

BYLAWS FOR KRST UNTTY CENTER OF AFRAKAN SPIRITUAL SCIENCE

{As amended and ratified by the Board of Directors and The Membership of
KRST Unity Center or Afrakan Spiritual Science}

ARTICLE 1

IDENTIFICATION

Section 1.01 — Statement of Purpose

The mission and purpose of KRST Unity Center of Afrakan Spiritual Science, a California Corporation, is to conduct services of worship, classes of instruction; and adopt other means that in the judgment of ***The Ministerial Staff***, will further the principles of Afrakan Spiritual Science among humankind

Section 1.02 — KRST MEMBERSHIP AND RESPONSIBILITIES

KRST Unity Center of Afrakan Spiritual Science, a 501c3 organization, operates and conducts this Ministry according to its bylaws as organized in the State of California.

- a. Leadership This Ministry shall have as its leader, a *minister*, selected by the Board and ratified by the membership, who exemplifies a life and knowledge of a practical application of Afrakan Spiritual Science. Refer to section 3.02 (***is the leader a single minister or a council of ministers?***)
 - In the event the candidate cannot be ratified by the membership, another candidate will be selected and the ratification process will be repeated up to two (2) additional times.
 - If the ratification process is unsuccessful after the third candidate, the Council of Elders will be convened to mediate the selection process.
- b. Teaching - The Principles of Afrakan Spiritual Science shall be taught through this Ministry using methods, textbooks, literature, and other materials consistent with Afrakan Spiritual Science. (***What does that mean? Should it be more specific***)

ARTICLE II

Membership

Section 2.01 – QUALIFICATIONS

A member of KRST Unity Center of Afrakan Spiritual Science shall endeavor to live in accord with the ancestral and spiritual principles of Maat as taught by this ministry. He/She shall further the work of the Ministry through his/her active interest, love and support. (***suggested to move this paragraph***)

and make it 2.02 and create actual qualifications because this is not really Qualifications but is directed to those who are already members and not a person desiring to become a member)

Section 2.02 – ELECTION OF MEMBERS

Anyone desiring membership in KRST Unity Center of Afrakan Spiritual Science shall:

- a) Upon a majority affirmative vote of the membership present and file an Application for Membership to the Ministry.
- b) Completion of New Members Orientation
- c) **(Remove c)**

Once all criteria have been met or completed, the new member shall have full voting rights and considered a member in good standing

All staff ministers and appointed teachers are **(considered)** members of the Ministry. **(The word “considered” is not appropriate. Shouldn’t staff members and appointed teachers have to go through the same process as new members?)**

Section 2.03 TERMS OF MEMBERSHIP

- a) **(add Qualifications)**
- b) Tenure – A member shall retain membership until it is voluntarily severed, or as long as his/her ideas **(suggest remove “idea”)** and conduct are in accord with the qualifications as **specified in Section 2.01 (change to code of conduct)**
- c) Removal – Removal from the membership role of any member whose qualifications are in question requires at least a two-third (2/3) affirmative vote of the Board of Directors **including agreement by the Minister (remove ... minister is already on the board)**. Prior to action concerning removal, the member must be given an opportunity for a hearing before the Board. **(Then what??? If no agreement is achieved, a final vote will be made by the Council of Elders.)**

Section 2.04 – POWERS OF MEMBERS

Members of KRST Unity Center of Afrakan Spiritual Science shall have the power to do the following:

- a) Vote at any member’s meeting, at which the member is present, called in accordance with Section 2.05
- b) Elect members to the Board of Directors as specified in Section 3.04.
- c) Ratify the Bylaws of this Ministry or any amendments thereto as specified in Section 7.01
- d) Vote on any question of sale or pledge of real property owned and used for the operation of this Ministry which exceeds Twenty-Five Thousand Dollars (\$25,000) in value. A seventy-five percent (75%) affirmative vote of those present and voting is required to approve the sale or pledge. Refer to Section 3.03 (b) (7).

