

BY-LAWS

Alliance for Spiritual Understanding
1225 Crockett Lane Silver Spring, MD 20904

ARTICLE I: PREAMBLE

The Alliance for Spiritual Understanding (AS-U), known here as the "Organization," is the governing organization for centers, ministries, churches, teachers, and individual ministers and practitioners under the general plan herein established. The Organization provides that its work in various localities shall be conducted through the media of churches, centers and other ministries, known as "Ministries," and that its teaching program be conducted under authorization and direction of itself, which is incorporated in the State of Maryland. The Ministries are autonomous bodies in their affairs and are limited only by the Organization's rules and regulations, now or hereafter adopted, and the laws of the locality in which such Ministry is located, as are we.

ARTICLE II: PURPOSE

This Organization is incorporated exclusively for religious purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Further, this Organization administers all activities of its member-associated Ministries to advance the knowledge and practice of New Thought and interfaith spiritual principles (including those of Religious Science, other New Thought groups, and interfaith religious groups) among all interested people. This will be accomplished through classes, study groups, ministries, and other activities to foster members' individual and collective spiritual well being. The Organization shall also provide meetings where its members can gather for support, fellowship, education and enlightenment.

ARTICLE III: MEMBERSHIP

Membership in the Organization is open to all persons interested in its mission and objectives, with no restrictions related to nationality,

ethnicity, age, sex, sexual orientation, penal servitude, or political association.

There are three categories of members in this Organization: 1) Professional Members, 2) Associate Members, and 3) Affiliated Group Ministries. They are defined below with their associated functions and privileges. Membership fees are reviewed annually by the Board of Directors and any changes are distributed to members.

Section 1: Professional Members—Eligibility & Requirements

Professional Members are defined as licensed and/or ordained ministers and licensed practitioners or credentialed teachers of Religious Science and other New Thought and interfaith teachings. Any minister, practitioner, credentialed teacher, or other licensed/credentialed professionals in harmony with Religious Science, New Thought, or interfaith principles may apply for Professional Membership in this Organization. Applicants will present their credentials and make application to the Board.

Section 2: Professional Members—Privileges

The privileges of Professional Members are the following:

- (a) To establish a Ministry or study group to expand and uphold the teachings and practices of Religious Science and/or other New Thought and interfaith teachings through an established curriculum, course of study, or an approved equivalent.
- (b) To attend and vote at the annual business meeting for electing the Organization's Board and other such matters requiring a vote of its members.
- (c) To hold office and act on committees.
- (d) To attend the business, spiritual, religious, educational and social meetings of the Organization.

Section 3: Associate Members—Eligibility & Requirements

Associate Members are defined as: Any person who supports the purposes of this organization and the principles of Religious Science and/or other New Thought and interfaith teachings.

Section 4: Associate Members--Privileges

Privileges of Associate Members are the following:

- (a) To attend the business, spiritual, religious, educational and social meetings of the Organization.
- (b) To participate on committees.

Section 5: Affiliate Members—Eligibility & Requirements

Affiliate Members are defined as: Ministries of Professional Members whose principle commitment is their Ministry.

To attain Affiliate Membership, the following must be forwarded to the Board:

- (a) A copy of the Ministry's By-Laws or charter.
- (b) A list of the Ministry's Board members and their contact information.
- (c) A financial statement for the previous year and current year.
- (d) Copies of documents which are distributed to its members and participants.
- (e) Any other document required by the IRS for a tax exempt organization.
- (f) Application fees.

This information will be evaluated by the Board, which will then interview and accept or decline the Ministry as an affiliate member.

Section 6: Affiliate Members—Privileges

Privileges of Affiliate Members are the following:

- (a) To attain privileges in the Organization through the participation of their Professional Members.

(b) To operate their ministry as a 501(c)(3) organization subordinate to and affiliated with the Alliance for Spiritual Understanding.

Section 7: General Membership Renewal & Re-instatement Process

A member, once qualified as above, shall remain such as long as:

- (a) Annual dues are paid.
- (b) All rules, policies, and regulations of the Organization, as determined by the Board, are substantially complied with.
- (c) Such member continues to participate in the business and social affairs of the Organization.
- (d) Professional and Affiliate Members are required to furnish annual reports in accordance with the Organization's current Policy & Procedures.

