

# **ST. JOHN'S LUTHERAN CHURCH OF ORANGE**

## **GOVERNING DOCUMENTS:**

### **ARTICLES OF INCORPORATION**

### **CONSTITUTION**

### **BYLAWS**

**GOVERNING DOCUMENTS**  
**SUMMARY TABLE OF CONTENTS**

Summary Table of Contents ..... i

Historical Chronology of Adoption and Amendments of Governing Documents ..... iv

Preamble ..... vi

Restated Articles of Incorporation

    Article 1 - Name ..... Articles - 1

    Article 2 - Purpose and Status ..... Articles - 1

    Article 3 - Powers ..... Articles - 2

    Article 4 - Tax Exempt Status ..... Articles - 2

    Article 5 - Distribution of Assets on Dissolution ..... Articles - 3

    Article 6 - Governance of the Congregation ..... Articles - 3

    Article 7 - Members ..... Articles - 4

    Article 8 - Directors ..... Articles - 4

    Article 9 - Amendments ..... Articles - 4

    Dates of Adoption and Amendments ..... Articles - 4

Constitution

    Table of Contents ..... Constitution - i

    Article 1 - Name and Status ..... Constitution - 1

    Article 2 - Governing Documents ..... Constitution - 1

Article 3 - Purpose and Powers .....	Constitution - 2
Article 4 - Confessional Standard .....	Constitution - 3
Article 5 - Membership .....	Constitution - 4
Article 6 - Participation by Communicant Members .....	Constitution - 5
Article 7 - Congregational Assemblies .....	Constitution - 6
Article 8 - Governing Councils .....	Constitution - 10
Article 9 - Congregational Officers .....	Constitution - 17
Article 10 - Elections; Terms of Office, Vacancies .....	Constitution - 19
Article 11 - Called Positions in the Congregation .....	Constitution - 24
Article 12 - Self-Governing Bodies .....	Constitution - 27
Article 13 - Dedication and Succession of Property .....	Constitution - 29
Article 14 - Amendments to Governing Documents .....	Constitution - 30
Dates of Adoption and Amendments .....	Constitution - 34

## Bylaws

Table of Contents .....	Bylaws - i
Article 1 - Membership Procedures .....	Bylaws - 1
Article 2 - Congregational Assemblies - Notice, Conduct .....	Bylaws - 4
Article 3 - Governing Councils - Specific Actions .....	Bylaws - 7
Article 4 - Congregational Officers .....	Bylaws - 12
Article 5 - Elections - Procedures .....	Bylaws - 12
Article 6 - Called Positions - Procedures .....	Bylaws - 15
Article 7 - Ministry Councils of the Congregation .....	Bylaws - 22

Article 8 - Standing Committees ..... Bylaws - 30  
Article 9 - Prohibitions Against Discrimination, Harassment ..... Bylaws - 32  
Article 10 - Administrative Provisions ..... Bylaws - 33  
Dates of Adoption and Amendments ..... Bylaws - 34



## **ST. JOHN'S LUTHERAN CHURCH OF ORANGE**

*[The listing of historical documents as the Preface to the old Constitution now appears here under this new descriptive heading, and has been made more complete and revised for consistency in descriptions.]*

### **HISTORICAL CHRONOLOGY OF ADOPTION AND AMENDMENTS OF GOVERNING DOCUMENTS**

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

July 13, 1883: Certificate of Incorporation issued by the California Secretary of State for Articles of Incorporation for The Evangelical Lutheran St. John's Congregation of the Unaltered Augsburg Confession of Orange, adopted January 2, 1883 and signed by sixteen of twenty members.

September 11, 1883: Constitution adopted.

May 4-14, 1887: Congregation accepted as member of the Missouri Synod at the convention meeting in Ft. Wayne, Indiana.

June 5, 1912: Articles of Consolidation and Incorporation filed with the California Secretary of State, consolidating The Evangelical Lutheran St. John's Congregation of the Unaltered Augsburg Confession of Orange and the Evangelical Lutheran Cemetery Association, under the former name.

March 11, 1941: Constitution adopted September 11, 1883 repealed, and new Constitution and Bylaws adopted.

July 7, 1941: Amended Articles of Incorporation filed with the California Secretary of State, changing the name of the congregation to St. John's Lutheran Church of Orange, and making other changes.

January 20, 1953: Certificate of Amendment filed by the California Secretary of State, adding a new Article X to the Articles of Incorporation, dedicating the property of the corporation exclusively to religious purposes.

May 1, 1988: Updates to the Constitution and Bylaws approved by a Congregational Assembly.

May 8, 1993: Updates to the Constitution and Bylaws approved by a Congregational Assembly.

October 5, 1997: Amended Constitution adopted by a Congregational Assembly.

March 19, 2002: Revised Bylaws adopted by a Congregational Assembly.

May 20, 2008: Revised Bylaws adopted by a Congregational Assembly.

\_\_\_\_\_, 2022: Restated Articles of Incorporation adopted; filed with the California Secretary of State on \_\_\_\_\_, 2022.

\_\_\_\_\_, 2022: Revised Constitution adopted at a Congregational Assembly.

\_\_\_\_\_, 2022: Revised Bylaws adopted at a Congregational Assembly.

## ST. JOHN'S LUTHERAN CHURCH OF ORANGE

### GOVERNING DOCUMENTS

#### PREAMBLE

Whereas, the Word of God demands that a Christian congregation not only conform to the Word of God in doctrine and practice (Psalm 119:105, Galatians 1:6-8, II Timothy 4:1-5), but also that all things be done decently and in order (I Corinthians 14:40);

Therefore, the members of the congregation known as St. John's Lutheran Church of Orange set forth these Articles of Incorporation, this Constitution, and these Bylaws as our Governing Documents, duly adopted at meetings of the members entitled to vote, in accordance with which our congregational affairs, spiritual and material, shall be governed and conducted.

*[This Preamble is substantially the same as it has been in our Constitution for at least the past thirty years. It is technically not part of the Constitution (see old Art. XII, C, 2, and new section 14.1.6) but is worthwhile including to emphasize the importance of conducting our affairs in an orderly and consistent manner.]*

## ST. JOHN'S LUTHERAN CHURCH OF ORANGE

### RESTATED ARTICLES OF INCORPORATION

*[The proposed revisions will extensively amend our existing articles of incorporation, primarily by eliminating unnecessary and outdated provisions, names of original incorporators, and other surplusage. Other provisions are moved to the revised Constitution, to make that a more comprehensive document for our governance. As provided in California corporate law, the full articles, because they are extensively amended, are "restated" in this new document.]*

#### ARTICLE 1 – NAME

The name of this corporation is:

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

#### ARTICLE 2 – PURPOSE AND STATUS

**Section 2.1** This corporation is a religious corporation organized under the Nonprofit Religious Corporation Law of the State of California, exclusively for religious purposes.

*[This provision is required by the California Nonprofit Religious Corporations Law.]*

**Section 2.2** In pursuit of its religious purposes, this corporation shall 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 the members.

*[This provision is based on the language of our old Articles of Incorporation, Article III, paragraphs (1) through (3), and of our old Constitution, Article II, paragraphs A through C, with the addition of the phrase providing for assistance*



*to those in need, which is a permissible tax exempt charitable or religious purpose under state and federal tax law.]*

### **ARTICLE 3 – POWERS**

This corporation shall have all of the powers of a natural person as provided in the Nonprofit Religious Corporation Law, subject to any limitations contained in these articles, or in the constitution or bylaws of the congregation.

*[This provision is all that is required under current California law to give the corporation the full range of powers available to a nonprofit religious corporation. This replaces the more detailed list of powers in our old Articles, Article III, paragraphs (4) through (8), and of our old Constitution, Article II, paragraphs D through H.]*

### **ARTICLE 4 – TAX EXEMPT STATUS**

*[The following Sections 4.1-4.3 are language recommended by the IRS to comply with the requirements of the Internal Revenue Code for tax exempt status.]*

**Section 4.1** The property of this corporation is irrevocably dedicated to religious purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in Article 2, above.

**Section 4.2** No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

**Section 4.3** Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## ARTICLE 5 – DISTRIBUTION OF ASSETS ON DISSOLUTION

*[This Article 5 is also intended to comply with the requirements of the Internal Revenue Code for tax exempt status, and follows the order of priority for distributions on dissolution set out in the 1953 amendment to our old Articles.]*

Upon the winding up and dissolution of the corporation, the assets of the corporation shall be distributed to the following entities, in the order listed, on the condition that the entity is organized and operated exclusively for exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code:

(a) The Pacific Southwest District of the Lutheran Church–Missouri Synod, or to the qualified successor of that entity; or

(b) If at the time of such distribution the Pacific Southwest District is not in existence, and it has no qualified successor, then to the Lutheran Church–Missouri Synod, or its qualified successor; or

(c) If at the time of such distribution the Lutheran Church–Missouri Synod is not in existence, and it has no qualified successor, then to such religious entity which the voting members of this corporation shall decide is most nearly committed to, and adheres and conforms to, the confessional standard of the congregation established pursuant to these articles and the constitution of the congregation, and is organized exclusively for religious purposes.

## ARTICLE 6 – GOVERNANCE OF THE CONGREGATION

The congregation established pursuant to these articles may adopt a constitution and bylaws for the governance of the activities of the congregation, subject to the provisions and limitations of these articles, including the provisions for the qualification of the corporation for tax exempt status. In the event of any conflict between these articles and the provisions of that constitution or bylaws, the provisions of these articles shall take precedence. That constitution and bylaws together shall constitute bylaws of this corporation as referred to in the Nonprofit Religious Corporation Law.

