

BY-LAWS
of the
BOARD OF TRUSTEES OF THE GLIDE FOUNDATION
A Non-Profit Corporation

ARTICLE I
CORPORATE POWERS

The corporate powers of this Corporation shall be vested in a Board of Trustees of sixteen members who shall be nominated by the Board of Trustees and elected by the California-Nevada Annual Conference of the United Methodist Church. Trustees shall be members of United Methodist Churches within the bounds of the California-Nevada Annual Conference, or, if clergy, Members of the California-Nevada Annual Conference. Special attention shall be given to electing a Board whose membership is inclusive with regard to membership in Glide Church and other Churches of the Conference, ministerial, lay, gender and race.

(As amended April 25, 1989.)

The Trustees shall be divided into four classes of four each, and one class shall be elected each year commencing in June 1962. Each Trustee shall serve for the term and in the class to which she/he is elected or until her/his successor is elected and qualified as such.

(As amended April 12, 1962.)
(As amended April 25, 1989.)

The Board of Trustees shall be arranged in classes by the Board as it may determine.

Nothing herein contained shall prohibit the re-election of any Trustee, with the provision that each Trustee will serve a maximum of two consecutive terms or eight consecutive years. Trustees shall have retired from the Board for at least one year before being eligible for re-election.

(As amended April 25, 1989.)

Notwithstanding the foregoing limitation, in extraordinary circumstances the Board may determine by a vote of two-thirds of the members present and voting that a particular Trustee or Trustees may serve for more than eight consecutive years without the requirement of at least one year retirement. In any such extraordinary circumstances, any Trustee or Trustees being so re-elected shall serve for such additional period beyond such eight consecutive years as may be determined, on a year-to-year basis, by a vote of two-thirds majority of the Trustees present and voting. Upon termination of such additional period, the replacement shall serve for any remainder of the four year term of the Trustee's class.

The person who shall from time to time be the Resident Bishop of said Conference shall be entitled, solely by reason of the holding of such office and throughout such one's tenure as such Resident Bishop, to be one of the said Trustees of said Board. Upon consent of such person to serve as such Trustee, evidenced in writing to the Secretary of said Board and the Secretary of said Conference, such person shall be and stand nominated, elected and fully qualified as an ex officio member of said Board. Such person shall have the same rights, privileges and duties as any member of said Board otherwise nominated, elected and qualified.

Each Trustee must at the first meeting after her/his election cause to be entered in the minutes her/his address to which all notices may be sent until similar notice and entry of change of residence has been given in writing.

(As amended June 7, 1994.)

ARTICLE II

VACANCIES

Any vacancy in said Board of Trustees shall be filled by the vote or consent of a majority of the remaining Trustees, though less than a quorum, and each Trustee so elected shall hold office until her/his successor is elected at the next annual meeting of the California-Nevada Annual Conference of the said United Methodist Church.

(As amended April 25, 1989.)

ARTICLE III

POWERS AND DUTIES OF THE BOARD

The full powers and duties of the Corporation are vested in the Board of Trustees, and it shall use such powers and perform such duties to conduct, manage, maintain, control and promote the religious and related objectives and purposes for which the Corporation was formed, as provided for in the Articles of Incorporation for the Corporation. The Corporation is a church, being the legal entity which encompasses as an integrated whole the Glide Memorial United Methodist Church, 330 Ellis Street, San Francisco, California, and various trusts, the principal one of which is the trust established by Lizzie H. Glide on December 2, 1929. In implementation of the foregoing, the Board works with the Resident Bishop of the California-Nevada Annual Conference of the United Methodist Church, the District Superintendent of the Golden Gate District of the said Conference, and other church related agencies and persons, in the appointment of clergy and the hiring of other staff persons, in developing and carrying out programs and projects, in receiving and disbursing contributions, donations and grants, and in all other matters of Christian concern and outreach.

(As amended April 25, 1989.)

