

**CONSTITUTION OF COMMUNITY LUTHERAN CHURCH**  
**OF**  
**ESCONDIDO, CALIFORNIA**

**PREAMBLE**

**WHEREAS**, the word of God demands that a Christian Congregation not only conform to the Word of God in doctrine and practice (Galatians 1:6-8; 2 Timothy 4:1-5), but also that all things be done decently and in order (1 Corinthians 14:40).

**NOW, THEREFORE**, we, the members of Community Lutheran Church of Escondido, California (the "Church"), a member of the Lutheran Church-Missouri Synod, set forth this present document, signed by ourselves, being the Constitution and the By-Laws in accordance with which our congregational affairs, spiritual and material, shall be conducted.

**Article I – Name.**

The name of this corporation shall be Community Lutheran Church of Escondido, California.

**Article II - Purpose.**

The purpose of this corporate body shall be that of a Christian Congregation, established and maintained for the express purpose of disseminating the Gospel Truth according to the confessional statements of the Lutheran Church, the Book of Concord of the year 1580.

**Article III - Confessional Statement.**

This Congregation acknowledges and accepts all the canonical books of the Old and New Testaments as the revealed Word of God, verbally inspired. It also acknowledges and accepts all the symbolical books of the Evangelical Lutheran Church contained in the Book of Concord, 1580, to be true and genuine exposition of the doctrines of the Bible. These symbolic books are The Apostolic Creed, the Nicene Creed and the Athanasian Creed, the Unaltered Augsburg Confession and the Apology of the same, the Smalcald Articles, Luther's Small Catechism, Luther's Large Catechism, and the Formula of Concord.

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## Article IV - Membership.

The Members of Community Lutheran Church of Escondido, California (the "Congregation") include the following:

- (i) **BAPTIZED MEMBERS** are those who have been baptized in the name of the Triune God, and who are under the spiritual care of the Pastor of the Congregation including the children who have not yet been confirmed;
- (ii) **COMMUNICANT MEMBERS** are those Baptized Members who have been confirmed in the Lutheran Faith, accept the confessional statements of Article III of this Constitution and are not members of an organization which is in conflict with the word of God; and
- (iii) **VOTING MEMBERS** are Communicant Members who have reached the age of 18 years, agree to abide by the Constitution and By-Laws, attended Church or received Communion, and have participated financially or by service to the Church, all within the preceding year .

Communicant Members are received through the Sacrament of Holy Baptism, through the consent of one or both parents in the case of children who have been baptized in another Christian congregation, through the rite of confirmation, through transfer from a sister congregation, or through reaffirmation of faith. The reception shall be approved by a meeting of the Voting Members of the Congregation (a "Voters Assembly") duly noticed in accordance with Section III of the Bylaws.

Members of the Congregation shall strive to conform their lives to the rule of God's Word, and to that end make diligent use of the means of grace, exercise faithful stewardship of God's many gifts and talents, impart and accept fraternal admonition as the need for such admonition becomes apparent, and be available readily for service in the kingdom of Christ within and beyond the Congregation.

Membership shall be terminated by transfer to a sister congregation, by death, by joining a congregation outside the fellowship of this Congregation, by excommunication or by self-exclusion.

Communicant Members who conduct themselves in an un-Christian manner shall be admonished according to Matthew 18:15-20; if they remain impenitent after proper admonition, they shall be excommunicated (an "Impenitent Member"). This in no way is meant to discourage the Impenitent Member's attendance at worship services. Each case for excommunication shall be presented individually to a closed session of the Church Council on a confidential basis for a decision, including input from the Senior Pastor and the Impenitent Member to the extent that such Impenitent Member desires to provide input. Upon conclusion of the closed session of the Church Council, a recommendation will be issued and communicated to the Impenitent Member. The Impenitent Member shall be provided with the option to voluntarily terminate membership in the Congregation. Any Impenitent Member who is the subject of the excommunication contemplated by this

paragraph shall be advised that the refusal to voluntarily terminate membership in the Congregation will result in a public disclosure of the basis for the excommunication to the Congregation. Should the Impenitent Member refuse to voluntarily terminate membership in the Congregation, a case of excommunication shall be presented to the Voters Assembly for a decision. A two-thirds majority vote of the Voters Assembly shall be required for such decision to occur.

If the circumstances that have led to excommunication have been removed and the Impenitent Member who was excommunicated desires reinstatement, the Board of Elders may recommend reinstatement to the Voters Assembly for its joyous action. A two-thirds majority vote of the Voters Assembly shall be required for such decision to occur.

#### **Article V - Officers and Governing Board.**

The officers of this corporate body shall be: a President, an Executive Vice-President, an Associate Vice-President, a Secretary, and a Treasurer, all as defined in the Bylaws (the "Officers"). Other officials, boards, and committees may be elected, or appointed, as needed, in accordance with the Constitution and Bylaws of the Congregation. The officers shall be elected at the annual meeting of the corporate body and shall serve for a two (2) year term. The Executive Vice President and the Associate Vice-President shall be elected in the same years so that the terms of office coincide with one another. Terms of other officials, boards, and committees will be as set forth in the Bylaws.