*[This provision permits most of the details for the conduct of the congregation's business to be contained in a separate constitution and bylaws, rather than in these articles, as permitted by California law. That is reflected, for instance, in subsequent provisions of these articles concerning members, directors, and amendments.]*

## ARTICLE 7 – MEMBERS

The congregation established pursuant to these articles may provide for the qualification of voting members of the congregation in a constitution or bylaws adopted by the congregation. Those voting members shall also constitute the voting members of this corporation.

## ARTICLE 8 – DIRECTORS

The congregation established pursuant to these articles may provide for its governance by trustees, selected as provided in the constitution or bylaws adopted by the congregation. Those trustees shall also constitute the directors of this corporation.

*[This new provision will automatically constitute the trustees of the congregation as the directors of this corporation, without a need for a separate or concurrent election, as we have conducted in the past.]*

## ARTICLE 9 – AMENDMENTS

These articles may be amended by the same process as provided in a constitution that may be adopted by the congregation established pursuant to these articles, for the amendment of that constitution.

– End of Restated Articles of Incorporation –

Dates of Adoption and Amendments:

Adopted: \_\_\_\_\_, 2022

Subsequent Amendments:



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

**TABLE OF CONTENTS**

ARTICLE 1 – NAME AND STATUS ..... Constitution - 1  
    Section 1.1 Name ..... Constitution - 1  
    Section 1.2 Incorporation ..... Constitution - 1  
    Section 1.3 Parallel References ..... Constitution - 1

ARTICLE 2 – GOVERNING DOCUMENTS ..... Constitution - 1

ARTICLE 3 – PURPOSE AND POWERS ..... Constitution - 2  
    Section 3.1 Purpose ..... Constitution - 2  
    Section 3.2 Powers ..... Constitution - 2

ARTICLE 4 – CONFSSIONAL STANDARD ..... Constitution - 3

ARTICLE 5 – MEMBERSHIP ..... Constitution - 4  
    Section 5.1 Categories of Membership ..... Constitution - 4  
        5.1.1 Baptized Members ..... Constitution - 4  
        5.1.2 Communicant Members ..... Constitution - 4  
        5.1.3 Voting Members ..... Constitution - 4  
    Section 5.2 Termination of Memberships ..... Constitution - 5

ARTICLE 6 – PARTICIPATION BY COMMUNICANT MEMBERS ..... Constitution - 5  
    Section 6.1 Expectations for Participation ..... Constitution - 5  
    Section 6.2 Parents of School-Age Children ..... Constitution - 6

ARTICLE 7 – CONGREGATIONAL ASSEMBLIES ..... Constitution - 6  
    Section 7.1 Definition; Authority of Congregational Assemblies ..... Constitution - 6  
    Section 7.2 Annual Congregational Assemblies ..... Constitution - 6  
        7.2.1 Schedule and Call. .... Constitution - 6  
        7.2.2 Business at Annual Congregational Assemblies. .... Constitution - 7  
    Section 7.3 Special Congregational Assemblies ..... Constitution - 7  
        7.3.1 Schedule and Call. .... Constitution - 7  
        7.3.2 Business at Special Congregational Assemblies. .... Constitution - 8



Section 7.4	Actions by Congregational Assemblies	Constitution - 8
Section 7.5	Quorum and Voting Requirements at Congregational Assemblies	Constitution - 8
7.5.1	Requirements in General	Constitution - 8
7.5.2	Requirements for Certain Actions	Constitution - 9
Section 7.6	Attendance at Congregational Assemblies	Constitution - 10
7.6.1	Open to Members	Constitution - 10
7.6.2	Closing Meetings	Constitution - 10
ARTICLE 8	– GOVERNING COUNCILS	Constitution - 10
Section 8.1	Council of Trustees	Constitution - 11
8.1.1	Authority, Powers, and Responsibilities	Constitution - 11
8.1.2	Members of the Council of Trustees	Constitution - 11
8.1.3	Chief Staff Officer	Constitution - 12
8.1.4	President as Presiding Officer	Constitution - 13
8.1.5	Meetings and Actions	Constitution - 13
Section 8.2	Council of Elders	Constitution - 13
8.2.1	Authority, Powers, and Responsibilities	Constitution - 13
8.2.2	Members of the Council of Elders	Constitution - 14
8.2.3	Meetings and Actions	Constitution - 14
8.2.4	Council Chair as Trustee	Constitution - 15
8.2.5	Elder on Council of Schools	Constitution - 15
8.2.6	Elders on Councils of Church Ministries	Constitution - 15
Section 8.3	Council of Schools	Constitution - 15
8.3.1	Authority, Powers, and Responsibilities	Constitution - 15
8.3.2	Members of the Council of Schools	Constitution - 16
8.3.3	Meetings and Actions	Constitution - 17
8.3.4	Council Chair as Trustee	Constitution - 17
8.3.5	Representative on Endowment Fund	Constitution - 17
ARTICLE 9	– CONGREGATIONAL OFFICERS	Constitution - 17
Section 9.1	Elected Officers	Constitution - 17
Section 9.2	Authority, Powers, and Responsibilities	Constitution - 18
Section 9.3	Officers as Trustees	Constitution - 19
Section 9.4	Authority to Sign Documents	Constitution - 19
Section 9.5	Additional Officers	Constitution - 19
ARTICLE 10	– ELECTIONS; TERMS OF OFFICE; VACANCIES	Constitution - 19
Section 10.1	Eligibility for Elective Office	Constitution - 20
Section 10.2	Terms of Office	Constitution - 20
Section 10.3	Limits on Terms	Constitution - 20
10.3.1	Members of Governing Councils	Constitution - 20
10.3.2	Chairs of Governing Councils	Constitution - 21
10.3.3	Congregational Officers	Constitution - 21
10.3.4	Term Limits and Vacancies	Constitution - 21

