

TAKOMA PARK METAPHYSICAL CHAPEL

(An Incorporated Non-Profit Chapel)

BY-LAWS

ARTICLE I

Board of Directors

Section 1 - Responsibility

The Board shall have the general management and control of the affairs and activities of the Chapel, not otherwise provided for by the Constitution and By-laws, or by vote in a membership meeting as to a particular issue or question.

Section 2 - Number and Tenure

The number of Directors shall be eight (8) consisting of the President, Senior Minister, Vice President, Secretary, Treasurer, and three (3) Trustees. All members of the Board of Directors shall stand for election at the March 2003 Annual Meeting. Thereafter, no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. Except for those elected in March 2003, each Director shall hold office for three (3) years in any one position based upon a full rotation, from their election at the Annual Membership Meeting in March or until their successor is elected and shall qualify. To establish an orderly transition and rotation, those elected in March 2003, shall be elected to the following terms:

- President, Senior Minister, and Trustee 1 – three years
- Vice President, Treasurer, and Trustee 2 – two years
- Secretary and Trustee 3 – one year

Except for the Senior Minister, a Director may not serve for more than three years in any one position (based on a full election rotation).

The President of the Board shall appoint, annually, with approval of the Directors, a Youth Representative to the Board. The Youth Representative will be a non-voting advisor to the Board on matters that relate to the younger members of the Chapel. The Youth Representative must be between 13 and 21 years of age.

Section 3 - Meetings

The Board of Directors shall meet at least nine times a year; one mandatory meeting shall be held no less than thirty (30) days nor more than sixty (60) days before the Annual Meeting. The dates of the meetings shall be at the discretion of the Board. Special meetings of the Directors shall be at the call of the President.

Section 4 - Quorum

The majority of the Board of Directors shall constitute a quorum, and a majority of the Directors present must concur in every act or decision of the Board.

Section 5 - Voting

Each member of the Board of Directors, except for the President, shall be entitled to one vote by virtue of his or her membership on said Board; and except as may be provided otherwise herein, all decisions of the Board of Directors shall be as decided by a quorum of the Board of Directors. The President shall vote only to decide a tie. For the definition of a quorum, see Section 4 - Quorum.

Section 6 -Attendance

If any of the Board of Directors is absent from three (3) consecutive meetings without sufficient cause, the office of such member may be declared vacant upon a vote of the Board. The President may also remove any Board Member for good cause with concurrence of a majority of the Board. Five members of the Board of Directors may remove the President or Senior Minister for good cause but any such removal will be stayed pending an appeal to the President of the United Metaphysical Churches and ratification by a majority of the general membership.

Section 7 - Vacancies

If any vacancy shall occur in the Board of Directors, the President, or any officer duly authorized and acting in the capacity of the President, shall appoint a successor officer or Trustee, as the case may be, subject to the approval of a majority of the remaining Directors. Said appointee shall serve until the next following Membership Meeting at which time the members shall either confirm the appointment or elect a new individual to complete the remainder of the term. In all cases of vacancy the term of service shall expire according to the rotation defined in Section 2 - Number and Tenure.

Section 8 - Election of Directors

The Directors shall be elected at the Annual Membership Meeting by a majority ballot vote of the members. A majority is defined as majority of the members in good standing. Members must be present to exercise their right to vote. Any candidate standing for election shall be a member in good standing, shall be 21 years of age or older, shall have been a member of the Chapel for one year, shall nominate him/herself, and shall fully agree to perform the duties of the position. Only one member of a family (family includes husband, wife, children, brothers, sisters, father and mother) may serve on the Board of Directors.

Section 9 - Property Transactions

The Board shall have no power to buy, sell, mortgage, or transfer the real property without the approval of majority of the dues paying members present and voting at a meeting of the Chapel duly called for that purpose.

ARTICLE II
Duties of Directors

Section 1 - President

The President shall have general supervision of the officers and trustees of the Chapel and the transaction of business. The President shall notify the Vice-President of his/her inability to attend any meeting or function of the Chapel. The President shall call special meetings when deemed necessary, or when requested to do so by not less than majority member of the Board of Directors, or by not less than twenty percent (20%) of the dues paying members in good standing. The President shall provide an Annual Report of the general welfare of the Chapel to be presented at the Annual Membership Meeting. The Annual Report shall include suggestions deemed appropriate by the Directors for improvements which may be beneficial for the Chapel. The President can assign special tasks which are deemed to be beneficial for the Chapel. If for any reason the Chapel loses its minister due to death, resignation, or removal by the Board of Directors, the President shall provide for the ongoing ministerial functions until a new minister is selected. The President can assign special tasks which are deemed to be beneficial for the Chapel.

