

ST. JOHN'S LUTHERAN CHURCH OF ORANGE

OLD GOVERNING DOCUMENTS:

**1941 ARTICLES OF INCORPORATION;
1953 AMENDMENT**

2008 CONSTITUTION

2008 BYLAWS

JUL 7 1941



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Certificate of Amendment of
Articles of Incorporation of
THE EVANGELICAL LUTHERAN ST. JOHN'S CONGREGATION OF THE
UNALTERED AUGSBURG CONFESSION OF ORANGE

HEAD, WELLINGTON AND JACOBS
SANTA ANA, CALIFORNIA

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We, the undersigned, being the President and Secretary respectively of The Evangelical Lutheran St. John's Congregation of the Unaltered Augsburg Confession of Orange, a California corporation, do certify and declare as follows:

First: The Evangelical Lutheran St. John's Congregation of the Unaltered Augsburg Confession of Orange is now and at all times herein mentioned has been a corporation organized and existing under and by virtue of the laws of the State of California, and having its principal place of business in the City of Orange, in the County of Orange, State of California.

Second: John H. Eggers now is and at all times hereinafter mentioned has been the President of said corporation, and Herman H. Brelje now is and at all times hereinafter mentioned has been the Secretary of said corporation.

Third: Said corporation is a non-profit corporation, organized and existing under the General Non-Profit Corporation Law of said state. Said corporation has no capital stock and issues no shares or stock certificates of any kind. The purposes for which said corporation is organized are solely religious, charitable, social, educational, recreational and the conducting of a cemetery, and said corporation is not incorporated for the distribution of gains, profits or dividends to the members thereof.

Fourth: At a meeting of the Board of Directors of said corporation held on the 5th day of May, 1941, at the hour of Eight O'Clock P.M. of said day, which said meeting was duly and regularly called and held in all respects as required by law and the by-laws

1 of said corporation, a resolution was duly and regularly passed and
2 adopted by a majority of the Board of Directors of said corporation
3 who were then and there present and voted in favor of said resolution,
4 which said resolution is in words and figures as follows:

5 RESOLVED, That the Articles of Incorporation of THE EVAN-
6 GELICAL LUTHERAN ST. JOHN'S CONGREGATION OF THE UNALTERED
7 APOSTOLIC CONFESSION OF ORANGE (a California Corporation)
be amended to read as follows:

8 AMENDED ARTICLES OF INCORPORATION
9 OF
10 ST. JOHN'S LUTHERAN CHURCH OF ORANGE.

11 Article I.

12 The name of this corporation shall be: ST. JOHN'S LUTHERAN
13 CHURCH OF ORANGE.

14 Article II.

15 This corporation is organized under the laws of the State
16 of California. It is a non-profit corporation, organized
17 and operating under the General Non-profit Corporation Law
18 of said State.

19 Article III.

20 The purposes for which this corporation is formed are:

- 21 (1) To carry on the work of a religious organization, more
22 specifically that of a Christian congregation, established
23 and maintained for the express purpose of disseminating the
24 Gospel truth according to the Confessional Standard of the
25 Lutheran Church, the Book of Concord of the year 1580;
- 26 (2) To establish and maintain a cemetery for the benefit
27 of the members of said corporation;
- 28 (3) To conduct a school or schools;
- 29 (4) To receive property by gift, devise, and/or bequest
30 and otherwise to lease, acquire and hold all kinds of
31 property, real or personal, including shares of stock,
32 bonds, and securities of other corporations;
- (5) To act as trustee under any trust incidental to the
principal objects of this corporation, fix the term thereof,
and to receive, hold, administer, and expend funds and
property subject to such trust;
- (6) To convey, exchange, lease, pledge, mortgage, incur, or
transfer upon trust, or otherwise hypothecate or dispose of
all property, real or personal;
- (7) To borrow money, contract debts, and issue bonds,
notes and debentures, and secure the same;
- (8) To contract with persons, firms and corporations, and

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1 to do all other things necessary for
2 the conduct of the administration of the affairs and business
3 of the corporation.

4 Article IV.

5 The principal office for the transaction of the business
6 of the corporation is located in the County of Orange,
7 State of California.

8 Article V.

9 The term of existence of this corporation shall be perpetual.

10 Article VI.

11 Membership in this corporate body may be held by all who
12 possess the qualifications of membership specified in the
13 By-laws of this corporation, it being understood, however,
14 that only male members who are at least twenty-one (21)
15 years of age and who have signed the Constitution and By-laws
16 of this corporation in a book kept by the Secretary for
17 this purpose shall have the right of suffrage.

18 Article VII.

19 The number of directors of this corporation shall be
20 NINE (9). A different number of directors, and other
21 officers, boards and committees shall be elected or appointed
22 as the By-laws of this corporation may from time to time
23 prescribe.

24 Article VIII.

25 The name of the corporate body whose Articles of Incorporation
26 are hereby amended is THE EVANGELICAL LUTHERAN ST.
27 JOHN'S CONGREGATION OF THE UNALTERED AUGSBURG CONFESSION
28 OF ORANGE, as shown by Certificate No. 69645 issued by
29 Frank C. Jordan, Secretary of State of the State of
30 California, the 5th day of June, 1912. Said corporation
31 is a consolidation of EVANGELICAL LUTHERAN ST. JOHN'S
32 CONGREGATION OF THE UNALTERED AUGSBURG CONFESSION OF
ORANGE, whose Certificate of Incorporation is dated the
13th day of July, 1883, and EVANGELICAL LUTHERAN CEMETERY
ASSOCIATION, whose Certificate of Incorporation is dated
the 30 day of August, 1891.

