

**Amended and Restated Bylaws of the
Unitarian Universalist Church of Palo Alto
May 2008**

PREAMBLE: The Unitarian Universalist Church of Palo Alto is empowered to and shall devote its resources to and exercise its organizational powers for religious, educational and charitable purposes.

ARTICLE I—NAME

1.01 The name of this corporation is the UNITARIAN UNIVERSALIST CHURCH OF PALO ALTO, hereinafter referred to as the "Church," and formerly known as the PALO ALTO UNITARIAN CHURCH.

ARTICLE II—AFFILIATION

2.01 This Church shall be affiliated with the Unitarian Universalist Association, and such other affiliated groups within the denomination as the Church may approve.

ARTICLE III— STATEMENT OF PURPOSE

3.01 With a legacy of openness and in accordance with the Unitarian Universalist Principles, we come together to support one another in our continuing commitment to a free and loving search for spiritual meaning and to the expression of that meaning in our community and in our lives.

ARTICLE IV—COVENANT NOT TO DISCRIMINATE

4.01 This Church shall not discriminate in membership, the calling of religious professionals, hiring practices, activities, or the use of facilities on the basis of ethnicity, national origin or race; gender or gender identification; sexual orientation; physical challenge; or social, economic, or marital status.

ARTICLE V—MEMBERSHIP AND AFFILIATION

5.01 ENROLLMENT.

Any person who is in sympathy with the spirit and purpose of this church, who is at least 15 years of age, or who has successfully completed the Coming of Age program, may become a member by completing a Declaration of Membership form and being affirmed by the Board of Trustees.

5.02 QUALIFICATIONS.

No member or applicant for membership shall be required to affirm or deny any religious doctrine, creed, or belief. Membership status may not be denied on the basis of ethnicity, national origin or race, sexual orientation, gender or gender identification, physical challenge, or social, economic or marital status.

5.03 RIGHTS AND RESPONSIBILITIES. (the term "Member" refers to those classified under Section 5.04-A)

A. Members have the right to vote at Congregational Meetings, unless restricted by age under state or federal law. This right becomes effective 30 days after affirmation of membership by the Board of Trustees.

B. Only Members may serve as committee chairs or be elected to the Board of Trustees, the Nominating Committee, or any ministerial Search Committee.

5.04 CLASSES.

Affiliations shall be categorized into one of five classes as outlined below. Only Members as defined in Section A, below, shall be reported to the Unitarian Universalist Association (UUA), the Pacific Central District (PCD), and other external organizations to which the Church contributes dues or fees on per member basis. Only Members shall be counted to determine a quorum.

A. Member—one who has made a financial contribution of record during the preceding twelve months, who has completed a Declaration of Membership, and who has been affirmed by the Board of Trustees.

B. Friend—one who informs the Church of an interest in receiving Church mailings, who covers the costs of those mailings, and who chooses not to formally affiliate with the Church or be bound by Church policies concerning its membership.

C. Youth Member—one who is under 18 years of age, who wishes to self-identify as a member of the Church, and who chooses not to be bound by Church policies concerning its membership.

D. Lifetime Member—one who has been a Member for an extended period of time but is no longer able to participate actively, and who has been designated by the Board of Trustees as a Lifetime Member. Lifetime Members may receive all Church publications, mailings, and UU World magazine, if desired, at no cost.

E. Inactive Member — a Member may be assigned inactive status when there has been no financial contribution of record for a period of one year.

5.05 RESIGNATIONS AND REVOCATION

A. Voluntary Resignation — a Member may resign membership at any time by notifying the Church.

B. Revocation for Cause—the Board of Trustees, in consultation with the minister(s), may revoke membership or affiliation when an affiliate of any classification (see Section 5.04) engages in behavior that is harmful to the Church. Revocation shall occur only after a hearing which provides the member or affiliate both adequate notice and the chance to respond.

ARTICLE VI - MEETINGS

6.01 CHURCH YEAR. The official year of the Church shall be from May 1 through the following April 30.

6.02 ANNUAL MEETING. The annual meeting for the election of the Trustees and the transaction of other business (“Annual Meeting”) shall be held within forty-five (45) days immediately preceding May 1 at such time and place as shall be fixed by the Board of Trustees.

