

## ST. JOHN’S LUTHERAN CHURCH OF ORANGE

### CONSTITUTION

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## **ARTICLE 1 – NAME AND STATUS**

### **Section 1.1 Name.**

The name of this congregation is:

**ST. JOHN’S LUTHERAN CHURCH OF ORANGE**

### **Section 1.2 Incorporation.**

This congregation is incorporated under the name St. John’s Lutheran Church of Orange, evidenced by the corporation’s Articles of Incorporation on file with the California Secretary of State stating that as the name of the corporation.

### **Section 1.3 Parallel References.**

References to “Lutheran Church” in this Constitution or the Articles of Incorporation or the Bylaws of this congregation shall mean, as the context indicates, either or both The Lutheran Church–Missouri Synod or St. John’s Lutheran Church of Orange. References to St. John’s Lutheran Church of Orange, or to this congregation, shall include this congregation as an incorporated organization.

## **ARTICLE 2 – GOVERNING DOCUMENTS**

This congregation is subject in all matters to the Word of God in the Old and New Testaments. Subject to that rule, and to the requirements of the constitution and bylaws of the Lutheran Church–Missouri Synod, the documents governing this congregation in the conduct of its affairs and the pursuit of its mission, and referred to as our Governing Documents, are the following, as most recently amended:

- Restated Articles of Incorporation of St. John’s Lutheran Church of Orange
- Constitution of St. John’s Lutheran Church of Orange
- Bylaws of St. John’s Lutheran Church of Orange.

The Bylaws may include additional provisions concerning the subjects in this Constitution, and other provisions for the conduct of the affairs of the congregation, not inconsistent with the provisions of the Articles of Incorporation or this Constitution. The congregation may adopt such other policies, resolutions, rules, or practices as appear appropriate for the conduct of its affairs in the pursuit of its mission.

In the case of any conflict between provisions, the Governing Documents listed above shall have precedence in the order listed, and shall have precedence over all other policies, resolutions, rules, and practices of the congregation.

### **ARTICLE 3 – PURPOSE AND POWERS**

#### **Section 3.1 Purpose.**

The purpose of this congregation shall be to carry on the work of a Lutheran congregation in accordance with the confessional standard of the Lutheran Church–Missouri Synod, including the preaching and teaching of the Word of God, the administration of the sacraments, the conduct of a school or schools, the provision of assistance to those in need, and the establishment and maintenance of a cemetery for the benefit of its members.

#### **Section 3.2 Powers.**

This congregation shall have all powers necessary and appropriate to achieve its purposes. The purposes of this congregation, and its powers, are also as further set forth in its Articles of Incorporation, in this Constitution, and in the Bylaws.

### **ARTICLE 4 – CONFESSIONAL STANDARD**

As our confessional standard, this congregation acknowledges and accepts all the canonical books of the Old and New Testaments as the revealed Word of God, verbally inspired, and acknowledges and accepts all the Symbolical Books of the Lutheran Church, contained in the *Book of Concord of 1580*, to be a true and genuine exposition of the doctrines of the Bible. These Symbolical Books are:

- The three Ecumenical Creeds (the Apostolic, the Nicene, and the Athanasian);
- The Unaltered Augsburg Confession, and the Apology of the same;
- The Smalcald Articles;
- Luther’s Large and Small Catechisms;
- The Formula of Concord; and
- The Treatise on the Power and Primacy of the Pope.

## ARTICLE 5 – MEMBERSHIP

### Section 5.1 Categories of Membership.

St. John's welcomes individuals as members of the congregation in the following categories:

**5.1.1 Baptized Members** are all who have been baptized in the name of the Triune God, Father, Son, and Holy Spirit (Mark 16:16), and who demonstrate an interest in regularly worshiping with our congregation, either individually or as part of a family.

**5.1.2 Communicant Members** are those individuals who have been baptized in the name of the Triune God, who have been confirmed in the Lutheran faith, who accept the confessional standard of our congregation set out in Article 4 of this Constitution, who do not hold membership in any organization whose principles and conduct conflict with the Word of God, and who have been received into Communicant Membership in our congregation in accordance with procedures that may be established by our Bylaws. References in this Constitution or the Bylaws to "Members" means Communicant Members, except as the context may otherwise indicate.

**5.1.3 Voting Members**, or "Voters," are those Communicant Members who are at least eighteen years of age, and who accept and agree, in accordance with procedures that may be established by our Bylaws, to be bound by this congregation's Governing Documents as duly amended from time to time. Only Voting Members shall be entitled to vote at a Congregational Assembly.

### Section 5.2 Termination of Memberships.

The status of an individual as a Communicant Member may be terminated either by the voluntary action of a Member, or by the congregation, in accordance with procedures that may be established by our Bylaws.

## ARTICLE 6 – PARTICIPATION BY COMMUNICANT MEMBERS

### Section 6.1 Expectations for Participation.

Communicant Members are encouraged and expected, on account of their faith and their confession, to worship faithfully, to partake of the Lord's Supper frequently, to study the Word, to lead a Christian life, and to support this congregation and its ministries as their gifts permit.