Article IX.

The names of those directors appointed to manage the affairs
of the corporation for the first year and to serve until
election and qualification of their successors are, to wit:

Names	Whose Residence is at
<u>Michael Eltiste</u>	Orange, California
<u>Henry Fitchen</u>	Orange, California
<u>Hern Struck</u>	Orange, California
<u>E. H. Dierker</u>	Orange, California
<u>P. W. Ehlen</u>	Orange, California

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IN WITNESS WHEREOF, we have hereunto set our hands
and seals this 25 day of May, 1912.

- Michael Eltiste
- Henry Fitschen
- Hern Struck
- P. W. Ehlen

State of California,
 ss.
County of Orange.

On this 25 day of May, nineteen hundred and twelve
before me Louis E. Hartwick a Notary Public in and for the
County of Orange, State of California, personally appeared
Michael Eltiste, Henry Fitschen, Hern Struck, ~~E. H. Duke~~
and P. W. Ehlen, known to me to be the persons whose names
are subscribed to the within instrument, and acknowledged
to me that they executed the same.

WITNESS my hand and official seal.

Louis E. Hartwick

Notary Public in and for Orange
County, State of California.

(SEAL)

BE IT FURTHER RESOLVED, that the President, and Secretary
of this corporation, be, and they are hereby authorized,
directed and empowered to sign, acknowledge and file such
AMENDED ARTICLES OF INCORPORATION.

HEAD, WELLINGTON AND JACOBS
SANTA ANA, CALIFORNIA

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69165

The undersigned E. G. Schuackenberg, being the President, and
H. W. Millebrecht, being the Secretary of the religious corpora-
tion known as ST. JOHN'S LUTHERAN CHURCH OF ORANGE

do hereby certify and declare that on the 6th day of January, 1953,
at Orange, California, a meeting of the Board of Directors
of this Corporation was duly held, at which meeting the following resolution
was, upon motion duly made and seconded, unanimously carried, to-wit:

"RESOLVED: That the following amendment shall be made to the
Articles of Incorporation of this Corporation, by adding a new Article
--- numbered X to the Articles of Incorporation, the wording of
which shall be as follows:

Article X

That the property of this corporation is irrevocably dedicated
to religious purposes, and upon the liquidation, dissolution or
abandonment of this corporation such property shall go to Southern
California District of The Lutheran Church--Missouri Synod, a Cali-
fornia Corporation organized and operated for religious purposes,
or to the successor of said corporation by merger, consolidation
or otherwise, providing such successor is organized and operated
solely for religious purposes and uses its property solely for re-
ligious purposes; and if at such time the said Southern California
District of The Lutheran Church--Missouri Synod, a California Corpora-
tion, be not in existence and have no such successor, then such
property shall go to The Lutheran Church--Missouri Synod, a Missouri
Corporation organized and operated solely for religious purposes and
be used by last named corporation solely for religious purposes, and if
it also shall not be in existence, this corporation's property shall
go to such religious corporation then in existence which the voting
members of this corporation at the time of its liquidation, dissolu-
tion or abandonment shall decide most nearly is committed, and ad-
heres and conforms, to the confessions, doctrines and practices as
they now exist of The Lutheran Church--Missouri Synod, a Missouri
Corporation, and said property shall be used by it and its successors
in interest solely for religious purposes.'

FURTHER RESOLVED: That if and when the vote or written consent of
the members of this corporation holding at least a majority of the voting
power adopt a similar resolution, a certificate as required by Section
3672 of the Corporations Code of California shall be signed by the President
or Vice-President and the Secretary or an Assistant Secretary of this Corpora-
tion, verified by their oaths, containing the matters and things required
by said statute and any other law relating thereto, and shall be submitted to
the Secretary of State with the request that he file it and put an endorse-
ment of filing thereon, and when so filed that said Corporation shall file
a copy of such certificate, certified by the Secretary of State, with the
County Clerk of Orange County, California, in which County
the principal office of this Corporation is located, and in every County in
which the Corporation holds real property, and the said officers of this
Corporation are hereby authorized, directed and empowered so to do."

That thereafter and on the 13th day of January, 1953,
at Orange, California, the following resolution of the
members of this Corporation was, upon motion duly made, seconded and carried,
adopted by such members at a meeting of the members of this Corporation duly
and regularly called and held, to-wit:

"RESOLVED: That the following amendment shall be made to the Articles
of Incorporation of this Corporation, by adding a new numbered Article
X to the Articles of Incorporation, the wording of which shall be as
follows:

FILED X
In the office of the Secretary of State
of the State of California

JAN 9 1953

FRANK J. ...
By Clay Johnson

Article X

That the property of this corporation is irrevocably dedicated to religious purposes, and upon the liquidation, dissolution or abandonment of this corporation such property shall go to Southern California District of The Lutheran Church--Missouri Synod, a California Corporation organized and operated for religious purposes and be used by such corporation solely for religious purposes, or to the successor of said corporation by merger, consolidation or otherwise, providing such successor is organized and operated solely for religious purposes and uses its property solely for religious purposes; and if at such time the said Southern California District of The Lutheran Church--Missouri Synod, a California Corporation, be not in existence and have no such successor, then such property shall go to The Lutheran Church--Missouri Synod, a Missouri Corporation organized and operated solely for religious purposes, and if it also shall not be in existence, this corporation's property shall go to such religious corporation then in existence which the voting members of this corporation at the time of its liquidation, dissolution or abandonment shall decide most nearly is committed, and adheres and conforms, to the confessions, doctrines and practices as they now exist of The Lutheran Church--Missouri Synod, a Missouri Corporation, and said property shall be used by it and its successors in interest solely for religious purposes.'