6.03 SPECIAL MEETINGS: Special meetings for the transaction of any business may be called at any time by the Trustees, and shall be called by the Trustees upon the written petition of fifteen (15) or more members, addressed to and filed with the Trustees.

6.04 NOTICES OF MEETINGS: Notices of each meeting, giving the time and place of the meeting and in the case of special meetings the specific business to be considered, shall be mailed to each member. Notice may be by publication in the newsletter that is mailed at least twenty (20) days previous to the meeting. First class mailing of the notice to active members fourteen (14) days before the meeting may serve in lieu of the newsletter 20-day notice. For any meeting at which the Church will vote to elect Trustees, Church members must be given notice of nominations in accordance with Sections 10.04. The Annual Meeting is a general meeting of the Church. Subject to the limitations expressed in Section 7.01 for a Minister and Section 14.01 for changes in Bylaws, items may be added to the agenda from the floor of this annual meeting without prior notice. Business at special meetings may include more than one item or proposal but shall be limited to the specific business set forth in the notice of the meeting.

6.05 WORDING OF PROPOSALS. Every proposal to be presented at a regular or a special meeting shall express only a single subject for decision and shall be worded in a direct and impartial manner. The Trustees can modify the form of any such proposal in conformance with the above except that the chairperson of any meeting shall carry out such provisions as to any motion or proposal made from the floor of such meeting.

6.06 MANNER OF VOTING.

A. Voting may be by ballot or otherwise as determined at each meeting. Any member may request a count of the votes on any issue.

B. No one may vote by absentee ballot or proxy unless (a) explicitly permitted in these Bylaws or (b) otherwise authorized by the Board of Trustees.

C. The Board of Trustees may determine that voting may take place by mail instead of at a membership meeting. If a vote is to take place by mail, all ballots are to be sent to members by first-class mail at least fourteen (14) days before ballots are to be counted.

D. Any eligible voting member of the Church may vote by absentee ballot for (a) any positions nominated by the Nominating Committee, and (b) any resolution that is not subject to amendment at the meeting at which the vote is to be taken. Absentee ballots shall be provided to members requesting them from the Secretary of the Board of Trustees. Ballots must be returned in sealed envelopes to the Secretary in time to be counted at the appropriate meeting.

E. The voting results shall be certified by the Secretary, who shall receive and file all ballots for a period of one (1) year.

F. Motions involving a final decision with respect to selection of a minister, the annual Church budget, or any expenditure, encumbrance or disposal of Church property of a value exceeding seven percent (7%) of the annual operating budget shall be carried by two-thirds of the members voting. Motions postponing a decision involving the preceding subjects shall also be carried by two-thirds of the members voting. All other motions and votes shall be carried by a majority of the members voting, except that motions and votes which under Robert’s Rules of Order can only be carried by some designated majority of those voting shall be carried in conformity with such rules.

6.07 QUORUM: After the membership roll has been established, a quorum shall consist of seventy-five (75) members or fifteen (15) per cent of the current voting membership, whichever is lower. Proxies applicable to a meeting and absentee ballots shall not count toward the requirements for quorum.

6.08 PROXIES: Any current voting member of the Church may grant another current voting member of the Church a proxy to vote on their behalf at a specific meeting, subject to the conditions and limitations stated herein.

A. No member may exercise more than one proxy at any meeting. Proxies may not be limited or conditional in scope. A proxy, once granted for a particular meeting, can only be revoked in person at that meeting or in writing to an officer of the Church prior to commencement of the meeting.

B. Any single proxy shall only apply to a single meeting. A proxy may only be granted in writing, and the written proxy must include the following: the name of the granting member, the name of the exercising member, unambiguous identification of the meeting for which the proxy is granted, a statement that it is authority to vote on the granter's behalf, and the signature of the granting member. If a proxy does not include the required information, if two members appear to hold proxies from the same member, or if the Secretary determines at the time of the meeting that there is any other irregularity that makes it appear that the requirements for proxy voting have not been met, then the Secretary may require that the questionable proxy or proxies not be exercised.