The governing board of the Congregation shall be representative of the Congregation and shall consist of the above Officers, the immediate Past President (in a non-voting and advisory capacity only), the chairmen of any boards authorized by the Bylaws, and such other persons as may be specified in the Bylaws, all of which shall be designated in total as the Church Council ("Church Council"). The Senior Pastor, Secretary and Treasurer shall be non-voting members of the Council.

#### **Article VI - Call or Dismissal of Called Staff.**

This Congregation shall only Call such pastors and teachers as are in accord with the confessional statement of this Congregation (Article III) and that are deemed to be well qualified for their work at the Church. A "Call" is a term of art utilized by the Lutheran Church Missouri Synod to express the desire of the Congregation to ask a person of the Clergy to join the staff of the Congregation. The right of Calling or dismissing pastors shall always be vested in the Voters Assembly and shall never be delegated to a smaller body or to an individual, but the Voters Assembly has established a Call or Dismissal Committee to provide recommendations to the Voters Assembly. Reasons for dismissing a pastor or teacher may be, without limitation: Persistent adherence to false teaching, living an ungodly life, unfaithfulness, or failure to perform a pastor's or teacher's duties.

#### **Article VII - Authority of This Congregation.**

The Voters Assembly shall decide all matters relating to the Church or Church affairs, and every member may appeal to it in regard to any matter relating to the affairs and

government of the Church. The decision of the Voters Assembly shall be final and binding on the Church and may only be changed by a future meeting and decision of the Voters Assembly and in no other manner. In all meetings of the Voters Assembly unless otherwise specified, a majority of votes cast shall decide all questions, motions and resolutions, including any matter with a cost or expense which is three percent (3%) or more of the amount of the current, approved general operating budget of the Church. Voting by absentee or by proxy is prohibited.

All votes related to: (i) changes to the Articles of Incorporation; (ii) changes to the Constitution; (iii) changes to the By-Laws; (iv) Calls; and/or (v) Dismissals, shall be decided by Written Ballot and shall require a two-thirds (2/3) majority of the votes cast to be approved by the Voters Assembly. As used herein, the term "Written Ballot" shall mean a written vote by all Voting Members in attendance at a duly noticed Voters Assembly, which written vote shall be counted immediately during the Voters Assembly, in the presence of one another, by a minimum of three (3) separate individuals, of which: (i) one shall be an Executive Committee Member; (ii) one shall be a member of the Board of Elders; and (iii) one shall be a Voting Member of the Church, it being understood that additional individuals may also be appointed to assist with the counting.

Notwithstanding the foregoing, upon a motion from the floor by a Voting Member during a Voters Assembly requesting the use of a Written Ballot which is seconded by another Voting Member, a Written Ballot shall be utilized for that matter before that Voters Assembly. The procedure set forth in the preceding sentence is the sole method required to call for a Written Ballot and there shall not be a vote on the use of a Written Ballot if a motion and second is received as outlined in the preceding sentence.

In matters of doctrine, all decisions shall be based upon the Word of God as taught by the Lutheran Church-Missouri Synod.

### **Article VIII - Property.**

The property of this Congregation is dedicated irrevocably to religious and charitable purposes and no part of net income or assets of this organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private individual.

### **Article IX - Ownership.**

This corporate body may receive, acquire, hold title to and manage such real estate and other property as it may need to accomplish its purpose, and may sell or dispose of such real estate and other property or any part thereof. This corporate body shall have all the rights and powers that are granted by the laws of the State of California to religious corporations. All real estate and other property and equipment shall be owned in the name of the Church.

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## **Article X - Division.**

If at any time a division or separation should take place in this Congregation because of doctrine, the entire property and all benefits connected therewith shall remain with those members - whether majority or minority - who shall continue to adhere to Article III of this Constitution.

If a division should take place for any reason other than doctrine - or if each group professes adherence in confession and practice to the above article - the matter shall be submitted for review and ruling to that district of the Lutheran Church-Missouri Synod of which the Congregation is a member. The ruling of the District may be appealed to the Lutheran Church-Missouri Synod for review and ruling, which ruling is final.

## **Article XI - By-Laws.**

The Voters Assembly may adopt such Bylaws as may be required to accomplish its purpose in accordance with the provisions of this Constitution.

## **Article XII - Amendments.**

A Voters Assembly for the purpose of (a) issuing a Call; (b) amending the Constitution; or (c) amending the Bylaws, shall be noticed to all Members by providing not less than thirty (30) days in advance of the Voters Assembly and shall include, at a minimum, the following: (i) a written agenda, including the specific text of the proposed amendment(s); (ii) a budget identifying the fiscal impact (if monetary decisions are involved); (iii) a financial analysis (to the extent that financial decisions are involved); and (iv) copies of all documents, amendments, and/or resolutions to be considered at the Voters Assembly. In such instance, notice to the members shall be made in all of the following manners: (w) by United States Mail (one (1) mailing per household); (x) e-mail to those Members who the Church sends documents of any type by e-mail or who have requested information by e-mail; (y) posting all such information on the Church website for public access; and (z) making the information available at Church services for the four (4) Sundays prior to the Voters Assembly (the "Amendment Notice").

Any issuance of a Call, amendment to the Constitution, or amendment to the Bylaws, will be ratified as an action of the Congregation only if adopted at a Voters Assembly by a two-thirds (2/3) majority vote conducted by Written Ballot, provided that the action(s) has/have been noticed by the manner set forth in this Article XII.