## **Section 6.2 Parents of School-Age Children.**

Communicant Members who are parents of school-age children are encouraged to send their children to St. John's Lutheran School, and should, if at all possible, have their children instructed and confirmed in the Lutheran faith when they have attained the proper age and understanding.

## **ARTICLE 7 – CONGREGATIONAL ASSEMBLIES**

### **Section 7.1 Definition; Authority of Congregational Assemblies.**

(a) Definition. The Communicant Members of this congregation, meeting together from time to time in accordance with the provisions of this Constitution and the Bylaws, shall constitute a Congregational Assembly.

(b) Authority. Subject to the authority in all matters of the Word of God in the Old and New Testaments and the Confessional Standard of this congregation, a Congregational Assembly, acting through the Voting Members, shall be empowered to decide all matters relating to the affairs and governance of the congregation, and shall be the final authority on all such matters. Any action taken by a Congregational Assembly may not be rescinded or altered by any Council, officer, staff, or other body of the congregation.

### **Section 7.2 Annual Congregational Assemblies.**

**7.2.1 Schedule and Call.** The congregation shall hold an Annual Congregational Assembly every year in the month of May. This meeting shall be called by the Council of Trustees, or by the Senior Pastor and the president of the congregation acting together, and notice given as provided in the Bylaws. If an annual Congregational Assembly is not held when required, it shall be called for the earliest feasible alternative date.

**7.2.2 Business at Annual Congregational Assemblies.** At each Annual Congregational Assembly, the congregation shall:

- (1) Adopt a budget for the next fiscal year, beginning on July 1 of the current calendar year;
- (2) Elect the chairs and members of the Governing Councils, and the Congregational Officers, as provided in the Constitution, to take office for the terms to which elected beginning on July 1 of the current calendar year;



- (3) Confirm appointments of the chairs of the Ministry Councils as provided in these Bylaws;
- (4) Receive reports from the Senior Pastor, the president of the congregation, and others on the conduct of the congregation's business since the previous Congregational Assembly, including on the congregation's finances for the previous fiscal year and for the current fiscal year to date; and
- (5) Conduct other business properly brought before the meeting.

### **Section 7.3 Special Congregational Assemblies.**

**7.3.1 Schedule and Call.** The congregation may hold additional Congregational Assemblies during the year, as Special Congregational Assemblies.

(a) **Call; Content of Call.** A Special Congregational Assembly may be called by the Council of Trustees, or by the Senior Pastor and president of the congregation, acting together; the call shall specify the nature of the business to be conducted, and the date, time, and place of the Assembly.

(b) **Call Initiated by Petition.** A Special Congregational Assembly shall be called by the Council of Trustees in response to a petition specifying the nature of the actions intended to be proposed and signed by at least seventy-five Voting Members; the call by the Trustees shall include the actions intended to be proposed as specified in the petition, and the date, time, and place of the Assembly, which shall be within ninety days of the Trustees' receipt of the petition.

**7.3.2 Business at Special Congregational Assemblies.** A Special Congregational Assembly may conduct such business, a description of which is included in the notice of the Assembly. No other business may be conducted at a Special Congregational Assembly.

### **Section 7.4 Actions by Congregational Assemblies.**

A Congregational Assembly may act only through the Voting Members of the congregation, and any binding action by a Congregational Assembly must be taken by the Voting Members. References in this Constitution or the Bylaws to an action by a Congregational Assembly, or by the congregation, shall mean an action taken by the Voting Members.

## **Section 7.5 Quorum and Voting Requirements at Congregational Assemblies.**

**7.5.1 Requirements in General.** The Voting Members present at any Congregational Assembly duly called and noticed shall constitute a quorum for the conduct of business and may take action by a majority vote of those present and voting, except as otherwise specified in this Constitution or the Bylaws.

**7.5.2 Requirements for Certain Actions.** A quorum of at least seventy-five Voting Members and an affirmative vote by two-thirds of those present and voting at a Congregational Assembly shall be necessary to take any of the following actions:

- (1) Amend the Articles of Incorporation;
- (2) Take a final vote to amend this Constitution;
- (3) Approve a change in the governing documents of a self-governing body within the congregation, when that quorum and minimum vote is required by the governing documents of that body as approved by the congregation;
- (4) Authorize a divine call to an ordained or commissioned minister, except that a call to a teacher in the school may be authorized by a majority vote;
- (5) To remove any called minister, including a teacher in the school;
- (6) Remove from office any elected chair or member of a Governing Council, or an elected Congregational Officer;
- (7) Authorize the erection or major alteration of buildings; or
- (8) Purchase, sell, or encumber real property.

## **Section 7.6 Attendance at Congregational Assemblies.**

**7.6.1 Open to Members.** A Congregational Assembly shall ordinarily be open to all members of the congregation, and all members are invited to attend.