- e) Elect a member and his/her alternate, to serve on the Nominating Committee as specified in Section 304 (b) (1).
- f) Call a special membership meeting when the affairs of this Ministry warrant such action. Refer to Section 2.05(b). **(There is too much wiggle room in this sentence. Should the chain of command or the protocol be to involve the Board of Directors and Ministers if a special membership meeting is to be called by a member?)**
- g) Vote to override any action of the Board of Directors providing it is communicated to the membership in writing 10 (ten) days prior to the subsequent meeting of the membership and seventy-five percent (75%) of those present and voting have the authority for determination.
- h) Vote for removal of any Director from his/her office in accordance with Section 3.05 (a) (4).
- i) Vote on any matters officially brought to the attention of the Membership. **(What? should it say attention of the Board)**
- j) Offer suggestions to the Ministers or Board of Directors as may seem advisable for the good of this Ministry.

(Should there be some wording about Grandfathering, Membership cards, Reaffirmation of Members, Member roll call) How do we keep track of members? How can we be sure that everyone voting at membership meetings are actually members and members in good standing and therefore qualified to vote)

Section 2.05 – MEETINGS AND QUORUM

- a) Annual Membership Meeting - The annual membership meeting of KRST Unity Center of Afrakan Spiritual Science shall be held at its official headquarters (7825 S. Western Avenue, Los Angeles, CA 90047) on the 4th Sunday in January at the time of day designated by the Ministers and Board of Directors.
- b) Special Membership Meetings - Any time the affairs of the Ministry warrants, a special meeting may be called by:
 - 1) The Ministers
 - 2) A majority of the Board of Directors
 - 3) Submitting a petition having been signed by twenty-five percent (25%) of the membership; a written request must be submitted to the Board, who shall, **reasonable length of time (2 weeks)** call the meeting on behalf of the requesting party. **(this should be definitive. Suggestion – respond in 2 weeks and call the meeting within 2 weeks from date of the response.)**
- c) Written Notice – Written notice stating the date, time and place shall be mailed to all members at least fourteen (14) (**calendar**) days before any membership meeting. **(Written notice –**

should it include email and social media? How is the notification sent to the membership? Also add "calendar" for clarity)

- d) Quorum – The lesser of fifty (50) members or twenty-five percent (25%) of the Membership shall constitute a quorum at any membership meeting. ***(How do we know who our members are)***
- e) Participation - Participation in the business affairs of any membership meeting shall be restricted to members in attendance. ***Participation of other persons must be approved by a two thirds (2/3) majority vote of the members in attendance. (this should be removed. Also can a member vote by proxy?)***
- f) Voting – Unless otherwise provided herein, the vote of a majority of the members present and voting shall be necessary for approval or disapproval of that action being voted upon. Refer to Section 2.04 (d) (g), and Section 7.01

ARTICLE III

Government

Section 3.01 – ADMINISTRATION

The government of KRST Unity Center of Afrakan Spiritual Science shall be vested in the Minister ***(change to ministerial council)***, who is the Administrative Director, and the Board of Directors elected from the Membership.

Section 3.02 – MINISTER - ***(removing senior minister from all parts of the bylaws)***

- a) Duties – As the Spiritual leader, the Minister ***(council)*** shall be responsible for the scheduling, conduct and content of services, classes and all other activities that further the purpose of this Ministry as specified in Section 1.01. As Administrative Director, the Minister ***(council)*** shall be:

- 1) Responsible for the complete functioning of this Ministry. ***(Needs to be more specific. Day-to-day operations and paying of bills, hiring, vendor selection, etc.)***
- 2) A voting member of the Board of Directors on all matters except his/her own employment, or that of his/her successor.
- 3) A member of all committees. Refer to Section 4.01. ***(is this realistic)***

(it appears to put all of discretion of running the ministry in the hands of the Senior Minister. This should be reworded to incorporate Ministerial Council)

- b) Compensation – The compensation of the Minister shall be fixed by agreement between the Minister and the Board of Directors. ***(A compensation plan needs to be created for Ministerial Council.)***
- c) Vacancy – Should a vacancy occur in the office of the Minister, the Board of Directors shall select a candidate in accordance with Section 1.02 (a).