## **Article XIII - Restrictions.**

Articles II, III, and VII are intended to remain unchanged and, to the extent that any change is required, such change shall not change their essential meaning as set forth in the plain language of this Constitution as of the date that it is adopted.

**BYLAWS OF COMMUNITY LUTHERAN CHURCH**  
**OF**  
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**Section I - Procedures for Calling or Dismissing Pastors and Commissioned Ministers.**

When a pastor or commissioned minister is to be Called or dismissed, every communicant member of the Church shall have the privilege of making one or more nominations or comments. The Congregation shall also ask the President of the Synodical District for non-binding recommendations. The Call and Dismissal Committee will be formed, in accordance with these Bylaws, for the purpose of screening candidates or discussing dismissal, as appropriate. The Call and Dismissal Committee shall make recommendations related to any Call to be made by the Church, whether part time or full time, and the length (if any is specified) of such Call.

A Voters Assembly meeting shall be noticed for the calling or dismissal of a Pastor or commissioned minister in accordance with Article XII of the Constitution and all voting shall be conducted by Written Ballot (as defined in Article VII of the Constitution).

The Voters Assembly shall Call a Pastor or commissioned minister when two-thirds (2/3) of the Voting Members present at the Voters Assembly called for such a purpose cast votes in favor of one of the slated candidates. In the event that no candidate receives the required vote, the Voters Assembly may, upon approved motion: (i) eliminate the candidate receiving the fewest votes from the slate of candidates and vote again, or (ii) vote to request additional candidates from the Call and Dismissal Committee.

The Voters Assembly may dismiss a Pastor or commissioned minister when two-thirds (2/3) of the Voting Members present at the Voters Assembly called for such a purpose cast votes in favor of dismissal.

**Section II - Admission of New Members.**

Persons intending to join this Congregation as Communicant Members shall give notice of such intention to the Pastor, together with satisfactory evidence of their qualification for membership.

**Section III – Voters Assembly.**

The annual Voters Assembly of this Congregation shall be held in November. With the exception of the matters specifically set forth in Article XII of the Constitution, each Voters Assembly shall be noticed to all Members by providing not less than fourteen (14) days in advance of the Voters Assembly, the following: (i) a written agenda; (ii) a budget (if monetary

decisions are involved); (iii) a financial analysis (to the extent that financial decisions are involved); and (iv) copies of all documents, amendments, and/or resolutions to be considered at the Voters Assembly. Notice to the members shall be made in all of the following manners: (w) by United States Mail (one (1) mailing per household); (x) e-mail to those Members who the Church sends documents of any type by e-mail or who have requested information by e-mail; (y) posting all such information on the Church website for public access; and (z) making the information available at Church services for the two (2) Sundays prior to the Voters Assembly (the "Standard Notice"). Notwithstanding the preceding sentences, any action to consider dismissal under Section I of the Bylaws above shall be noticed in accordance with the Standard Notice and in a manner approved by legal counsel to the Church that has been retained, in writing, to provide such advice and consultation.

A Special Voters Assembly may be noticed by the Senior Pastor, the President, the Executive Committee or upon petition of ten percent (10%) of the Voting Members of the Church at any time (which shall in no event require more than fifty (50) Voting Members of the Church).

#### **Section IV – Officers, Boards, Committee’s and Elections.**

##### **1. Elected Officers and Boards – In General.**

Only Voting Members shall be eligible to hold these offices. The term of office for all positions shall be two (2) years and shall not exceed two (2) consecutive terms. If for any reason, an elected officer or board member is unable to complete his or her term of service, the Executive Committee shall appoint a person to serve for the unexpired term, following non-binding consultation with the Senior Pastor, unless otherwise provided for herein. In order to avoid the appearance of impropriety, family members shall not hold positions within a board or committee such that the family members would hold more than twenty-nine percent (29%) of the positions within any board or committee. All who hold offices for the benefit of this Congregation do so for the glory of God and the furtherance of His work through the Church. Accordingly, all those blessed with the chance to serve God and this Congregation are strongly encouraged and directed to promptly identify those who will succeed them in their office or other offices, to assist and train those successors and instruct them in the operations of the Congregation and to assist them in the development of their faith in Christ.

To that end, it is strongly encouraged that Voting Members who are considering any position (including as a member of a Board or Committee) shall: (i) support the Church Council as the delegated representatives of the Voters Assembly in interacting with Pastor(s); (ii) support the Church Council as the delegated representatives of the Voters Assembly in interacting with all Boards and Committees in the furtherance of the ministry of the Church; (iii) carefully and prayerfully consider if they are able to devote sufficient time and talents to the position in order to faithfully perform their obligations for the position accepted; (iv) actively participate in meetings and encourage meeting times that will maximize attendance and participation of Voting Members; (v) assist in the establishment of annual goals which are tangible and measurable for each area in which they are participating; and (vi) assist in establishing full and open reporting of activities to the Voting Members of the Church.

Upon completion of annual elections, the Church Council shall hold an orientation session with all incoming and outgoing Church Council members and the Executive Committee. The purpose of the orientation session is: (i) to review the Constitution and Bylaws to insure that the Church Council is familiar with both documents; (ii) to review the Church budget to insure that incoming Church Council members are familiar with the budget available and to understand the sources and uses of funds; and (iii) to insure that all outgoing Church Council members assist in the transfer of their knowledge of their former position to their successor to insure continuity in the operations of the Church.

The Church Council is also encouraged to have a regular retreat to facilitate communication and an extended discussion on issues relating to the operation and religious aspects of the Church.

The Congregation expects members who accept positions of leadership to be representatives of the Congregation who are willing to accept the obligations that come with such a position, both within the Church and within the community where the Church is located. Accordingly, the Congregation desires that members who accept these positions of leadership govern themselves accordingly and endeavor to abide by the confessional statement of this Congregation (Article III). The Congregation recognizes that the desire to fulfill the leadership position may not be met with sufficient resources in terms of time and/or talent by the leader and desires to provide a mechanism to address such an issue in a Christian manner with those who may be in leadership. Accordingly, in the event that there is an issue with a member who has accepted a position of leadership within the Congregation (an Officer, Board Member, Council Member, Chairperson, or any other leadership position provided for within the Constitution, these Bylaws or otherwise), a three (3) person committee appointed by the Executive Committee in consultation with the Senior Pastor shall meet with the person in a Christian manner and provide counseling to assist the person in fulfilling their duties of their accepted position of leadership. In the event that the counseling is unsuccessful, the person shall be requested to resign from the position to allow another to accept the position of leadership. If the person declines to resign, the matter may be brought by the committee to the Church Council for discussion and, if appropriate, dismissal of the person at issue and appointment of a replacement.

The Executive Committee shall be provided with such staff support as the Executive Committee may reasonably determine is necessary to fulfill the obligations of their offices. The Executive Committee shall also be provided with an office for the exclusive use of the Executive Committee on the main floor of the business office of the Church.

## **2. Officers.**

This Congregation shall have the following Officers, none of which shall serve more than two (2) consecutive terms in the same office:



**a. President.** The President shall be the executive officer of the Congregation responsible for implementing the provisions of this Constitution and by-laws and the resolutions of the Voters Assembly. The President shall chair the meeting of the Voters Assembly, the Church Council, and the Executive Committee. The President shall monitor, supervise and support the staff, called staff, Pastor(s), Vice-Presidents, Secretary, and Treasurer in the performance of their duties. The President shall devote adequate time and talent to the completion of the duties contemplated herein.

**b. Vice-Presidents.** There shall be two (2) Vice-Presidents, one of which shall be Executive Vice-President and the other of which shall be Associate Vice-President. The Executive Vice-President shall perform the duties of the President during the President's absence or disability, or at the President's request. In the event of a vacancy in the office of the President, the Executive Vice-President shall succeed to the office of the President for the remainder of the term. It is recommended that the Vice-Presidents shall jointly monitor and support their respective Boards as assigned below and attend Board meetings as needed. In the event of vacancy, they shall serve as interim Board Chairperson until position is filled. The Executive Vice-President shall be responsible for the following Boards: Christian Education, Trustees/property, Social Service Ministries, Elders, and Outreach. The Associate Vice-President shall be responsible for the following Boards: Worship and Music, Fellowship, Youth Ministries, Finance, and Stewardship and Spiritual Gifts. The Vice-Presidents shall each serve for two (2) year terms. The Boards of each Area shall be elected in years that the Vice-President to which they report is elected. The Vice Presidents shall devote adequate time and talent to the completion of the duties contemplated herein.

**c. Secretary.** The Secretary shall record and preserve the minutes of the meetings of the Voters Assembly, the Church Council and the Executive Committee in electronic format and in hard copy. The Secretary shall attend all Church Council and the Executive Committee meetings. The Secretary shall promptly deliver the meeting minutes of the Executive Committee meetings, Church Council meetings and any Voters Assembly and shall both maintain in the records of the Congregation and post the same on the Church website.

**d. Treasurer.** The Treasurer shall keep and maintain the financial records of the Church in accordance with generally accepted accounting principles utilizing software that is generally available to the public on a commercial basis (i.e., Quick Books or similar). The reporting provided by the Treasurer shall be undertaken in a standard, easily understood format such that individuals not trained as accountants or bookkeepers can easily understand the financial condition of the Church. The Treasurer shall disburse funds in accordance with the budget. The Treasurer shall be responsible for communicating to the Members the financial condition of the Church by, at a minimum: (i) providing an annual budget and analysis for each Voters Assembly in compliance with the Standard Notice procedure established by the Constitution and Bylaws; (ii) maintaining an on-going and up to date budget on the website of the Church (including a monthly report of giving); and (iii) reporting on all assets and liabilities of the Church, including, without limitation, endowments and gifts which are restricted in their use. The Treasurer shall be a voting member of the Church Council and the Executive Committee as well as a member of the Board of Finance.

### **3. Boards.**

This Congregation shall establish various Boards to assist the Church Council and the Executive Committee in implementing the policies of the Voters Assembly. Each Board shall be responsible for preparing monthly written reports to the Church Council, explaining in sufficient detail: (i) the work undertaken by the Board during the preceding month and the sources and uses of funds related thereto; (ii) the status of any ongoing projects or ministries; (iii) the anticipated work of the Board to be undertaken in the next month and quarter, including the sources and uses of funds associated therewith; and (iv) an update on the status of the annual goals established by the Board.

Such written report shall be delivered to the Secretary at least one week in advance of the next Church Council meeting. The Secretary shall e-mail all such reports to the Church Council immediately so that the Church Council can have an opportunity to consider the work of each Board prior to the Church Council meeting and shall maintain a publically available archive of those reports (unless the Executive Committee specifically makes a determination that a report contains information not suitable for general publication, in which case the report should be maintained in a confidential basis). In addition, each Board shall prepare: (i) annual, tangible and measurable goals for submission to the Church Council, updated on a monthly basis as a part of the reporting to the Church Council; and (ii) an annual budget setting forth anticipated sources and uses of funds for the year for inclusion in the overall Church budget and whenever requested by the Treasurer. The term of office for a chairperson of any Board shall be for two (2) years and members of any Board shall be appointed as vacancies occur.

#### **a. Board of Stewardship and Spiritual Gifts.**

The Board of Stewardship and Spiritual Gifts shall consist of a chairperson-elected by the Voters Assembly, and an unspecified number of members as appointed by the chairperson and the Church Council. The Board of Stewardship and Spiritual Gifts shall encourage the Congregation to develop spiritual based attitudes toward (i) the stewardship of time, talents, and treasures and (ii) the gifts that the Members of the Congregation may have to offer to the Church, the Members and the community as a whole.

#### **b. Board of Elders.**

The Board of Elders shall consist of a chairperson elected by the Voters Assembly, and an unspecified number of members as appointed by the chairperson and the Church Council. The Board of Elders shall watch over the doctrine, life, and administration of the offices of Called personnel, and ensure that they are treated with due respect and that the Congregation fulfills its duty toward them with respect to their physical needs in accord with the word of God and their respective Calls. The Board of Elders shall assist the Pastor in the planning of worship, provide for services in his absence, and assist in maintaining order and discipline in difficult ministerial cases. The Board of Elders shall seek to lead members in the deepening of their spiritual life and regular participation in worship.

**c. Board of Trustees and Property.**

The Board of Trustees shall consist of a chairperson elected by the Voters Assembly, and an unspecified number of members as appointed by the chairperson and/or the Church Council. The Board of Trustees shall maintain the Congregation's property.

**d. Board of Outreach.**

The Board of Outreach shall consist of a chairperson elected by the Voters Assembly, and an unspecified number of members as appointed by the chairperson and/or the Church Council. The role of the Board of Outreach shall be to: (i) encourage a personal witness of Christian faith by those attending Church; (ii) participation in the witness of the Congregation; (iii) encourage continuing membership in the Congregation; (iv) accurately keep the membership records of the Church current; and (v) in the event that Members leave the Church, determine why the Member may have left and what could be done to prevent it in the future.

**e. Board of Christian Education.**

The Board of Christian Education shall consist of a chairperson elected by the Voters Assembly, and an unspecified number of members as appointed by the chairperson and the Church Council. The Board of Christian Education shall be responsible for the Sunday School Program, the Bible Class Program, and the Pre-School.

**f. Board of Finance.**

The Board of Finance shall consist of a chairperson elected by the Voters Assembly, and an unspecified number of members as appointed by the chairperson and the Church Council. The Board of Finance shall supervise all financial matters of the Congregation, including, without limitation, annual budgets, satellite operations, side door ministries, endowments, special gifts, directed giving and any other financially related matter affecting the Church whether or not specifically named herein. The Board of Finance shall oversee all financial aspects of the Church and shall require all ministries, satellites, missions or other sources and/or uses of funds to be accountable in a manner that the same can be accurately assessed and reported to the Church Council and the Congregation. The Treasurer shall not be a member of the Financial Review Committee but shall be a member of the Board of Finance. While the requirements of Paragraph 3 above are applicable to all other committees, the Board of Finance shall endeavor to deliver their report prior to each Church Council meeting recognizing that bank statements and expense data may occasionally prevent compliance with Paragraph 3. The Board of Finance shall be responsible for creating a written plan of investment objectives (the "Investment Plan") for the Church and, following approval of such Investment Plan by the Church Council, implementing the Investment Plan. The Board of Finance shall review the Investment Plan at least annually to determine if the Investment Plan continues to be appropriate for the Church and, if necessary, submit proposed changes to the Church Council if the Investment Plan needs

revision. The current Investment Plan of the Church and all revisions thereto shall be maintained on the website established by the Church for the Congregation.

**g. Board of Social Service Ministries.**

The Board of Social Ministry shall consist of a chairperson elected by the Voters Assembly, and an unspecified number of members as appointed by the chairperson and the Church Council. The Board of Social Ministry shall coordinate and supervise an effective and adequate Social Ministry Program.

**h. Board of Fellowship.**

The Board of Fellowship shall consist of a chairperson elected by the Voters Assembly, and an unspecified number of members as appointed by the chairperson and the Church Council. The Board of Fellowship is responsible for fostering and managing the social activities within the Church.

**i. Board of Youth Ministries.**

The Board of Youth shall consist of a chairperson elected by the Voters Assembly, and an unspecified number of members as appointed by the chairperson and the Church Council. The Director(s) of Christian Education assigned as Youth Leader(s) shall be an advisor to the Board of Youth. The Board of Youth shall endeavor to involve the youth of the Church in promoting their participation in special and general programs of worship, learning, witness, service, and fellowship.

**j. Board of Worship and Music.**

The Board of Worship and Music shall consist of a chairperson elected by the Voters Assembly, and an unspecified number of members as appointed by the chairperson and the Church Council. The Music Director shall be a non-voting, ex-officio member of the Board of Worship and Music. The Board of Worship and Music shall be responsible for the music of the Church, the Altar Guild, Acolytes, Music Director, Choirs, Organist, special programs, service times, Sunday School times, lights, sound, bulletins, and any other worship related programs or activities.

**4. Committees.**

This Congregation shall have the following Committees:

**a. Executive Committee.**

The Executive Committee shall consist of the Officers and the Senior Pastor(s). The Secretary shall attend all Executive Committee meetings and keep notes of all such meetings. The duties of the Executive Committee shall include: (i) hiring, supervision, annual written evaluation, and termination of all paid staff following input from the Senior Pastor; (ii)

supervision and evaluation of Called personnel with input from the Board of Elders; (iii) support of the activities of the Church; (iv) review and approval of all staff personnel issues to be brought before the Church Council; (v) development of annual salary recommendations for all staff and Called personnel; (vi) regular review of the financial status of the Congregation, including forecasting and budget analysis necessary to anticipate problems and opportunities such that they may be timely brought before the Church Council for action; and (vii) supporting the Boards and Committees of the Church and attending their meetings as needed. The Executive Committee shall meet at least one (1) time per month separately from the Church Council to discuss and address the business, legal and spiritual affairs of the Church. The Executive Committee shall have the right to discuss legal issues, assist in conflict resolution between Members, Called Staff and/or non-Called staff, and address those other limited issues as counsel for the Church may deem necessary in a closed meeting of the Executive Committee, subject to review and approval of any resulting recommendations by the Church Council. It is advised that at least one member of the Executive Committee shall all attend staff meetings of the Church as often as possible. Decisions made by the Executive Committee are subject to review by either or both the Voters Assembly and the Church Council upon request. The Executive Committee shall be ex-officio members of all Boards and Committees.

**b. Nominating Committee.**

A nominating committee shall consist of the Executive Vice-President as chairman, and four (4) members appointed by the Church Council who are experienced in hiring and selection of personnel. The purpose of the Nominating Committee is (i) identify and develop the talents of the Voting Members of the Congregation for the benefit of the Congregation by assisting Voting Members to recognize and use their time and talents to the glory of God; (ii) to support the Church Council and all Boards in the development of successor planning for the leadership of their Boards; and (iii) to assist the leaders of the Boards in obtaining new members who are both qualified and capable of assisting in the designated role. The Senior Pastor (or, in the absence of a Senior Pastor, a Pastor serving pursuant to Call, or, in the absence of both, the interim Pastor) shall provide advice and support to the Nominating Committee in considering prospective Voting Members of the Congregation for any potential role within the Congregation.

In addition to the ongoing and continuous obligation described in the preceding paragraph, the Nominating Committee shall: (a) advise the Congregation in advance that submission of nominations from the Congregation will close six (6) weeks prior to the initially scheduled date of the annual November Voters Assembly; (b) publish a slate of candidates in the October Newsletter in advance of the annual Voters Assembly. Provided that nominations from the Congregation are timely received, any voting member may submit to the committee additional names for inclusion on the list, and such names shall be placed in nomination by the Nominating Committee along with the candidates already chosen. There shall be no nominations from the floor during a Voters Assembly. The slate proposed by the Nominating Committee shall normally consist of one name for each office and shall be posted on the website established by the Church at least fourteen (14) days prior to the Voters Assembly.

**c. Planning Committee.**

The Planning Committee shall consist of a chairman appointed by the Executive Committee, the Associate Vice-President and three (3) other Voting Members appointed by the Church Council. The Planning Committee shall be responsible for the development of a two year plan and a five year plan for the Congregation and the presentation thereof every two (2) years to the Congregation at the Voters Assembly. The Planning Committee shall assemble and integrate the annual goals of each Board and shall interact with the Executive Committee to implement and track the implementation of two year plan and a five year plan. As with all business matters of the Church, two year plan and a five year plan (and all prior copies thereof) shall be maintained and updated on the website established by the Church.

**d. Call and Dismissal Committee.**

For the purpose of Calling and dismissing Ordained or Commissioned ministers, a Call Committee shall be selected by the Executive Committee and ratified by the Church Council. It shall be presided over by the Executive Vice-President and shall consist of seven (7) members, including one (1) member of the Board of Elders. The Senior Pastor (or, in the absence of a Senior Pastor, a Pastor serving pursuant to Call, or, in the absence of both, the interim Pastor) shall provide advice and support the Call and Dismissal Committee in considering prospective candidates. The Call and Dismissal Committee shall follow the procedures set forth in Section I of the By-Laws. The Call and Dismissal Committee shall interact with the Planning Committee on a regular basis to address pastoral succession and/or replacement issues as circumstances warrant.

The Call and Dismissal Committee shall make recommendations related to any Call or staff position to be made by the Church, whether part time or full time, and the length (if any is specified) and terms of such Call.

(i) In the screening process for a Called position, the Call and Dismissal Committee shall submit all names to the District President for information and evaluation. After receiving information and recommendations from the District President, the Call and Dismissal Committee shall present to the Congregation in writing, a list of qualified candidates along with a biographical sketch of each candidate for consideration.