**7.6.2. Closing Meetings.** The Voting Members may determine by a majority vote of those present and voting to close a Congregational Assembly to all but Voting Members (i) to consider the removal from office of an ordained or commissioned minister or elected officeholder of the congregation, or (ii) the involuntary termination of membership of a member of the congregation as provided in the Bylaws, or (iii) a matter concerning an employee of the congregation, or (iv) a matter concerning the negotiation of contracts or settlements of disputes,

or (v) involving communications with legal counsel. Members attending a closed meeting are admonished to maintain the confidentiality of sensitive matters discussed at such a meeting.

## **ARTICLE 8 – GOVERNING COUNCILS**

Subject to the authority of a Congregational Assembly, the affairs of the congregation shall be governed by a Council of Trustees, a Council of Elders, and a Council of Schools, each having the authority, powers, and responsibilities, and the members, as provided in this Article 8, and as may be further provided in this Constitution or in the Bylaws. Those Councils constitute the congregation's Governing Councils.

### **Section 8.1 Council of Trustees.**

#### **8.1.1 Authority, Powers, and Responsibilities.**

(a) General Authority. The Council of Trustees shall be the legal representative of the congregation; shall be the custodian of all property of the congregation; and shall be responsible for the general management and supervision of all business affairs of the congregation. The Trustees shall have the authority to act on behalf of the congregation between meetings of Congregational Assemblies, within limits established by a Congregational Assembly, except for matters described in Section 7.5.2 of this Constitution, requiring action by a Congregational Assembly, unless authority is specifically delegated to the Trustees for such matters by a Congregational Assembly.

(b) Accountability. The Council of Trustees shall be accountable to the Congregational Assembly for all transactions and shall act in accordance with valid resolutions and orders of the Congregational Assembly. The Council shall report all actions on behalf of the congregation to the next Congregational Assembly.

(c) Trustees as Corporation's Directors. The Trustees shall constitute the directors authorized in this congregation's Articles of Incorporation, and by the California Nonprofit Corporation Law, and shall also have the authority, powers, and responsibilities of directors provided in that law, except as provided otherwise in this Constitution or in the Bylaws.

(d) Additional Responsibilities. The Council of Trustees shall have such additional responsibilities as may be given to the Council in this Constitution or in the Bylaws.

**8.1.2 Members of the Council of Trustees.** The voting members of the Council of Trustees shall be:

- (1) The president, vice president, secretary, and treasurer of the congregation;

- (2) The congregation's Senior Pastor, or a pastor designated by him;
- (3) The chair of the Council of Elders;
- (4) The chair of the Council of Schools; and
- (5) Two additional members, elected at large from the Voting Members of the congregation.

**8.1.3 Chief ~~Staff~~ Operating Officer.** ~~The congregation's chief staff officer or staff member holding the equivalent position~~ The staff member holding the position of chief operating officer or its equivalent as designated by the Council of Trustees shall be ~~an ex-officio~~ a non-voting member of the Council of Trustees.

**8.1.4 President as Presiding Officer.** The president of the congregation shall preside at meetings of the Council of Trustees.

#### **8.1.5 Meetings and Actions.**

(a) Schedule. The Council of Trustees shall meet on a schedule set by the Trustees, or on the call of the president of the congregation, or as otherwise provided in the Bylaws.

(b) Quorum. At any meeting at which at least a majority of the voting members of the Trustees then in office is present, either in person or remotely as provided in paragraph (c), the Council may act by a majority vote of those present.

(c) Electronic Meetings. Individual Trustees may participate in any meeting by telephone or other electronic transmission, or the Council as a whole may meet by telephone or other electronic transmission, provided that notice of that meeting has been given to each member, that each member has the ability to participate, and that all members participating can hear and be heard by each other.

(d) Authority of Members. References in this Constitution or in the Bylaws to "Trustees," unless otherwise indicated, shall mean to the Council of Trustees as a body, and individual Trustees shall not have the authority to act on behalf of the Trustees unless authorized in the Bylaws or by the Trustees.

### **Section 8.2 Council of Elders.**

**8.2.1 Authority, Powers, and Responsibilities.** The Council of Elders, in conjunction with the Senior Pastor:

(a) Shall be responsible for the spiritual welfare of the congregation, its members, and its leaders;

(b) Shall ensure that the Confessional Standard of the congregation is faithfully adhered to in all aspects of the congregation's worship services and ministries;

(c) Shall ensure that the congregation continues in its purpose of carrying on the work of a Lutheran congregation, as expressed in Article 3 of this Constitution; and

(d) Shall have such additional responsibilities as may be given to the Council in this Constitution or the Bylaws.

**8.2.2 Members of the Council of Elders.** The voting members of the Council of Elders shall be:

(1) Nine members, or such greater number as may be set in the Bylaws, elected at large from the Voting Members of the congregation; one of these nine shall also be elected by the congregation as the chair; and

(2) The Senior Pastor of the congregation.

**8.2.3 Meetings and Actions.**

(a) Schedule. The Council of Elders shall meet on a schedule set by the Elders, or on the call of the chair, or as otherwise provided in the Bylaws.

(b) Quorum. At any meeting at which at least a majority of the voting members of the Elders then in office is present, either in person or remotely as provided in paragraph (c), the Council may act by a majority vote of those present.