C. To exercise a proxy a member must deliver the written proxy to the Secretary, or a person designated by the Secretary for such purpose, immediately prior to the applicable meeting. The person exercising a proxy shall be given two (2) ballots or two (2) voting tokens or shall be provided with whatever other means to vote the proxy that may be appropriate for the meeting.

6.09 POLITICAL STAND: The Church can take a stand on any political or social issue that (a) would not impact the Church's not-for-profit status with the State of California or the Internal Revenue Service, or that (b) is not contrary to the mission of the Church or of the Unitarian Universalist Association, or (c) that would not in any way jeopardize the legal status of the Church. Any such stand on a political or social issue must be approved by an affirmative vote of at least ninety percent (90%) of members voting.

ARTICLE VII—MINISTERS

7.01 EMPLOYMENT AND TENURE: A Minister recommended by the ministerial search committee shall be called by a two-thirds vote of the members of the Church voting at a meeting duly called for that purpose. The specific terms of employment shall be arranged by the Trustees at the time of employment and specified in writing. The relations between a Minister and the Church may cease by mutual agreement, or by the giving of applicable notice, as provided in the minister's employment contract, by either party, in writing, except that the Trustees shall not give such notice without prior approval by a majority of the members of the Church voting at a meeting called for that purpose.

7.02 DUTIES AND PRIVILEGES

A. The Ministers shall be the spiritual leaders of the Church, and shall have complete freedom of the pulpit.

B. The Ministers shall carry on the preaching, pastoral counseling and ministerial functions of the office, such religious education function, and such administrative and supervisory functions as are delegated to the Ministers by the Board of Trustees.

C. The Ministers shall be ex officio non-voting members of each committee of the Church, except the Ministers shall not serve on the Audit, Bylaws, or Nominating Committees nor on the Ministration Committees.

D. The Ministers shall be responsible for organizing religious services of the Church and cooperating with the committees of the Church to develop supplemental programs of religion and general interest in keeping with the purposes of the Church.

E. The Ministers shall bring to the attention of the Board of Trustees any matters which seem to be pertinent to the general welfare of the Church, and shall advise the Board with reference to Church policy, but the final decisions remain with the Board as set forth in these Bylaws and as directed by legal meetings of the Church.

F. The Ministers shall make a full written report on the condition of the Church at the Annual Meeting of the Church.

ARTICLE VIII —COMMITTEES

8.01 ALL COMMITTEES: In addition to the committees established by this Article VIII, the Church shall have such committees as are established from time to time by the Board as set forth in Article X. The Board of Trustees may delegate to one or more committees the power to establish new committees.

A. CHAIRPERSONS: All committee chairpersons must be voting members of the Church. They shall serve for an annual term, corresponding to that of the Board of Trustees, but may serve multiple terms without limit unless provided otherwise in these Bylaws. Committee chairpersons shall be selected and replaced, if deemed necessary, by the committees, unless selected or replaced by the Board.

B. PROCEDURES: Each committee may establish its own operating procedures, subject to approval by the Board of Trustees or by a committee to which the Board has delegated this responsibility.

8.02 MINISTRATION COMMITTEES: The Ministration Committees are those which support and monitor the health of the total ministry of the Church and counsel and oversee the work of the professional ministers, ministerial interns, and/or student ministers of the Church, and include the Committee on Ministry and the Committee on Intern Minister. If the Church increases its professional ministerial staff, the Board of Trustees may establish additional committees on the ministry, as it deems appropriate.

A. COMMITTEE ON MINISTRY: The Committee on Ministry is responsible to the congregation for supporting and monitoring the health of the total shared ministry of the church, which includes the integrated work of clergy, staff and laity. It is the responsibility of the Committee on Ministry to ensure that the congregation understands its mission in terms of ministry. The Committee on Ministry consists of at least six (6) members, two (2) selected by the Ministers, two (2) selected by the Board of Trustees, and two (2) selected by the other committee members. Membership may be increased if necessary for the Committee to carry out its work. Selection of additional members, if necessary, shall be by the Ministers and the Committee, each making an equal number of appointments. The term of each member shall be three (3) years, with two (2) members rotating off and two (2) on each year. The Committee shall select its own chairperson.

B. COMMITTEE ON INTERN MINISTER: The Committee on Intern Minister counsels and oversees the work of the Intern Minister in collaboration with the Church's professional Ministers. The Committee on Intern Minister consists of at least five (5) members, four (4) selected by the Board of Trustees and one (1) selected by the Intern Minister. The term of each member is three (3) years. Membership may be increased if necessary for the Committee to carry out its work. Selection of additional members shall be in the same manner and proportion as selection of the first five (5) members. The Committee shall select its own chairperson.

8.03 INDEPENDENT: Independent committees are those which periodically inspect financial records, prepare amendments to governing documents, recommend new minister(s), and nominate candidates for various positions in the Church requiring a vote of the membership. These committees include, but are not limited to, Audit, Bylaws, Ministerial Search and Nominating.

A. AUDIT AND BYLAWS: Chairpersons for the Audit and Bylaws committees are selected by the Board.

B. NOMINATING: The Nominating Committee consists of five (5) voting members of the Church who shall not be Board members, elected by the membership at each Annual Meeting. The Nominating Committee shall make nominations for the Board of Trustees, for Pacific Central District (PCD) delegates, for UUA General Assembly delegates, for Nominating Committee, for Ministerial Search Committee as needed, and for other church positions as specified in these Bylaws. Members shall not serve for more than two (2) consecutive years, but may serve again after two (2) years of absence from the committee.

C. MINISTERIAL SEARCH: The Ministerial Search Committee, when formed after a vote by the congregation to call a new minister, consists of seven (7) voting members of the Church, who shall not be Board members, elected by the membership at an Annual Meeting or at a meeting called for that purpose. Nomination and voting for members of the Ministerial Search Committee shall be the same as nomination and voting for members of the Board of Trustees as set out in Section 10.04 and Article VI. The Committee shall as far as practical follow guidelines of the Unitarian Universalist Association in performing its work of selecting a ministerial candidate for recommendation to the Church. The Committee shall select its own chairperson.

8.04 TASK FORCES: Task Forces are committees formed to accomplish a single, well-defined purpose and for a limited duration. Chairpersons may be selected by the Board or the Task Force.

ARTICLE IX—OFFICERS OF THE CHURCH

9.01 OFFICERS: The officers of the Church shall be the officers of the Board of Trustees, which shall be a President, a Vice President-Finance, a Vice President-Facilities, a Secretary, and a Treasurer.

9.02 SELECTION: At its first meeting following each Annual Meeting of the Church, the Board of Trustees shall elect from among its members the President, the Vice President-Finance, the Vice President-Facilities, and the Secretary. It shall also select a Treasurer from its members or from the membership of the Church.

9.03 DUTIES:

A. PRESIDENT: The President is the presiding officer of the Board of Trustees. He or she shall be an ex officio non-voting member of all committees except Nominating, Audit, Bylaws, and Committees on Ministry, and shall represent the Church on all appropriate occasions.

B. VICE-PRESIDENT-FINANCE: The Vice President-Finance shall act in place of the President during any absence and shall be responsible for the operation and functioning of committees responsible for finance, canvass, capital fund drive, planned giving, and the investments of the Church. The Vice

President-Finance may be an ex officio member of each of the committees with which he or she maintains liaison, and shall perform such other duties as may be prescribed by the Board of Trustees.

C. VICE PRESIDENT-FACILITIES: The Vice President-Facilities shall act in place of the President if both the President and Vice President-Finance are absent and shall be responsible for the operation and functioning of committees responsible for maintenance and planning regarding the building, grounds, and real property of the Church. He or she shall provide oversight and review of the Facilities, Landscape, Art in the Lobby, and Aesthetics committees. Working with the Church Administrator, the Vice President-Facilities shall provide support to the custodial functions of the Church and serve as its liaison to the Board of Trustees. The Vice President-Facilities may be an ex officio member of each of the committees with which he or she maintains liaison, and shall perform such other duties as may be prescribed by the Board of Trustees.

D. SECRETARY: The Secretary shall be responsible for keeping an accurate record of the meetings of the Church and of the Board of Trustees, for posting notices and notifying the membership by mail of all meetings and affairs to be voted on, for certifying the count of all ballots, for receiving and filing all ballots for a period of one (1) year, for processing requests for change in membership status pursuant to Section 5.05, and shall perform such other duties as may be prescribed by the Board of Trustees.

E. TREASURER: The Treasurer shall receive and safely keep all monies and securities entrusted to his or her care, and shall disburse the same under the direction and to the satisfaction of the Board of Trustees. The Treasurer shall keep a complete account of the finances of the Church on books which shall remain the property of the Church, and which shall be open for inspection at any time to the officers or Trustees. The Treasurer shall render a written financial report monthly at a regular meeting of the Board of Trustees and of the Church, and shall prepare an annual statement for the fiscal year, which shall be reviewed and certified by persons designated by the Board of Trustees. The Treasurer may delegate such of these functions as she or he may deem advisable to Church staff, such as bookkeeper, or to lay members of the Church. However, the final responsibility for the functions rests with the Treasurer. The Treasurer shall be bonded in such amount as determined by the Board, and shall serve as an ex officio, non-voting member of the finance committee and Board of Trustees, except when serving as an elected member.

9.04 TERMS OF OFFICE: All officers' terms shall be for approximately one (1) year commencing from the date of election as provided for in Section 9.02 and ending when new officers are elected in accordance with Section 9.02. Any vacancy shall be filled for no more than the unexpired term of office.

ARTICLE X—TRUSTEES

10.01 NUMBER: The Trustees, otherwise designated as Directors in the Articles of Incorporation, shall be a minimum of nine (9) and no more than thirteen (13) in number and shall consist of those now in office and such others as may be elected or appointed to succeed them.

10.02 ELIGIBILITY: The Trustees shall be persons who are voting members of the Church. No person shall be eligible for election who has served two full three (3) year consecutive terms, except that after a lapse of one (1) year following service of two full three (3) year terms, eligibility is reestablished.

10.03 TERMS OF OFFICE: Elected Trustees shall serve a term of three (3) years, one-third of the number being elected for full terms each year. The term shall commence May 1 after the Annual Meeting.

10.04 ELECTION PROCEDURE

A. NOMINATING CANDIDATES FOR TRUSTEE: The Nominating Committee shall present at least one (1) nominee for each vacant seat on the Board of Trustees. The names of nominees, who shall previously have agreed to serve if elected, shall be published in the newsletter by the Nominating Committee at least thirty (30) days before the date of the next annual meeting. Additional nominations may be made for the next eighteen (18) days by petition signed by at least three (3) other Church members besides the nominee. Petitions shall be filed with the Nominating Committee at least twelve (12) days before the annual meeting date. At this time the nominations will be closed and the Nominating Committee shall process and present all nominees both from the committee and by petition in the same manner.

B. THE ELECTION OF TRUSTEES: Nominees receiving the highest number of votes for the positions to be filled shall be elected. Voting for Trustees shall be governed by Article VI, including absentee ballots.

C. VACANCIES: A vacancy occurring during the tenure of an elected Trustee may be filled by a vote of the remaining Trustees, but only until the time of the next Annual Meeting of the Church. At that time, a Trustee shall be elected for the remainder of the term.

10.05 QUORUM: A quorum of the Trustees shall consist of at least fifty (50) percent of the members in office at the time of the meeting.

10.06 RULES OF PROCEDURE: The Trustees may adopt rules of procedure relative to their organization, their proceedings, and the conduct of business of the Church, if not inconsistent with the Bylaws of the Church. The Board shall review annually its policies and procedures as soon as practical after each Annual Meeting of the Church. The Trustees may adopt policies assigning particular areas of responsibility to individual Trustees for keeping the Board informed on a specific area of church life.

