

SUMMARY OF PROPOSED BYLAWS

Please note: If the Differences Column is blank, there has been no substantial change in the new Proposed Bylaws

PROPOSED NEW BYLAWS		DIFFERENCES FROM 2014 BYLAWS
Article I - General	<p>1.01 - Ecclesiastical Terminology</p> <p>The Corporation is referred to as the “Church” which has a Board of Directors known as the “Session”. The Church shall have a President who is the Senior Pastor</p>	
	1.02 - Affiliation with ECO: A Covenant Order of Evangelical Presbyterians	
	<p>1.03 - Property</p> <p>Menlo Church retains ownership, control and authority of its property</p>	
	<p>2.01 - Openness to All</p> <p>Openness to all who seek to explore spiritual life by participating in the fellowship of the risen Lord</p>	
	<p>2.02 - Member Qualifications</p> <p>One class of members, designated as Covenant Partner, who have the right to vote on congregational matters.</p>	2014 Bylaws provide for non-voting members such as affiliate and baptized members, however in practice, Menlo Church has just one membership category known as Covenant Partners. (Section 5.1b)
	<p>2.03 - Authority of Members</p> <p>Covenant Partners vote on bylaws, elders, disposition of all or substantially all of assets, mergers, changes to the Articles of Incorporation, changes to denominational affiliation and affirming or requesting removal of the Senior (Lead) Pastor, and dissolution of the corporation.</p>	
	2.04 - Annual Meeting of Members within 2 months of Fiscal Year End	2014 Bylaws do not stipulate timing for the Annual Congregational Meeting. (Section 6.1)

Article II - Membership	2.05 - Electronic Meetings and Voting	Language in the proposed Bylaws has been adapted so that meetings and voting are better aligned to Menlo Church's multi-site structure and current technology. (Sections 6.1 & 14.3)
	2.06 & 2.07 - Notice of Members' Meetings	The 2014 requirement that a Special Meeting be held within 35 - 90 days of Receipt for Request. The timing requirement for scheduling a Special Meeting has been deleted in the proposed Bylaws. (Section 6.3)
	2.08 - Quorum is ten percent of Covenant Partners (membership)	In the 2014 Bylaws Quorum was established based on attendance at the meeting. The proposed Bylaws allow for reaching a threshold of votes. Quorum remains at 10% of persons entitled to vote
	2.09 - Adjourned Meeting	Quorum is reduced to 7%. The proposed Bylaws leave the quorum at 10%. (Section 6.5)
	3.01 - Power of Session	Includes a detailed list of powers that has been deleted in the proposed new Bylaws. (Section 7.1)
	3.02 - Number of Directors	
	3.03 - Qualifications of Directors	The proposed new Bylaws delete the provision allowing executive staff to serve as voting elders, and elder qualification criteria have been reduced to the biblical standards described in Titus 1 and 1 Timothy 3. (Section 7.4)
	3.04 - Election and Term of Office	The proposed Bylaws do not provide for an elder to serve for two consecutive terms. (Section 7.5a)

Article III - Session	3.05 - Nomination Process	The 2014 Bylaws provide extensive details about the process and procedure for Nominating Advisory Committee (NAC). The NAC's process and procedures have been well-documented and are captured in the Committee's records, no longer requiring the detail in the Bylaws. (Section 7.5c)
	3.06 - Resignation, Removal and Vacancies	The requirements for the removal of a Director/Elder have been modified by referring to situations where there has been a breach of duty arising under California Corporate Law and ECO's Rules of Discipline. (Section 7.6)
	3.07 - Place of Meetings	
	3.08 - Regular Meetings	Provision for the Session to have an annual meeting for the purpose of electing officers has been deleted. (Section 7.9a)
	3.09 - Special Meetings	
	3.10 - Notice of Special Meetings	Time for notice reduced from 48 to 24 hours. (Section 7.9c)
	3.11 - Quorum and Action of the Session	
	3.12 - Participation in Meetings by Conference Telephone and Electronic Means	
	3.13 - Waiver of Notice	
	3.14 - Adjournment	
	3.15 - Action Taken Without a Meeting Requires participation by all directors/elders unless an elder has a material interest in a transaction.	The 2014 Bylaws do not address conflicts of interest when action is taken without a meeting, and required participation by all directors/elders. (Section 7.10)
	3.16 - Committees Session may create committees by a majority vote	
	3.17 - Meetings and Actions of Committees	

	3.18 - Procedural Requirements of Meetings	
Article IV - Pastors	4.01- Call of Senior Pastor or Co-Senior Pastors	
	4.02 - Call of Assistant Pastors	
	4.03 - Duties of the Senior Pastor	Updated to conform with ECO Polity stating that the Senior Pastor moderates the Session. In practice, at Menlo Church the Session Chair has been delegated this role by the Senior Pastor. (Section 9.3)
	4.04 Unity and Discipline	
Article V - Officers	Corporate Officers include a President, Chief Financial Officer and Secretary, and may at the discretion of the Session have a Chairman of Session and such other officers	<p>The 2014 Bylaws provide for the same Corporate Officers, however the duties specific to each role have been removed. (Section 10.1a - c)</p> <p>The 2014 Bylaws provide details on Session officers and these have been removed. (Sections 10.2 and 10.3)</p>
Article VI - Emergency Powers	This is a new section of the Bylaws and it provides greater flexibility in “noticing” meetings, relocating business offices and it provides a detailed description of what constitutes an emergency	The 2014 Bylaws do not have a section to address action needed during an emergency
Article VII - Indemnification, Insurance, & Director Liability	7.01 Right to Indemnification	
	7.02 Insurance	
	7.03 - Financial Audit	
Article VIII - Miscellaneous	8.01 - Fiscal Year	
	8.02 - Checks, Notes and Contracts	
	8.03 - Amendments to the Articles of Incorporation and Bylaws	