Section 3.03 - BOARD OF DIRECTORS - MEMBERS

- a) Structure - The Board of Directors shall consist of the Minister and six Directors elected from the Membership of KRST Unity Center of Afrakan Spiritual Science. Each elected Director shall hold office for three (3) years, or until his/her successor is duly elected. The terms of two elected Directors shall expire annually and their offices shall be filled at the annual membership meeting in accordance with Section 3.04. No elected Director shall serve more than two (2) consecutive terms of three (3) years each without an interval of one (1) year between terms.
- b) Duties – A representative of the Membership, the Directors of the Board shall:
- 1) Uphold the spiritual purpose of the Ministry as stated in Section 1.01.
 - 2) Uphold the highest interest of the Membership in conducting the business of the Ministry.
 - 3) Be conversant with these Bylaws.
 - 4) Be faithful in attendance at services, board and membership meetings, of the Ministry.
 - 5) Make determination of the business needs of this Ministry and authorize payment of monies for those purposes. ***(Should perimeters be set in place for the amount of money that should need authorization for business purposes? The Ministers already administer the daily operations of the Center)***
 - 6) Administer the property of this Ministry. Both real and personal.
 - 7) Make determinations on the sale or pledge of real or personal property belonging to this Ministry. All decisions in favor of the sale or pledge of real property exceeding twenty-five thousand dollars (\$25,000) in value shall be presented to the Membership at a properly constituted membership meeting to be voted on in accordance with Section 2.04(d).
 - 8) Authorize the employment of all staff personnel of this Ministry, and set and approve their salaries. See Section 3.02(a) (2)
 - 9) Set dates for the fiscal year. (January 01- December 31)
 - 10) Have a qualified accountant audit the financial records of this Ministry at the end of each fiscal year.
 - 11) When deemed advisable, secure a fidelity bond for the Treasurer, the amount to be set by the board ***(Change wording - should be mandatory – However, we do have Board insurance)***
 - 12) Act to fill the unexpired term of any Director in accordance with Section 3.05 (b).
 - 13) Elect officers of the Board, and their successors to fill any unexpired term when necessary. See Section 4.01

- 14) Ratify committees and their chairperson as appointed by the Board President. See Section 4.01 (**why not a majority board vote?**)
- 15) Communicate with the Council of Elders for aid in resolution of all matters concerning the Minister's services which cannot otherwise be reasonably resolved.
- 16) Consider other duties brought to their attention by the Minister and other Directors.

Section 3.04 – BOARD OF DIRECTORS - ELECTION

- a) Qualifications - Any person elected to the Board of Directors must be an active member of KRST Unity Center of Afrakan Spiritual Science (**for a minimum of 2 years**). He/she shall be a person who:
 - 1) Desires to serve on the board.
 - 2) Endeavors to live in accord with the principles of Afrakan Spiritual Science.
 - 3) Furthers the work of this Ministry through his/her active interest, love and support
 - 4) Is a sincere and continuing student of Afrakan Spiritual Science conversant with its teachings.
 - 5) Has demonstrated leadership capabilities.
- b) Nominating Committee - A Nominating Committee shall be formed at least three (3) months prior to the annual membership meeting, and shall initiate a search for at least two (2) qualified candidates for the Board of Directors. The Committee shall consist of the Minister (**Ministerial council**) and three members selected in the following manner:
 - 1) At the annual membership meeting, the Membership shall elect one of its members, and his/her alternate, to serve on the Nominating Committee for the next year's election.
 - 2) The Board shall elect one of its Directors.
 - 3) Together with the Minister (**Ministerial council**), the above two Committee members shall select a third Committee member from the Membership who shall become Chairperson of the Nominating Committee.
- c) Nominating Procedure – As the presiding officer of the annual membership, the President shall:
 - 1) Read Section 3.04 just prior to the call for nominations.
 - 2) Call upon the Chairperson of the Nominating committee to present the committee's nominations.
 - 3) Call for additional nominations from the floor.Nominees should never be chosen on the basis of a person's business success or financial resources alone. All nominees, no matter how nominated, must qualify in accordance with paragraph (a) of this Section.

