

BYLAWS OF COMMUNITY LUTHERAN CHURCH OF ESCONDIDO, CALIFORNIA

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~~ **confirmed** 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 A~~ Call ~~and~~ **or** Dismissal Committee will be formed, in accordance with these Bylaws, for the purpose of screening candidates or discussing dismissal, as appropriate. The Call ~~and~~ **or** 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~~ **or** 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~~ **Confirmed** 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~~ **should** 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~~ **any** 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, **or fifty (50) Voting Members, whichever is less.**~~at any time (which shall in no event require more than fifty (50) Voting Members of the Church).~~

Section IV – Officers, Boards, Committees 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 **expected** ~~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~~ **should** 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 **income and expense statement** ~~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 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 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. **The Executive Committee, with the exception of the Pastor, shall be elected in odd-numbered years. The following committees shall be elected in even-numbered years: Trustees, Elders, Worship and Music, Youth and Stewardship. The following committees shall be elected in odd-numbered years: Outreach, Social Services, Christian Education, Fellowship and Finance.**

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 **A** 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 A~~ Secretary shall attend all Church Council and the Executive Committee meetings. ~~The A~~ Secretary shall promptly deliver the meeting minutes of the ~~Executive Committee meetings,~~ Church Council meetings and any Voters Assembly and shall ~~both~~ maintain **both** in the records of the Congregation and post the same on the Church website. **A Secretary shall be a non-voting member of the Church Council and Executive Committee. However, the Executive Committee may appoint another Secretary to support that Committee exclusively.**

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 **Income and Expense Statement** 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,~~ **and 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~~ **Income and Expense Statement** 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 **Income and Expense Statement** ~~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 publicly 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/or the Church Council. The Board of Stewardship and Spiritual Gifts shall encourage the Congregation to develop spiritual based attitudes **that create a culture of generosity** toward (i) the stewardship of time, talents, ~~and~~ treasures, **and testimony**, and (ii) the gifts that the Members of the Congregation may have to offer to **strengthen and build up** 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 **Senior Pastor and the** chairperson ~~and~~ **with the approval of** the Church Council. The Board of Elders shall **assist the Pastor(s) in** watching 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(s) ~~in the planning of worship,~~ **by providing** for services in his/**their** 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; **and** (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/or the Church Council. The Board of Christian Education shall be responsible for the Sunday School Program, the Bible Class Program, Community Groups, and all other educational programs. and the Pre-School.

f. Board of Finance.

The Board of Finance shall consist of a chairperson elected by the Voters Assembly, the treasurer, and an unspecified number of members as appointed by the chairperson and/or 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 as required 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/or 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/or 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/or 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/or 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,~~ Audio/Visual, ushers, 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) ~~approval of hiring~~ **approval of hiring new hires, promotions,** ~~supervision,~~ annual written evaluations, 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 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 **or** 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 **approved** 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)~~ **four (4)** weeks prior to the initially scheduled date of the annual November Voters Assembly; (b) publish a slate of candidates ~~in the October Newsletter~~ **fourteen (14) days** in advance of the annual Voters Assembly. ~~Provided that nominations from the Congregation are received in a timely manner~~ **are received in a timely manner** timely received, any voting member may submit to the committee additional names for inclusion on the **slate** 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~~ **s** 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 Executive Committee may establish a~~ **The Planning Committee shall consist**ing of a chairman appointed by the Executive Committee, the Associate

Vice-President, **the Senior Pastor**, and three (3) other Voting Members **approved** ~~appointed~~ by the Church Council. The Planning Committee shall be responsible for the development of **strategic planning goals** ~~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 Committees.

For the purpose of calling ~~and~~ **or** 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 **Called or staff positions** 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~~ **or** 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. **Neither the Treasurer nor Members of the Board of Finance shall be members of the Financial Review Committee.** 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 **six (6) months** ~~ninety (90) days~~ of the end of each fiscal year and provide an annual written report to the ~~Voters Assembly~~ **Church Council**. 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 **published**. ~~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 **(2)** 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~~ **by the** Church Council.

g. Constitutional Review Committee.

The Chairman of the Constitutional Review Committee shall be selected by the Executive Committee and **approved** ratified by the Church Council. It shall be presided over by a Chairman and shall consist of at least two **(2)** 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 **published and presented to the Church Council and the Voter's Assembly for approval.** ~~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 ~~the~~ Pastor(s), 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~~ Church Staff shall provide advice to all appropriate church boards and committees. The immediate Past President shall ~~may~~ also be an advisory participant of the Church Council and shall ~~may~~ 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 shall establish a quorum. ~~., 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 personnel. 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 IX - Funds.

1. General Purpose and Special Purpose Funds

The Church has and shall maintain three types of funds, General fund to be used to support the Purpose of the Church, Dedicated Funds to support special programs carrying out the Purpose of the Church, and Endowment Funds to support the Purpose of the Church.

a. The Church shall have a general-purpose fund that will be allocated to the various ministries in an annual budget.

b. Dedicated Funds are monies given to support specific ministry programs and shall be maintained in the Church's general asset account and designated to a specific purpose.

c. Community Lutheran Church Endowment Fund consists of monies given to establish an investment fund where the interest income may be reinvested and/or used to support the mission of the Church. The Church Council may create other endowment funds for special purposes. Each special purpose endowment fund shall be named to clearly identify the purpose of the fund.

2. Purposes and Distribution of the General Fund

a. The purpose of the General fund is to hold for distribution the gifts and revenue received for the operation of the Church and its ministries. The distribution of the funds shall be per an annual budget, which shall be developed by each board submitting their request to the Treasurer. The budget request will be reviewed by the Board of Finance which shall submit a recommendation for approval by the Executive Committee and Church Council. The final budget shall be submitted to the Congregation and approved at a voters' meeting annually.

b. Annual Budget management and Adjustments- Each board shall be accountable for its budget. Anticipated expenditures that exceed the total budget for the board shall be reviewed by the Board of Finance and approved by the Executive Committee and Church Council. The total annual expense budget may be increased by not more than three (3) percent without approval of the Congregation. The exceptions to the above are expenses incurred by the trustees in the event of emergencies. In such cases approval is required by the Executive Committee only, which shall notify the Board of Finance and Church Council.

3. Purposes and Distribution of Dedicated Funds

a. The overall purpose of Dedicated Funds is to hold and distribute the monies that are given for a specific purpose. In the event the purpose or requirement no longer exists, then the remaining funds will be distributed to the specific ministry represented by the purpose. The distribution of Dedicated Funds shall be approved by the ministry whose purpose it supports. If no specific ministry is identified, then the Executive Committee shall determine the distribution. Borrowing from the Dedicated Funds may only be approved by the Congregation.

4. Purposes and Distribution of Endowment Funds

- a. Endowment Funds may be received as either restricted or unrestricted gifts as designated by individuals who desire to help the Church accomplish its mission. All designations or restrictions on the use of funds must be in writing or such funds will be considered unrestricted.
- b. Each special purpose endowment fund shall be clearly identified in its name.
- c. Borrowing from the Endowment Funds may only be approved by the Congregation.

5. Special Purpose Endowment Funds

a. The terms and conditions of each special purpose endowment fund shall be drafted in accordance with this section by a committee appointed by the Church Council. The draft shall be reviewed and approved by the Church Council.

b. Each special purpose endowment fund shall be managed by the Church Council. Distributions may be requested by, and distributed to, only such parties as are responsible for carrying out the special purpose.

6. Reporting

The financial condition of the Community Lutheran Church Endowment Fund shall be reported to the Board of Finance and the Church Council quarterly. The Board of Finance shall prepare an annual budget setting forth expenses for the year for inclusion in the overall Church budget. The status of the Community Lutheran Church Endowment Fund shall be made available upon request.

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~~ ministries (if any) shall be reviewed and approved by the Boards and recommendations from each Board shall be considered by the Church Council and Voter's Assembly prior to making a recommendation for the establishment of future satellite locations. ~~The Voters Assembly~~ Church Council shall be required to approve any future Satellite locations for the satellite ministries, which may be suggested by the Boards and approved by the Church Council by Secret Written Ballot. Any satellite location ministry, 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 therefor 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.