

Proposed BYLAWS  
OF  
MENLO PARK PRESBYTERIAN CHURCH  
also known as “Menlo Church”

Adopted: \_\_\_\_\_

BYLAWS  
OF  
MENLO PARK PRESBYTERIAN CHURCH  
also known as “Menlo Church”  
A California Nonprofit Religious Corporation

ARTICLE I  
General

Section 1.01 Ecclesiastical terminology. The corporation is referred to in these bylaws as the “Church.” The Church has a Board of Directors, which is referred to in these bylaws as the “Session.” The Church shall have a president, who is referred to in these bylaws as the “Senior Pastor.”

Section 1.02 Affiliation with ECO: A Covenant Order of Evangelical Presbyterians. The Church is affiliated with ECO: A Covenant Order of Evangelical Presbyterians, which is a reformed Presbyterian denomination with churches throughout the United States. The Church adopts and recognizes the authority of the ECO Constitution and Confessional Standards as defined in the documents dated 2024. The church will not adopt or revise these bylaws in any way that contradicts the Constitution or the Confessional Standards of ECO.

Section 1.03 Property. 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 II  
Membership

Section 2.01 Openness to All. The Church’s fellowship shall be open to all who seek to explore spiritual life by participating in the fellowship of the risen Lord. The Church shall be gracious in providing pastoral care to all who consider themselves a part of the congregation, in the hope that these spiritual friends might become members of Christ’s body.

Section 2.02 Member Qualifications. This Church shall have one class of voting members, designated as Covenant Partners. All references in these bylaws to “members” refer to Covenant Partners. Any person dedicated to the purposes of the Church who has made a profession of faith in Christ, has been baptized, has voluntarily submitted to the government of the Church, and accepted the responsibilities of membership shall be

eligible for membership as Covenant Partner on approval of the Session. The Session may prescribe additional membership requirements or conditions.

**Section 2.03 Authority of Members.** Members have the right to vote on bylaws, election of Directors, on the disposition of all or substantially all of the assets, on a merger and its principal terms and any amendment of those terms, amendments to the Articles of Incorporation, changes to denominational affiliation, affirming or requesting removal of the Senior Pastor, or on an election to dissolve the corporation. Changes to denominational affiliation, affirming or requesting removal of the Senior Pastor, or on an election to dissolve the corporation require a super-majority vote of two-thirds of the members voting. The Session may refer other matters to the members to be voted on at a duly constituted meeting, at its discretion.

**Section 2.04 Annual Meeting of Members.** A general meeting of members shall be held at least annually within two months of the end of the fiscal year. Any proper business may be transacted at this meeting.

**Section 2.05 Electronic Meetings and Voting.** Members' meetings may be held in multiple locations simultaneously through electronic means. Member voting may be conducted electronically during or outside of member meetings, as determined by the Session. Members' votes received electronically will be recorded and notated in meeting minutes or in another record to be kept with the corporate records.

**Section 2.06 Authority to Call Special Meetings.** The Session, the ECO presbytery, the president, or 25 percent or more of the members, may call a special meeting of the members for any lawful purpose at any time.

**Section 2.07 Notice of Members' Meetings.** Notice for the annual meeting of the members will be given not later than 2 weeks before the date set for the meeting.

Upon a properly requested special meeting of the members, the Board must expeditiously set a reasonable time and place for the meeting and provide notice to all members entitled to vote at the meeting. If the notice is not given within twenty days after 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; and (d) the how votes will be cast.

**Section 2.08 Threshold Number of Votes.** At least ten percent of the members must cast a vote on any given item. This threshold shall function as this corporation's quorum requirement for a vote of the membership. A majority vote on any given item is required in order for a valid membership decision to be made on that item unless indicated in Section 2.03.

**Section 2.09 Adjourned Meeting.** When a members 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 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.

Section 2.10 Record Date and Voting. The Session must determine the manner of voting. The Session must fix a time as a record date for the purpose of determining the members entitled to notice and to vote, the method by which votes will be cast, to cast written ballots with respect to corporate action, and 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. Each member entitled to vote shall be entitled to one vote on each matter submitted to a vote of the members. No proxy voting is permitted.