- d) Election - Votes shall be cast by ballot only if more than two (2) nominees have been made. The two nominees receiving the largest number of votes shall be elected to the Board of directors.

Section 3.05 – BOARD OF DIRECTORS – VACANCY AND REPLACEMENT

- a) Vacancy – The office of a Director may be vacated by any of the following means:
- 1) The resignation of the Director.
 - 2) The Board voting for the removal of a Director due to absences from three (3) successive regular board meetings. Absences may be excused by the Board upon written request. **(Should also include bad or misconduct and must also be give an warning).**
 - 3) The Board voting for the removal of a Director because of his/her failure to fulfill the duties of his/her office as specified in Section 3.03 (b).
 - 4) The Membership voting for removal of a Director because of his/her failure to fulfill the duties of his/her office as specified in Section 3.03 (b). See Section 2.04 (h). **(it is suggested to combine 3 & 4)**
- b) Replacement – Should a vacancy occur on the Board of Directors, The Board shall proceed to fill the vacancy by ballot at its next regular meeting. In case of emergency, a special meeting may be called. Only persons meeting the qualifications specified in Section 3.04 (a) may be considered as replacements. No replacement shall have served as a Director during the year prior to his/her election. A majority vote of those present and b voting shall be necessary to elect. The term of the newly elected Director shall expire on the same date as the term of the Director he/she succeeds.

Section 3.06 – BOARD OF DIRECTORS – MEETING AND QUORUM

- a) Regular Board Meetings – The regular business meetings of the Board of Directors shall be held at the headquarters of the Ministry (7825 S. Western Avenue, Los Angeles, CA 90047) on the first Thursday of each month, unless otherwise specified by the Board.
- b) Special Board Meetings – Special meetings of the Board shall be called by the President under any of the following conditions:
- 1) By request of the Minister **(Ministerial Council)**
 - 2) By request of two or more Directors.
 - 3) As the President deems necessary.

The request shall be filed in writing **(is email and text acceptable as well?)** with the Board Secretary. Reasonable effort must be made to notify all Directors of any special meetings. **(Reasonable need to be change to a more definitive period of time 2 weeks is suggested).**

- c) Quorum – Four (4) Directors shall constitute a Quorum for the transaction of business.
- d) Minister Attendance – The Minister (**Ministerial Council**) has the right to attend all board meetings. He/She must be notified of all special meetings. (**what is the special meeting is about the minister or council? Then what?**)

Section 3.07 – BOARD OF DIRECTORS - OFFICERS

Officers of the Board of Directors shall consist of a President, Vice-President, Secretary, Treasurer, (**and two auxiliary members – not included**). The President shall be elected at the last regular board meeting following the annual membership meeting. He/She/ shall assume office at the first Board meeting following the annual membership meeting, at which time all other officers of the Board shall be elected. All officers shall be elected by a majority vote of Directors present and voting, and shall hold their respective offices for one year, or until their successors are duly elected or qualified.

a) President –

- 1) Preside at all Board of Directors meetings.
- 2) Preside at all membership meetings.
- 3) Appoint committees in accordance with Section 4.01.
- 4) Be a member of all committees by virtue of his/her office, except the Nominating Committee. (**The President does NOT have to be a physical be a part of every committee, but a chairman should report to the Board of the committee activities.**)
- 5) Sign such papers and documents, upon proper authorization as may be necessary. (**specifics**)

b) Vice President - The Vice President shall:

