers and duties as the Leadership Council or the Bylaws may require.

**Section 16.7. Secretary.** The Secretary shall keep an electronic copy in the Center's electronic document management system of all meetings, proceedings and actions of the Leadership Council. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at Leadership Council and committee meetings; and the number of Members present or represented at Members' meetings.

**16.7.1.** The Secretary shall keep or cause to be kept an electronic copy in the Center's electronic document management system and at the principal office of this Center, a copy of this Center's Articles of Incorporation and Bylaws, as amended to date.

**16.7.2.** The Secretary shall give, or cause to be given, notice of all meetings of Members, of the Leadership Council and of committees of the Leadership Council that these Bylaws require to be given.

**Section 16.8. Treasurer.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of this Center's assets and transactions. The Treasurer shall send or cause to be given to the Members of this Center and of the Leadership Council such financial statements and reports as are required to be given by law, by these Bylaws, or by the Leadership Council. The books of account shall be open to inspection by any member of the Leadership Council at all reasonable times. The Treasurer shall:

**16.8.1.** Deposit, or cause to be deposited, all money and other valuables in the name and to the credit of this Center with such depositories as the board may designate.

**16.8.2.** Disburse, or cause to be disbursed, this Center's funds as the Leadership Council may order.

**16.8.3.** Render to the Leadership Council, when requested, an account of all transactions and of the financial condition of this Center.

**16.8.4.** Have such other powers and perform such other duties as the Leadership Council or the Bylaws may require.

## **ARTICLE 17 - CONTRACTS WITH MEMBERS OF THE LEADERSHIP COUNCIL**

**Section 17.1. Contracts With Members of the Leadership Council.** No member of the Leadership Council of this Center may have a material financial interest in any contract with this Center unless the transaction is approved by a majority of all the other members of the Leadership Council not having any financial interest.

## **ARTICLE 18 - CONSENSUS DECISION MAKING AND SHARED LEADERSHIP**

**Section 18.1. Consensus Decision Making.** The Center strives to make decisions by consensus whenever possible, honoring each voice while seeking the highest collective wisdom. Consensus means participants can support the decision even if it is not their first preference. Although the general and specific powers of the Senior Minister, the Leadership Council, the Corporate Officers, and the Members of this Center are delineated in these Bylaws, it shall be the general policy of this Center to reach decisions by consensus. This means that the Senior Minister, the Leadership Council, the Corporate Officers, and the Members of this Center allow all ideas to be heard in order to reveal the wisdom of the group. When all parties agree that the wisdom of the group has been revealed, even if one or more Members does not personally agree with that wisdom, a decision has been reached. The decision may not be unanimous, but all parties have been given the opportunity to express their views. Once a decision has been made, all Members agree to support the decision regardless of their personal opinions along the way toward building consensus. The use of parliamentary procedures and voting shall also be used by this Center as required by Sections 10.2 and 13.6 of these Bylaws and whenever required by law, or by third parties dealing with this Center who may not recognize decisions reached by the consensus method.

**Section 18.2. Model for Consensus Decision Making.** The Center uses the “Three Cs” of consensus: Clarity, Consensus, and Commitment, as outlined in CSL’s Policies and Procedures Manual.

**Section 18.3. Role of Shared Leadership.** Consistent with the recognition of the respective legal roles, rights, and responsibilities of individuals in positions of leadership, this Center applies principles of "shared leadership" as an organizational standard in the administration of its affairs. "Shared leadership" recognizes the leadership contributions of all participants and groups within this Center. In a shared leadership model, all participants within a specific group practice transparency by sharing ideas openly and participating in all the decision-making activities of the group. While participants may have differing accountabilities and responsibilities within a group, shared leadership minimizes hierarchy and encourages full participation from all group members. Shared leadership is demonstrated by the following:

**18.3.1** Seeking outcomes through consensus rather than by majority vote;

**18.3.2** Prioritizing cooperation over competition;

**18.3.3** Valuing diverse viewpoints and skills of all group members;

**18.3.4** Distributing responsibilities with transparency;

**18.3.5** Holding each other accountable with compassion.

**18.3.6** Upholding mutual trust and spiritual integrity, each team member agrees to stay informed, contribute fully, and annually sign the Code of Ethics and Confidentiality agreements.

Within the shared leadership model, there are situations where the full group works together and others where subsets oversee specific aspects of the group's responsibility.

## **ARTICLE 19 - INDEMNIFICATION AND INSURANCE**

**Section 19.1. Indemnification.** To the fullest extent allowed by law, the Center shall provide indemnification for Leadership Council members, corporate officers, and other authorized individuals serving on behalf of the Center, protecting them from personal liability for actions taken in good faith within the scope of their roles. To the fullest extent

permitted by law, this Center shall indemnify the members of the Leadership Council and its Corporate Officers, and may indemnify employees and other persons, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with their conduct and actions as in such roles.

To the fullest extent permitted by law and except as otherwise determined by the Leadership Council in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding shall be advanced by this Center before final disposition of the proceeding, on receipt by this Center of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Center for those expenses.

**Section 19.2. Insurance.** This Center shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law to cover any liability asserted against or incurred by any member of the Leadership Council, Corporate Officer, employee, or agent in such capacity or arising from the member's, Officer's, employee's, or agent's status as such.

## **ARTICLE 20. INSPECTION OF ARTICLES AND BYLAWS**

**Section 20.1. Inspection of Articles and Bylaws.** The Articles of Incorporation and Bylaws of this Center, as amended to the current date, shall be open to inspection by the Members of this Center at all reasonable times during office hours. These documents reflect the spiritual and operational commitments of the Center.

## **ARTICLE 21 - DISPUTE RESOLUTION**

**Section 21.1. Representative from Centers for Spiritual Living.** In the event of a significant dispute or breakdown in communication, any two members of the Leadership Council or the Senior Minister may request support from CSL. Any two members of the Leadership Council or the Senior Minister may request a special representative from Centers for Spiritual Living to facilitate any issues causing or appearing to cause a conflict at the Center. The representative from CSL must meet with the Leadership Council at a legally constituted meeting of the Council. The sole purpose of such facilitation is to help

bring about a solution to any actual or apparent conflicts. CSL may offer facilitation to help bring about healing and resolution, with the Leadership Council retaining ultimate decision-making authority. The decision-making power of the Leadership Council as stated in these Bylaws remains intact. The Centers for Spiritual Living representative may meet with the general membership of this Center at a legally constituted meeting of the Membership if the representative deems that such a meeting is necessary or expedient to resolving the dispute.

## **ARTICLE 22- DISAFFILIATION FROM CENTERS FOR SPIRITUAL LIVING**

**Section 22.1 Power to Disaffiliate** The Center retains the right to disaffiliate from CSL. The Center may disaffiliate from Centers for Spiritual Living at any time in accordance with these Bylaws. The Center recognizes that by disaffiliation, it will no longer be included under the 501(c)(3) exemption provided by Centers for Spiritual Living.

**Section 22.2 Final Authority to Disaffiliate** The final authority to disaffiliate rests with the Membership of this center. The decision to disaffiliate shall be considered final upon an affirmative vote of two-thirds (2/3) of the Members of this Center at a legally constituted meeting of the Membership called for this purpose.

**Section 22.3 Notice to Centers for Spiritual Living** Prior to any formal disaffiliation, this Center must provide notice to Centers for Spiritual Living and the opportunity for representatives of Centers for Spiritual Living to meet with the Leadership Council and the Membership of this Center if those representatives so desire. No Center may legally disaffiliate unless and until representatives of Centers for Spiritual Living have had an opportunity to meet with the Leadership Council and the Membership of this Center.

## **ARTICLE 23 – ADOPTION, AMENDMENT, OR REPEAL OF BYLAWS**

**Section 23.1. Adoption, Amendment, or Repeal of Bylaws.** These Bylaws may be amended or repealed by a vote of the Leadership Council, except for changes affecting the size or structure of the Leadership Council. The only change to the Bylaws requiring a vote of the Membership is 23.1.1, detailed below.

**23.1.1** A Bylaw specifying or changing a fixed number of Members of the Leadership Council or the maximum or minimum number or changing from a fixed to a variable board or vice versa may only be adopted by approval of the Members of this Center.

## **CERTIFICATE OF SECRETARY**

These revised Bylaws reflect the values, practices, and legal responsibilities of the Center for Spiritual Living Colorado Springs. They are offered in a spirit of spiritual integrity, community collaboration, and shared purpose.

I certify that I am the duly elected and acting Secretary of Center for Spiritual Living Colorado Springs, a Colorado nonprofit religious corporation; that these Bylaws, consisting of twenty five(25) pages, are the Bylaws of this Center adopted by the Leadership Council as of March 2, 2025; and that these Bylaws have not been amended or modified since that date.

Executed on **March 2, 2025** at **Colorado Springs, CO.**

*Jan Pollard*

March 2, 2025

Jan Pollard

Secretary

Updated by LC 25-08-25

Center for Spiritual Living Colorado Springs