Section 2.11 Termination of Membership. A membership shall terminate on occurrence of any of the following events:

1. Resignation of the member;
2. Written request to transfer membership to another church;
3. Death; or
4. Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications, as determined by the Session.

### ARTICLE III Session

Section 3.01 Power of Session. Subject to any limitations in the Articles of Incorporation, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Session. The Session may delegate the management of the activities of the Corporation to any person or persons, management company, or Committee or Committees however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Session. The Session is not compensated for their work.

Section 3.02 Number of Directors. The number of Directors of the Corporation shall be no less than six nor more than 15, with the exact number of authorized Directors to be fixed from time to time, within such limits, by approval of the Session. In addition to the authorized number of Directors, in accordance with ECO policy, the Senior Pastor is an *ex officio* member of the Session.

Section 3.03 Qualifications of Directors. Individuals nominated for election to the Session must be members of the Church, must meet the qualifications for Church leadership in the New Testament as an elder found in Titus 1 and 1 Timothy 3 as

determined by the Session, and must submit to the ECO Essential Tenets and Constitution.

Section 3.04 Election and Term of Office. Directors shall be elected by the members. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until his or her successor is elected and qualified. Directors shall be elected for four-year staggered terms in groups of equal size insofar as possible.

Section 3.05 Nomination Process. The Session shall determine 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.

Section 3.06 Resignation, Removal, and Vacancies. Any Director may resign effective upon giving written notice to the Session unless the notice specifies a later time for the effectiveness of such resignation. A Director may give oral notice of resignation to an Officer, but the resignation will not take effect until the Secretary provides written confirmation of the resignation by letter, email or text, to which the resigning Director makes no objection within one week. However, no Director may resign except upon notice to the State Attorney General where the Corporation would then be left without a duly elected Director or Directors in charge of its affairs. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

A vacancy in the Session shall be deemed to exist on the occurrence of the death, resignation or removal of any Director or if the authorized number of Directors is increased.

The Session may remove a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under the California Corporation Law. Removal of a Director for any other reason is subject to the Rules of Discipline found in the ECO Constitution.

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of that Director's term of office.

Section 3.07 Place of Meetings. Meetings of the Session may be held at any place within or without the State of California which has been designated in the notice of the meeting or, if not stated in the notice or there is no notice, at the principal office of the Corporation.

Section 3.08 Regular Meetings. Regular meetings of the Session shall be held at least five times per year at the principal office of the Corporation unless the Session sets a different time or location. All other meetings will take place quarterly. Notice need not be given if the date and time of the meeting is decided at a duly held Session meeting.

Section 3.09 Special Meetings. Special meetings of the Session for any purpose or purposes may be called at any time by the Chair of the Session, the President, or any two Directors.

Section 3.10 Notice of Special Meeting. Special meetings of the Session shall be held upon four days' notice by first-class mail or 24 hours' notice delivered personally or by telephone, SMS, or e-mail. Any such notice shall be addressed or delivered to each Director at the most recent address, email address or phone number each Director has on file with the Secretary.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail a notice of a special meeting must state the purpose of the meeting, and no business other than the noticed business may be conducted at the meeting.

Section 3.11 Quorum and Action of the Session. A majority of Directors in office constitutes a quorum of the Session for the transaction of business. Unless a greater number is required by law, the Articles of Incorporation or elsewhere in these bylaws, every action taken or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Session; provided, however, that a meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 3.12 Participation in Meetings by Conference Telephone and Electronic Means. Members of the Session may participate in a meeting through the use of telephone, video conferencing, or similar communications systems, so long as all members participating in such a meeting can hear one another. Participation in a meeting pursuant to this Section 3.12 constitutes presence in person at such meeting.

Section 3.13 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 thereto or at its commencement, the lack of notice to such Director. All such waivers, consents, and approvals shall be made a part of the minutes of the meetings.

