

**AMENDED AND RESTATED BYLAWS
OF THE MENLO PARK PRESBYTERIAN CHURCH
(A California Nonprofit Religious Corporation)**

950 Santa Cruz Avenue, Menlo Park, CA 94025

As Adopted and Effective June 11, 2014

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**AMENDED AND RESTATED BYLAWS
OF THE MENLO PARK PRESBYTERIAN CHURCH**
(A California Nonprofit Religious Corporation)

(As Adopted and Effective _____, 2014)

ARTICLE 1: NAME

The name of this corporation is the MENLO PARK PRESBYTERIAN CHURCH (referred to in these bylaws as “MPPC,” the “Church” or the “Corporation”).

ARTICLE 2: OFFICES

Section 2.1 Principal Executive Office.

The principal executive office of the Church shall be located at 950 Santa Cruz Avenue in San Mateo County in the State of California. The Board of Directors (hereinafter referred to in these bylaws as the “Board” or the “Session”) may at any time, or from time to time, change the location of the principal office as the Session shall from time to time determine.

Section 2.2 Other Offices.

The Session may at any time establish branch offices at any place where the Church decides to operate.

ARTICLE 3: AFFILIATION

The Church is a member of ECO, A Covenant Order of Evangelical Presbyterians (referred to in these bylaws as “ECO”), and may have other affiliations, as it deems appropriate to accomplish its purposes. These bylaws shall be the only bylaws governing the management or regulation of the affairs of the Church, including ownership of property in its name and for its purposes. The Church’s property shall remain exclusively under its ownership, control and authority, and not under the ownership, control or authority of any affiliated entities.

ARTICLE 4: PURPOSES

This Corporation is a religious corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Corporation Law primarily for religious purposes.

The specific purposes for which this Church is organized are religious ones, including but not limited:

To create, establish and operate a church or churches in the reformed tradition adhering to the affirmations of the Protestant Reformation regarding the Holy Scriptures (the Old and New Testament) as the Word of God and the only perfect rule for faith, doctrine, and

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conduct; the dual task of evangelism and Christian discipleship, the New Testament emphasis upon personal faith in Jesus Christ as Savior and Lord, the fellowship of believers which recognizes but transcends theological differences, and the belief in baptism and the Lord's supper as divinely ordained sacraments of the church;

To otherwise encourage and aid the growth, nurture and spread of the Christian religion, and to render Christian service, both material and spiritual; and to support new and existing churches, schools, nonprofit entities, and other organizations in the San Francisco Bay Area and beyond by providing collaborative mission and ministry activities or other resources;

To join as a member, ECO, A Covenant Order of Evangelical Presbyterians, which has its roots in historical Christianity as it emerged in the Protestant Reformation and through the branch known as Presbyterian for its representative form of government by elders or "presbyters," and to affiliate with other entities and take such other actions as are consistent with these purposes; and

To acquire by purchase or gift, in its own name and for its own purposes, such property whether real or personal to facilitate the foregoing purposes, and to have and exercise all other powers, rights and privileges granted by the State of California. The Church may sell, lease, mortgage, convey, exchange, transfer or otherwise dispose of any, all or substantially all of its assets.

The recital of these purposes as contained in this paragraph is intended to be exclusive of any and all other purposes, this Church being formed for such religious purposes only.

ARTICLE 5: MEMBERSHIP

Section 5.1 *Members.*

a. *Voting Members.*

Any person who has made a profession of faith in Christ, has been baptized, has voluntarily submitted to the government of this Church and accepted the responsibilities of membership, and meets other membership requirements or conditions prescribed by the Session ("Membership Policy") from time to time, shall be eligible to be received into the voting membership of the Church by action of the Session (or its delegate). References herein to the "congregation" or "members" shall refer to the voting members of the Church.

b. *Nonvoting Members.*

In addition, the Church may refer to persons associated with it as "members," even though those persons are not voting members as defined above. The Session may establish categories and related criteria of non-voting associated persons, along with their privileges and responsibilities, e.g., baptized members, inactive members, or affiliate members. No such reference to "members" however shall constitute anyone as a member within the meaning of Section 5056 of

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the California Nonprofit Corporation Law. References in these bylaws to “members” are not references to such non-voting associated persons.

c. *Limits on Membership.*

Membership in this Church shall not vest in any member any distributions from the Church during the existence of the Church but shall only entitle the member to vote at meetings of the members. Membership shall not be assignable. In addition, nothing in these bylaws shall be construed as restricting the office of the senior pastor from limiting the participation of a member or attendee at any activity or function sponsored or substantially sponsored by the Church, including but not limited to ministry activities, weekend services, or off-site events.

Section 5.2 Specifically Retained Member Voting Rights.

To the extent required by law, all voting members in good standing, as prescribed by the Session from time to time (including any renewal requirements) in its Membership Policy, shall have the right to vote on:

- a. Election (but not the removal) of directors (except *ex officio* directors);
- b. Amendments to the articles of incorporation;
- c. Mergers with any other entity;
- d. Disposal of all or substantially all of the assets of the Church (a super-majority vote of two-thirds of the members present at a meeting duly constituted is required);
- e. Voluntary dissolution of the Church, or a revocation thereof (a super-majority vote of two-thirds of the members present at a meeting duly constituted is required);
- f. Changing the denominational affiliation of the Church (which requires a super-majority vote of two-thirds of the members present at a meeting duly constituted);
- g. Affirmation of the call, or to request removal, of the senior pastor (or co-senior pastor) (a super-majority vote of two-thirds of the members present at a meeting duly constituted is required);
- h. Other matters, if any, expressly required by law.

Any material amendments or changes to this bylaw provision must be consistent with the California Nonprofit Corporation Law and approved by the same percentage of members required by the subsection being amended and present at a congregational meeting duly constituted.

