

BYLAWS OF PALO ALTO COMMUNITY CHURCH OF
PALO ALTO, CALIFORNIA
(A UNITY MINISTRY)
(Amended March 9, 2008)

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ARTICLE I
Name

The name of this Corporation is PALO ALTO COMMUNITY CHURCH, also known as Unity of Palo Alto and as "Unity Palo Alto Community Church", hereinafter referred to as the Church.

ARTICLE II
Purpose

- Sec. 1.** The purpose of this Church is to teach the Truth of the Christ Principle and the Religious Philosophy of the Oneness of Life and the Spiritual Nature of all people. In the accomplishment of this purpose the Church shall conduct worship services, education and other activities that, in the judgment of the Senior Minister and Board of Trustees, will further the principles of practical Christianity.
- Sec. 2.** The Palo Alto Community Church has been established to provide a means through which questing people may gather to freely pursue the search for spiritual truth and to provide an atmosphere to support the individual's capacity to grow and unfold in spiritual consciousness.
- Sec. 3.** This church is a member of the Association of Unity Churches (AUC). The operation and conduct of this Ministry shall comply with the regulations and policies of AUC, as outlined in the AUC Bylaws, insofar as they do not conflict with the laws of the State of California, or these Bylaws.

ARTICLE III
Membership

A person 18 years of age or older, may become a member upon written application to the Church and satisfaction of the membership requirements as prescribed in Statement of Policy. A member is considered active until placed in inactive status or terminated as provided in Article III Sections 2.

- Sec. 1.** The powers, privileges and responsibilities of an active member shall be:
- a.** To uphold the teachings and practices of the Church and to exemplify them in daily life.
 - b.** To participate in the religious and other activities of the Church.
 - c.** To contribute time, talent and financial support to the Church.
 - d.** To attend, whenever possible, regular or special meetings of the Church membership, contribute to discussions and vote on any matters brought before the membership.
 - e.** To hold office and serve on committees.

- f. To vote on any and all business brought before the membership (reference Article X and XI).

Sec. 2. Termination of Membership:

- a. A member may resign his/her membership in writing at any time.
- b. Abuse of the powers, privileges and responsibilities of membership, as set forth in Section 1 above, may result in termination of membership by the Board, as follows:
 - (1) The intention to terminate membership shall be determined by an agreement of a majority of the Trustees, including the agreement of the Sr. Minister. A date for hearing and final decision shall be established by the Board.
 - (2) The Secretary of the Board shall send written notice of intention to terminate membership by certified mail, return receipt requested, to the last known address of the member affected, not less than thirty (30) days before the hearing date. Notice shall state the specific nature of the charges made and shall advise the member of his/her right to appear and be heard at such time and place. The hearing date shall be as stated in the notice unless the member affected notifies the Board, in writing, within fourteen (14) days of receipt of the notice of his/her inability to attend on that date. In the latter event, a mutually agreeable date shall be arranged. If a mutually agreeable date cannot be established, the hearing shall be held at a regularly scheduled Board meeting at least forty-five (45) days after the date of the original notice.
 - (3) On the date set for hearing, the Trustees shall consider the circumstances for termination of membership. The member affected shall have the right to make a statement. Membership may then be terminated by not less than a two-thirds (2/3) vote of the Trustees and the concurrence of the Sr. Minister. The decision of the Board shall be final and not subject to further appeal.

Sec. 3. Inactive Member

- (1) Unless a member has given written instructions to the Board of Trustees requesting active membership be maintained, an active member will become inactive:
 - a. upon moving over 100 miles from the ministry;
 - b. upon absence from the congregation for one year providing the ministry has attempted by mail to notify the member of the change in membership status.
- (2) Those individuals who are determined by the Board of Trustees, including agreement by the minister(s), to no longer fulfill the qualifications of active membership will be placed on the inactive member list. The Board of Trustees will attempt to notify the said member of their inactive status by certified mail within ten (10) days.