(c) Electronic Meetings. Individual Elders may participate in any meeting by telephone or other electronic transmission, or the Council as a whole may meet by telephone or other electronic transmission, provided that notice of that meeting has been given to each member, that each member has the ability to participate, and that all members participating can hear and be heard by each other.

(d) Authority of Members. References in this Constitution or in the Bylaws to "Elders", unless otherwise indicated, shall mean to the Council of Elders as a body, and individual Elders shall not have the authority to act on behalf of the Elders unless authorized in the Bylaws or by the Elders.

**8.2.4 Council Chair as Trustee.** The chair of the Council of Elders shall serve as a voting member of the Council of Trustees.

**8.2.5 Elder on Council of Schools.** The Council of Elders shall designate one of its members to serve as a voting member of the Council of Schools.

**8.2.6 Elders on Councils of Church Ministries.** The Council of Elders shall designate one of its members to serve as a voting member of each of the Ministry Councils.

### **Section 8.3 Council of Schools.**

#### **8.3.1 Authority, Powers, and Responsibilities.**

(a) Responsibilities. The Council of Schools shall be responsible for the conduct and operation of the schools and related programs established by the congregation, to ensure that: (i) the curriculum provides the necessary education for students, that it includes instruction in the Lutheran faith appropriate for students at their grade levels, and that all instruction is of a high quality; (ii) that the principal and instructors are effective and that they are role models for a Christian life; and (iii) that the school provides a safe and nurturing environment for its students.

(b) Scope of Responsibilities. The schools and programs within the responsibility of the Council include the school consisting of grades K through 8, the preschool, and programs outside of the regular instruction periods, both during the school year and the summer.

(c) Policies. The Council may adopt and amend written policies to guide the actions of the Council, the principal, and the staff of the schools, not inconsistent with this Constitution or the Bylaws, and subject to the authority of the Council of Trustees.

(d) Additional Responsibilities. The Council of Schools shall have such additional responsibilities as may be given to the Council in this Constitution or in the Bylaws, or by the Council of Trustees.

**8.3.2 Members of the Council of Schools.** The voting members of the Council of Schools shall be:

- (1) Six members, or such greater number as may be set in the Bylaws, elected at large from the Voting Members of the congregation; one of these six shall also be elected by the congregation as the chair;
- (2) The principal of the school;
- (3) The president of the School Auxiliary or equivalent support group for the schools; and
- (4) One member of the Council of Elders, appointed by that Council.

### **8.3.3 Meetings and Actions.**

(a) Schedule. The Council of Schools shall meet on a schedule set by the Council, or on the call of the chair, or as otherwise provided in the Bylaws.

(b) Quorum. At any meeting at which at least a majority of the voting members of the Council then in office is present, either in person or as provided in paragraph (c), the Council may act by a majority vote of those present.

(c) Electronic Meetings. Individual members of the Council may participate in any meeting by telephone or other electronic transmission, or the Council as a whole may meet by telephone or other electronic transmission, provided that notice of that meeting has been given to each member, that each member has the ability to participate, and that all members participating can hear and be heard by each other.

(d) Authority of Members. References in this Constitution or in the Bylaws to “members” of the Council of Schools, unless otherwise indicated, shall mean to the Council of Schools as a body. Individual members, other than the principal of the school, shall not have the authority to act on behalf of the Council unless authorized in the Bylaws or by the Council.

**8.3.4 Council Chair as Trustee.** The chair of the Council of Schools shall serve as a voting member of the Council of Trustees.

**8.3.5 Representative on Endowment Fund.** The Council of Schools shall appoint one or more members of the Council as a director of the Education Endowment Fund, as may be provided in the bylaws of that Fund as approved by the congregation.

## **ARTICLE 9 – CONGREGATIONAL OFFICERS**

### **Section 9.1 Elected Officers.**

The congregation shall have a president, vice president, secretary, and treasurer, elected by the congregation, each with the authority, powers, and responsibilities set forth in this Article 9 or elsewhere in this Constitution or in the Bylaws, or delegated to those officers by the Council of Trustees.

### **Section 9.2 Authority, Powers, and Responsibilities.**

(a) President. The president shall preside at all Congregational Assemblies and meetings of the Council of Trustees. The president shall have such additional authority, powers, and responsibilities as may be delegated to the president by the Trustees.

(b) Vice President. The vice president shall assist the president with the duties of that office, as requested, and shall assume the duties of the president when the president is absent or unable to act, or that office is vacant.

(c) Secretary. The secretary shall have such duties as are delegated to the secretary by the Council of Trustees.

(d) Treasurer. The treasurer shall be the chief financial officer of the congregation, with such authority and responsibilities as may be delegated to the treasurer by the Council of Trustees.

### **Section 9.3 Officers as Trustees.**

The president, vice president, secretary, and treasurer shall serve as voting members of the Council of Trustees.

### **Section 9.4 Authority to Sign Documents.**

The Congregational Officers shall be the officers authorized by the California Nonprofit Corporation Law to sign an officers' certificate or other document or instrument on behalf of the congregation, and to file such documents with the appropriate authorities, when authorized in any case by the Council of Trustees.