In the event a member does not fulfill all of the requirements of the Board regarding membership, such membership may be terminated by a majority vote of the Board.

A member may be re-instated through making application to the Board with the outstanding requirements fulfilled. The Board will determine eligibility and notify the applicant.

Section 8: Special Life Memberships

In recognition of their special contributions and roles, members may be honored by the Board with lifetime Professional Membership in the organization without the obligation to pay annual membership fees.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: Composition & Duties

The affairs of this Organization shall be administered by a Board of Directors consisting of three (3) to seven (7) Professional Members, known here as "Directors." The officers will consist of a president, vice

president, secretary, and treasurer. The president and vice president must be Professional Members.

In addition, up to four members may be chosen to serve as alternate Directors, with no more than one of these possibly being an Associate Member. Alternates are expected to attend Board meetings and contribute to the deliberations of the Board. Alternates may serve as Directors in the absence of regular Directors at Board meetings.

The purpose of the Board shall be to support, educate, certify, charter, advise, and uphold the Organization's members and further the Organization's vision and goals. This body shall insure the integrity of its ministers and practitioners through its curriculum and credentialing processes and activities.

Section 2: Certification & Licensing Panels

At least once a year, the Board will establish and conduct panels for evaluating the qualifications of candidates for becoming licensed Professional Members (e.g., teachers, practitioners, and ministers). If authorized by the Board, those who are affiliated Religious Science, New Thought, and Interfaith Ministries will evaluate the qualifications of their candidates for becoming licensed Professional Members of AS-U. The evaluation criteria are established by the Credentialing Committee as outlined in the Credentialing Policies and Procedures.

Section 3: Selection & Terms of Office

The Directors shall be members in good standing in the Organization. They shall primarily be Professional Members and, should the need arise, no more than one Associate Member. Directors are elected for a term of three (3) years by the Professional Members of this Organization at the annual meeting. Directors may succeed themselves one term for a maximum of six (6) consecutive years, after which at least a one-year break in service as a Director is required before being elected again.

Alternates shall be members in good standing who are elected for one-year terms. They shall primarily be Professional Members and, should the need arise, no more than one Associate Member. Alternates may be re-elected without limit. In between annual meetings, Alternates may be selected based on a majority vote of the Board.

Section 4: Qualifications

A Director or Alternate shall be either (1) a Professional Member in good standing or (2) an Associate Member in good standing who is committed to the vision and goals of the Organization and who possesses relevant administrative and/or organizational skills that are essential to the Organization. Officers of the Board will be selected from the Directors.

Section 5: Compensation

No member of the Board may receive compensation merely for acting as a Director or Alternate. However, any Director or Alternate may receive reasonable compensation from the Organization for other services rendered to the Organization when authorized by the Board.

Section 6: Release from Service

Directors or Alternates who are absent from three (3) consecutive regular meetings of the Board may be subject to release from their position on the Board. Notice of release will be made in writing by the Board Secretary within 30 days of the action.

Directors and Alternates may be removed under the following circumstances: misuse and abuse of their position as Director/Alternate, incapacitation, unsatisfactory performance. In the first instance, the other Directors will decide what constitutes misuse and abuse of that trust and authority on the part of the offender. If the Director/Alternate protests his or her removal, the Board will exercise due process to give the member a fair hearing. Two Directors will be chosen to investigate the situation, one by the offender and one by the President or Vice President. The investigators will conduct an inquiry to gather the facts and truths of the situation in a timely manner and present their findings to the Board in the presence of the offender. Following discussion, the Board may choose to give feedback and provide a chance to improve, or it may decide to remove the offender from the Board.

Section 7: Vacancies

When a vacancy occurs before the expiration of any regular term of office, a successor from among Board Alternates will be chosen and ratified by a majority vote of the Board to serve until the next annual meeting. If the only available Alternates are previous Directors who have served for six consecutive years and whose last year of service

as a Director ended less than one year ago, they may serve for the completion of the year until the next annual meeting takes place.

ARTICLE V: MEETINGS OF THE BOARD

Section 1: Standards of Conduct

Directors shall conduct themselves in a manner consistent with spiritual and professional practices and the Statement of Principles. (See Addendum, "Statement of Principles.") Proper channels of communication within the Board should be followed; if problems exist among Directors, they should be brought before the Board for discussion.

Section 2: Decision-Making

The ordinary mode of decision-making by the Board shall be by consensus. (See Addendum, "Consensus.")

Furthermore, Board committees shall function in a collaborative style and also make decisions by consensus. This means that committee chairs consult and confer with committee members rather than making independent decisions.

Section 3: Quorum

A quorum for the transaction of business by the Board consists of three (3) Directors or their alternates.

Section 4: First Meeting of New Board

The first regular meeting of the Board each year will be held within ninety (90) days following the annual meeting.

Section 5: Regular Meetings

The Board shall hold such other regular meetings, as it may deem necessary, by resolution or other specification. The resolution or other specification of the Board shall be sufficient notice and no other or further notice need be given.

Section 6: Special Meetings

The President or any two Directors may at any time call a special meeting of the Board, provided written notice of the meeting is received by all Directors at least seven (7) days prior to the meeting date. Special meetings can be conducted through teleconferencing or other electronic meeting techniques.

ARTICLE VI: POWERS AND DUTIES OF THE BOARD

Section 1: Observance of Laws

The Board shall direct, manage and conduct the affairs and business of the Organization in such a manner to be consistent with the laws of the State under which it exists, the U.S. Internal Revenue Service Code, and these By-Laws.

Section 2: Powers

Management and conduct of the affairs of the Organization shall be vested in and controlled by the Board of Directors. The Directors possess and may exercise any and all powers legally granted to the Organization under its Articles of Incorporation and Maryland law. The Board is specifically responsible for the following:

- a. To create a coherent conception of the Organization and its operations and prospects.
- b. To engage in long-range planning that enables the Organization to carry out its purposes.
- c. To create policies related to the operations of the Organization.
- d. To evaluate the adequacy of the Organization in fulfilling its purposes.
- e. To apply and expend the net income of the Organization and/or any or all of the principal or capital thereof.
- f. To secure services needed for carrying out the purposes of the Organization and to hire and fix the terms of employment and compensation of staff who will direct and manage the program and activities of the Organization. The Board may designate

employees who shall have the authority to sign for the Organization in conducting business transactions.

g. To accept gifts, bequests, and other contributions of real and personal property to the Organization, provided the terms and conditions under which such contributions are made are consistent with the purposes and objectives of the Organization.

h. To suitably invest money received by the Organization in excess of that needed for operation and upkeep.

i. To elect the officers of the Board from among the Directors at the first Board meeting following the annual meeting of the Organization.

j. To create and participate on committees of the Board as needed to carry out the work of the Organization.

k. To establish the Organization's ministerial, teaching, and practitioner training programs and to set the criteria for the ordination to the ministry and licensing of those who complete the programs.

l. To determine the kinds of fellowship meetings and classes, workshops, and other events that may be offered at or sponsored by the Organization.

Section 3: Record-Keeping

The Board shall keep appropriate records of the meetings and proceedings of the Board and of other affairs of the Organization, and it shall submit in writing at each regular annual meeting a complete statement of the financial condition of the Organization as of the nearest complete monthly accounting preceding the time of the annual meeting.

ARTICLE VII: OFFICERS OF THE BOARD

Section 1: President

The President will serve as chairperson of the Board, presiding at all meetings. The President has the right to serve as an ex officio member

of any committee. The President will supervise the affairs of the Organization and perform such other duties as are incident to the office or as may properly be required by the Directors.

Section 2: Vice President

The Vice president will serve as vice-chair of the Board, assist the President and preside over meetings in the absence of the President, and perform other duties as assigned.

Section 3: Secretary

The Secretary shall serve as record keeper for the Board, taking minutes of all Board meetings, including the recording of discussions and decisions affecting the Board and the Organization. The Secretary shall record key Board decisions and procedures in a policy manual which the Secretary maintains and keeps current. The Secretary, along with the President, is responsible for the execution of legal documents and for securing, distributing and filing them.

Section 4: Treasurer

The Treasurer is the chief fiscal officer of the Organization, responsible for the supervision of all funds and property of the Organization. The Treasurer is in charge of the Organization's funds and shall maintain full and accurate accounts of receipts and disbursements in financial record books in accordance with standard accounting practices. The Treasurer is responsible for depositing receipts into the proper accounts as designated by the President and for distributing funds upon receipt of vouchers, invoices and such other instruments as decided by the President and Board. The Treasurer will present the Board with a financial report of income, expenses, distributions and current standing at each meeting. The Treasurer prepares and meets deadlines for submitting any required state or federal tax forms or financial reports.