Section 10.4	Schedule of Elections . . . . .	Constitution - 21
10.4.1	Members of Governing Councils and Officers . . . . .	Constitution - 21
10.4.2	Chairs of Governing Councils . . . . .	Constitution - 22
Section 10.5	Removal of Elected Officers . . . . .	Constitution - 22
Section 10.6	Filling Vacancies . . . . .	Constitution - 22
Section 10.7	Additional Provisions in Bylaws . . . . .	Constitution - 23
ARTICLE 11 – CALLED POSITIONS IN THE CONGREGATION . . . . .		Constitution - 24
Section 11.1	Called Positions . . . . .	Constitution - 24
11.1.1	Ministers of Religion – Ordained . . . . .	Constitution - 24
11.1.2	Ministers of Religion - Commissioned . . . . .	Constitution - 25
11.1.3	Employing Workers Without A Call . . . . .	Constitution - 25
Section 11.2	Calling Ordained and Commissioned Ministers . . . . .	Constitution - 26
Section 11.3	Removal of Called Ministers from Office . . . . .	Constitution - 26
ARTICLE 12 – SELF-GOVERNING BODIES . . . . .		Constitution - 27
Section 12.1	Creation and Dissolution . . . . .	Constitution - 27
12.1.1	Approval by Trustees . . . . .	Constitution - 27
12.1.2	Approval by Congregational Assembly . . . . .	Constitution - 27
12.1.3	Amendment of Bylaws . . . . .	Constitution - 27
12.1.4	Dissolution . . . . .	Constitution - 27
Section 12.2	Requirements for Self-Governing Bodies . . . . .	Constitution - 27
Section 12.3	Assets Managed by Self-Governing Bodies . . . . .	Constitution - 28
12.3.1	How Assets Shall Be Held . . . . .	Constitution - 28
12.3.2	Assets on Dissolution . . . . .	Constitution - 28
Section 12.4	Current Self-Governing Bodies . . . . .	Constitution - 29
ARTICLE 13 – DEDICATION AND SUCCESSION OF PROPERTY . . . . .		Constitution - 29
Section 13.1	Dedication of Property to Religious Purposes . . . . .	Constitution - 29
Section 13.2	Title to Property . . . . .	Constitution - 29
Section 13.3	Division in the Congregation . . . . .	Constitution - 30
ARTICLE 14 – AMENDMENTS TO GOVERNING DOCUMENTS . . . . .		Constitution - 30
Section 14.1	Requirements Applicable to All Amendments . . . . .	Constitution - 30
14.1.1	Proposing Amendments . . . . .	Constitution - 30
14.1.2	Adoption of Amendments . . . . .	Constitution - 31
14.1.3	Requirement of Writing . . . . .	Constitution - 31
14.1.4	Approval of District President . . . . .	Constitution - 31
14.1.5	Revision to Amendments . . . . .	Constitution - 31
14.1.6	Preambles . . . . .	Constitution - 31
Section 14.2	Amendments to the Articles of Incorporation or the Constitution . . . . .	Constitution - 31
14.2.1	Submittal to Trustees . . . . .	Constitution - 31
14.2.2	Initial Presentation to Congregation . . . . .	Constitution - 32
14.2.3	Notice to Congregation . . . . .	Constitution - 32

14.2.4	Final Vote by Congregation .....	Constitution - 32
14.2.5	Failure of Amendments .....	Constitution - 32
Section 14.3	Amendments to the Bylaws .....	Constitution - 32
14.3.1	Presentation to Trustees .....	Constitution - 33
14.3.2	Notice to the Congregation .....	Constitution - 33
14.3.3	Adoption of Amendments .....	Constitution - 33
14.3.4	Failure of Amendments .....	Constitution - 33
Dates of Adoption and Amendments .....		Constitution - 33



## 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.

*[This new section confirms that this congregation is the entity incorporated under the same name.]*

### 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.

*[This provision is substituted for old Article I, section B, to simplify the provision by removing the list of previous versions of the name by which this congregation was known. The reference to the corporate status is added.]*