Section 5.3 Termination, Transfer and Restoration of Memberships.

All voting members, by applying for membership, have agreed to submit themselves to church discipline. Under the Membership Policy, the membership of any member shall terminate, *e.g.*, upon their resignation in writing, written request to transfer to another church, death, upon expiration of a membership issued for a period of time or failure to renew membership, or by becoming inactive in the life of the Church. In addition, suspension or termination of membership can occur based on the determination by the Session, or a committee or person authorized by the Session to make such a determination, that the member has failed to satisfy prescribed membership qualifications in the Membership Policy or has engaged in conduct

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prejudicial to the Church's purposes and interests. Termination of a membership shall not relieve the member from any obligation incurred prior to termination for charges, services or benefits actually received for which the member is obligated to the Church. Finally, ECO polity may provide other events and conditions of suspension, termination, appeal, or restoration of membership which may inform the Membership Policy.

ARTICLE 6: CONGREGATIONAL MEETINGS

Section 6.1 Place of Meetings.

The Church shall hold an annual meeting of the congregation every year to elect directors. Meetings of the membership, including an annual congregational meeting, shall be held at any date and place(s) within or outside the State of California designated by the Session. In the absence of any such designation, meetings of the congregation shall be held at the principal executive office of the Church.

To the full extent permitted under the law, these bylaws permit use of modern technology in congregational meetings and governance, including use of conference telephone, electronic video screen communication or other electronic transmissions. See Section 14.3 of these Bylaws.

The Session in its sole discretion may authorize members who are not present physically to participate in a congregational meeting conducted in whole or in part by audio, video or other electronic transmission provided reasonable measures are used to ensure an opportunity for participation, voting, and other requirements under the law (including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings), and be deemed present in person, and vote.

Section 6.2 Calling of Congregational Meetings.

Congregational meetings may be called for any lawful purpose(s) by the Session of its own accord, by the ECO presbytery, or by the Session when requested in writing by one-fourth (25%) or more of the members. Procedures for the conduct of all congregational meetings shall be those required by law, these bylaws, or in accordance with such rules and procedures as the Session may determine and, as to matters not governed by such rules and procedures, as the chair of such meeting or such other person presiding over such meeting shall determine (in lieu of a default to the current edition of *Robert's Rules of Order*).

Section 6.3 Notice of Congregational Meetings.

Notice of each congregational meeting shall be given by announcement in worship on the two preceding weekends (including worship on the weekend of the congregational meeting).

The Session may also direct an appropriate website posting, and such additional notice as the Session deems appropriate including a notice of each meeting to each member entitled to vote, either personally, by email or other electronic means pursuant to "Electronic Transmissions" in Section 14.3 of these bylaws, telephonically (including a voice messaging system which records and communicates messages by phone) or by mail, or by other means of written communication,

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addressed to the member at the member's address, email address or phone number appearing on the books of the Church.

In the event that one-fourth (25%) or more of the members call a meeting, notice of such request shall be delivered in writing to the Session chair. The Session shall cause notice to be given to the members that a meeting will be held at a time fixed by the Session, not less than thirty-five (35) nor more than ninety (90) days after the receipt of the request. If the notice is not given within twenty (20) days after the receipt of the request, the persons entitled to call the meeting may give the notice.

The notice of any meeting shall specify: (a) the place, date, and hour of the meeting; (b) those matters which the Session, at the time the notice is given, intends to present for action by the members; (c) the general nature of a proposal, if any, to take action when approval of the members is required with respect to matters referenced in section 5.2 Members Voting Rights above.

Section 6.4 Quorum.

The presence of ten percent (10%) of persons entitled to vote at any congregational meeting shall constitute a quorum for the transaction of business. Any congregational meeting of members, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of persons present and entitled to vote.

Section 6.5 Adjourned Meeting, Notice, and Quorum.

When a congregational meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place are announced at the meeting at which the adjournment is taken. At the adjourned meeting the Church may transact any business that might have been transacted at the original meeting. However, no meeting may be adjourned for more than forty-five (45) days. If after adjournment a new record date is fixed for notice or voting, notice of the adjourned meeting shall be given to each member who on the record date for the adjourned meeting is entitled to vote at the adjourned meeting. The quorum at any reconvened meeting may be seven percent (7%) of persons entitled to vote. Such lower quorum percentage applicable to any adjourned meeting also applies during any extension of the period for the return of written ballots.

Section 6.6 Record Date and Voting.

The Session may fix a time as a record date for the purpose of determining the members entitled to notice and to vote at any meeting of members, to cast written ballots with respect to corporate action, to receive any report or to exercise rights in respect of any other lawful action. Only persons whose names stand on the membership records of the Church on the record date shall be entitled to vote at such a meeting. Except as may be otherwise provided in the articles of incorporation or these bylaws, each member entitled to vote shall be entitled to one vote on each matter submitted to a vote of the members. Voting may be by voice vote or by ballot at the congregational meeting.

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A determination of members of record entitled to notice of or to vote at a meeting of members shall apply to any adjournment of the meeting unless the Session fixes a new record date for the adjourned meeting; except that if the Session did not fix a record date for determining members entitled to vote at the initial meeting, the record date with respect to voting at the adjourned meeting shall be the day of the adjourned meeting.

The affirmative vote of the majority of the members entitled to vote and voting at the meeting shall be the act of the members, unless the vote of a greater number or voting by classes is required by the law, the Articles, or these bylaws.

Section 6.7 Proxies.

Members may not vote by proxy.

Section 6.8 Approval by Written Ballot.

At the discretion of the Session, any action that may be taken at any meeting of members may be taken without a meeting if the Church distributes a written ballot to every member entitled to vote on the matter, if the required number of signed approvals is received and the requirements of this section are satisfied. Such ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Church.