Section 5: Election of Directors and Officers

At the Annual Membership Meeting, the Directors shall recommend candidates to fill vacant Board positions, and Professional Members who are present shall vote on them. Professional and Associate Members of the Organization desiring to serve on the Board are advised to make their desire known in writing prior to the annual meeting. Terms of office shall be for three years for Directors, and

they may succeed themselves for a second term (i.e., up to six (6) consecutive years).

Board Officers shall be elected from among the Directors at the first Board meeting after the annual meeting. Officers shall serve for one year and may succeed themselves. From time to time the Board may choose to elect co-officers.

ARTICLE VIII: MEMBERSHIP MEETINGS

Section 1: Annual Meeting—Notice

The regular Annual Meeting of the membership of this Organization shall be held on an annual basis. Written notice, via U.S. postal service and/or e-mail, of the annual meeting shall be given thirty (30) days prior to the meeting date. The time and place of the meeting shall be established by the Board.

Section 2: Annual Meeting—Business

At the Annual Meeting of the Organization, the membership shall receive the reports of the Board, elect Directors to fill the positions of the terms then expiring, and pass upon and transact any other business as may properly come before such meeting.

Section 3: Special Meetings

Special meetings of the Organization's membership may be held at a call of the President and two (2) Professional Members of the Organization or at the call of five (5) Professional Members. Written notice, via U.S. postal service mail and/or e-mail, of the Special Meeting shall be given at least seven (7) days prior to the meeting date. Special meetings can be conducted through teleconferencing or other electronic meeting techniques. Business transacted at all special meetings of members shall be confined to the purpose or purposes stated in the notice of the meeting.

Section 4: Regular Meetings—Notice & Postponement

Notice of regular Organizational meetings shall be given by public announcement at any Board or annual meetings of the Organization and by written notice via U.S. Postal Service mail and/or e-mail at

least fifteen (15) days prior to such meeting. The President or any other Board Officer may postpone a meeting due to inclement weather or other emergency conditions.

Section 5: Decision-Making at Meetings

The ordinary mode of decision-making at membership meetings shall be consensus. When consensus cannot be reached and a majority of the Professional Members in good standing chooses to use a more formal process, the latest edition of *Robert's Rules of Order* shall be the parliamentary authority.

Every Professional Member may vote in person or by proxy. A member in attendance is limited to bringing two proxies.

ARTICLE IX: ORGANIZATION FINANCES

Section 1: Income Sources

The financial support of the Organization shall be by membership and licensing fees, voluntary offerings, subscriptions or gifts, and from such other sources and activities as may be proper and in keeping with the purposes of the Organization.

Section 2: Support for Conference Attendance

The Organization may pay expenses of the president and/or such other delegates as deemed necessary to represent the Organization at conferences and meetings concerning Organization-related issues by authorization of the Board.

Section 3: Reporting

An annual financial statement will be presented at the annual meeting.

Section 4: Fiscal Year

The Fiscal Year of the Organization shall be from January 1 through December 31 of each year.

ARTICLE X: AMENDMENTS

Section 1: Initiated by the Board

The Board of the Organization may propose changes and amendments to these By-Laws and submit, via U.S. Postal Service mail and/or e-mail, such proposals to the membership at least thirty (30) days prior to the annual meeting. Minor adjustments in proposed By-Laws changes may be made to improve and/or clarify wording or intent at the annual meeting at which such changes are considered for adoption. If new ideas for major changes to the By-Laws emerge at the annual meeting, the Directors will take them under advisement for possible presentation at the next annual meeting.

Section 2: Initiated by Membership

Professional Members may propose changes and amendments in writing to these By-Laws and submit said proposals to the Board via U.S. Postal Service mail and/or e-mail ninety (90) days prior to the annual meeting.

ARTICLE XI: DISSOLUTION

The Board, upon the dissolution of the Organization, shall designate the recipients of all assets remaining after the payment of all debts and liabilities. Assets shall be distributed to foundations and organizations operated for New Thought religious and/or educational purposes with established tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

KNOW ALL PERSONS BY THESE PRESENTS:

That we, the undersigned, being and constituting the entire membership of the Board of Directors of the Alliance for Spiritual Understanding hereby adopt the foregoing By-Laws of said Organization.