(ii) In the dismissal process, the Call and Dismissal Committee shall discuss the advantages and disadvantages related to the action proposed, bearing in mind the biblical and legal implications of any decision to be made, as well as the impact thereof on the Church. As set forth in Article VI of the Constitution, reasons for dismissing a pastor, teacher or staff member may be, without limitation: Persistent adherence to false teaching, living an ungodly life, unfaithfulness, or failure to perform a pastor's or teacher's duties. Following such consideration and written evaluation, the Call and Dismissal Committee shall present to the Congregation an oral report related to the same in keeping with advice provided by legal counsel (if appropriate).

The Call and Dismissal Committee shall also provide guidance to the Executive Committee and the Church Council as to the terms of the written employment contract or Call document that shall be offered to a prospective Call recipient (the terms of which shall not initially exceed two (2) years for a limited Call recipient) and shall be subject to review and renewal. The Call and Dismissal Committee shall also provide guidance to the Executive Committee and the Church Council as to the terms of the written at-will employment contract that shall be offered to a prospective teacher or staff member. It is the policy of the Church to hire all non-Called personnel on an “at will” basis with a written contract acknowledging the same and incorporating by reference the guidelines of Article VI of the Constitution.

**e. Financial Review Committee.**

The Financial Review Committee shall be selected by the Executive Committee and ratified by the Church Council. It shall be presided over by a Chairman and shall consist of two Voting Members who are experienced in financial reporting and/or audit or financial review who shall audit or review, as appropriate, the financial records of the Congregation once a year at a date within ninety (90) days of the end of each fiscal year and provide an annual written report to the Voters Assembly. The audit or review, as appropriate, shall insure transparency in all accounting of the Church and the Community Lutheran Church Endowment Fund(s) and shall endeavor to make sure that the obligations of the Treasurer and the Board of Finance are being met. The Financial Review Committee may, at its option, engage a professional to assist them with an audit if the majority of the Financial Review Committee deem the hiring of a professional to be both necessary and appropriate given their work in reviewing the records of the Church. The findings of the Financial Review Committee shall be posted to the website of the Church.

**f. Endowment Committee.**

The Chairman of the Endowment Committee shall be selected by the Executive Committee and ratified by the Church Council. It shall be presided over by a Chairman and shall consist of at least two additional Voting Members who are experienced in business operations and legal documents. The Endowment Committee shall operate under the current version of the Community Lutheran Church Endowment Investment Policy and shall operate in accordance with guidelines established by the Executive Committee and the Board of Finance, all as approved the by Church Council.

**g. Constitutional Review Committee.**

The Chairman of the Constitutional Review Committee shall be selected by the Executive Committee and ratified by the Church Council. It shall be presided over by a Chairman and shall consist of at least two additional Voting Members who are experienced in business operations and legal documents. The Constitutional Review Committee shall review the proceedings of the Church to determine compliance with the Constitution and Bylaws and provide input as to when a revision or revisions to the Constitution and/or Bylaws may be appropriate, it being anticipated that revisions would occur infrequently. The Constitutional Review Committee shall provide an annual written report to the Voters

Assembly. The current findings (and all prior reports thereof) of the Constitutional Review Committee shall be posted to the website of the Church.

#### **h. Ad Hoc Committees.**

Ad-Hoc Committee(s) may be formed by the Church Council or the Executive Committee, subject to the following specific limitations: (a) the Ad-Hoc Committee will be a "Specific Purpose" committee that shall only be established with an outside termination date set by time or by the occurrence of a specific event; (b) the Ad-Hoc Committee may be created only by a majority vote of: (i) the Executive Committee; or (ii) the Church Council, and shall report back to the entity which authorized the formation; (c) the Ad-Hoc Committee is limited by the powers of the entity which created them and cannot: (i) undertake actions beyond that which the entity forming them may delegate powers; or (ii) assume or be delegated responsibilities which are within the purview of existing Boards and/or Committees (i.e., responsibilities belonging to one Board or Committee cannot be delegated to or changed to an Ad-Hoc Committee), absent the written consent and participation of that Board or Committee delivered to the Ad Hoc Committee and the Church Council; and (d) the Ad-Hoc Committees are bound by the same rules and spirit of order which bind all other boards and committees as discussed in the Constitution and By-Laws.

#### **Section V – Church Council.**

The role of the Church Council is that of elected representatives of the Congregation through the Voters Assembly who are entrusted with the implementation and execution of the decisions of the Church. The Church Council shall consist of the President, the Executive Vice-President, the Associate Vice-President, Secretary, Treasurer, and the chairperson or designee of each board. A quorum will be established by a simple majority of the Church Council.

The Church Council will meet regularly in a meeting open to all Members of the Church (an "Open Session) on a monthly basis or as otherwise deemed necessary, to receive and hear reports from their various boards, and in general, to take such action as shall seem advisable to implement the Congregational program. The decision of the Church Council may only be reviewed by the Voters Assembly.

In consultation with Pastor, the Church Council, as the representative body of the Congregation, shall advise, supervise and support the committees, Boards, and/or positions needed to carry on the work of the Congregation. The Senior Pastor shall provide advice to all church boards and committees. The immediate Past President shall also be an advisory participant of the Church Council and shall provide counsel to the President.

#### **Section VI - Quorum.**

The Voting Members present at a properly noticed meeting of the Voters Assembly as provided in the Constitution and Bylaws, a quorum shall be established.



## **Section VII - Rules of Order.**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern in all cases to which they are applicable and in which they are not inconsistent with the Constitution and Bylaws of the Church and any special rules of order the Voters Assembly may adopt.

## **Section VIII – Role of Senior Pastor.**

In addition to the spiritual roles of a Called and ordained pastor ministering to the Church, the Senior Pastor shall be the day to day Manager of the Church and shall be the supervisor of all paid staff, volunteers and Called personal. The Senior Pastor shall make recommendations for annual reviews, employment matters, hiring and termination of paid staff and volunteers, to the Executive Committee. The Senior Pastor shall report to the Executive Committee regarding the day to day operations of the Church in order that the Executive Committee may fulfill its obligations under these Bylaws. The designation of "Senior Pastor" shall only be made by Call.

## **Section IX - Endowment Funds.**

**1. General Purpose and Special Purpose Funds.** The Church desires to have and maintain the following endowment funds:

a. The Church shall have a general-purpose restricted fund called the "Community Lutheran Church Endowment Fund." The terms of the Community Lutheran Church Endowment Fund are as established by the Executive Committee and the Board of Finance, all as approved the by Church Council.

b. The Church Council may create other endowment funds for special purposes. Each special purpose endowment fund shall be named so as to clearly identify the purpose of the fund.

### **2. Purposes of Endowment Funds.**

a. The purpose of the Community Lutheran Church Endowment Fund shall be to receive restricted and unrestricted gifts and bequests from individuals who desire to help the Church accomplish its mission. The Church encourages all donors to designate any restrictions on the use of funds in writing or such funds will be considered unrestricted in nature.

b. The purpose of each special purpose endowment fund shall be clearly identified in its name. For example, the Board of Directors may create a special purpose endowment fund called the Community Lutheran School Scholarship Endowment Fund to provide tuition assistance to students attending Community Lutheran School.

### **3. Special Purpose Endowment Funds.**

a. The terms and conditions of each special purpose endowment fund shall be drafted in accordance with this Section IX by a special committee appointed by the Church Council. The draft shall be reviewed and, if appropriate, approved by the Church Council. If the Church Council determines that an amendment is appropriate, they may return the draft for revision by the special committee or the Church Council may amend the draft prior to approval, in which case the amendment shall be subject to approval by the special committee.

b. Each special purpose endowment fund shall provide that the fund shall be managed by the Church Council in the same manner as the Community Lutheran Church Endowment Fund, except as follows:

i. Distributions may be requested by, and distributed to, only such parties as are responsible for carrying out the special purpose.

ii. Each special purpose endowment fund shall prohibit borrowing there from by the membership of the Church or by any of the other endowment funds of the Church.

**4. Reporting.** The financial condition of the Community Lutheran Church Endowment Fund shall be reported to the Board of Finance and the Church Council monthly. The Board of Finance shall prepare: (i) annual, tangible and measurable goals for submission to the Church Council, updated on a monthly basis as a part of the reporting to the Church Council; and (ii) an annual budget setting forth anticipated revenues and expenses for the year for inclusion in the overall Church budget and whenever requested by the Treasurer. The status of the Community Lutheran Church Endowment Fund shall be reported monthly and annually on the website for the Church.

### **Section X – Satellite Ministries.**

The Voters Assembly has previously approved the establishment of a satellite location of the Church in San Marcos, California. The establishment of future satellite locations (if any) shall be reviewed by the Boards and recommendations from each Board shall be considered by the Church Council prior to making a recommendation for the establishment of future satellite locations. The Voters Assembly shall be required to approve any future Satellite locations which may be suggested by the Boards and approved by the Church Council by Secret Written Ballot. Any satellite location, including the satellite location of the Church in San Marcos, California, shall abide by the Constitution and these Bylaws, and shall report their activities to the Boards established by these Bylaws.

### **Section XI – Side Door Ministries.**

The Church has previously established various ministries known as “Side Door Ministries” which are intended to provide alternative methods to reach out to the community

to proclaim the Gospel. These Side Door Ministries include, without limitation, the various drama productions put on by the Church and the Stephen Ministry. Each program established as a Side Door Ministry shall report their activities to the Boards established by these Bylaws.

### **Section XII – Church Website.**

The Church understands that access to data in an electronic format on the internet is widely acceptable and can enhance the availability of information to the members of the Congregation. The Church shall therefore utilize the website established by the Church (or whatever future version of mass media or information distribution may develop from website use) to:

1. Post the current version of the Constitution and Bylaws of the Church on the Website established by the Church and shall also maintain archival records reflecting the changes made from prior versions of the Constitution and Bylaws.

2. Maintain a current list of all Called personnel, paid staff and the Church Council along with e-mail addresses to facilitate email conversations or inquiries from members of the Congregation and the public.

3. Maintain the non-private business records of the Congregation be made available to the Congregation in an easily understood format via the internet in a manner designed to promote access to members of the Congregation, while protecting personally identifiable information and confidential records.

4. Post such other information as the Church Council may approve in a manner designed to spread the teachings of the Gospel and promote the Church, including for example, upcoming events, activities, ministries, sermons, and other outreach information.

### **Section XIII - Amendments.**

These Bylaws may only be amended in a properly convened meeting of the Voters Assembly properly noticed in accordance with the Amendment Notice as set forth in Article XII of the Constitution.