Section 2 - Vice President

The Vice-President shall, in the absence of the President or in the event of his/her disability, perform all duties of the President; and shall generally assist the President and perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors. The President may delegate the his/her responsibilities to the Vice-President except that the Vice-President shall not have the power to appoint or remove for cause members of the Board of Directors unless the office of President is vacant.

Section 3 – Secretary

The Secretary, shall attend all meetings of the Board of Directors and attend to the Chapel's correspondence, notify all members of Annual Membership meetings, notify members of the Board of Directors of Board Meetings and special meetings, send annual dues and reports to the National Organization, and report to the membership at each annual meeting as to the activities of said office. The Secretary shall provide all members with a monthly calendar of events and ensure the newsletter is published and distributed. The Secretary shall prepare and distribute an annual membership directory to all members. The Secretary shall attend all meetings of the Board of Directors and the members and record all votes and proceedings of the meetings. The Secretary shall distribute meeting minutes to the Board of Directors and make them available to any member who requests them. The Secretary shall maintain the membership roles. The Secretary shall, under the direction of the President, prepare and maintain all records and minutes of the Chapel. The President and/or Secretary may delegate the Secretary's duties to the Chapel's office manager, if any, or to other clerical assistants.

Section 4 - Treasurer

The Treasurer shall have custody of the funds of the Chapel and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Chapel. The Treasurer shall prepare an annual budget and present it to the general membership for approval at the Annual Membership Meeting. The Treasurer shall receive all monies, and shall deposit such monies in the name of the Takoma Park Metaphysical Chapel in one or more depositories as may be directed by the Board of Directors. The Treasurer shall pay all bills levied against the Chapel; shall furnish a statement of account at each meeting of the Board of Directors, or whenever requested to do so by the President or by any three members of the Board of Directors; shall file any reports required by law; shall keep segregated accounts apart from the general fund as the Board of Directors may

direct, and furnish an accurate account of these funds at each Annual Membership Meeting, showing the condition of the fund. The Treasurer shall deliver to the appointed Auditing Committee all books, papers, accounts, canceled checks, bank books, and statements after the books of the Chapel are closed on December 31st, so that the audit can be presented at the Annual Membership Meeting. All checks shall be signed by two of the following: the President, Vice-President, Treasurer, Secretary, and Senior Minister.

Section 5 – Duties of the Trustees

Each Trustee shall attend all meetings of the Board of Directors and the annual members meeting. Each Trustee shall be responsible for conducting the business of the Chapel and prudent management of the Chapel funds. Each Trustee shall be responsible for supervising the conduct of one or more the Chapel Committees. The Chapel Committees shall include but not be limited to the following: Business and Financial Affairs; Public Relations and Advertising; Special Events; Worship; Education; Membership; Counseling, Healing, and Spiritual Development; Library; Volunteer; and Women's Empowerment Network.

Section 6 – Board of Directors

The Board of Directors shall carry out the duties assigned to them by this Constitution, By-laws and by the President, working at all times for the interest of the Chapel. The Directors shall look after the tangible property of the Chapel. When any repairs, improvements, alterations, or additions are to be made in or about the real property and the cost likely to exceed \$250, there shall be obtained estimates from three or more qualified bidders, and the estimates shall be reported to the Board of Directors for approval. No expenditure of any kind (except for ongoing independent contractor contracts) involving a cost of more than \$500 shall be made without the approval of the Board of Directors.

Section 7 – Donations and Independent Contractors

All time, energy, money, supplies, services and materials furnished to the Chapel by any person or organization shall be considered a voluntary contribution to the Chapel unless such are provided pursuant to a written contract signed by the President and Treasurer of the Chapel. This includes such services as the supplying of music for the Sunday worship, the running of the children's program, the preparation and printing of Chapel bulletins, newsletters, and other printed materials, the cleaning of the Chapel, etc. Everyone who supplies such things shall be considered as an independent contractor and never as an employee of the Chapel. The need for written contract does not apply to routine and de minimis expenditures such as when Chapel members makes copies of bulletin in full expectation of being reimbursed by the Chapel. Normally, however, even such expenditures should be approved beforehand by the President.

Section 8 – Duties of the Senior Minister

The Senior Minister of the Chapel shall provide spiritual leadership and guidance, and instruct members in the science, philosophy, and religion of Metaphysics. The Senior Minister shall have ultimate responsibility for the Ministerial, Spiritual, Educational, and Operational aspects of the Chapel on a day-to-day basis (e.g. choosing Sunday speakers, supervising educational programs and all other official Chapel Activities, setting the spiritual tone, direction and vision of the Chapel and managing the Chapel's day-to-day operations. The Senior Minister shall receive a monthly honorarium the amount of which shall be determined by the Board of Directors. Senior Minister will not, however, be considered an employee of the Chapel but rather an independent contractor.