Approval by written ballot under this section shall be valid only when the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Ballots shall be solicited and counted in a manner consistent with the notice requirements under these bylaws or the law. The solicitation must specify the time by which the ballot must be received in order to be counted. Written ballots may not be revoked. The provisions of this section do not apply to a ballot distributed at a meeting of members.

Section 6.9 Inspectors of Election.

In advance of any meeting of members, the Session may appoint inspector(s) of election to act at the meeting and any adjournment of the meeting, to do such acts as may be proper to conduct the election or vote with fairness to all members. Any report or certificate made by the inspector(s) of election is prima facie evidence of the facts stated in the report or certificate.

ARTICLE 7: BOARD OF DIRECTORS/SESSION OF THE CHURCH

Section 7.1 Powers of the Board/Session.

Subject to the provisions and limitations of the California Nonprofit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or these bylaws regarding actions that require approval of the members, all of the Church's activities, business, and affairs (temporal and spiritual) shall be managed, and all corporate (including

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ecclesiastical) powers shall be exercised, by or under the direction of the Board of Directors, which is the equivalent to the Session of the Church under ECO polity (such unitary Board is referred to in these bylaws as the “Board” or the “Session”).

Such powers include, but are not limited, to the following: to select and remove the officers, agents and employees of the Church, prescribe duties for them, fix the terms of their offices and their compensation; to borrow money and incur indebtedness on the Church’s behalf and cause to be executed and delivered in the corporate name, promissory notes, bonds, deeds of trust, mortgages, pledges, and other evidences of debt and securities; to enter into contracts, and to make disbursements from the funds and properties of the Church to fulfill the purposes of this Church, and generally to conduct, manage and control the activities and affairs of the Church and to make rules and regulations as they may deem best. To the extent permitted by the mission and exempt status of the organization, to carry on a business at a profit and apply any such profit that results from the business activity to any activity in which it may legally engage. The Session shall regularly exercise its powers through collective deliberation and prayerful discernment.

Section 7.2 Delegation.

The Session may delegate the management of the day-to-day operation of the business of the Church to the president/senior pastor, its corporate officers, a committee, or other person, provided that the activities and affairs of the Church shall be managed and all corporate powers shall be exercised under the ultimate direction of the Session.

In accordance with Section 9212 of the California Nonprofit Corporation Law, the Session may not delegate: (a) approval of any action for which the law also requires approval of the members; (b) filling new vacancies in, or removing members of, the Session or in any committee which has the authority of the Session; (c) fixing of compensation of Session or committee members (only to the extent compensation, is otherwise permitted under these bylaws); (d) adopting, amending or repealing bylaws; (e) amending or repealing any Session resolution that by its express terms cannot be amended or repealed by a committee; (f) appointing committees of the Session or the members thereof; and (g) approving any self-dealing transaction, as defined in Section 9243(a) of the California Nonprofit Corporation Law.

Section 7.3 Number of Directors.

The authorized number of directors of the Church shall be not less than six (6) nor more than fifteen (15), until changed by amendment of the articles of incorporation or these bylaws, following the transition period described in Section 7.6. The Session shall fix the exact number of directors, from time to time and at least annually, within these limits. (The first time directors are elected under these bylaws, the authorized number of directors shall be ten (10), including the senior pastor as a voting *ex officio* director.) The Session shall make information regarding the number and identity of directors promptly available to the members under a reasonable Session-adopted notice policy.

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Section 7.4 Composition and Qualifications.

The Session shall consist of the senior pastor as a voting *ex officio* member and additional directors who are elected by the members as set forth in section 7.5 below (member-elected, non-staff directors are referred to in these bylaws as “independent directors”). The Session shall have the authority, however, by unanimous vote, to include other members of the executive staff as voting directors, provided that not more than twenty-five percent (25%) of all of the directors at any time may be a director who is on the staff of the Church (whether as full or part-time, compensated or not, employee or volunteer)(referred to in these bylaws as “staff directors”). Staff and independent directors are together referred to as “directors.”

Only independent directors shall be eligible to vote on matters of compensation or staff dismissal that come before the Session unless otherwise permitted under ECO polity.

Any member in good standing is eligible to be nominated by a member (including self-nomination) for election to serve as an independent director, provided he or she meets the qualifications for Church leadership in the New Testament as an elder (Titus 1 and 1 Timothy 3), any other criteria established by the Session consistent with the Reformed tradition, and other conditions prescribed by the Session from time to time as part of the nomination process (taken together, “Director Qualifications”). Such Director Qualifications should include spiritual maturity; reliability, integrity and teachability; doctrinal agreement and alignment with the Church’s stated values, vision and mission; and particular skills, background, experiences, and personality attributes necessary or useful to carrying out the director’s governance role and responsibilities with excellence. Directors need not be residents of the State of California.

Section 7.5 Terms of Office, Nominations, and Election.

a. Terms of Office.

Each independent director shall serve a 4-year term and shall hold office until expiration of the term for which elected and until a successor has been elected and qualified, unless the director has been removed from office. Independent directors shall be individually elected in four classes, with no more than one half of the members to be in one class in order to stagger the terms of directors and achieve continuity of governance. When additional directors are added, their terms may be shortened as necessary to preserve the required rotation.

An independent director may serve for two consecutive four-year terms (not including any partial terms served). Thereafter, an independent director may not serve for the following consecutive year, but may thereafter serve for two additional consecutive four-year terms. (On rare occasions, the Session, by a two-thirds vote of current independent directors, may grant an exception to this mandatory one-year rotation off Session.) Re-nomination for a new term is not an automatic “renewal” process but one of careful and wise discernment on the part of the Session and the candidate. The Session shall maintain the power and responsibility to provide regular evaluations of directors’ contributions, call to ministry, and the Session’s current needs as part of a thoughtful discernment for re-nomination decisions, while also giving due consideration to the benefits of board refreshment and diversity.