10.07 POWERS OF THE TRUSTEES: Subject to the limitations expressed in Section 10.08, the Board of Trustees shall:

A. Between meetings of the Church, be the governing body and exercise the power of the Church;

B. Have general charge of properties of the Church;

C. Subject to the provisions of Article VIII, create or terminate such committees, as it deems appropriate, to carry out the work of the Church, including but not limited to Operations, Religious Education, Finance, Programs, and Planning.

D. Subject to the provisions of Article VII, employ the ministerial and operations staff as necessary, and define their duties and responsibilities. The relationship between each minister and the Church shall be the continuing responsibility of the Trustees, and they shall consider such relationship not less than annually and communicate such with the ministers.

E. Approve affiliation of auxiliary organizations with the Church or terminate the same.

F. As necessary, appoint an executive committee of the Board whose function shall include but not be limited to handling appeals and resolving disputes.

10.08 LIMITATIONS ON THE TRUSTEES:

A. DISPOSITION OF PROPERTY: The Trustees shall not sell or otherwise dispose of or encumber the real property of the Church without prior approval of the membership of the Church.

B. LIMITATION ON EXPENDITURE AND INDEBTEDNESS: The Trustees may not authorize aggregate expenditures or incur a total indebtedness in excess of five percent (5%) of the approved annual operating budget without prior approval of the membership.

10.09 SUBORDINATION TO THE CHURCH: The Board of Trustees, in the exercise of any of the powers possessed by it, acts subject to any and all limitations upon it anywhere in these Bylaws expressed.

The Board of Trustees shall recognize the moral principle that all of its powers are subordinate to the will of the membership of the Church.

10.10 LIABILITY OF OFFICERS AND TRUSTEES: No Trustee or officer of the Church shall be liable for acts or defaults of any other officer or member or for any loss sustained by the Church or any member thereof, unless the same has resulted from his or her own willful misconduct or negligence.

ARTICLE XI—DELEGATES

11.01 NUMBER: The number of delegates allowed by the Pacific Central District or the General Assembly is determined by those bodies.

11.02 ELIGIBILITY: The Delegates shall be voting members of the Church and eligible to be voting members by the General Assembly and by the Pacific Central District, respectively, in accordance with their Bylaws.

11.03: TERMS OF OFFICE: The Term of Office shall be one (1) following calendar year, representing the Church at the annual business meeting of the General Assembly or of the Pacific Central District.

11.04: ELECTION PROCEDURE:

A. NOMINATING DELEGATES FOR GENERAL ASSEMBLY OR THE PACIFIC CENTRAL DISTRICT: The Nominating Committee shall present at least one (1) nominee for each allowed delegate.

B. THE ELECTION OF DELEGATES: The delegates receiving the highest number of votes for the positions to be filled shall be elected. Voting shall be governed by Article VI.

11.05: VACANCIES: A vacancy that occurs after the election of delegates may be filled by the Board of Trustees by appointment without calling a congregational meeting to elect additional delegates.

11.06 FUNCTIONS:

A: The delegates represent the Church at the annual business meeting of the General Assembly of the Unitarian Universalist Association of Congregations or the Pacific Central District.

B. The delegates shall report to the congregation important issues, positions and commitments made at the annual meeting attended.

ARTICLE XII—FISCAL AFFAIRS

12.01 FISCAL YEAR: The fiscal year of the Church shall commence on the 1st day of May and shall end on the 30th day of April of each year.

A. FINANCIAL STATEMENTS: Within thirty (30) days of the end of each fiscal year, the Board of Trustees shall prepare and distribute, or cause to be prepared and distributed, to the membership a

statement of operations for the previous fiscal year, setting forth in reasonable detail the receipts and expenditures of the Church during such year, including reserve funds and capital investment funds, and describing any agreements made, amended or canceled during such year.

B. ANNUAL BUDGET: The Board of Trustees shall prepare a budget for each fiscal year, for approval by the membership at its Annual Meeting or at a special meeting called for that purpose. The budget shall consist of the estimated revenues and expenses of the operating fund.