The Board of Trustees shall cause to be kept a record of all its meetings and acts, and of all meetings of any governing board, executive committee, or other committee established by the Board. Each year the Board of Trustees shall present a full and complete statement and report of the affairs of the Corporation, the personnel of any governing board, executive committee, or other committee established by said Board, and of any trust property held by the Corporation on special trusts, to the California-Nevada Annual Conference of the United Methodist Church. Further, the Board of Trustees shall present to said Conference a report covering any other and further information concerning the Corporation and its activities and property whenever said information shall be requested by the Conference.

(As amended January 25, 1972.)

ARTICLE IV

REGULAR MEETINGS

The annual meeting of the Board of Trustees shall be held at the offices of said Board at 330 Ellis Street, San Francisco, California, on the second Tuesday of September in each year, at 4:00 o'clock p.m., or at such other place or time as said Board may from time to time direct. In addition to the said annual meeting, there shall be a minimum of three more regular meetings of said Board each year, the times and places of which shall be fixed from time to time by said Board. A quorum is fifty percent of the membership of the Board.

(As amended April 25, 1989.)

ARTICLE V

OFFICERS

Officers of the Board. The officers of the Board shall be a Chairperson of the Board, a Vice Chairperson of the Board, a Secretary and other such officers as the Board may from time to time determine. Said officers shall be from among the members of the Board, and shall hold office at the pleasure of the Board. Except as otherwise expressly provided by the Board, each such officer shall serve on a voluntary basis without monetary consideration there of, but shall be entitled to have paid, or be reimbursed upon submission of proper statements, any reasonable, ordinary and necessary out-of-pocket expenses incurred in connection with the performance of such one's office.

(As amended April 25, 1989.)

Officers of the Corporation. The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board may from time to time determine. Any two offices, other than President and Vice President, may be held by the same person. Officers of the Corporation shall not be members of the Board but each officer shall be directly responsible to the Board for the performance of such one's office, and shall hold such office at the pleasure of the Board. Each officer shall be entitled to receive such monetary remuneration for such one's services as shall from time to time be agreed upon mutually between such one and the Board, and shall be entitled to have paid, or to be reimbursed upon submission of proper statements, any reasonable, ordinary and necessary out-of-pocket expenses incurred in connection with the performance of such one's office.

(As amended April 25, 1989.)

Election of Officers. Each officer of the Board and each officer of the Corporation shall be elected by the Board at the annual meeting of the Board and shall hold office until such one's successor is elected and qualified, unless such office is earlier declared vacant by the Board.

Duties and Responsibilities of the Officers. Each of the officers of the Board and each of the officers of the Corporation shall assume the responsibilities and perform the duties usually assigned to the office held by such one, and such other or different duties as may from time to time be prescribed by the Board. The officers of the Corporation shall normally attend and participate at all meetings of the Board and the Executive Committee, but shall not be members thereof or have the right to vote.

(As amended January 25, 1972.)

ARTICLE VI

Executive Committee. There shall be an Executive Committee of the Board of Trustees which shall consist of officers of said Board, and such other members of the Board as may be designated by said Board. The Executive Committee shall carry out and administer the policies of the Board of Trustees and, subject to such directions as may from time to time be given to it by said Board, shall perform the duties of said Board between the meetings thereof, providing, however, that the Executive Committee shall have no power to purchase, sell, exchange or hypothecate real property, or to amend the Articles of Incorporation or the By-Laws of the Corporation. The Chairperson of the Board of Trustees shall be the Chairperson of the Executive Committee. Minutes shall be kept by the Secretary of the Board of Trustees of the meetings of the Executive Committee, and all actions and transactions of the Executive Committee shall be regularly reported to the Board.

(As amended April 25, 1989.)

Other Committees: The Board of Trustees shall, from time to time, establish such other committees as it deems useful or desirable in carrying out the work of the Corporation. Any such committee shall be composed of such persons (including members of said Board, officers of the corporation, other staff personnel or employees of the corporation, and other persons) shall act for such period of time, and shall have such responsibilities and functions as said Board shall determine. The Personnel Committee shall conduct an annual evaluation of each member of the Executive Staff. Minutes shall be kept by a secretary selected by such committee of the meetings of such committee, and all actions and transactions of such committee shall be regularly reported to said Board.