### **Section 9.5 Additional Officers.**

In addition to the Congregational Officers, the Bylaws or the Council of Trustees may provide for other subordinate or assistant officers of the congregation, to be elected by the congregation or appointed by the Council of Trustees, and to have the authority, duties, responsibilities, and qualifications, as may be provided in the Bylaw provisions that create such offices.

## **ARTICLE 10 – ELECTIONS; TERMS OF OFFICE; VACANCIES**

The chairs and elected members of the Governing Councils (the Councils of Trustees, of Elders, and of Schools), and the Congregational Officers, shall be elected by the Voting Members of the congregation and serve terms as provided in this Article 10.



## **Section 10.1 Eligibility for Elective Office.**

Elected members of the Governing Councils, and the Congregational Officers, shall be Voting Members of this congregation when elected and remain so for the duration of their terms, and shall exhibit the expectations for Communicant Members described in Section 6.1 of this Constitution. All Voting Members of the congregation shall be eligible for nomination and election to any of those positions, in accordance with procedures for nominations and elections that may be provided in this Constitution or the Bylaws.

## **Section 10.2 Terms of Office.**

Full terms of office for elected members and chairs of the Governing Councils, and the Congregational Officers, shall be three years, which shall begin on July 1 following the election pursuant to the schedule in Section 10.4, and conclude on June 30 of the third year following, or until such later time as an election for a successor is held. The terms of chairs shall coincide with the terms of members elected as chair.

## **Section 10.3 Limits on Terms.**

### **10.3.1 Members of Governing Councils.**

(a) Trustees Elected at Large. Members of the Council of Trustees who are elected at large shall not be eligible for election to a second consecutive three-year term in that position.

(b) Members of the Councils of Elders and of Schools. Members of the ~~Governing Councils~~ Councils of Elders and of Schools, elected at large, shall not be elected to more than two consecutive three-year terms as members of those Councils, except as provided in section 10.3.2 concerning members who are also elected as the chair of a Council.

**10.3.2 Chairs of Governing Councils.** A member of the Council of Elders or Schools, who is serving as a chair of that Council at the end of that member's second full term as a member, but who has not served more than one full term as chair of that Council, may be elected to one additional term as both a member and chair of that Council.

**10.3.3 Congregational Officers.** The Congregational Officers shall not be elected to more than two consecutive three-year terms in the same office.

**10.3.4 Term Limits and Vacancies.** An election or appointment to fill a vacancy in any elective office, when at least two years are remaining in the unexpired portion of the term being filled, shall be deemed to have been for a full term. A vacancy filled for less than two years shall not be considered as a full term for purposes of the limits on terms.

## **Section 10.4 Schedule of Elections.**

**10.4.1 Members of Governing Councils and Officers.** Elections for the elected members of the Governing Councils, and the Congregational Officers, for full terms shall be held at Annual Congregational Assemblies on the following schedule, which shall repeat in three-year cycles:

(a) Year One: The president, the secretary, three members of the Council of Elders, and two members of the Council of Schools shall be elected;

(b) Year Two: The vice president, the treasurer, three members of the Council of Elders, and two members of the Council of Schools shall be elected; and

(c) Year Three: Three members of the Council of Elders, two members of the Council of Schools, and the two members of the Council of Trustees elected at large shall be elected.

**10.4.2 Chairs of Governing Councils.** Elections for the chairs of the Councils of Elders and of Schools shall be held at the Annual Congregational Assembly immediately preceding the end of the terms of the members currently serving as chairs of those respective Councils.

## **Section 10.5 Removal of Elected Officers.**

Elected members and chairs of the Governing Councils, and the Congregational Officers, may be removed from office by a Congregational Assembly that meets the quorum and voting requirements provided in Section 7.5.2, for any of the grounds specified in Section 11.3 for removal of called ministers.

## **Section 10.6 Filling Vacancies.**

(a) Vacancy in Elected Offices. A vacancy, however occurring, in the elected members or chairs of the Governing Councils, or in the Congregational Officers, shall be filled by an election at the next Annual or Special Congregational Assembly to occur, for the remainder of the unexpired term.

(b) Vacancy in Chairs. In the case of a vacancy in the chair of the Councils of Elders or Schools, the member elected or appointed to assume the chair for the balance of the term of that vacancy shall continue to serve the member's existing term on the Council, along with the chairmanship. At the end of the member's existing term on the Council, that member may be elected as a member and as the chair for additional terms as provided in section 10.3, Limits on Terms.

(c) Vacancies Filled by Council of Trustees. The Council of Trustees, in its discretion, may fill any vacant position in the elected chairs or members of a Governing Council, or in the Congregational Officers, by appointment until ~~filled by election at~~ the next Congregational Assembly, when it may be filled by election, except in the case of a vacancy in the office of president of the congregation, whose duties shall be assumed by the vice president until filled by election.

## **Section 10.7 Additional Provisions in Bylaws.**

Additional provisions concerning elections, including nominations and installation of those elected, may be provided in the Bylaws.