Section 3.14 Adjournment. 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 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.

Section 3.15 Action Without Meeting. Any action required or permitted to be taken by the Session may be taken without a meeting, if all members of the Session shall individually or collectively consent in writing to such action; provided, however, that the

preceding provision shall not include the consent of any Director who has a material financial interest in a transaction to which the Corporation is a party and who is an "interested Director" as defined in §9243 of the California Nonprofit Religious Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Session and shall have the same force and effect as the unanimous vote of such Directors.

Section 3.16 Committees. The Session may, by resolution adopted by a majority of the number of Directors then in office, create one or more Committees, each consisting of two or more Directors, to serve at the pleasure of the Session. Appointments to such Committees shall be by a majority vote of the Directors then in office. The Session may appoint one or more Directors as alternate members of any such Committee, who may replace any absent member at any meeting of the Committee. Any such Committee to the extent provided in the resolution of the Session, shall have all the authority of the Session except with respect to:

- a) The approval of any action for which the California Nonprofit Religious Corporation Law requires approval of the Board or of a majority of the Board;
- b) The filling of vacancies on the Board or in any Committee which has the authority of the Board;
- c) The amendment or repeal of bylaws or the adoption of new bylaws;
- d) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- e) The appointment of Committees of the Board or the members thereof;
- f) The approval of any self-dealing transaction, as defined in the California Nonprofit Religious Corporation Law or any successor provision thereto.

Section 3.17 Meetings and Actions of Committees. Regular and special meetings and actions of Committees of the Session shall be governed by the provisions of this Article III applicable to meetings and actions of the Session, provided however, that the Session may adopt rules for the conduct of the business of any Committee consistent with these bylaws, or in the absence of rules adopted by the Session, the Committee may adopt such rules.

Section 3.18 Procedural Requirements of Meetings. The meetings of the Corporation, its Session, and its Committees may be conducted with informality. However, this informality does not apply to procedural requirements mandated by the Articles of Incorporation, these bylaws, or California Law. When circumstances warrant, or when otherwise invoked by any person entitled to vote at a meeting, any such meeting or a portion of such meeting will be conducted according to the latest edition of Robert's Rules of Order, Newly Revised, unless determined otherwise by the Session.

## ARTICLE IV

### Pastors

Section 4.01 Call of Senior Pastor or Co-Senior Pastors. The Senior Pastor (or co-Senior

Pastors) shall be affirmed by the Session, called and affirmed by the congregation, and installed by the presbytery. They are members of presbytery with voice and vote.

Section 4.02 Call of Assistant Pastors. Assistant pastors 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 4.03 Duties of the Senior Pastor. The primary role and duties of the Senior Pastor include but are not limited to moderating all meetings of the Session, being 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 4.04 Unity and Discipline. Action by all pastors, but particularly the Senior Pastor, shall be taken in such a manner as to preserve the unity of the Spirit in the bond of peace (Colossians 3:14). All pastors, as well as elders, are subject to the ECO's Constitution Rules of Discipline.

## ARTICLE V

### Officers

Section 5.01 Officers. The Officers of the Corporation shall be a President, who is the general manager and chief executive Officer, a Secretary, and a Chief Financial Officer. The Corporation also may have, at the discretion of the Session, a Chairman of the Session and such other Officers as may be elected or appointed in accordance with the provisions of Section 5.03 of this Article V. Any number of offices may be held by the same person except that neither the Secretary nor the Chief Financial Officer may serve concurrently as either the President or the Chairman of the Session.

Section 5.02 Appointment of Officers. The Officers of the Corporation (except such Officers as may be elected or appointed in accordance with the provisions of Section 5.03 or Section 5.05 of this Article V), shall be chosen by, and shall serve at the pleasure of the Session, and shall hold their respective offices until their resignation, removal, or other disqualification from service and until their respective successors are elected and qualify.

Section 5.03 Subordinate Officers. The Session may appoint and may empower the President to appoint such other Officers as may benefit the Corporation, each of whom shall hold office for such period as the Session from time to time may determine.