Sec. 4. Reinstatement of Inactive Member

- (1) Within four (4) years of inactivation, inactive members may regain active status if they have attended services on at least three (3) of the last six (6) Sundays prior to the membership meeting and have spoken with the President of the Board or other designated Board member of their intention to reactivate membership.

(2) After four years of inactivation, members must reapply for active membership in accordance with Article III.

ARTICLE IV

Board of Trustees

- Sec. 1.** The affairs of this Church shall be vested in the minister(s) as the Administrative Director(s), and the Board of Trustees consisting of no more than twelve (12) and no less than nine (9) members, one of whom shall be the Sr. Minister of the Church. The actual number of Board members serving the Church shall be determined by vote of the Board and shall be declared by the President of the Board at the annual membership meeting. The declaration of the number of Board members shall remain in effect unless and until modified by the Board at a subsequent annual meeting.
- Sec. 2.** The Trustees shall be elected for a (3) year term by the active members of this Church at the annual Membership meeting. No more than one-third (1/3) of the voting members of the Board of Trustees shall be elected at each annual meeting. The Sr. Minister, whose term shall be automatically renewed every three (3) years, shall by virtue of office, always be a voting member of the Board. No elected trustee will serve more than two (2) consecutive three (3) year terms.
- Sec. 3.** Qualifications. Any person elected to the Board of Trustees must be an active member of this Church, as defined in Article III. He/she shall be a person who:
- a. Desires to serve on the Board and has evidenced interest in providing leadership.
 - b. Endeavors to live in accord with the Jesus Christ principles of Love and Truth as taught by Unity and is conversant with its teachings.
 - c. Furthers the work of this Ministry through his/her active interest, love and support.
 - d. Is not a full or part-time employee of the Church, or a contractor receiving annual fees of more than \$1000.00, with the exception of the Sr. Minister.
- Sec. 4.** A Nominating Committee shall be formed at least nine (9) months prior to the next Board election and shall initiate a search for qualified candidates for members of the Board and two (2) for the next year's Nominating Committee. The Committee shall consist of five (5) active members selected in the following manner:
- a. At the annual membership meeting, the Membership shall elect two (2) of its active members to serve on the Nominating Committee for the next year's election. One of these shall be designated by the Nominating Committee to be the Chairperson of the Committee.
 - b. The Board shall elect one of its Trustees.
 - c. The above three (3) shall select a fourth and fifth committee member from the active membership. In the event a committee member is unavailable to serve, the member shall be replaced as follows: the Board shall fill the Board vacancy and the Nominating Committee shall select a person from the active membership to fill the congregant vacancy.
 - d. The Sr. Minister shall participate as an advisory member of the Nominating Committee.

- Sec. 5.** When the Nominating Committee has met and decided on its slate of candidates, information on these candidates will be mailed out to the congregation at least two weeks prior to the Annual Membership Meeting. At that meeting, the President of the Board of Trustees shall:
- (1) Read the qualifications of Board Members.
 - (2) Call upon the Chairperson of the Nominating Committee to present the Committee's nominations.
 - (3) Call for nominations from the floor. (All nominees, no matter how nominated, must qualify in accordance with Article IV, Section 3.
 - (4) All nominees shall be invited to speak at the Annual Meeting.
- Sec. 6.** Election of Trustees and Nominating Committee members shall be taken by ballot if there are more candidates than vacancies available. The candidates receiving the largest number of votes for the available vacancies will be deemed duly elected.
- Sec. 7.** Vacancies. The office of a Trustee may be vacated by any of the following means:
- (1) The resignation of the Trustee.
 - (2) The Board voting for the removal of a Trustee due to absences from three successive regular board meetings. Absences may be excused by the Board upon written request.
 - (3) The Board voting for the removal of the Trustee because of a failure to fulfill the duties of the office as specified in Article VI, Section 3.
 - (4) The Active Membership voting for removal of a Trustee because of failure to fulfill the duties of the office as specified in Article X, Section 6, b.

The Nominating Committee shall make recommendation to the Board for their approval to fill said vacancy. If the Nominating Committee has not made a recommendation within thirty (30) days, the Board is authorized to appoint a Trustee.

ARTICLE V

Meeting of the Board of Trustees

- Sec. 1.** A quorum for the transaction of business by the Board of Trustees shall be a majority of voting members thereof.
- Sec. 2.** The first regular meeting of the Board of Trustees shall be held within thirty (30) days following the date of the annual meeting.
- (1) The regular monthly board meetings shall be open for observation by the congregants. Discussion of confidential and personnel issues will not be open for observation.
- Sec. 3.** The Board of Trustees shall hold regular or special meetings as the Board may deem necessary without other notice.
- Sec. 4.** Special meetings of the Board will be called by the President of the Board under any of the following conditions:
- (1) By request of the senior minister or co-ministers.

- (2) By request of two or more Trustees.
- (3) As the President of the Board deems it necessary.

The request shall be filed in writing with the Board Secretary. Reasonable effort must be made to notify all Trustees of any special meeting.

- Sec. 5.** All meetings of the Board of Trustees shall be held at the principal place of business of the Church unless otherwise specified in the notice, resolution or other specification convening such meetings.
- Sec. 6.** The Trustees may, by unanimous consent, waive any provision, restriction or requirement relative to notice, time and place of any meeting of the Board of Trustees. The unanimous consent, including the written consent of absent Trustees, shall be entered in the minutes of any meeting so held.
- Sec. 7.** Any matter of business which is of interest to, or which affects the Church, may be brought before, considered, acted upon or transacted at any duly and properly convened regular or special meeting of the Board of Trustees.

ARTICLE VI

Powers and Duties of the Board of Trustees

- Sec. 1.** The Board of Trustees shall direct, manage and conduct the affairs and business of the Church in a manner consistent with the laws of the State of California and these Bylaws, as the Board may deem appropriate.
- Sec. 2.** The Board of Trustees shall cause appropriate records to be kept of the meetings and proceedings of the Board and of other affairs of the Church and shall submit at each regular annual meeting of the Church a report of the activities of the Church during the preceding year, including a complete written statement of the financial condition of the Church.
- Sec. 3.** Duties. As representative of the Membership, the Trustees shall:
 - a.** Uphold the purpose of this Ministry as set forth in Article II.
 - b.** Uphold the highest interest of the Membership in establishing policies and conducting the business of this Ministry.
 - c.** Be conversant with these Bylaws and the Statements of Policy currently in effect.
 - d.** Be faithful in attendance at services, Board and membership meetings of this Ministry.
 - e.** Make determinations of the business needs of the Ministry and authorize payment of monies for those purposes in accordance with policy currently in force.
 - f.** Administer the property of this Church, both real and personal, subject to the provisions of Article XI, Section 6 and 7.
 - g.** Set dates for the fiscal year.
 - h.** Elect or remove officers of the Board and, when necessary, elect their successors to fill any unexpired term.
 - i.** Ratify committees and chairpersons as appointed by the Board President excluding the Nominating Committee.

- j. Communicate with the Executive Director of AUC in resolution of all matters concerning the Sr. Minister's services, which cannot otherwise be reasonably resolved.
- k. Employ and fix the compensation, terms of employment, and subsequent merit increases of the senior minister, the associate ministers and the operations director.
- l. Authorize all staff positions of this Ministry, establish compensation ranges and approve the scope, nature, responsibilities, duties and authority of these positions.
- m. Appoint a Recording Secretary if deemed necessary.
- n. Consider other duties brought to their attention.
- o. The Board is responsible to the congregation for the long term prosperity of the church providing oversight of its activities to assure that annual budgets are realistic and income generation and expenditures are within allocations.

ARTICLE VII Officers, Authorities and Duties

- Sec. 1.** The officers of the Church shall be the President, Vice-President, Secretary and Treasurer, who shall be elected by the Board of Trustees from among its membership.
- Sec. 2.** The officers shall have the authority, power and duties usually accorded or pertaining to such respective officers, except as the Board of Trustees may enlarge upon or limit the same.
- Sec. 3.** The President shall be the Chair of the Board of Trustees and shall preside at all Board and Church business meetings. In the absence or inability of the President to act, the Vice-President shall preside at all Board and Church business meetings. In the absence or inability of the President to act, the Vice-President shall exercise the duties and power of the President and, in the absence or inability of the Vice-President, the Board of Trustees shall select a President pro tempore by a simple majority vote.
- Sec. 4.** The Board of Trustees may create and abolish such other offices, as it may deem appropriate and fix the power, duties, qualifications and manner of selection of such officers.
- Sec. 5.** The Board of Trustees may appoint an Executive Committee and may delegate to this committee such power and authority the Board deems appropriate. The President and Sr. Minister shall be members of such Executive Committee.

ARTICLE VIII Committees

The President of the Board of Trustees or the Sr. Minister may appoint such standing or special committees as are deemed necessary to carry on the business of the Church. The Committee shall have clearly stated objectives, responsibilities, and terms of duration. Ratification by the board is required.

ARTICLE IX The Office of Senior Minister

- Sec. 1.** The Ministry shall have as its leader an ordained or licensed Unity Minister or licensed Unity teacher, or a person serving under special dispensation approved by the Board of Trustees and the AUC.
- Sec. 2.** The membership shall select the Sr. Minister from candidates recommended by the Board of Trustees. All such candidates shall speak before the congregation.
- Sec. 3.** The Sr. Minister shall have and exercise all the powers, duties and prerogatives usually accorded to and pertaining to the office of Sr. Minister and Executive Director of the Church.
- Sec. 4.** Compensation and the terms of employment of the Sr. Minister shall be determined by the Board of Trustees.
- Sec. 5.** In the event that the Church membership or the Board of Trustees desires to call the resignation of the Sr. Minister, the following shall be observed:
- a.** Action to initiate the termination of the Sr. Minister requires a written petition signed by twenty percent (20%) of the active members of the church or a two-thirds (2/3) vote of the Board of Trustees.
 - b.** In the event there be such a petition or vote for the termination of the Sr. Minister, the Board of Trustees shall establish a committee for arbitration within thirty (30) days. This committee composed of three (3) persons shall consist of a representative of AUC, one Unity minister chosen by the Board and one Unity minister selected by the Church Senior Minister. The Arbitration Committee shall be empowered to make recommendations, suggest alternatives, or establish probationary guidelines to the Board of Trustees within twenty-one (21) days of appointment.
 - c.** The Board of Trustees must then proceed to call a special meeting of the membership within twenty-one (21) days after receiving the report of the Arbitration Committee. Notice of the special meeting shall be given by public announcement at the public meetings of the church on not less than two consecutive Sundays immediately preceding the date of such meeting, and by written notice of the time, place and purpose of such meeting mailed to active members at least ten (10) days prior to such meeting.
 - d.** The purpose of this membership meeting is to present the report of the Arbitration Committee and the recommendations, if any, of the Board of Trustees, for consideration and appropriate action. To this end, all parties should be respected and heard. Any motion to terminate the Sr. Minister shall require a two-thirds (2/3) vote of members present satisfying the quorum requirements of Article X, Section 2.

ARTICLE X

Church Meetings

- Sec. 1.** The regular annual meeting of the membership of the Church shall be held no later than the last Sunday of February of each year, or on such other date as set by the President of the Board of Trustees. Such meeting may be continued on a subsequent day by a majority vote of the members in attendance at such meeting.
- Sec. 2.** A quorum for a membership business meeting consists of not less than ten percent (10%) of the active members. There shall be no provision for votes by proxy or absentee ballot.