## **ARTICLE 11 – CALLED POSITIONS IN THE CONGREGATION**

### **Section 11.1 Called Positions.**

**11.1.1 Ministers of Religion – Ordained.** The congregation shall call one or more pastors to serve the congregation. The congregation shall call and be served only by pastors who are ordained ministers in the Lutheran Church–Missouri Synod, and on the roster of members of the Synod.

(a) Senior Pastor. The congregation shall call and be served by one pastor as the Senior Pastor, and that position shall be specified in the description of the position in the call. The Senior Pastor shall be responsible for the spiritual welfare of the congregation, including for the preaching and teaching of the Word in accordance with the Confessional Standard of this congregation, and shall supervise the pastoral staff, and to those ends shall work with and be responsible to the Council of Elders. The Senior Pastor shall also serve as the chief executive officer of the congregation, and be responsible for the direction and supervision of the congregation’s staff, under the direction of the Council of Trustees.

(b) Associate Pastors. The congregation may call one or more associate pastors, who shall have the positions, roles, and responsibilities assigned to them from time to time by the Senior Pastor, subject to the approval of the Council of Elders.

(c) Vacancies. In the event of a vacancy in the position of Senior Pastor, the Council of Trustees, in consultation with the Council of Elders, shall designate another pastor to perform the duties of the Senior Pastor until such time as a successor Senior Pastor has accepted a call to that position.

**11.1.2 Ministers of Religion - Commissioned.** To fill other positions to serve the congregation’s ministries, the congregation may call persons who are commissioned ministers in

the Lutheran Church–Missouri Synod and on the roster of members of the Synod, and who are qualified for the ministry for which they are to be called. Such positions may include:

- (1) Director of music, who may be designated by the congregation as a Minister of Music or some similar designation;
- (2) Director of Christian education;
- (3) Principal of the school;
- (4) Teacher in the school; and
- (5) Other ministries for which a commissioned minister may be called.

**11.1.3 Employing Workers Without A Call.** The congregation in its discretion may employ individuals to serve the congregation in any of the positions listed in Section 11.1.2, or in other positions, other than as a pastor, without issuing a call, whether or not those individuals are commissioned ministers and on the roster of members of the Synod. Employees who are not called may be required to accept the confessional standard of this congregation set out in Article 4 of this Constitution, and, if the position calls for it, shall agree to teach the doctrines of the Lutheran Church–Missouri Synod. The congregation, acting through any of the Governing Councils, may impose additional requirements of faith and conduct for employees under the jurisdiction of that Council.

## **Section 11.2 Calling Ordained and Commissioned Ministers.**

Calls to ordained ministers and to commissioned ministers shall be issued only by a Congregational Assembly, and the authority to do so shall not be delegated to some other body or individual in the congregation. The Bylaws may set out additional requirements and procedures to be followed in calling such ministers.

## **Section 11.3 Removal of Called Ministers from Office.**

**11.3.1 Ordained Ministers.** An ordained ~~or a commissioned~~ minister who has been called may be removed from that called position only by a Congregational Assembly at which a quorum of at least 75 Voting Members is present, which may do so after due notice to the minister stating the grounds for removal, giving the minister the opportunity to be heard, carefully considering the basis for removal, and by a two-thirds vote, for any of the following reasons:

- (1) Persistent failure or inability to perform the responsibilities of the position held in a satisfactory manner;

- (2) Adherence to false doctrine, or failure to adhere to the confessional standard of this congregation;
- (3) Personal conduct inconsistent with that of a penitent believer, or inconsistent with the standards expected of a minister holding the position;  
or
- (4) Persistent failure to meet the expectations for participation by Communicant Members, as provided in Section 6.1 of this Constitution.

**11.3.2 Commissioned Ministers.** A commissioned minister who has been called, including called teachers, may be removed from that called position: (i) for any of the reasons, and pursuant to the procedures, provided in Section 11.3.1, above; or (ii) the position is vacated due to a reduction in authorized positions or elimination of a position.

## ARTICLE 12 – SELF-GOVERNING BODIES

The congregation may from time-to-time create self-governing bodies within the congregation to serve particular purposes for the benefit of the congregation.

### Section 12.1 Creation and Dissolution.

**12.1.1 Approval by Trustees.** A proposal to create a self-governing body shall initially be submitted to the Council of Trustees, along with proposed bylaws by which it would be governed.

**12.1.2 Approval by Congregational Assembly.** If approved by the Council of Trustees, the proposed bylaws or amendment shall be submitted to a Congregational Assembly for approval. Approval by a Congregational Assembly creates the self-governing body.

**12.1.3 Amendment of Bylaws.** A proposed amendment to the bylaws of a self-governing body shall likewise be submitted to the Trustees for approval. If approved by the Trustees, the proposed amendment shall be deemed adopted, unless the Trustees determine that the amendment should also be submitted to a Congregational Assembly for approval, or unless the bylaws of that body require approval by a Congregational Assembly.

**12.1.4 Dissolution.** On the recommendation of the Council of Trustees, a Congregational Assembly may vote to dissolve a self-governing body for failure to observe the requirements for such bodies, or for inactivity, or upon the conclusion of the purpose for which it was organized, or by agreement with a majority of the directors of the body then in office.