- 1) Perform the duties of the President in his//her absence.
- 2) Become President in case the office of the presidency become vacant. In such case, a new Vice-President shall be elected from among the remaining Directors to fill the remainder of the term.

c) Secretary – The Secretary shall:

- 1) Keep, or cause to be kept, an accurate record of the minutes of all board and membership meetings.
- 2) Hold in custody and be responsible for all reports, contracts, other than legal papers, minute books, and the corporate seal, which items shall be kept in the Ministry office at all times, or in such other depository as prescribed by the Board. (**Shall be kept on a zip drive, a shared file, paper trail, etc.**)
- 3) Attend to all official business required by the Board.

d) Treasurer – The Treasurer shall:

- 1) Be custodian of the funds of this Ministry. He/she shall pay out, or cause to be paid out, funds authorized by the Board. Refer to Section 3.03 (b) (10).
- 2) Keep, or cause to be kept, a record of all financial transactions, and submit a monthly financial report at each regular board meeting.
- 3) Submit a financial report, covering the last complete fiscal period, at annual member meeting.
- 4) Count, or cause to be counted by the appointment of qualified persons, all funds received, and be responsible for their deposit.
- 5) Place, or cause to be placed, the funds of this Ministry in the bank or other depository approved by the Board.

ARTICLE IV

Committees

Section 4.01 - FORMATION

- a) Committees for any specific purpose, with the exception of the Nominating Committee, shall be appointed by the Board President. Approval by the Minister plus ratification by the Board is required.
- b) Council of Elders members must be fifty (50) years of age or older. The Council shall consist of thirteen (13) members – seven (7) of whom are members in good standing of KRST Unity Center of Afrakan Spiritual Science and six (6) members must be chosen and ratified by the Board of Directors. **(review for cohesiveness)**
- c) **Must meet regularly to be remain cohesive, aware of activities at the Center or some such wording. Set how often they will meet.**

ARTICLE V

Seal

Section 5.01 – DESCRIPTION

The corporate seal of this Ministry shall include the name of the Ministry in a circle, which encloses the name of the city, state and date of incorporation. **(where is the seal? Needs to be found. Do we even have a seal?)**

Section 5.02 - DISSOLUTION

Should this corporation dissolve, all property and funds remaining after the payment of the debts of the corporation shall be held in trust for the re-establishment of a Center of Afrakan Spiritual Science or to such African-centered organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 © (3) of the Internal Revenue Code of 1954 (or the

corresponding provision of any future United States Internal Revenue Code), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. ***(note: if the organization is dissolved, none of the property goes to Unit. what will happen to the property once consolidated or sold? Is there an African Centered organization that we prefer and should note here)***

ARTICLE VI

Meeting Procedures

Section 6.01 – ORDER OF BUSINESS

The regular order of business at Board of Directors and membership meetings, unless otherwise agreed on by the Board, shall be as follows:

1. Opening prayer
2. Roll call
3. Reading of the minutes of previous meeting
4. Treasurer's report
5. Bill and communications
6. Elections
7. Reports of committees
8. Minister's report
9. Unfinished business
10. New business
11. Closing prayer

Section 6.02 – ROBERT'S RULE OF ORDER

Robert's Rules of Order shall be the authority of this Ministry on parliamentary law and its usage, unless otherwise provided by these Bylaws.

ARTICLE VII

Bylaws Amendments

Section 7.01 – PROCEDURE

Amendments to these Bylaws must be made by voting members of this Corporation at a legally constituted membership meeting. Written notice setting forth the proposed

amendments must be mailed to all members at least ten (10) days prior to the required membership meeting. An affirmative vote of seventy-five percent (75%) of all members present and voting shall be necessary to pass any amendment to these Bylaws. These Bylaws fully supersede all previous Bylaws adopted by KRST Unity Center of Afrakan Spiritual Science.

(Attest-Secretary)

(President)

Date of Adoptive Revision