(As amended April 25, 1989.)

(As amended January 25, 1972.)

(As amended June 7, 1994.)

ARTICLE VII

SPECIAL MEETINGS

- A. The Chairperson of the Board or any two of the members of said Board of Trustees may call special meetings of the Board at any time, and four days notice of said meeting shall be by first class mail or forty-eight hours notice delivered personally or by telephone or telegram. Such service of notice shall be entered on the minutes of the Board, and the said minutes upon being read and approved at a subsequent meeting of the Board shall be conclusive upon the question of service.

(As amended April 25, 1989.)

No said meeting of the Board of Trustees shall transact business unless a quorum of said Trustees is present or have consented in writing to such meeting, except to adjourn from day to day, or until such a time as may be deemed proper.

(As amended April 25, 1989.)

B. Any action required or permitted to be taken by the Board of Trustees may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Trustees. Any certificate or document relating to an action so taken by written consent shall state thereon that it was taken by the unanimous written consent of the Board of Trustees without a meeting thereof and that the By-Laws of the Corporation authorize the Trustees to so act. This Article shall not authorize any committee of the Board of Trustees to take action by written consent without a meeting.

(As amended January 25, 1972.)

ARTICLE VIII

VOTING

All of said trustees present at a meeting of the Board shall have the right to vote, and every act, resolution or order of said Board must be carried by the vote or consent of at least a majority of the members of said Board present and voting.

(As amended April 12, 1962.)

(As amended April 25, 1989.)

No member of the Board of Trustees shall vote on any matter with respect to which such person has a "conflict of interest." A conflict of interest is defined as any occasion when a member of the Board has any financial, economic or business interest in any matter being voted upon.

In any situation in which there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of a majority of the trustees present and voting, excluding the member with respect to which the potential conflict of interest exists.

(As amended June 7, 1994.)

ARTICLE IX

INSPECTION OF BOOKS

Said Board of Trustees shall receive and give fair consideration to all recommendations which the said California-Nevada Annual Conference shall offer for the most effective performance of the objectives and purposes of said Corporation.

All minutes, books and papers of said Board, or of said Executive Committee or special committees, shall be open to inspection by a committee duly constituted for that purpose by the California-Nevada Annual Conference of the United Methodist Church.

(As amended April 14, 1967.)

(As amended April 25, 1989.)

ARTICLE X
AMENDMENTS

These By-Laws may be repealed, altered or amended or new By-Laws may be adopted at the annual meeting of said Board, or at any other meeting of said Board called for that purpose by a two-thirds majority vote of the members of said Board present and voting, except that a by-law providing for removal of a member of the Board without cause or providing for the voluntary winding up and dissolution of the corporation may be adopted by a majority of the members present and voting.

(As amended April 25, 1989.)

CONFLICT OF INTEREST AGREEMENT AND DISCLOSURE

The undersigned, who is a Trustee of The Board of Trustees of The Glide Foundation, a California nonprofit corporation ("Glide"), hereby agrees as follows:

1. I am aware that it is Glide's policy to avoid "conflicts of interest" between any trustee, on the one hand, and Glide on the other; and that a "conflict of interest" is defined when Glide's interests or concerns conflict with any financial, economic or business interest of the undersigned or any member of my immediate family or any business, company, partnership or unincorporated association of which I have an ownership interest of more than five percent (5%) or in which I participate in management or policy decisions.

2. I will advise the Board of any situation in which I perceive an actual, potential or possible conflict of interest between me, on the one hand, and Glide, on the other.

3. I am not aware of any actual, potential or possible conflict of interest between me and Glide at the present time, except as follows: _____

(attach additional sheets if necessary).

Dated: _____

(Signature)