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b. Transition of Authorized Directors Under Bylaws

Until the annual congregational meeting in the Fall of 2014, the authorized number of directors shall be twenty-eight (28), comprised of the 24 elders and 4 PCUSA-ordained pastors serving on the Session as of June 11, 2014 when these amended bylaws take effect.

When the four classes are established for the first time at the annual congregational meeting in the Fall of 2014, independent directors shall be elected for partial terms as follows: one class shall serve for one year, the second class for two years, the third class for three years; and the fourth class for a full term of four years. Thereafter, each independent director shall be elected for the specified term of office by a majority vote of members present at an annual meeting of the congregation, and ordained and/or installed by the Session. However, if directors are not elected at an annual meeting, they may be elected at any special congregational meeting held for that purpose or by written ballot. Each director, including a director elected to fill a vacancy or elected at a special congregational meeting or by written ballot, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. Any vacancy due to resignation, death, expansion of the Session or any other cause may be filled by the Session, which may elect a person to fill the unexpired term.

c. Nominations of Directors

The Session's Governance Committee (see Section 8.3) shall advise the full Session with respect to the selection process and criteria for nominations of directors (including overseeing the work of the Nominating Advisory Committee appointed by the Session) and the nominations of directors.

Consistent with Section 8, the Session shall appoint a Nominating Advisory Committee with no fewer than five and no more than seven members, comprised of current directors and a majority of members who are not current directors; from these committee members, the chair of the Session shall appoint the committee chair. The Nominating Advisory Committee shall review the qualifications of candidates for nomination as independent directors for election at the annual congregational meeting. Within a timeframe set by the Session, the committee shall make its report of recommended qualified candidates for consideration by the Session. The Session shall review the committee reports, after which the Session in its sole discretion shall determine which independent director candidates recommended by the Nominating Advisory Committee shall be nominated and submitted individually (rather than as a combined slate) to the congregation for election. The secretary shall prepare the list of all candidates nominated by the Session, which shall be made available for inspection by each member, and shall accompany any notice of meeting required by these bylaws. To ensure qualified and appropriately vetted candidates, nominations from the floor at a congregational meeting are not permitted.

Section 7.6 **Removal of Directors.**

Because independent directors are elected as (governing) elders, any removal from office must be approved by the Session, for cause, or by the ECO Presbytery in accordance with its governing documents. Any director (except the *ex officio* senior pastor director) may be recalled

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and removed from office as a director for cause by affirmative vote of a two-thirds majority of the directors then in office at any regular or special Session meeting. Specifically, a director may be removed from office if any of the following has been found to have occurred:

- a. The director misses three (3) or more consecutive Session meetings, or 25% or more of the aggregate number of Session meetings in any 12-month period without cause.
- b. The director becomes incapacitated or his or her inability to serve is established in the minds of a majority of the Session.
- c. An undisclosed and/or unapproved conflict of interest is found to exist between the director and the Church.
- d. The director is found to have engaged in activities that are directly contrary to the interests of the Church.
- e. The director is found to be engaged in the misrepresentation of the Church and its policies to outside third parties, either willfully, or on a repeated basis.
- f. A majority of directors who meet the qualifications set forth in Section 7.4 determine that the director has not continued to meet these qualifications.

Before any such removal by the Session occurs, the director will be advised of the allegation and the basis for the same, and will be given an opportunity to present any contrary evidence, or explanation he or she may have to the Session, consistent with any policies established by the Session.

Section 7.7 Resignation of Directors.

Any director may resign effective upon giving written notice to the chair of the Session, the president, the secretary, or the Session unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is to take effect at some future time, a successor may be selected before such time, to take office when the resignation becomes effective.

Section 7.8 Vacancies.

A vacancy on the Session shall exist on the occurrence of the following: (a) the death, resignation, or removal of any director; (b) the declaration by resolution of the Session of a vacancy in the office of a director who has been declared of unsound mind by a final order of court or convicted of a felony; (c) an increase in the authorized number of directors; or (d) the failure of the members, at any annual or other meeting of the congregation at which any director(s) are to be elected, to elect the full authorized number of directors.

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A vacancy on the Session may be filled by vote of a majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. The members may elect a director at any time to fill a vacancy not filled by the directors. Each director so elected shall hold office until the expiration of the term of the replaced director and until a successor has been named and qualified. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 7.9 *Session Meetings.*

a. Annual and Regular Meetings.

The Session shall hold at least five meetings per year. One of these must be an annual meeting for the purpose of electing officers and other matters, to be held within one month following the annual congregational meeting. Other regular meetings shall be held at least quarterly at such times and in such places as are fixed by the Session by resolution. Such regular meetings may be held without notice.

b. Meetings of Independent Directors.

The independent directors shall meet in executive session without the presence of staff directors or executive officers of the Church (except to the extent the independent directors request the attendance of any staff) from time to time. Such regularly scheduled separate meetings shall be held at such times as may be determined by the Session chair or the independent directors but at least annually. Minutes of such meetings should note which directors attended, the date of the meeting, and topics discussed.

c. Special Meetings.

Meetings of the Session for any purpose may be called at any time by the chair of the Session, the president, any vice president, the secretary, or any two (2) directors. Special meetings of the Session shall be held upon four days' notice by first-class mail or 48 hours' notice delivered personally or by telephone, including a voice messaging system, or by electronic transmission (e.g. email). A notice, or waiver of notice, need not specify the purpose of any regular or special meeting of Session.

d. Waiver of Notice.

Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

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e. Meetings by Electronic or Telecommunications Equipment.