Section 5.04 Removal and Resignation. Removal of an Officer may be initiated by the Session at any time, pursuant to the Rules of Discipline contained in the ECO Constitution. Any such removal shall be without prejudice to the rights, if any, of the Officer under any contract of employment.

Any Officer may resign at any time by giving written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein.

Section 5.05 Vacancies. A vacancy in any office shall be filled in the manner prescribed in these bylaws for that office.

## ARTICLE VI Emergency Powers

Section 6.0 Emergency Powers. In anticipation of or during an emergency, the Session may relocate the principal office, designate alternative principal offices or regional offices, or authorize the Officers to do so.

During an emergency, (1) notice of a meeting of the Session need be given only to those Directors it is practicable to reach and may be given in any practicable manner; (2) those Directors who participate in a meeting of the Session shall constitute a quorum; and (3) one or more Officers present at a meeting of the Session may be deemed to be Directors for the meeting, in order to constitute the minimum size of the Session as set forth in Section 2.02 herein. Such Officers shall be added as available in order of rank and within the same rank in order of seniority.

Corporate action taken in good faith during an emergency to further the ordinary activities and affairs of the Corporation: (1) binds the Corporation; and (2) may not be used to impose liability on a Director, Officer, employee, or agent.

“Emergency” means any of the following events or circumstances as a result of which, and only so long as, a quorum of the Corporation's Session cannot be readily convened for action: (1) a natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or, regardless of cause, any fire, flood, or explosion; (2) an attack on this state or nation by an enemy of the United States of America, or upon receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent; (3) an act of terrorism or other man made disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government

functions, or population, including, but not limited to, mass evacuations; or (4) a state of emergency proclaimed by a governor or by the President of the United States.

## ARTICLE VII

### Indemnification, Insurance and Director Liability

Section 7.01 Right to Indemnification. This Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an Officer, Director, or agent of this Corporation, or is or was serving at the request of this Corporation as a Director, Officer, employee, or agent of another foreign or domestic Corporation, partnership, joint venture, or other enterprise, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the California Nonprofit Corporation Law, upon approval by the Session.

In determining whether indemnification is available to the Director, Officer, or agent of this Corporation under California law, the determination as to whether the applicable standard of conduct set forth in Corporations Code §9246 has been met shall be made by a majority vote of a quorum of Directors who are not parties to the proceeding. If the number of Directors who are not parties to the proceeding is less than two-thirds of the total number of Directors seated at the time the determination is to be made, the determination as to whether the applicable standard of conduct has been met shall be made by the court in which the proceeding is or was pending.

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 7.02 Insurance. This Corporation has the power and must use its best efforts to purchase and maintain insurance on behalf of any Director, Officer, or agent of the Corporation, against any liability asserted against or incurred by the Director, Officer, or agent in any such capacity or arising out of the Director's, Officer's, or agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under Section 5.01 of these bylaws; provided, however, that the Corporation may not purchase and maintain such insurance to indemnify any Director, Officer, or agent of the Corporation for any self-dealing transaction, as described in Corporations Code §9243.

Section 7.03 Financial Audit. 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.

ARTICLE VIII  
Miscellaneous

Section 8.01 Fiscal Year. The fiscal year of the Corporation shall be from September 1 through August 31, or such other period as may be fixed by the Session.

Section 8.02 Checks, Notes and Contracts. The Session shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidence of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 8.03 Amendment of Articles of Incorporation and bylaws. The Articles of Incorporation and bylaws of the Corporation may be adopted, amended or repealed in whole or in part by vote of the members.

### CERTIFICATE OF SECRETARY

I, \_\_\_\_\_, the Secretary of Menlo Park Presbyterian Church, hereby certify that the foregoing Bylaws of the Corporation were adopted by the Corporation on \_\_\_\_\_ and amended on \_\_\_\_\_. There have been no amendments since that date, and these Bylaws, consisting of eleven pages, are the complete and operative Bylaws as of the date of my signature.

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature