

SUMMARY OF 2014 BYLAWS

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

2014 BYLAWS		DIFFERENCE IN NEW PROPOSED BYLAWS
Article 1 - Name		Now appears on the Title Page and references the dba of Menlo Church
Article 2 - Offices	2.1 Principal Executive Office	New article, has been added: Article VI, Emergency Powers authorizes Session to relocate or designate alternative principal offices
	2.2 Other Offices	
Article 3: Affiliation	A Covenant Order of Evangelical Presbyterians (ECO)	
	Ownership of property is retained by Menlo Park Presbyterian Church	
Article 4: Purpose	A religious corporation with the purpose of establishing and operating a church in the reformed tradition and conduct the dual task of evangelism and Christian discipleship	Deleted, but inferred by the Openness to All statement: Menlo Church is open to all who seek to explore spiritual life by participating in the fellowship of the risen Lord. (Section 2.01)
	To join a Covenant Order of Evangelical Presbyterians (ECO)	
	Ownership of property is retained by Menlo Park Presbyterian Church	
Article 5: Membership	5.1 a - Voting Members	One class of voting members, designated as Covenant Partners, people who are dedicated to the purposes of the Church and who have made a profession of faith in Christ, have been baptized, have voluntarily submitted to the government of the Church, and accepted the responsibilities of membership. (Section 2.01)
	5.1b - Non Voting Members	Deleted
	5.1c - Limits on Membership	Deleted
	5.2 - Specifically Retained Voting Rights	Deleted the requirement for a super-majority vote for the call or removal of the Senior Pastor or Co-Pastor. (Section 2.03)

	5.3 - Termination of membership	Deleted the removal of membership in the case of becoming inactive in the life of the church. However, Session retains the authority to determine membership qualifications. (Section 2.11)
Article 6 - Congregational Meetings	6.1 - Place of Meetings	Consistent with the 2014 Bylaws, Session designates the place. The proposed Bylaws add the requirement that the meeting be held within 2 months of the Fiscal Year End, and provide flexibility to align with the multi-site structure of Menlo Church. (Sections 2.04 & 2.05)
	6.2 - Calling of Congregational Meetings	
	6.3 - Notice of Congregational Meeting	Adds the requirement that Session must include a statement of how votes will be cast in the Notice of Meeting. (Section 2.07) The proposed Bylaws do not stipulate the timing for scheduling a Special Congregational Meeting requested by 25% of members.
	6.4 - Quorum	Allows for reaching a threshold of votes, rather than attendance at the meeting. Quorum remains at 10% of persons entitled to vote. (Section 2.08)
	6.5 - Adjourned Meeting, Notice and Quorum (Quorum reduced to 7% of persons entitled to vote)	Quorum does not lower to 7% and remains at 10% of persons entitled to vote. (Section 2.9)
	6.6 - Record Date and Voting	
	6.7 - Proxies	
	6.8 - Approval by Written Ballot	The Session must determine how votes will be cast, e.g. electronic, written. (Sections 2.05 and 2.10)
	6.9 - Inspectors of Election	Removed
	7.1 - Powers of the Board/Session	Deletes the detailed description of "corporate" powers. (Section 3.01)
	7.2 - Delegation	Deletes the specific description of items that cannot be delegated as this is specifically described in California non-profit law. (Section 3.01)
	7.3.- Number of Directors	The number of Directors/Elders remains the same. The transition language relevant to the governance structure change in 2014 has been deleted. (Section 3.02)
	7.4 - Composition and Qualifications	Eliminates the authority of Session to add executive staff as voting members of Session. Simplifies language regarding Elder qualification while retaining the biblical qualifications of Titus 1 and 1 Timothy 3 and adding the requirement of submitting to ECO Essential Tenets and Constitution. (Section 3.03)

Article 7 - Board of Directors/Session	7.5 - Terms of Office, Nominations, and Election	Elders may not serve 2 consecutive terms. Deletes the transition language relative to the governance structure change in 2014. (Section 3.04) Deletes the composition requirements of the Nominating Advisory Committee and description of its process. (Section 3.05)
	7.6 - Removal of Directors	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 3.06)
	7.7 - Resignation Directors	A requirement to notify the State Attorney General in the event that the corporation would be left without a duly elected Director(s) in charge of its affairs has been added. (Section 3.06)
	7.8 - Vacancies	
	7.9 - Session Meetings	
	7.10 - Action Without a Meeting	
	7.11 - Fees and Compensation	
Article 8 - Committees	8.1 - Committees of Directors	Simplifies these provisions by authorizing the Session to create committees as needed. In practice the Session asks each Committee to draft a charter that outlines its scope and responsibilities. The charters are reviewed and approved by the entire Session, consequently the Bylaws do not need to provide these details. (Section 3.16)
	8.2 - Executive Committee	
	8.3 - Governance Committee	
	8.4 - Audit Committee	
	8.5 - Compensation Committee	
	8.6 - Ad-hoc Committees of Directors	
	8.7 - Advisory Committees to the Session	References to Deacons and Ministry Elders have been removed. Congregational care at one time was provided by Deacons, however this now occurs in Life/Home Groups. Menlo Church does not have Ministry Elders.
	8.8 - Deacons	
Article 9 - Pastors	8.9 - Ministry Elders	
	9.1 - Call of Senior Pastor or Co-Senior Pastors	
	9.2 - Call of Other Pastors	Title changed to Call of Assistant Pastors (Section 4.02)
	9.3 - Duties of the Senior Pastor	
	9.4 - Duties of Other Pastors	Deleted
Article 10 - Officers	9.5 - Unity and Discipline	
	10.1 - Corporate Officers of the Church	Same Corporate Officers. Details about responsibilities have been deleted. (Section 5.01)

Article 10 - Officers	10.2 - Officers of the Session	Simplified by allowing the Session to determine whether or not to have a Chair and other officers.
	10.3 - Election of Officers	Does not stipulate the timing for election of officers.
Article 11 - Standard of Care	11.1 - General	Deleted
	11.2 - Indemnification and Insurance	
	11.3 - Loans and Advances	Deleted
	11.4 - Conflicts of Interest and Related-Party Transactions	Removed. Included in a Session Policy which requires Elders to annually update and disclose any conflicts.
Article 12 - Execution of Corporate Instruments		
Article 13 - Deposits, Withdrawals/Expenditures, and Gifts	13.1 - Deposits	
	13.2 - Withdrawals/Expenditures	
	13.3 - Gifts	Removed. Included in a Session Policy.
Article 14 - Records and Reports	14.1 - Corporate Documents and Annual Financial Statements	
	14.2 - Access to Membership List	Removed. Included in a Session Policy.
	14.3 - Electronic Transmission	Reference to the use of technology appears in various sections of the proposed new Bylaws.
Article 15 - Fiscal Year		
Article 16 - Amendments and Revisions		Process for amending the Bylaws is simplified. Members have the right to vote on Bylaws.
Article 17 - Construction and Definition		Removed
Article 18 - Effective Dates and Transition		
		New Article - ARTICLE 6: Emergency Powers