FURTHER RESOLVED: That a certificate as required by Section 3672 of the Corporations Code of California shall be signed by the President or Vice-President and the Secretary or an Assistant Secretary of this Corporation, verified by their affidavit setting forth the matters and things required by said statute and any other law relating thereto, and shall be submitted to the Secretary of State with the request that he file it and put an endorsement of filing thereon, and when so filed that said Corporation shall file a copy of such certificate, certified by the Secretary of State, with the County Clerk of-----Orange County, California, in which County the principal office of this Corporation is located, and in every County in which the Corporation holds real property, and the said officers of this Corporation are hereby authorized, directed and empowered so to do.'

The total number of votes entitled to be cast is 177 and the total number of votes cast in favor of said resolution was 99 votes.

That the above quoted resolutions of the Board of Directors and members of this Corporation are, and each is, full, true and correct copies of such resolutions.

Dated: January 16, 1953.

ST. JOHN'S LUTHERAN CHURCH OF ORANGE

By E. S. Schaefer President

By W. H. Killebrack Secretary

E. S. Schaefer
President

W. H. Killebrack
Secretary

*St. John's
Lutheran Church of
Orange*

*154 South Shaffer Street
Orange, California 92866*

*Constitution
and
By-Laws*

May 20, 2008

PREFACE

Organization meeting and temporary Constitution adopted, February 19, 1882, signed by fourteen members.

Meeting to incorporate, January 2, 1883, signed by sixteen of twenty members; Articles of Incorporation filed, July 5, 1883; Certificates of Incorporation filed July 5, 1883; Certificates of Incorporation (charter) issued at Sacramento, July 13, 1883, to The Evangelical Lutheran St. John's Congregation of the Unaltered Augsburg Confession of Orange.

Constitution adopted on September 11, 1883.

Accepted as member of the Missouri Synod, at convention, Ft. Wayne, Indiana, May 4 - 14, 1887.

Present charter dated June 5, 1912, No.69465 being upon the amended Articles of Incorporation, certified by the Secretary of State, June 15, 1911, consolidating The Evangelical Lutheran St. John's Congregation of the Unaltered Augsburg Confession of Orange, and the Evangelical Lutheran Cemetery Association, Certificate of Incorporation, dated August 3, 1891.

Constitution dated September 11, 1883, repealed on March 11, 1941.

Present Constitution and By-Laws adopted on March 11, 1941.

Certified amended Articles of Incorporation, dated July 7, 1941, changing the name of the congregation to St. John's Lutheran Church of Orange.

Updates to the Constitution and By-Laws approved by the Congregational Assembly on or before May 1, 1988, prior to publication.

Updates to the Constitution and By-Laws approved by the Congregational Assembly on or before May 8, 1993, prior to publication.

CONSTITUTION

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**CONSTITUTION
AND
BY-LAWS OF
ST. JOHN'S LUTHERAN CHURCH
ORANGE, CALIFORNIA**

PREAMBLE

Whereas, the Word of God demands that a Christian congregation not only conform to the Word of God in doctrine and practice (Ps. 119:105, Gal. 1: 6-8, II Tim. 4:1-5) but that also all things be done decently and in order (I Cor. 14:40); therefore, we, the members of St. John's Lutheran Church of Orange, Orange County, California, set forth by this present document, signed by ourselves, the Constitution and the By-Laws in accordance with which our congregational affairs, spiritual and material, shall be conducted.

ARTICLE I

NAME

- A. The name of this corporation shall be: ST. JOHN'S LUTHERAN CHURCH of Orange, California.
- B. The name Lutheran Church appearing in the following paragraphs of this Constitution and By-Laws shall also be a representation of the following named organizations, formerly named:

- The Evangelical Lutheran Synodical Conference of North America; and/or
 - The Evangelical Lutheran Synod of Missouri, Ohio, & other states, also known as
 - The Evangelical Lutheran Church; and/or
 - The Evangelical Lutheran St. John's Congregation of the Unaltered Augsburg Confession of Orange;

presently named:

- The Lutheran Church-Missouri Synod; and/or
 - St. John's Lutheran Church of Orange.

ARTICLE II
PURPOSE STATEMENT

The purposes for which this corporation is formed are:

- A. to carry on the work of a religious organization, more specifically that of a Christian congregation, established and maintained for the express purpose of disseminating the Gospel truth according to the confessional standard of the Lutheran Church, the *Book of Concord* of the year 1580;
- B. to conduct a school or schools;
- C. to establish and maintain a cemetery;
- D. to receive property by devise or bequest and otherwise to acquire and hold property, real and personal, including shares of stocks, bonds, and securities of other corporations;
- E. to act as trustees under any trust incidental to the principal objects of this corporation, and to receive, hold, administer, and expend funds and property subject to such trust;
- F. to convey, exchange, mortgage, encumber, transfer upon trust, lease or otherwise hypothecate or dispose of all property, real and personal;
- G. to borrow money, contract debt, and issue bonds, notes, debentures, and securities;
- H. to contract with persons, firms and corporations and be contracted with, and to do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation.

ARTICLE III

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 Symbolic 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 Symbolic 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 IV
MEMBERSHIP

St. John's congregation welcomes people into membership in these categories:

- A. Baptized members are all who have been baptized in the name of the Triune God, Father, Son, and Holy Spirit (Mark 16:16).
- B. Communicant members are those who are baptized members and who also:
 - 1. accept all of the canonical books of the Old and New Testaments as the only divine rule and standard of faith and conduct; and
 - 2. accept the confessions of the Lutheran Church as previously set forth in Article III; and
 - 3. lead a Christian life; abstain from manifest works of the flesh (Gal. 5:19-21); and
 - 4. attend divine services faithfully (Heb. 10:25) and partake of the Lord's Supper frequently (Matt. 26:26-28); and
 - 5. submit, for the sake of love and peace, to the regulations of this body, provided that these regulations do not conflict with the Word of God; and who accept brotherly admonition when they err or offend (Matt. 18:15-20); and
 - 6. are not members of any secret or other organizations conflicting with the Word of God.
- C. Special members are those who fulfill the requirements of Paragraph B, above, but cannot meet the stipulation of Paragraph B, Section 4, because of:
 - 1. illness or physical disability, or extended or special care in a hospital, convalescent facility, nursing home, or private home; or
 - 2. armed services commitments; or
 - 3. schooling away from the area; or
 - 4. employment which requires travel for extended periods of time away from the area.

Special membership status shall be requested through a pastor, the church office, or a member of the Council of Elders, and is granted by that Council.
- D. Members may be removed from communicant membership for failure to live up to the

criteria listed in Paragraph B of this article. Members may also voluntarily sever their connections with, or withdraw from, the congregation. All such members lose all rights of membership and forfeit all claims to the property of the congregation until they have again been received into membership.

ARTICLE V

DUTIES OF MEMBERS

- A. Members are duty bound to:
 - 1. attend divine services (Heb. 10:25); and
 - 2. partake of the Lord's Supper (Acts 2:42); and
 - 3. be active participants in the "priesthood of all believers" (I Peter 2:9); and
 - 4. study the Holy Scriptures (Luke 11:28) in organized classes, home devotions and/or individual readings and reflections; and
 - 5. give of their time and talents (I Cor. 12:4-11; Romans 12:3-8) to the work of the congregation as opportunities permit; and
 - 6. contribute according to their means toward the Lord's work (I Cor. 16:1-2).
- B. Parents who are members of this congregation should, if at all possible, send their children to the Christian Day School and have them confirmed in their faith when they have attained the proper age and understanding.

ARTICLE VI

RIGHT OF SUFFRAGE

- A. All members of the congregation are invited to attend Congregational Assembly meetings.
- B. Communicant members of this congregation (Article IV, Section B) who are at least eighteen years of age and who agree to accept the Constitution and By-Laws then in force by signing them, shall have the right of suffrage. These shall be the voting members.
- C. All voting members not under church discipline shall be eligible for office, except that women shall not serve as President, Vice-President, or Elder.

ARTICLE VII

CONGREGATIONAL ASSEMBLY MEETINGS

- A. The congregation shall hold two regular Congregational Assembly meetings each year:
 - 1. An annual meeting for the purpose of establishing an annual budget and to conduct any other necessary business.
 - 2. An annual meeting for the purpose of electing officers of the congregation and other elected and appointed officials as prescribed herein and in the By-Laws of the congregation, and to conduct any other necessary business.
- B. Other special meetings may be called by the Trustees to issue divine calls to pastors, teachers, or other called workers; to conduct necessary business, or in response to a written request from seventy-five (75) voters.

ARTICLE VIII
ORGANIZATION

A. The Trustees

1. The Trustees shall include those Corporate Officers who shall be elected by the Congregational Assembly, together with the following:

Senior Pastor
Executive Pastor
Executive Director of Ministry Operations
Chairman of the Council of Elders
Chairman of the Council of Schools

2. Corporate Officers

- a. The Corporate Officers shall include the President, Vice-President, Secretary, and Treasurer. These shall be elected to office by the Congregational Assembly.
- b. Corporate officers shall be elected to terms of three years.
- c. The President and Secretary are elected in the same year. The Vice-President and Treasurer shall be elected in the succeeding year.
- d. Vacancies of elected Corporate Officer positions or Trustees shall be filled by the Congregational Assembly at the next scheduled meeting or at a special meeting called for that purpose.

3. Elections

- a. The Chairman of the Council of Elders and the Chairman of the Council of Schools will be elected in the year following the election of the Vice-President and Treasurer.
- b. In the event a vacancy occurs in the Council of Elders or the Council of Schools, the Trustees shall appoint a replacement for that position until the next election, at which time a new member will be elected to fill the unexpired term.

B. The Councils

The Councils and such boards, committees and subcommittees that are necessary to carry out the work of these Councils shall have members elected or appointed as prescribed in the By-Laws.

C. Terms of Office

1. New officers and chairmen, elected and appointed, shall begin their terms of office after

their installation at a divine service on the last Sunday in June.

2. Elected members of the Trustees and the Councils may not succeed themselves more than once in the same office or on the same Council.
- D. Any elected officer or chairman may be removed from office for failure to fulfill his elected responsibility, by a two-thirds (2/3) vote of a regular or special Congregational Assembly.

ARTICLE IX

CALLED WORKERS

- A. The office of pastor, teacher or other minister of the congregation shall be conferred upon those who profess adherence to the Word of God and all of the Symbolic Books of the Lutheran Church enumerated in Article III of this Constitution. Each called worker shall be listed on the official roster of the Lutheran Church-Missouri Synod, or must take immediate steps to be so listed.
- B. Each pastor, teacher, or other minister who is to serve the congregation shall be presented a call in writing, wherein the worker is pledged to the confessions enumerated in Article III of this Constitution.
- C. Sufficient cause for the removal of a called worker from office shall be as determined by the Synodical dispute-resolution procedures:
 - 1. persistent adherence to false doctrine; or
 - 2. public offense or disorderly conduct; or
 - 3. failure and/or inability to perform the duties of the office in accordance with the Word of God.

ARTICLE X

ORDER OF PUBLIC WORSHIP

- A. In the regular public worship of this congregation, as well as at special services, such as weddings and funerals, Lutheran standards of doctrine shall be maintained. These standards include, but are not limited to, justification by God's grace and the use of the sacraments.
- B. The Minister of Music and the Senior Pastor shall be responsible for the approval of all music used in public worship.

ARTICLE XI

POWERS VESTED IN THE CONGREGATION

- A. The Congregational Assembly shall decide all matters relating to the church or church affairs, and any member may appeal to it regarding any matter relating to the affairs and government of this church. These decisions shall be final and binding. Such decisions, however, shall always be in accord with the Word of God and the Symbolic Books of the Lutheran Church (Article III), and unless it is so, shall be null and void.

- B. If at any time a separation should take place in this congregation, which may God graciously prevent, all property, as well as all rights and privileges connected therewith shall remain with those members who shall adhere faithfully to the confessional standards of the Lutheran Church (Article III), and who desire to pledge pastors, teachers, and other called workers of the congregation to said confessions.

ARTICLE XII
AMENDMENTS

- A. Amendments to this Constitution shall be made in the following manner:
1. They shall be presented in writing at a regular Congregational Assembly meeting (Constitution, Article VII). They cannot be adopted at this meeting.
 2. At a succeeding Congregational Assembly meeting, they may be adopted if:
 - a. seventy-five voting members are present; and
 - b. at least two-thirds of those voting are in favor of the amendments; and
 - c. they are submitted to, and approved by, the Pacific Southwest District of the Lutheran Church-Missouri Synod.
- B. Amendments to the By-Laws shall be made in the following manner:
1. They shall be presented to the Trustees in writing beforehand.
 2. They shall be approved by a majority vote of the members voting at any Congregational Assembly meeting.
 3. However, amendments to Article X dealing with the use of principal income of the Education Endowment Fund shall require a quorum of seventy-five members and a two-thirds favorable vote.
- C. For amendments to the Constitution and the By-Laws the following procedures shall be used:
1. The entire text as it will appear if the amendment passes, shall be in writing.
 2. Preambles and/or postambles may be submitted with the proposed amendments when presented to the Congregational Assembly, but shall not become part of the Constitution nor of the By-Laws.
 3. The Trustees shall announce the resolution to amend the Constitution at divine service on a weekend, or/by postal service or by electronic mail, prior to the Congregational Assembly at which it will be presented.
 4. If the proposed amendment is amended, it shall be postponed until the next Congregational Assembly meeting, unless unanimously accepted by the members of the Congregational Assembly present and voting.

5. In an emergency, the Congregational Assembly may suspend Paragraph B, Section 1, and Paragraph C, Section 3 of this Article if agreed upon unanimously.

ARTICLE XIII

DEDICATION AND SUCCESSION OF PROPERTY

- A. The property of this corporation is dedicated to religious purposes, and upon liquidation, dissolution, or abandonment of this corporation such property shall go to the Pacific Southwest District of the Lutheran Church-Missouri Synod, a California corporation, organized and operated for religious purposes, or to the successor of said corporation by merger, consolidation, or otherwise.
- B. If at such time the said Pacific Southwest District of the Lutheran Church-Missouri Synod, a California corporation, be not in existence and have no such successor, then such property shall go to the Lutheran Church-Missouri Synod, a Missouri corporation, organized and operated solely for religious purposes.
- C. Should it also not be in existence, this corporation's property shall go to such religious corporation then in existence, which the voting members of this corporation, at the time of its liquidation, dissolution, or abandonment shall decide is most nearly committed to, and adheres and conforms to, the confessions, doctrines, and practices as they now exist in the Lutheran Church-Missouri Synod, a Missouri corporation.

BY-LAWS

ST. JOHN'S LUTHERAN CHURCH OF ORANGE

(Revised May 20, 2008)

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Revised: 5-20-08
Congregational Assembly

ARTICLE I

COMMUNICANT MEMBERSHIP

A. Admission to membership

1. Communicant membership (*cf.* Constitution, Article IV, B) may be granted by the Council of Elders to everyone who:
 - a. Has received the rite of confirmation at this congregation; or
 - b. Presents a letter of transfer or release from a Lutheran congregation to the Senior Pastor, who shall submit the transfer request to the Council of Elders for its approval; or
 - c. Does not meet the requirements of sections a or b above, but who provides the Senior Pastor with satisfactory evidence of qualifications for such membership as listed in the Constitution (Article IV, B), whereupon the application will be presented to the Council of Elders for its approval.
2. Voting privileges shall be granted to any communicant member who is at least eighteen years of age, and who has signed the Constitution and By-Laws of this congregation in a book kept by the Secretary of the congregation for that purpose.

B. Release of members

1. A communicant member desiring a transfer to a sister congregation shall present the request to the Senior Pastor, who shall present this request to the Council of Elders for its action.
2. A voting member who wishes to give up the right of suffrage shall present a request to the Council of Elders for its action. It is expected that anyone applying for such release shall be in good standing with the congregation, having endeavored to fulfill any obligations.
3. A communicant member who leaves without asking the Senior Pastor or the Council of Elders for a transfer of membership or a change to special membership (Constitution, Article IV, C), and who cannot be located after six months, shall be dropped from the roll of communicant members by the Council of Elders. Any member wishing to renew membership, may do so under the provisions stated in this article (Paragraph A, Section 1c).
4. Members who fail to attend divine services or partake of the Lord's Supper without just cause for a period of six months, or who fail to do their duties and do not offer a valid excuse, shall be admonished in a brotherly way by the pastors and/or the Elders. Members who have been thus admonished and who still have failed to attend divine services or partake of the Lord's Supper for a total of one year or greater, shall be dropped from the roll of communicant members of St. John's by the Council of Elders.

C. Excommunication and reinstatement

Communicant members who conduct themselves in an unchristian manner shall be admonished according to Matthew 18:15-20; if they remain impenitent after proper admonition, they shall be excommunicated. Each case shall be presented individually to the Congregational Assembly for a decision. If such members deliberately absent themselves from the meeting or meetings at which their case is discussed, they shall be regarded as having excluded themselves from the membership of the congregation.

When the circumstances that have led to excommunication or self-exclusion have been removed and the individual desires reinstatement, the Council of Elders shall recommend reinstatement to the Congregational Assembly for its joyous action.

ARTICLE II

CONGREGATIONAL ASSEMBLY MEETINGS

- A. The congregation shall hold a Congregational Assembly meeting each year, at least forty-five (45) days before the next fiscal year begins, for the purpose of establishing an annual budget and to conduct any other necessary business.
- B. The congregation shall hold a Congregational Assembly meeting in May of each year for the purpose of electing officers of the congregation as stated in the Constitution and to conduct other necessary business.
 1. Nominations may be made by any communicant member at least 18 years of age and not under church discipline. Nominations shall be received by the Trustees and reviewed by the Senior Pastor and the Elders to assure that no nominee is under discipline. The Election Committee, following final review, shall prepare the ballot for the May Congregational Assembly meeting. The recommended slate shall be made available at least one week in advance of this meeting.
 2. All voting members not under church discipline shall be eligible for office, except that women shall not serve as President, Vice-President or Elder.
- C. Other meetings may be called by the Trustees, any of the Councils, or in response to a written request from seventy-five members.
- D. Each Congregational Assembly meeting shall be announced previous to its date. This may be done by announcements in each of the divine services on the weekend, or through the postal service or by electronic mail. Whenever such a meeting has been announced, it shall be a valid and legal meeting, capable of transacting business, and the voting members present shall constitute a quorum.
- E. All Congregational Assembly meetings shall be presided over by the President of the Congregation or, in his absence, by one of the elected officers.
- F. All Congregational Assembly meetings shall be conducted according to the current edition of *Robert's Rules of Order*; which shall be the authority in all questions of parliamentary law not covered by the Constitution and By-Laws.
- G. All questions shall be decided by majority vote. However, the presence of seventy-five voting members and a favorable vote of two-thirds of those voting, shall be required for passage of:
 1. Amendments to the Articles of Incorporation; or

2. Amendments to the Constitution; or
 3. Amendments to Article X, dealing with the use of principal and income of the Educational Endowment Fund; or
 4. The call to, or removal from, office of called workers or elected officers; or
 5. The erection or major alteration of buildings; or
 6. The purchase or sale of real property.
- H. Motions from the floor, which require the appropriation of funds, shall be referred to the Council having the proper jurisdiction before being presented to the Congregational Assembly for action.

ARTICLE III

CALLED WORKERS

- A. When a vacancy to a called office has been recognized by the Congregational Assembly, a call committee shall be formed by the Trustees. This call committee shall advertise within the congregation for nominations for the vacant position. This list shall be supplemented with names supplied by the Pacific Southwest District of the Lutheran Church-Missouri Synod.
- B. The names of the candidates shall be announced and comments from the congregation solicited. The Call Committee shall gather personal and professional data of these candidates from district records, or interviews with associates of the candidates, or with the candidates themselves. Such data shall be compiled for presentation to the Congregational Assembly.
- C. At a regular or special meeting, a report on these candidates shall be presented to the Congregational Assembly, at which time the Call Committee may recommend one or more of these candidates as suitable for filling the vacancy. A vote shall be taken and the candidate receiving a majority of the votes cast shall be declared elected. If no majority is reached, additional votes shall be taken among the top vote getting candidates whose combined vote total equals a majority of votes cast.
- D. Upon order of the Congregational Assembly the designated Council shall execute and forward to the elected person the call and other customary documents in the name of the congregation. Such documents shall be signed by the President, the chairman of the designated Council, the Senior Pastor and any other appropriate staff member.
- E. Calls may be tenured or non-tenured. The School Board is authorized to call non-tenured teachers without the vote of the Congregational Assembly.
- F. Duties of all called workers shall be listed in the Personnel Manual.

ARTICLE IV
COUNCIL OF TRUSTEES

A. Roles and Responsibilities

1. The Trustees are responsible to the Congregational Assembly for accomplishing the mission and vision of the congregation by aligning them with the core beliefs and core values of the congregation.
2. The Trustees shall monitor the Senior Pastor's achievement of specific goals mutually agreed upon at the beginning of each ministry year, they shall empower and resource the Senior Pastor for success in achieving these goals.

B. Duties

1. The Trustees shall be the legal representatives of the congregation and the custodians of all property of the congregation, and upon them shall be incumbent the general management and supervision of all business affairs of the congregation.
2. The Trustees shall be accountable to the Congregational Assembly for all its transactions and shall act in accordance with valid resolutions and orders of the Congregational Assembly.
3. The Trustees shall supervise the expenditures of monies from the treasury. No withdrawal of any non-budgeted amount exceeding the sum of \$50,000.00 shall be made without specific authorization of the Congregational Assembly. The Trustees may move budgeted monies from one ministry to another if the ministries involved concur.
4. The Trustees shall insure an effective system of calling, hiring, compensation, nomination and election, that is in compliance with the Called Workers provisions of Constitution Article IX and By-Laws Article III.
5. The Trustees shall appoint members of boards, committees, task forces, delegations and self-governing bodies as stated elsewhere in these By-Laws. These appointments shall be ratified by the Congregational Assembly. Delegates shall include, but not be limited to:
 - Conferences or conventions of the Lutheran Church-Missouri Synod,
 - Conferences or conventions of the Pacific Southwest District, or
 - The Lutheran High School Association of Orange County
6. The Trustees shall call regular and special meetings of the Congregational Assembly according to the Constitution (Article VII) and By-Laws (Article (I I)).

C. Corporate Officers

1. The President shall:
 - a. Preside at meetings of the Trustees and at Congregational Assembly meetings;
 - b. Not be a member of any Council;
 - c. Be the lay representative of the congregation.

2. The Vice-President shall:
 - a. Assist with the duties of the President;
 - b. Assume the duties of President when the President is absent;
 - c. Serve on standing committees as designated by the Trustees.

3. The Secretary shall:
 - a. Keep a full and accurate record of the proceedings of the congregation;
 - b. Submit minutes of Congregational Assembly meetings at subsequent meetings for correction and approval;
 - c. Conduct all necessary correspondence and prepare all official documents, affixing the corporate seal of the congregation thereto;
 - d. Keep all books and documents of the congregation, except the books of the Treasurer, and the record book of ministerial acts held by the Senior Pastor;
 - e. Keep a record of all standing resolutions of the congregation, properly indexed;

4. The Treasurer shall:
 - a. Be custodian of all monies of the congregation;
 - b. Review with the Business Administrator all receipts, deposits, salaries, current monthly expenses and all other expenses;
 - c. Keep the Trustees advised at each of its meetings of the financial condition of the congregation and regularly submit a financial report to the congregation;
 - d. Serve on the Memorial/Designated Gifts Management Committee;
 - e. Serve on standing committees as designated by the Trustees.

ARTICLE V

COUNCIL OF ELDERS

- A. The Council of Elders shall be responsible to the Congregational Assembly for accomplishing the mission and the vision of the congregation with regard to the spiritual welfare of the congregation and its members.
- B. The Congregational Assembly shall elect a Chairman of the Council of Elders for a term of three years. The Congregational Assembly shall elect nine (9) or more members to the Council of Elders, one-third shall be elected each year for terms of three years, or until their successors are installed. Nominations and elections shall be in accordance with Article II. B. The Chairman shall also serve as a Trustee. Each Council of Ministry shall have an Elder designated to serve on it.
- C. The work of the Council of Elders shall include but not be limited to:
 - 1. Working with the Senior Pastor to assure that worship services are conducted in good order and that doctrine is in conformity with Scripture and Lutheran Confessions;
 - 2. Assisting the Senior Pastor in insuring that the spiritual health of the congregation is upheld;
 - 3. Assuring that, with pastoral guidance, the sick and shut-in members of the congregation receive spiritual care;
 - 4. Supplying spiritual, physical, and emotional care for the Senior Pastor, the Ministry Leadership Team and members of the various councils;
 - 5. Approving membership changes and conserving active membership through communication with those negligent in worship, communion, or contributions.
- D. The Senior Pastor, by authority of his call, shall be the staff member for this council and attend council meetings.

ARTICLE VI
COUNCIL OF SCHOOLS

- A. The Council of Schools shall be responsible for accomplishing the mission and the vision of the congregation in alignment with the core beliefs and core values of the congregation with regard to those educational ministries for children listed in Paragraph C, *infra*. They shall resource the Principal for success in achieving the schools' specific measurable effects.
- B. The Council of Schools shall be comprised of eight (8) congregational members:
- A Chairman nominated in accordance with Article II, B, and elected to a three-year term by the Congregational Assembly;
 - Five (5) members nominated in accordance with Article II, B, and elected to three-year terms;
 - The Principal
 - The President of the School Auxiliary.
- C. The Council of Schools shall be responsible for establishing operational policies for:
- Day School;
 - Preschool;
 - After school activities.
- D. The Council of Schools shall be advisory to the Principal in such areas as:
- Academic standards;
 - Budget and fees;
 - Communication;
 - Student recruitment;
 - Parent and student services;
 - School conduct;
 - Parent and student grievances;
 - Search committee for non-called teachers;
 - Coordination with, and supervision of, the School Auxiliary.
- E. The School Auxiliary shall serve as a parent group in support of the Day School and the Preschool. The Council of Schools shall approve the School Auxiliary Constitution and By-Laws and shall oversee its programs and procedures.
- F. St. John's Lutheran Church admits students of any race, color, national and ethnic origin to all rights, privileges, programs and activities generally accorded or made available to students of the school. The church does not discriminate on the basis

of race, color, national and/or ethnic origin in the administration of its educational policies, admission policies, scholarship and loan programs or athletic and other school-administered programs.

ARTICLE VII

COUNCILS OF CHURCH MINISTRY

- A. The Councils of Church Ministry shall be responsible for accomplishing the mission and the vision of the congregation in alignment with the core beliefs and core values of the congregation
- B. Each Council shall consist of a minimum of three (3) members appointed by the Ministry Leadership Team. A chairman shall also be appointed by the Ministry Leadership Team and shall be ratified by the Congregational Assembly.
- C. Each Council, under Ministry Leadership Team leadership, shall contribute to the accomplishment of St. John's mission and vision. Each shall work with the Ministry Leadership Team in establishing and accomplishing specific numeric ministry goals.
- D. The Councils of Church Ministry are:
 1. COUNCIL OF PRAYER AND CONGREGATION CARE
 - a. The Council of Prayer and Congregation Care shall be responsible for prayer and spiritual care as it serves the congregation in Orange and the local community.
 - b. Committees of this council shall include, but not be limited to:
 - Baptisms;
 - Weddings;
 - Funerals;
 - Hospital and shut-in care;
 - Food pantry;
 - Congregational health care resource.
 2. COUNCIL OF WORSHIP AND MUSIC
 - a. The Council of Worship and Music shall be responsible for the functioning of the worship services. It shall assist in scheduling worship services, musical groups and special musical groups for worship services.
 - b. Committees of this Council shall include, but not be limited to:
 - School chapel and music;
 - Worship and music in the Auditorium;
 - Worship and music in the Sanctuary;
 - Worship and music off-site;
 - Music Conservatory.

3. COUNCIL OF ADULT MINISTRIES

- a. The Council of Adult Ministries shall be responsible for organizing and implementing programs that endeavor to train people in Christian discipleship and Christian witness.
- b. Committees of this council shall include, but not be limited to:
 - Adult Bible studies;
 - Seniors' ministry;
 - Women's ministry;
 - Men's ministry;
 - Singles' ministry.
- c. This Council shall be advisory to ancillary growth groups such as the local branch of Thrivent Financial for Lutherans.

4. COUNCIL OF EVANGELISM, OUTREACH AND MISSIONS

- a. The Council of Evangelism, Outreach and Missions shall be responsible for organizing and conducting the congregation's program of local and worldwide outreach ministries.
- b. Committees of this council shall include, but not be limited to:
 - Ministry with visitors and the unchurched;
 - Local evangelism;
 - Global evangelism mission;
 - Supported missions.

5. COUNCIL OF YOUTH AND YOUNG ADULTS

- a. The Council of Youth and Young Adults shall be responsible for conducting the youth and young adult programs of the congregation.
 - b. Committees of this council shall include, but not be limited to:
 - Junior High School;
 - High School;
 - Young adults.

6. COUNCIL OF FAMILIES WITH CHILDREN

- a. The Council of Families with Children shall be responsible for all ministries with children except for those covered by the Council of Schools, By-Laws Article VI.
- b. Committees of this Council shall include, but not be limited to:
 - Early childhood (0-5 years);
 - Kindergarten through 4th Grade;
 - Pre-teen ministry (5th and 6th Grade);
 - Parenting ministry.

- c. This Council shall provide supervision to the Scout Troop 51 through the Institutional Representative appointed by this Council.

7. COUNCIL OF LAY MOBILIZATION

- a. The Council of Lay Mobilization shall be responsible for identifying, recruiting, training and deploying of people into areas of growth and service according to their gifts, needs and resources, fully equipping them to be missional servants.
- b. Committees of this Council shall include, but not be limited to:
 - Church information classes;
 - Assimilation;
 - Welcome Team.

8. COUNCIL OF BUSINESS ADMINISTRATION

- a. The Council of Business Administration shall be responsible for providing support personnel, financial services, facilities management, media production and audio-visual and informational technology to all congregational ministries.
- b. Committees of this council shall include, but not be limited to:
 - Personnel resources;
 - Financial services;
 - Facilities management;
 - Print media;
 - Informational technology;
 - Audio-visual technology

ARTICLE VIII

STANDING COMMITTEES

- A. Standing Committees shall be appointed annually by the Trustees and are responsible for completing specific duties on behalf of the congregation. Each committee shall select a chairman from among its appointed members. These committees shall report to the Trustees, or to the Congregational Assembly through the Trustees.
- B. These committees shall include, but not be limited to:
- Budget Committee;
 - Election Committee;
 - Legal Advisory Committee;
 - Constitution/By-Laws Committee;
 - Audit Committee

ARTICLE IX

TASK FORCES

- A. Task forces shall be appointed by the Trustees for the purpose of completing special projects and shall report directly to the Trustees and the Congregational Assembly. The Trustees shall present the charge to each committee, set the proposed date of completion and assist, where necessary, in organizing the committee.

- B. The chairman of each task force may be appointed by the Trustees or selected by the task force from among its members.

ARTICLE X

SELF-GOVERNING BODIES

- A. Organizations within the congregation that are self-sustaining and self-governing shall be granted the right to operate independently. These bodies must receive permission from the Congregational Assembly and agree to certain regulations. These regulations include:
1. The organization shall have as a primary goal service to, or enhancement of, the congregation.
 2. The Constitution and By-Laws of the body must be accepted by the Congregational Assembly. A current copy shall be kept on file with the Congregational Secretary.
 3. Changes and amendments to the Constitution and By-Laws of these bodies must be submitted to the congregation for approval, and a revised copy of the Constitution and By-Laws given to the Congregational Secretary.
 4. Financial statements shall be submitted to the Trustees quarterly and annually.
 5. A majority of the officers, council members and board members shall be members of the congregation. A current list of officers of each organization shall be filed with the Congregational Secretary and updated periodically.
- B. At the time of passage of these by-laws 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.