Members of the Session may participate in a meeting through use of conference telephone, electronic video screen communication or other electronic transmission by and to the Church to the full extent permitted by law (see Section 14.3). Participation in a meeting through use of conference telephone or electronic video screen communication pursuant this subsection (d) constitutes presence in person at such meeting as all directors participating are able to communicate with one another. Participation in a meeting through use of electronic transmission by and to the Church (other than conference telephone or electronic video screen communication) pursuant to this Section constitutes presence in person at the meeting so long as all directors participating in the meeting can communicate with all of the other directors concurrently, and each director is provided the means of participating in all matters before the Session, including the capacity to propose, or to interpose an objection to, a specific action to be taken.

f. Quorum and Action at a Meeting.

Presence of a majority of directors then in office at a meeting of the Session constitutes a quorum for the transaction of business, except as otherwise provided in these bylaws. Every act done or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Session, unless a greater number, or the same number after disqualifying one or more directors from voting, is required by the articles of incorporation, these bylaws, or the California Nonprofit Corporation Law. A meeting at which a quorum is initially present may continue to transact business if any action taken or decision made is approved by at least a majority of the required quorum for that meeting. Directors may not vote by proxy.

g. Adjourned Meeting and Notice.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment. Such notice may be waived in the manner provided for in Article 7, section 7.9d.

h. Presiding Officer and Secretary.

Meetings of Session shall be presided over by the chair of the Session, or in his or her absence, by the vice chair of the Session, or if neither is present, by such independent director as the chair has designated or as shall be chosen at the meeting. The secretary of the Church shall ordinarily act as secretary of all meetings of the Session, to keep written minutes of all the Session's meetings, proceedings, and actions, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting, to keep written minutes of all of the Session's meetings, proceedings, and actions. The original or a copy in writing or in any other form capable of being converted into clearly legible tangible form of the bylaws or of the minutes of any incorporators, directors, committee or other meeting or of any resolution adopted

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by the Session or a committee thereof, certified to be a true copy by the secretary or an assistant secretary of the Church, is prima facie evidence of the adoption of such resolution or of the due holding of such meeting and of the matters stated therein.

Section 7.10 Action Without A Meeting.

The Session may take any required or permitted action without a meeting if all directors 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 Session. Such action by written consent shall have the same force and effect as the unanimous vote of all directors.

Section 7.11 Fees and Compensation.

Members of Session may not receive any compensation for their services as a director, but may receive reasonable allowance for professional services actually rendered pursuant to resolution passed by a majority vote at a regular or special meeting of the Session, and advances for or reimbursement of, expenses incurred in the performance of their duties as may be fixed or determined by resolution of Session.

ARTICLE 8: COMMITTEES

Section 8.1 Committees of Directors.

The Session may, by resolution, designate one or more committees of directors comprised of two or more directors, to serve at the pleasure of Session. Consistent with the limitations on delegation set forth in Section 5.2, any such committee shall have such authority of the Session, as is provided in the Session resolution.

Any member of any committee of directors may be removed, with or without cause, at any time by Session. By a majority vote of its members, the Session may at any time revoke or modify any or all of a committee's authority so delegated (unless contrary to these bylaws). Unless a committee chair is elected by the full Session, the committee members may designate a chair. The senior pastor is a voting *ex officio* member of all committees of directors except the Audit and Compensation Committees.

Section 8.2 Executive Committee.

The Session may appoint an executive committee of the Session, consisting of at least five directors, including the senior pastor, Session chair, and vice chair and no one who is not a director. The executive committee, unless limited by a Session resolution, shall have and may exercise all the authority of the Session in the management of the business and affairs of the Church that are in the usual and regular course of its business between meetings of the Session. All actions of the executive committee shall be reported to the full Session at the next regularly scheduled Session meeting.

Section 8.3 Governance Committee.

The Session shall appoint a governance committee consisting of at least three independent directors and no one who is not a director. The committee shall perform the duties and adhere to

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the guidelines in its charter as amended from time to time by the Session. Such duties include, but are not limited to: (i) advising the Session regarding the selection process and criteria for nominations of directors, including overseeing the work of any Nominating Advisory Committee; (ii) advising the Session on means to maintain robust dialog and communication with the congregation as the Session's constituents, including meeting periodically with site ministry teams and staff, surveys, and town hall meetings; (iii) evaluating and nominating directors and members of committees of directors; (iv) overseeing the structure and practices of the Session and the committees; (v) providing orientation to new directors as well as ongoing training and development for all directors, and (vi) to conduct periodic evaluations of the Session and its effectiveness, including its engagement with the congregation for advice, feedback and communication to advance the mission of the Church; and (vii) other matters relating to corporate governance and Session development needed to maintain or increase Session's effectiveness.

Section 8.4 Audit Committee.

The Session shall appoint an audit committee, consisting of at least two independent directors, and no one who is not a director. The committee shall perform the duties and adhere to the guidelines in its charter as amended from time to time by the Session. Such duties include, but are not limited to: (i) assisting the Session in choosing an independent auditor and recommending termination of the auditor, if necessary; (ii) negotiating the auditor's compensation; (iii) conferring with the auditor regarding the Church's financial affairs; and (iv) reviewing and accepting or rejecting the audit. If the Church has a finance committee, a majority of the members of the audit committee may not concurrently serve as members of the finance committee, and the chair of the audit committee may not serve on the finance committee; nor may the Church president or chief financial officer serve on the audit committee.

Section 8.5 Compensation Committee.

The Session shall appoint a compensation committee, consisting of at least three independent directors, no staff directors, and no one who is not a director. The committee shall perform the duties and adhere to the guidelines in its charter as amended from time to time by the Session. Such duties include, but are not limited to: (i) review of the compensation of the Church's president/senior pastor (or co-senior pastors) and such other executive staff or executive officers the committee determines is appropriate, annually and whenever a modification in compensation is proposed; (ii) an evaluation of the performance of the officers and an analysis of appropriate comparability data as part of the compensation review; (iii) a recommendation to the Session (or, if authorized by Session resolution, a determination) of just and reasonable compensation commensurate with the services provided to the Church, based on its compensation review; and (iv) advice to the Session regarding succession planning for the executive corporate officers. At the request of the president or the Session, the committee shall review any issue involving staff compensation and benefits, including but not limited to, housing, health and retirement plans.