## **Section 12.2 Requirements for Self-Governing Bodies.**

A self-governing body must:

(a) **Primary Purpose.** Have as its primary purpose the carrying on of some aspect of the work of St. John's Lutheran Church of Orange; no substantial change may be made to that primary purpose without the approval of a Congregational Assembly;

(b) **Amendments to Bylaws.** Have the approval of a Congregational Assembly for any amendments to its bylaws, as a condition of their validity, and agree to any amendments to its bylaws that may be required by a Congregational Assembly or the Council of Trustees;

(c) **Governing Board.** Have a voting majority of the body's governing board consist of Voting Members of the congregation, including at least one member of a Governing Council appointed by the Council of Trustees.

(d) **Affiliation with St. John's.** Publicly declare the body's affiliation with St. John's Lutheran Church of Orange, either in the title of the body or in some other prominent manner;

(e) **Filings with Congregation.** Keep on file with the congregation a current copy of the approved bylaws, and a list of directors and officers;

(f) **Reports on Finances.** Submit financial statements to the Council of Trustees annually, and more frequently if requested by the Trustees, in a form satisfactory to the Trustees;

(g) **Reports on Operations.** Provide reports to the Trustees as they might request on the body's operations, including what the body has accomplished for the benefit of the congregation; and

(h) **Charitable or Religious Purposes.** Operate at all times for charitable or religious purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, and not engage in any activity that would jeopardize the tax exempt status of St. John's Lutheran Church of Orange.

## **Section 12.3 Assets Managed by Self-Governing Bodies.**

**12.3.1 How Assets Shall Be Held.** All financial assets managed by a self-governing body shall be held in the name of St. John's Lutheran Church of Orange in an account for that body controlled by the congregation, and approved by the Council of Trustees.

**12.3.2 Assets on Dissolution.** Upon the dissolution of a self-governing body, the assets shall continue to be subject to any trust under which they have been held and managed by the

body, if the trust survives the dissolution of the body, and shall be managed by the Council of Trustees, but otherwise shall be distributed to St. John's Lutheran Church of Orange.

#### **Section 12.4 Current Self-Governing Bodies.**

At the time of the adoption of this Constitution, the self-governing bodies are:

St. John's Lutheran Cemetery Trust  
St. John's Lutheran Church Education Endowment Fund  
St. John's Lutheran Church School Auxiliary.

These bodies shall be deemed to have been created under this section of the Constitution, and their governing documents approved by a Congregational Assembly.

### **ARTICLE 13 – DEDICATION AND SUCCESSION OF PROPERTY**

#### **Section 13.1 Dedication of Property to Religious Purposes.**

The property of this congregation is irrevocably dedicated to religious purposes, as provided in this congregation's Articles of Incorporation. Upon the liquidation, dissolution, or abandonment of the corporation, and the dissolution or abandonment of the congregation, the property of this congregation shall be transferred as provided in the Articles of Incorporation.

#### **Section 13.2 Title to Property.**

All property owned by the congregation shall be held in the name of the congregation. Individual Communicant Members of the congregation shall not have any rights in or claim to the property of the congregation.

#### **Section 13.3 Division in the Congregation.**

In the event of a division in the congregation that results in a disagreement over which members hold the right to act as and on behalf of St. John's Lutheran Church of Orange, and to hold title to the property of this congregation, those rights shall be held:

(a) By Adherence to Confessional Standard. By those Voting Members who adhere faithfully to the confessional standards of the Lutheran Church, expressed in Article 4 of this Constitution and who desire to pledge pastors, teachers, and other called workers of the congregation to said confessions; or

(b) By Majority of Voting Members. In the event that all parties to the division profess compliance with paragraph (a), above, then by those Voting Members whose signatures appear on a petition expressing their desire to continue as the congregation known as St. John's Lutheran Church of Orange, and that petition has a greater number of signatures of Voting Members than any such petition signed by other Voting Members, and submitted to the president of ~~the Pacific Southwest District of the Lutheran Church–Missouri Synod~~, the district of The Lutheran Church–Missouri Synod in which the congregation holds membership, within a time frame specified by that president.

## ARTICLE 14 – AMENDMENTS TO GOVERNING DOCUMENTS

### Section 14.1 Requirements Applicable to All Amendments.

Amendments to any of the Governing Documents (the Articles of Incorporation, this Constitution, or the Bylaws) shall be made only in accordance with the following provisions:

**14.1.1 Proposing Amendments.** Amendments may be proposed by any of the Governing or Ministry Councils, or by any committee or self-governing body in the congregation, or by a petition signed by at least twenty five Voting Members.

**14.1.2 Adoption of Amendments.** Amendments may be adopted only by a duly called and noticed Congregational Assembly.

**14.1.3 Requirement of Writing.** Proposed amendments, whenever required by this Article 14 to be in writing, shall show the full text of any article, section, or paragraph in which the amended language would appear, sufficient to show the context of the amendment, and must be accompanied by an explanation of the purpose and intended effect of the amendment.