- Sec. 3.** At the annual meeting of the Church, the membership shall receive the reports of the Board of Trustees, elect Trustees to fill the position of the terms then expiring, and transact such other business as may properly come before such meeting.
- Sec. 4.** Special meetings of the Church membership may be held at the call of the Senior Minister, the President of the Board of Trustees, or upon petition signed by ten percent (10%) of the active members of the Church. If such special meeting is called for the purpose of termination of the Minister, Article IX, Section 5 guidelines must be followed.
- Sec. 5.** Notice of all Church meetings shall be given by public announcement, at all Church services, on not less than two consecutive Sundays immediately proceeding the date of such meeting. A written notice shall be mailed to all active members at least fourteen (14) days prior to any meeting at which a vote is required.
- Sec. 6.**
- a.** Active members may vote to override any action of the Board of Trustees, at any regular or special meeting of the membership. Such override shall require an affirmative vote of two-thirds (2/3) of the active members present and voting.
 - b.** Active members may vote to remove, at any regular or special meeting of the membership, any Trustee for nonfeasance, malfeasance, or misfeasance of his/her fiduciary duty. Such removal shall require an affirmative vote of two-thirds (2/3) of the active members present and voting.
 - c.** Active members may vote for adoption of the Church budget proposed for the current fiscal year at the regular annual membership meeting.
- Sec. 7.** Unless otherwise provided by these Bylaws, Robert's Rules of Order shall be the guidelines for meetings of the Church.

ARTICLE XI

Church Finances

- Sec. 1.** The financial support of the Church shall be by voluntary offerings, subscriptions or gifts, and from such other sources and activities as approved by the Board of Trustees.
- Sec. 2.** No fixed membership dues shall be charged, but all members shall be afforded the opportunity to subscribe a definite sum towards the maintenance and growth of the Church.
- Sec. 3.** In the event of the dissolution of this Church, all property and funds remaining after payment of the debts of this corporation shall be transferred to the Association of Unity Churches in compliance with pertinent provisions of the Internal Revenue Code and California State Department of Corporations.
- Sec. 4.** No indebtedness shall be incurred, except within budgets and/or allotments previously approved, without prior approval of the Board of Trustees.
- Sec. 5.** No fund or special bank account shall be constituted for a specific purpose without prior approval of the Board of Trustees.
- Sec. 6.** Sale, exchange, transfer, encumbrance, purchase or lease of real property, which transaction involves a sum in excess of Twenty-Five Thousand Dollars (\$25,000) requires an affirmative vote of a majority of the active members present and voting at a regular or special meeting.

- Sec. 7.** Any proposed expenditure which exceeds the approved overall annual budget by ten percent (10%) of the liquid assets of the Church, as set forth in the final financial statement for the preceding fiscal year, or Twenty-Five Thousand (\$25,000), whichever is greater, requires an affirmative vote of a majority of members voting and present at a regular or special meeting.
- Sec. 8 At each annual meeting, the Treasurer shall disclose salary ranges for all senior staff positions of the church.
- Sec. 9 An independent firm shall conduct a review of the financial records every year.

ARTICLE XII
Amendments

- Sec. 1.** The Board of Trustees may amend or repeal these Bylaws subject to the approval of two-thirds (2/3) majority of a quorum of the active members of this Church at any annual or special meeting duly called for the purpose of amending or repealing said Bylaws. No proposed amendments or repeal shall be effective until they have been approved by the members as set forth in this section.
- Sec. 2.** The most current copy of the Bylaws will be available at the church office and on the Church's web site.
- Sec. 3.** The Bylaws will be reviewed annually and amended as necessary.

ARTICLE XIII
Corporate Seal

The Church shall have a Corporate Seal, containing the exact name of this Church and the date and state of incorporation.