Section 8.6 Ad-hoc Committees of Directors.

In addition to regular standing Session committees, the Session may, by resolution, also establish ad-hoc committees of directors for special purposes as it deems necessary. Consistent with the

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limitations on delegation set forth in Section 5.2, any such committee shall have such authority of the Session, as is provided in the Session resolution.

Section 8.7 Advisory Committees to the Session.

The Church may have advisory committees, as designated by resolution of the Session, which committees may consist of directors or non-directors or a combination. Advisory committees (including task forces) shall act in an advisory non-voting capacity to the Session, and are subject to the supervision and control of the Session. Advisory committees may not exercise the authority of the Session to make decisions on behalf of the Church, but shall make recommendations to the Session or the session's authorized representatives, and implement Session decisions and policies.

Section 8.8 Deacons.

Ordinarily, the biblical office of deacon shall be used by the congregation. Deacons lead ministries that nurture fellowship and care-giving within and beyond the congregation, and may also be asked to preach and teach, among other assigned roles and responsibilities. While the Session shall oversee and direct the selection, ordination and ministry of deacons, it may delegate the management of deacon ministry to the president/senior pastor, its corporate officers, a committee, or other person, under the ultimate direction of the Session.

Section 8.9 Ministry Elders.

The office of ministry elder (in contrast to a "governing" elder serving on the Session) may be used by the congregation. Ministry elders lead ministries that nurture the spiritual health and advance the purposes of the Church within and beyond the congregation, and may also be asked to preach and teach, among other assigned roles and responsibilities. While the Session shall oversee and direct the selection, ordination and ministry of ministry elders, it may delegate the management of elder ministry to the president/senior pastor, its corporate officers, a committee, or other person, under the ultimate direction of the Session.

Section 8.10 Meetings and Action of Committees.

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of these bylaws, concerning meetings and actions of directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Session and its members, except that the time for regular or special meetings of committees may be determined either by resolution of the Session or by resolution of the committee. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee, shall be filed with the corporate records, and report the same to the Session from time to time as the Session may require. The Session may adopt rules not inconsistent with the provisions of these bylaws for the government of any committee.

ARTICLE 9: PASTORS

Section 9.1 **Call of Senior Pastor or Co-Senior Pastors.**

The senior pastor (or co-senior pastors) shall be called and affirmed by the Session, and affirmed by the congregation under section 5.2 of these bylaws, and installed by the presbytery under ECO polity. They are members of presbytery with voice and vote.

Section 9.2 **Call of Other Pastors.**

Other pastors (designated as “Assistant Pastors” under ECO polity) shall be called by the Session or the senior pastor with the approval of the Session. They are members of presbytery with voice and vote.

Section 9.3 **Duties of the Senior Pastor.**

The primary role and duties of the senior pastor include but are not limited to the lead visionary, leader, teacher, and equipper of the Church. He or she will give themselves to the ministry of the Word and prayer; teaching, guiding, and leading the Church to fulfill the vision and mission for ministry that God has entrusted to the senior pastor and to the Church. He or she is responsible to supervise and provide direction for any other staff and or ministries of the Church and shall have such other authority and powers and perform such other duties as may be assigned from time to time by these bylaws or the Session. The senior pastor may also serve as an *ex officio* member of all other ministry teams, committees and task forces of the Church to the extent consistent with these bylaws. The role and responsibilities of the senior pastor, and the division of such role and responsibilities between any co-senior pastors, may be more specifically described in a job description approved by the Session from time to time.

Section 9.4 **Duties of Other Pastors.**

Pastors (other than the senior pastor) shall carry out specific areas of ministry under the direction of the senior pastor. Any pastor may be designated by the senior pastor as an *ex officio* member of any ministry team, committee or task force of the Church to the extent consistent with these bylaws.

Section 9.5 **Unity and Discipline.**

Action by all pastors, but particularly the senior pastor, shall be taken in such manner as to preserve the unity of the Spirit in the bond of peace (Colossians 3:14). All pastors are subject to the ECO polity's rules of discipline.

ARTICLE 10: OFFICERS

Section 10.1 **Corporate Officers of the Church.**

The principal corporate officers of the Church shall consist of the president, chief financial officer, secretary, and other such officers as the Session may designate by resolution and appointment (for example, one or more vice presidents, assistant secretaries, treasurer or

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assistant treasurers). Corporate officers of the Church shall have such authority and powers, and perform all duties, customarily incident to their office and may have such other authority, powers, and duties as may from time to time be assigned by law, the articles of incorporation, these bylaws, the Session or as the president may delegate. Church corporate officers need not be directors of the Corporation. The same person may hold any number of offices, except that neither the secretary nor the chief financial officer may serve concurrently as the president of the Church.

a. President

The senior pastor shall serve as the president of the Church, provided that the senior pastor may, with the approval of the Session, delegate certain duties, but not the office, of president to another executive member of staff from time to time. The president shall be the chief executive officer of the Church, and subject to the ultimate direction and supervision of the Session, have general responsibility for the active management and the conduct of the business, affairs, and operations of the Church. He or she shall perform all the duties commonly incident to the office of president, including presiding at all meetings of the members. The president shall have authority to execute in the name of the Church all bonds, contracts, deeds, leases, and other written instruments to be executed by the Church. The president shall have such other authority and powers and perform such other duties as may be assigned from time to time by these bylaws or the Session.

b. Secretary

The secretary shall perform all duties commonly incident to the office of secretary, including keeping, or causing to be kept, the minute book of the Church at the principal executive office of the Church, or such other place as the Session may order, of all meetings of members, the Session and its committees, with the time and place of holding, whether regular or special and if special, how authorized and the notice thereof given, the names of those present at Session and committee meetings, the number of members present at congregational meetings, and the proceedings thereof.

c. Chief Financial Officer

The chief financial officer shall perform all duties commonly incident to the office of chief financial officer, including (i) depositing or causing to be deposited all monies and other valuables in the name and to the credit of the Church with such depositories as may be designated by the Session; (ii) effecting properly authorized disbursement of funds of the Church; (iii) maintaining full and accurate accounts of receipts and disbursements of the Church; (iv) maintaining adequate, correct and balanced accounts of the properties and business transactions of the Church, and other matters customarily included in financial statements, and (v) providing appropriate and timely reports on the financial condition and results of operations of the Church to the president and the Session.

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Section 10.2 Officers of the Session.

The officers of Session shall consist of a chair of the Session (sometimes referred to as the “lead independent director”), vice chair, and other such officers as the Session may designate by resolution and appointment. The Session chair and the Session vice chair must be independent directors, and may not serve as the secretary or chief financial officer (see section 10.1 above).

The chair of the Session shall be the chief governing officer of the Session, shall lead the Session in fulfilling its responsibilities as set forth in these bylaws, and shall perform all the duties commonly incident to the office, including when present, presiding at all meetings of the Session and executive committee. The vice chair of the Session shall assume and perform the duties of the chair of the Session in the absence or disability of the chair of the Session, and shall perform such other duties and have such other powers as the Session shall designate from time to time.

Officers of the Session shall have such authority and powers and perform all duties customarily incident to their office, and may have such other authority, powers, and duties as may be assigned from time to time by law, the articles of incorporation, these bylaws, or the Session.

Section 10.3 Election of Officers.

The officers shall be chosen by the Session at its annual Session meeting, and shall serve at the pleasure of the Session, subject to the rights, if any, of any officer under any contract of employment. Without prejudice to any rights of an officer under any contract of employment, any officer (except for the senior pastor serving as the president) may be removed with or without cause by the Session. Any officer may resign at any time by giving written notice to the Session, the chair of the Session, the president, or the secretary of the Church, without prejudice, however to the rights, if any, of the Church under any contract to which such officer is a party. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office. The compensation, if any, of the officers shall be fixed or determined by resolution of the Session, or by designation of the Session.

ARTICLE 11: STANDARD OF CARE

Section 11.1 General.

A director shall perform the duties of a director in good faith, in a manner such director believes to be in the best interest of the Church and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances, in accordance with the law.

Section 11.2 Indemnification and Insurance.

To the fullest extent permitted by law, the Church shall indemnify its “agents”, as described in Section 9246(a) of the California Nonprofit Corporation Law, including its directors, officers, and employees and including persons formerly occupying any such position, and their heirs, executors, and administrators, against all expenses, judgments, fines, settlements, and other

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amounts actually and reasonably incurred by them in connection with any “proceeding,” as the term is used in said Section 9246(a) (meaning any threatened, pending or completed action or proceeding), and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. “Expenses” shall have the same meaning as in said section. Such right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled.

To the fullest extent permitted by law and except as otherwise determined by the Session in a specific instance, expenses incurred by a person seeking indemnification in defending any “proceeding” shall be advanced by the Church before final disposition of the proceeding upon receipt by the Church of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the Church for those expenses.

The Church shall have power, and shall use its best efforts, to give indemnification to the extent permitted by law or, to purchase and maintain insurance to the fullest extent permitted by law on behalf of any agent of the Church, against any liability asserted against or incurred by the agent in any such capacity or arising out of the agent’s status as such, whether or not the Church would have the power to indemnify the agent against such liability under this section of these bylaws; provided however that the Church shall have no power to purchase and maintain such insurance to indemnify any agent for any self-dealing transaction, as described in section 9243 of the California Nonprofit Corporation Law.

Section 11.3 Loans/Advances.

The Church shall not make any loan of money or property to, or guarantee the obligation of, any independent director or officer, provided, however, that the Church may advance money to a director or officer of the Church for expenses reasonably anticipated to be incurred in performance of the duties of such officer or director, when, in the absence of such advance such director or officer would be entitled to be reimbursed for such expenses by the Church.

Section 11.4 Conflicts of Interest Policy and Related-Party Transactions.

The Church shall adopt a conflicts of interest policy covering directors, corporate officers, and key employees as well as procedures covering related party transactions, including any approval process by the Session.

ARTICLE 12: EXECUTION OF CORPORATE INSTRUMENTS

The Session may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except where otherwise provided by law, and such execution or signature shall be binding upon the Church.

Unless otherwise specifically determined by the Session or otherwise required by law, formal contracts of the Church, promissory notes, deeds of trust, mortgages, and other evidences of

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indebtedness of the Church, other corporate instruments or documents, and certificates of shares of stock owned by the Church shall be executed, signed, or endorsed by the president, or any vice-president *and* by the secretary or chief financial officer.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Church, or in special accounts of the Church, shall be signed by such person or persons as the Session shall authorize.

While not generally obligated to do so, the Session may, in its discretion, submit any contract or act for approval or ratification of the members at any meeting of members called for that purpose; and any contract or act that shall be approved or ratified by the majority vote of members shall be as valid and binding upon the Church and upon the members as though approved or ratified by each and every member of the Church, unless a greater vote is required by these bylaws or by law for such purpose.

ARTICLE 13: DEPOSITS, WITHDRAWALS / EXPENDITURES, AND GIFTS

Section 13.1 Deposits.

All funds of the Church shall be deposited from time to time to the credit of the Church in such banks, trust companies, or other depositories and financial institutions as the Session may select. In addition, all moneys received and collected, and all revenues derived by the Church shall be paid into and shall constitute a part of the general fund of the Church. Other special funds may be established only by the Session and only in accordance with the purposes of the Church.

Section 13.2 Withdrawals / Expenditures.

All withdrawals and disbursements shall be made by check or Church credit account when practical. The Session may delegate expenditures and withdrawals made on behalf of the Church, including check writing authority, under a policy set by resolution.

Section 13.3 Gifts.

The Session may accept on behalf of the Church any contribution, gift, bequest, or devise for the charitable or public purposes of the Church. However, nothing contained herein shall require the Session to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of such money or property is contrary to the expressed purposes of the Church as shown by said Articles.

ARTICLE 14: RECORDS AND REPORTS

Section 14.1 Corporate Documents and Annual Financial Statements.

The Church shall keep at its principal office the original or a copy of its articles of incorporation, bylaws as amended to date, minutes of Session, and certain other corporate documents, which shall be open to inspection by the members (or their agent or attorney) upon written demand, at reasonable times during office hours, for a purpose reasonably related to the member's interest as a member.

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The Church shall prepare, or cause to be prepared, annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant in conformity with generally accepted auditing standards. The Church shall make these financial statements available to members (or their agent or attorney) for inspection upon written demand, at reasonable times during office hours, ordinarily no later than 120 days after the close of the fiscal year to which the statements relate.

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, financial statements, and documents of every kind and to inspect the physical properties of the Church, including each of its subsidiary corporations.

Section 14.2 Access to Membership List.

To the extent required by law, a member may inspect the record of all the members' names, addresses, and voting rights, at reasonable times, upon five (5) business days' prior written demand upon the Church for a purpose reasonably related to the member's interest as a member, which demand shall state the purpose for which the inspection rights are requested. The Church may deny the member access to the membership list if it, in its sole discretion: (i) reasonably believes that either the information will be used for a purpose other than one reasonably related to a person's interest as a member; (ii) reasonably believes that there are not adequate safeguards to honor members' privacy rights or such release of information would violate the Church's privacy policies; or (iii) if it provides a reasonable alternative method of achieving the proper purpose specified under the demand pursuant to its member inspection rights policy.

Section 14.3 Electronic Transmission.

a. *"Electronic transmission" by the Church means:*

(1) A communication delivered by (i) facsimile telecommunication or electronic mail when directed to the recipient's facsimile number or electronic mail address, respectively, on record with the Church, (ii) posting on an electronic message board or network which the Church has designated for those communications, together with a separate notice to the member of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice thereof, or (iii) other means of electronic communication; and

(2) That creates a record that is capable of retention, retrieval and review, and that may thereafter be rendered into clearly legible tangible form.

b. Before electronic transmission may be used, the recipient must have provided an unrevoked consent to the use of that method of transmission for communications.

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c. If the recipient is receiving the communication in the person's capacity as a member, electronic transmission by the Church is not authorized unless the member was given a clear written statement (either before the consent, or as a part of the consent) setting forth:

(1) Any rights the member may have to receive the communication on paper or in non-electronic form;

(2) Whether the consent applies only to that transmission, to specified categories of communications or to all communications from the Church; and

(3) The procedures the member must use to withdraw consent.

d. Notice shall not be given by electronic transmission after either: (1) the Church is unable to deliver two consecutive notices to the recipient by that means; or (2) the inability to so deliver the notices to the recipient becomes known to the person responsible for the giving of the notice.

e. The notice must state the place, date and time of the meeting, and/or the means of electronic transmission by and to the corporation by which the recipient may participate.

ARTICLE 15: FISCAL YEAR

The fiscal year for the Church shall be September 1 through August 31st or as determined by the Session from time to time.

ARTICLE 16: AMENDMENTS AND REVISIONS

These bylaws may be amended by repeal, and new and additional bylaws may be made from time to time at any time by a majority of the members or by the written assent of the members, present at a congregational meeting duly constituted. Such action is authorized only at a duly called and held meeting for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations, was provided. Members, in adopting, amending, or repealing a bylaw, may expressly provide that the Session may not amend, repeal, or reinstate that bylaw. Notwithstanding the above, the Session may adopt such revisions to these bylaws as are, in its judgment, non-substantive modifications or clarifications, reorganization or renumbering, or revisions made necessary because of punctuation, spelling, or other errors of grammar or expression.

Subject to the right of the members to amend or repeal, these bylaws (other than a provision of the bylaws that specifically prohibits such amendment) may be amended or repealed by the Session in the exercise of the power granted to the Session in these bylaws. The final proposed bylaws change and rationale statement approved by the Session shall be made available by the Session to the members under a reasonable Session-adopted notice policy, to ensure transparency and to provide an opportunity to comment, at least 21 days prior to the Session taking final action. The bylaws as amended shall be made available to the members consistent with Article 14. Any material amendments or changes to the above two bylaw amendment paragraphs must

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be consistent with the California Nonprofit Corporation Law and approved by a majority of the members present at a congregational meeting duly constituted.

In connection with any proposed bylaw adoption, amendment, or repeal by the directors (other than the non-substantive ones referred to above), the Session shall first appoint a bylaws advisory committee to advise the Session on the proposal. The committee shall be comprised of no less than 4 nor more than 8 members, with up to half from the current Session and the remainder from members who are not currently serving as directors, selected on the basis of their familiarity with corporate governance matters and bylaws, and with editorial skills.

ARTICLE 17: CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Corporation Law as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term “person” includes a corporation as well as a natural person.

ARTICLE 18: EFFECTIVE DATES AND TRANSITION

These amended and restated bylaws are effective upon the later of June 11, 2014 or formal dismissal of the Church from the Presbyterian Church U.S.A. denomination to ECO, A Covenant Order of Evangelical Presbyterians denomination.