**14.1.4 Approval of District President.** Prior to final adoption of a substantive amendment at a Congregational Assembly, the Governing Document as proposed to be amended shall be submitted to the president of ~~the Pacific Southwest District of the Lutheran Church–Missouri Synod~~ the district of The Lutheran Church–Missouri Synod in which the congregation holds membership, for review and approval by the district, and no vote shall be taken by the congregation to finally adopt the proposed amendment until so approved by the district president.

**14.1.5 Revision to Amendments.** If a proposed amendment is itself revised at a Congregational Assembly at which final action may be taken, by an amendment which makes a substantive change in or addition to the proposed amendment, then final action on the proposed amendment, as amended, may not be taken until a subsequent Congregational Assembly following compliance with the requirements of approval by the Synod's district president and notice to the congregation of the proposed amendment as revised.



**14.1.6 Preambles.** Preambles and explanatory materials may be submitted to a Congregational Assembly with proposed amendments, but shall not become part of the Constitution or Bylaws. Preambles may nevertheless be included with the publication of the Constitution or Bylaws, as amended, if approved for that purpose by the same vote as required at the Congregational Assembly for adoption of the amendment.

**14.1.7 Effective Date.** Amendments take effect at the adjournment of the Congregational Assembly at which adopted, unless the motion to adopt specifies that they are to take effect upon adoption, or at some later time specified in the motion.

## **Section 14.2 Amendments to the Articles of Incorporation or the Constitution.**

Amendments to the Articles of Incorporation or to this Constitution may be made only in accordance with the following provisions in addition to those in Section 14.1.

**14.2.1 Submittal to Trustees.** Proposed amendments shall be submitted in writing to the Council of Trustees at least ninety days in advance of any Congregational Assembly at which they are intended to be first presented. The Trustees may express approval or disapproval, or condition approval on changes in the proposed amendment, but approval is not a condition of presentation to or adoption by a Congregational Assembly. Regardless of approval or disapproval by the Trustees, the Trustees shall place a duly-submitted proposed amendment on the agenda for initial consideration at the next Congregational Assembly occurring at least ninety days after submittal to the Trustees. The Trustees' response to the proposed amendment may also be placed in the agenda materials.

**14.2.2 Initial Presentation to Congregation.** A proposed amendment shall be presented at an initial duly called Congregational Assembly. The amendment may be discussed at that meeting, and amended by a two-thirds vote of Voting Members present and voting at that meeting, but final action on the proposed amendment may not be taken at that meeting.

**14.2.3 Notice to Congregation.** At least thirty days in advance of the initial Congregational Assembly at which the proposed amendment will first be presented, and again at least thirty days in advance of the Congregational Assembly at which final action will be taken, a proposed amendment shall be made available in writing through the church office, and on the congregation's web site, and by electronic communication to Communicant Members.

**14.2.4 Final Vote by Congregation.** At the next succeeding Congregational Assembly, a final vote to approve or reject the amendment shall be taken, on the condition that a quorum of at least seventy-five Voting Members is present. If the amendment is approved by a two-thirds vote of those present and voting, it shall be considered adopted.

**14.2.5 Failure of Amendments.** If a minimum quorum of 75 Voting Members is not present at the Congregational Assembly at which a final vote to approve or reject the amendment is to be taken, or if the amendment fails to obtain a two-thirds favorable vote at that time, the

amendment shall be considered defeated, and may not be considered again except on compliance again with the requirements of this Section 14.2.

### **Section 14.3 Amendments to the Bylaws.**

Amendments to the Bylaws shall be made only in accordance with the following provisions in addition to those in Section 14.1:

**14.3.1 Presentation to Trustees.** Amendments proposed to the Bylaws must be submitted in writing to the Council of Trustees at least ninety days in advance of any Congregational Assembly at which they are intended to be voted on. The Council of Trustees may express approval or disapproval, or condition approval on changes in the proposed amendment, but approval is not a condition of consideration or approval by a Congregational Assembly. Regardless of approval or disapproval, the Trustees shall place a duly-submitted amendment on the agenda for consideration at the next Congregational Assembly occurring at least ninety days after presentation to the Trustees. The Trustees' response to the proposed amendment may also be placed in the agenda materials.

**14.3.2 Notice to the Congregation.** At least thirty days in advance of the Congregational Assembly at which the proposed amendment may be acted upon, a proposed amendment shall be made available in writing through the church office, and on the congregation's web site, and by electronic communication to Communicant Members.

**14.3.3 Adoption of Amendments.** Amendments proposed to the Bylaws that have complied with the applicable provisions of this Article 14 may be adopted by a majority vote of Voting Members present and voting at a Congregational Assembly duly called and held pursuant to this Constitution and the Bylaws.

**14.3.4 Failure of Amendments.** If an amendment proposed to the Bylaws fails to obtain a majority vote in favor at the Congregational Assembly where it is proposed for adoption, the amendment shall be considered defeated, and may not be considered again except on compliance again with the requirements of this Section 14.3.

— End of Constitution —

Dates of Adoption and Amendments:

Approved by the Pacific Southwest District: September 7, 2022

Adopted by a Congregational Assembly: \_\_\_\_\_, 2022

Subsequent Amendments: