

## 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                                                                                                                                                                                                                                                                                       |
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| <b>Article 1 - Name</b>       |                                                                                                                                                                              | Now appears on the Title Page and references the dba of Menlo Church                                                                                                                                                                                                                                                    |
| <b>Article 2 - Offices</b>    | 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                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                         |
| <b>Article 3: Affiliation</b> | A Covenant Order of Evangelical Presbyterians (ECO)                                                                                                                          |                                                                                                                                                                                                                                                                                                                         |
|                               | Ownership of property is retained by Menlo Park Presbyterian Church                                                                                                          |                                                                                                                                                                                                                                                                                                                         |
| <b>Article 4: Purpose</b>     | 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                                                                                                          |                                                                                                                                                                                                                                                                                                                         |
| <b>Article 5: Membership</b>  | 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                                                                                                                                    |                                                                                                                                                                                                                                                                                                                         |

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|                                            | 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)                                                                                                                                |
| <b>Article 6 - Congregational Meetings</b> | 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)<br>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.<br><br>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) |

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| <b>Article 7 - Board of Directors/Session</b> | 7.5 - Terms of Office, Nominations, and Election | Language pertaining to serving 2 consecutive terms has been removed.<br><br>Deletes the transition language relative to the governance structure change in 2014. (Section 3.04)<br><br>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                     |                                                                                                                                                                                                                                                                                                                                                |
| <b>Article 8 - Committees</b>                 | 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 supported by Deacons, however this now occurs in Life/Home Groups and other ministries such as Stephen's Ministers, recovery groups, and through campus staff. Menlo Church does not have Ministry Elders.                                    |
|                                               | 8.8 - Deacons                                    |                                                                                                                                                                                                                                                                                                                                                |
| <b>Article 9 - Pastors</b>                    | 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                                                                                                                                                                                                                                                                                                                                        |
|                                               | 9.5 - Unity and Discipline                       |                                                                                                                                                                                                                                                                                                                                                |

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| <b>Article 10 - Officers</b>                                      | 10.1 - Corporate Officers of the Church                     | Same Corporate Officers. Details about responsibilities have been deleted. (Section 5.01                   |
|                                                                   | 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.                                                    |
| <b>Article 11 - Standard of Care</b>                              | 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. |
| <b>Article 12 - Execution of Corporate Instruments</b>            |                                                             |                                                                                                            |
| <b>Article 13 - Deposits, Withdrawals/Expenditures, and Gifts</b> | 13.1 - Deposits                                             |                                                                                                            |
|                                                                   | 13.2 - Withdrawals/Expenditures                             |                                                                                                            |
|                                                                   | 13.3 - Gifts                                                | Removed. Included in a Session Policy.                                                                     |
| <b>Article 14 - Records and Reports</b>                           | 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.                 |
| <b>Article 15 - Fiscal Year</b>                                   |                                                             |                                                                                                            |
| <b>Article 16 - Amendments and Revisions</b>                      |                                                             | Process for amending the Bylaws is simplified. Members have the right to vote on Bylaws.                   |
| <b>Article 17 - Construction and Definition</b>                   |                                                             | Removed                                                                                                    |
| <b>Article 18 - Effective Dates and Transition</b>                |                                                             |                                                                                                            |
|                                                                   |                                                             | <b>New Article - ARTICLE 6: Emergency Powers</b>                                                           |