12.02 FINANCIAL REVIEW: The accounts of the Church shall be reviewed each year at the close of the fiscal year. A certified public accountant or such other person as may be acceptable to the Board of Trustees shall make such report. A full written report of such review shall be submitted promptly to the Board of Trustees and placed on file in the Church offices. The annual review report shall be available for membership inspection.

12.03 CHURCH FUNDS: All funds and property received by or coming into the custody of the Church or a Trustee thereof belong to and are trust funds and the property of the UNITARIAN UNIVERSALIST CHURCH OF PALO ALTO, to be held and expended only for the purposes authorized and only in accordance with the regulations prescribed by the Church.

12.04 DEPOSITS AND WITHDRAWALS: All funds of the Church deposited in banks or depositories shall be deposited in the name of the UNITARIAN UNIVERSALIST CHURCH OF PALO ALTO, and all withdrawals from such accounts shall be made only by cheques or similar orders signed by the Church Treasurer and/or such other persons as the Board of Trustees may designate.

12.05 SPECIAL PURPOSE BEQUESTS AND CONTRIBUTIONS: All bequests or funds or property contributed for special purposes designated or intended by the donor shall be deposited in one or more special accounts, separate from the Church general fund. All funds so intended shall be deposited in such special funds account as is designated by the Board of Trustees, unless otherwise stipulated by the donor. Withdrawals from this account shall be made only upon cheques or similar orders signed by the Church Treasurer and the President or his or her designee. Authorization for such withdrawals from this account shall be made by the Board of Trustees.

12.06 BEQUESTS, DEVISES AND CONTRIBUTIONS OF STOCKS, BONDS, MONEY OR PROPERTY: All stocks, bonds, money or property of any kind, regardless of its nature, received through bequest, devise, or contribution shall be recorded in the name of the UNITARIAN UNIVERSALIST CHURCH OF PALO ALTO. Unless otherwise stipulated by the donors, any of the foregoing not in the form of money may be sold. Authorization for disposal shall be made by the Board of Trustees. Income or receipts from such sale shall be deposited in the Church funds as determined by the Board of Trustees unless a special purpose is stipulated by the donor, in which case the proceeds shall be handled as provided in Section 12.05.

12.07 INVESTMENTS: The Board of Trustees shall establish investment policies for Church investments and may appoint an investment committee for advice and implementation of investment policy.

12.08 AFFILIATED OR SPONSORED GROUPS: Any Church affiliated or sponsored group shall put in its Bylaws a section analogous to Section 13.01 of these Bylaws directing that any funds, property or other assets remaining after dissolution, disbandment or other termination of the affiliated or sponsored group shall revert to the UNITARIAN UNIVERSALIST CHURCH OF PALO ALTO. Such funds or proceeds from the sale of property or assets shall be deposited in the Church funds as determined by the Board of Trustees.

ARTICLE XIII—DISSOLUTION OF THE CHURCH

13.01 In the event of the dissolution of the Church, ownership of its property, real and personal, after payment of the just debts of the Church, shall vest in the UNITARIAN UNIVERSALIST ASSOCIATION.

ARTICLE XIV—PARLIAMENTARY AUTHORITY

14.01 The rules contained in the current edition of Robert's Rules of Order shall govern the Church where they are applicable and not inconsistent with these Bylaws.

ARTICLE XV—CHANGES IN BYLAWS

15.01 AMENDMENT OF BYLAWS: These Bylaws, so far as allowed by law, may be amended or repealed at any meeting of the Church by approval of two-thirds of those members voting (including by proxy). Notice of any proposed change to these Bylaws shall be contained in the notice of the meeting called for such vote.

15.02 REPEAL OF PREVIOUS BYLAWS: With the adoption of these Bylaws of the UNITARIAN UNIVERSALIST CHURCH OF PALO ALTO, all previous Bylaws are hereby repealed.

ARTICLE XVI—CONSTRUCTION

16.01 SINGULAR INCLUDES PLURAL: The singular shall include the plural and the plural the singular unless the context requires the contrary, and the masculine, feminine, and neuter shall include the masculine, feminine, or neuter, as the context requires.