## 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.

*[This Article 2 is essentially new, but appears advisable to make clear the order of precedence between the three Governing Documents, and in light of the precedence previously given to some provisions of the Policy Manual of January 12, 2012, over conflicting provisions of the Bylaws or requirements of the Synod.]*

## **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.

*[This paragraph repeats the purpose statement in the Restated Articles of Incorporation, Section 2.2, and is based on our old Constitution, Article II, sections A through C.]*

### **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.

*[Our old Constitution, Art. II, sections D through H, repeated the language of Article III of the old Articles of Incorporation stating the legal powers of the corporation in some detail. Setting out those provisions is not necessary, however, because the congregation has them as an entity incorporated under the provisions of the Nonprofit Religious Corporation Law.]*

## 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.

*[This is the language of old Article III, except for the addition of the introductory phrase and the minor change of the term “Symbolic Books” to “Symbolical Books” in the two places where it occurs, consistent with the terminology of the LCMS Constitution, in Article II, Confession, ¶2, and the LCMS Guidelines suggesting “Symbolical” for use in congregational constitutions. The “Symbolical” terminology may not provide a greater understanding of the term to a lay reader, but at least the unusual form of the term may put the reader on notice that this is a term of art, and not a description of the contents as merely symbolic, and not substantively important.]*

*[The last book listed, The Treatise on the Power and Primacy of the Pope, may be a little jarring to some modern ears, and its inclusion as a separate book is optional with the LCMS because it is considered to be a part of the Smalcald Articles. Written during Luther’s time, part of it is largely of historical interest, elucidating the objections the reformers had to the Roman church at that time, but it also deals with doctrinal differences, and the role of pastors in the church, so is still relevant to us today. (See “Concordia: The Lutheran Confessions,” p. 292.) Thus, we have continued to list it separately, rather than make a change that might be questioned by some.]*



## 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.

*[This category is from old Article IV, A, but the second phrase "who demonstrate an interest" is added to require a specific connection to St. John's. The reference to "family" is intended to include children who have been baptized. Although we refer to all of these individuals as "members," there is no specific consequence for our governance based on that status as used in this provision, or on the un-capitalized term in our Governing Documents.]*

**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.

*[This category is established in old Art. IV, B, but is substantially condensed here, while adding the "received into membership" phrase. The formal steps for the various means of receiving new Communicant Members are set out in the new Bylaws, Art. 1.]*

*[Additional provisions concerning the conduct required of Communicant Members, in old Const., Art. IV, B and C, are superseded by new Art. 6.]*

*[Note three further consequences of the status as a "Communicant Member:" (1) the right to take communion with us (see Sec. 6.1); (2) the opportunity to become a Voting Member; and (3) that St. John's obligation for dues to the LCMS is based on our number of Communicant Members. Note that our Governing Documents do not deal with the eligibility of individuals who are not formally Communicant Members to take communion with us, as a matter of non-members' faith that is not necessary to deal with in a document for our own governance.]*

**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.

*[This provision incorporates and replaces the basic provisions of old Article VI, B, establishing the right of suffrage. The old requirement that a Voting Member sign the Constitution and Bylaws is now found in the new Bylaws, sec. 1.2, to provide flexibility in the procedure and in maintaining a record. This section also adds the reference to future amendments, instead of referring to the documents "then in force" at the time of signing as the old Constitution does.]*

*[This revised Sec. 5.1 omits the category of "Special members" found in old Const. Art. IV, C, which establishes a procedure for excuse from regular worship, etc. due to extended absence or illness, because we do not use that category in practice.]*

## **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.

*[The Bylaws provide for voluntary actions by a Member such as by a transfer to a sister congregation, or an action by the congregation such as excommunication.]*

## **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.

*[This paragraph changes "duties" and "duty bound" in old Art. V to "encouraged and expected" so that participation will be motivated by faith and desire, and not performed simply as an obligation imposed as a condition of membership, and eliminates the list with the Biblical citations, at least some of which do not seem particularly well chosen.]*



## **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.

*[This section rewords old Article V, B.]*

## **ARTICLE 7 – CONGREGATIONAL ASSEMBLIES**

*[This Article 7 combines the brief provisions concerning a Congregational Assembly in old Const. Art. VII, and a number of the provisions in old Bylaws Art. II, but contemplates that a number of details will be provided in the Bylaws, including the items of business to be conducted, and the notices required to be given. This article provides for one "annual" meeting each year and such additional "special" meetings as may be set, and eliminates the requirement for a second "regular" Assembly every year.]*

### **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.

*[The definition in 7.1(a) is new. Section 7.1(b) is based on the similar provision in old Const. Art. XI, A, concerning the powers 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.

*[This more detailed list replaces the list in old Const. Art. VII, A.]*

*[Note that paragraph (5) will permit other business to be brought up at the Annual Congregational Assembly, even if not included in the notice. Our old governing documents do not appear to require advance notice of any business to be brought up at a Congregational Assembly (old Const. Art. VII, A, 2 permits "any other necessary business" at an annual meeting). Paragraph (5) is not entirely open-ended, but subject to other procedural requirements in the Constitution or Bylaws for various items of business.]*

### **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.

*[The provision for triggering a Special Assembly by a petition from 75 Voting Members is in our old Constitution, Art. VII, B. New Bylaws Section 2.2 limits the business that may be conducted to those items specified in the notice of the Assembly called by the Trustees, or the Senior Pastor and the president, or the business described in 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.

*[Note that this section limits the business at a Special Congregational Assembly to matters that were described in the notice. If the Trustees call a Special Assembly, they will be required to describe the business they intend to bring up. In the case of an Assembly called in response to a petition from Members, the notice must include the description of business intended to be brought up, as described in the petition. In either case, this restriction on business will permit Members to decide whether to attend, and because of no quorum requirement, will prevent a small number who might attend from taking unexpected actions.]*

## **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.

*[This section 7.4 is new, but is included to make it clear that all actions by a Congregational Assembly must be taken by the Voting Members of the congregation.]*

## **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.

*[The list of subjects for which a quorum and two-thirds vote is required includes those in old Bylaws Art. II, G. Including the list in the Constitution instead will assure that the quorum and two-thirds vote requirement could not be evaded simply by an amendment to the Bylaws which would be permitted by a majority vote, without any minimum quorum.]*

*[Note that category (4), taken from the old Bylaws, Art. II, G, 4 requires a two-thirds vote to authorize a divine call, but is inconsistent with the provisions of old Bylaws Art. III, C which provides for only a majority vote to authorize a call. These revised provisions opt for a two-thirds vote (in this Section 7.5 and in new Bylaws Section 6.3.3); see further comments following section 6.3.3 in the revised Bylaws. Calls to teachers may be authorized by a simple majority vote, as a more expeditious procedure; see new Bylaws 6.7.]*

## **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.

*[Old Article VI, A, provides that meetings are open to all members; section 7.6.1 continues that practice. Note that “all members” would include Baptized Members also. Section 7.6.2 authorizing closing meetings is new, but may be useful for the sensitive matters listed.]*

## **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.

*[These Councils are established in our old Bylaws, Articles IV, V, and VI. This revision establishes these Councils in the Constitution instead, with statements of their basic authority and membership, leaving additional details concerning each Council to the Bylaws.]*

*[The term “governing” in the heading of this article is used to indicate the decision-making authority of these Councils, and to distinguish them from the Ministry Councils (formerly the Councils of Church Ministry) established in the Bylaws, which have responsibility for carrying out the mission of the congregation.]*



## **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.

*[This provision is virtually the same as in the old Bylaws, Art. IV, B, 1, and is the general grant of authority to the Trustees. This is a broad grant of authority to the Trustees over the business affairs of the congregation, as distinguished from the authority over spiritual matters given to the Elders, in section 8.2. This authority of the Trustees is roughly parallel to that of a board of directors in a typical nonprofit organization, in which the directors make basic policy decisions, and delegate the execution of that policy to officers or staff. In our case, that delegation is to the Senior Pastor (see section 11.1.1, and the 2012 Policy Manual).]*

(b) Accountability. The 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.

*[This provision is taken from the old Bylaws, Art. IV, B, 2.]*

(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.

*[This provision is new; it automatically constitutes the Trustees also as the directors that are provided for in the Articles of Incorporation, without the necessity of any separate or conjoining election, although the dual role could be announced to the Congregational Assembly at the time of any election. This relationship is reflected also in the proposed Restated Articles of Incorporation. While California's Nonprofit Corporation Law describes certain authority for corporate directors and officers, it also permits a corporation to alter that authority.]*

(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.

*[This list of members in (1) through (4) is based on our old Const. Art. VIII, A, 1, except that this list omits an "Executive Pastor" and "Executive Director of Ministry Operations," positions that we do not presently recognize by those titles.]*

*[Category (5) adds two at-large members as Trustees, which would constitute the Board of Trustees as having nine voting members, the same as at present before the elimination of the two positions noted above. Adding two at-large members would broaden the participation of Members in this Council.]*

*[Adding two at-large members would also require assigning them to the three-year election rotation, set out in Article 10. That is done by adding them to the Year 3 group, which at present includes only three Elders and two members of the Council of Schools, so balances out the number of positions to be filled by elections at each Annual Congregational Assembly.]*

**8.1.3 Chief Staff Officer.** The congregation's chief staff officer or staff member holding the equivalent position shall be an *ex officio* non-voting member of the Council of Trustees.

*[The title of this staff member is intentionally somewhat generic to accommodate future changes in job title, but is intended to designate the staff position holding the most management responsibility for matters of concern to the Trustees. That position will not be a voting member of the Trustees, on the theory that an employee of the congregation, other than the Senior Pastor, is not appropriately a voting member of the governing body, and in accordance with the provision in the congregation's Policy Manual, II, E, 11 that Trustees "not be church employees, other than the Senior Pastor". This staff position, however, is an important participant in the deliberations of the Trustees at least as pertains to operational aspects of the congregation's business, so that role would continue for this staff member as an ex officio non-voting member.]*



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

*[This is unchanged from the old Bylaws, IV, C, 1.]*

**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.

*[This section 8.1.5 is new. Although it largely reflect existing practice, these rules should be stated. This language will be repeated for each of the other Governing Councils.]*

**Section 8.2 Council of Elders.**

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

*[The role of the Senior Pastor for the spiritual welfare of the congregation, which is also the responsibility of the Council of Elders, is acknowledged in a new phrase beginning “in conjunction with . . .” but is not specifically described, in recognition of the somewhat loosely defined but cooperative relationship that should exist between the Elders and 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.

*[These provisions are substantially new, but are intended as a general summary of the more specific tasks set out for the Elders in our old Bylaws, Art. V, C., and as will be incorporated in our revised Bylaws, Section 3.2.1.]*

**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

*[This paragraph (1) clarifies some uncertainty in the old Bylaws Art. V, B whether the chair is one of or in addition to nine; this draft treats the chair as one of the nine members, which is reportedly the practice.]*

(2) The Senior Pastor of the congregation.

*[The old Bylaws make the Senior Pastor "the staff member" for this Council, without a vote; this revision assumes that a more appropriate position would be as a full voting member, parallel to the Senior Pastor's position on the Council of Trustees, since the mission of the Elders is also the mission of the Senior Pastor. That also appears to be the present practice.]*

**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.

*[This section 8.2.3 is new. Although it largely reflect existing practice, these rules should be stated. See the parallel provision for the Council of Trustees, in Section 8.1.5.]*

**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.

*[See the comments following Const. 8.3.2.]*

**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.

*[The old Bylaws Art. V, B provides that an Elder shall serve on each Ministry Council, without reference to voting rights, so these revisions assume that the intention was to include the right to vote by making it explicit. As a practical matter, however, given the relatively informal practices of the Ministry Councils, that may not often be an issue.]*

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

*[Our old Bylaws Article VI provides for a Council of Schools. This draft substantially revises and adds to the basic description of the mission and puts it and the membership of the Council in the Constitution, leaving additional details to the Bylaws.]*

#### **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.

*[This description is new, and replaces the somewhat vague statement of the Council's responsibility in old Bylaws Art. VI, A. It describes the basic purpose of the Council in terms of objectives rather than specific responsibilities; more specific responsibilities can be included in the Bylaws.]*

(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.

*[This description is taken from, but is more specific than, old Bylaws Art. VI, C, and is intended to conform to current practice.]*

(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.

*[The Council of Schools has adopted a detailed Policy Manual. This provision makes it clear that the Trustees have ultimate responsibility and authority for the governance of the schools.]*

(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.

*[These provisions in section 8.3.2 (1)-(3) basically follow the old Bylaws Article V, B, with minor edits. An Elder is added as a voting member to reinforce the importance of the schools in supporting the spiritual mission of the congregation.]*



### **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.

*[This section 8.3.3 is new. Although it largely reflect existing practice, these rules should be stated. See the parallel provision for the Council of Trustees, in Section 8.1.5.]*

**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.

*[In our old Governing Documents, the officers and their responsibilities are described in the provisions for the Trustees (Const. Art. VIII and Bylaws Art. IV,*

C), apparently because they are members of the Council of Trustees. This revision places the Congregational Officers in their own article – this new Article 9 – distinct from their position as members of the Trustees.

*[Although our old Bylaws, Art. IV, C, describes several specific duties of the secretary and treasurer, in addition to their responsibilities as Trustees, this new Article 9 eliminates most of the specific duties of officers, to conform to the line of authority for administration running from the Council of Trustees to the Senior Pastor to the staff recognized in the comments to section 8.1 above, in section 11.1.1(a) of this Constitution, and in the Policy Manual, . That leaves the officers, for the most part, only with specific responsibilities that might be delegated to them by the 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.

*[The Corporations Code designates the president as a corporation's chief executive officer, absent some provision to the contrary. In our case, the Senior Pastor is designated as the chief executive officer in Section 11.1.1. The president functions more like a typical chairman of a board of directors, presiding, in our case, at meetings of the Trustees and of the congregation.]*

(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.

*[The Corporations Code requires a corporation to have a chief financial officer, and designates the treasurer as a corporation's chief financial officer, absent some provision to the contrary. This revision maintains that title for the treasurer, which may be useful for such actions as signing documents or instruments on behalf of the congregation. This provision, however, also limits the broader authority that a treasurer might normally have, to whatever may be delegated to the treasurer.]*



### **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.

*[California law provides that combinations of specified officers are authorized to sign certain documents on behalf of a corporation.]*

### **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.

*[Organizations sometimes find it convenient to create positions of assistant officers for staff members who perform particular functions, such as an assistant secretary or assistant treasurer. Our congregation does not do that at present, but this provision allows for that possibility. Allowing the setting of "qualifications" would permit provisions that such offices could be filled by non-members of the congregation, if desired for a subsidiary office requiring specialized qualifications.]*

## **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.

*[This Article 10 incorporates provisions concerning elections found in various parts of our old Constitution and Bylaws, into one new article governing elections and terms of office.]*

### **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.

*[This new provision eliminates the requirement in our old Bylaws, Art. II, B, 1, that eligibility for office is limited to those “not under church discipline” (a status not defined), and substitutes the “expectations” standard in Section 6.1, giving the Trustees some flexibility in reviewing nominations pursuant to new Bylaws Sec. 5.1.3.]*

*[This Section 10.1 also eliminates the existing prohibition against women holding positions as president, vice president, or Elder, found in our old Constitution Article II, B, 2, leaving women eligible for all offices except that of a pastor.]*

### **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.

*[The July 1 start date for terms is new; it provides a date certain, coinciding with the start of our fiscal year, instead of following the installation ceremony at a service on the last Sunday in June, in the old Constitution. Article 7.2 of this revised Constitution sets the Annual Congregational Assemblies for May, in advance of the present July 1 start of the congregation’s fiscal year.]*

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

*[Our old Constitution puts a limit of two terms of three years each on Congregational Officers and Council chairs and members. This draft retains that limit, except for chairs of the Councils of Elders and Schools, as explained following section 10.3.2, below.]*

**10.3.1 Members of Governing Councils.** Members of the Governing Councils 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.

*[This covers the elected members of the Councils of Elders and Schools, and the proposed two at-large elected members of the Council of Trustees. The other members of those Councils in effect are ex officio – that is, they serve on the Council by virtue of having some other position, whether or not elected to that position.]*

**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.

*[This new provision would allow any member who is termed out as a member of a Council, if serving in the member's first term as the chair at that time, to be elected as both the chair and a member for one additional term after that. This would allow an experienced member and chair to be elected as the chair (and a member) for an additional three years. These provisions were drafted after extensive discussion by the drafting committee.]*

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

*[This limit and language is from our existing Const. Art. VIII, C, 2.]*

*[Note that while an individual can be elected to two three-year terms in any one office, because officers are elected on two different three-year cycles, an individual who is elected to a different office could forfeit a portion of that individual's term in the existing office, and begin a new limit on terms in the new 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.

*[This section 10.3.4 is new; there is no parallel provision in our old governing documents, but it would be appropriate to deal with this issue.]*

## **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:

*[Article 7, Congregational Assemblies, provides that the elections will be held at Annual Congregational Assemblies required to be held in May.]*

(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.

*[Year Three would include the two new at-large members of the Council of Trustees, giving this cycle the same number of elected positions as the Year One and Two cycles..]*

**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.

*[This new provision provides for the election of a chair whenever the term of a member currently serving as chair expires, so that the term of a chair will be tied to the term of the member who is elected as the chair.]*

#### **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.

*[Note that a vacancy could occur in a chair if a member serving as chair would resign as chair but continue as a member.]*

(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.

*[The effect of this provision will be that the chairmanship will always coincide with the term of the member serving as chair, and avoid the situation where terms as a member and as a chair could end in different years.]*

(c) Vacancies Filled by 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, except in the case of president of the congregation, whose duties shall be assumed by the vice president until filled by election.

*[Our old Constitution, Art. VIII, A, 2 and 3, provides for filling vacancies in elected positions on the Councils or Officers at an ensuing Congregational Assembly, but provides that the Trustees are to fill vacancies by appointment in the meantime only on the Councils, but not in the Officers. There does not seem to be any reason for the difference, so this provision removes that difference and makes the procedure the same for all positions, except that of president, whose duties would be assumed by the vice president. This provision also leaves the decision to fill a position by an interim appointment, or leaving it vacant, in the discretion of the Trustees. If there is no compelling need to fill a vacancy in the particular circumstances, such as for a short period, the Trustees could leave that position open until the next Congregational Assembly.]*

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

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

*[The procedures for nominations and installations are left to the Bylaws so they can be more easily amended if desired; they do not seem to require the relative permanence afforded by the Constitution.]*



## ARTICLE 11 – CALLED POSITIONS IN THE CONGREGATION

*[This article is based on old Const. Art. IX, but is substantially expanded and revised to follow more closely the LCMS requirements and terminology for qualified pastors and other personnel. Among other things, this revision introduces the terminology used by the LCMS to distinguish between “Ministers of Religion - Ordained” (i.e., ministers who have been recognized by the LCMS as eligible to serve as a pastor), and “Ministers of Religion - Commissioned” (individuals who have qualified to serve in a particular non-pastoral capacity and have been admitted to their respective ministries by the Synod, such as directors of music, teachers, directors of Christian education, directors of family life ministry, and others).]*

*[This terminology will also be used in our Bylaws, which may provide different procedures for the call of ordained ministers than for commissioned ministers.]*

### 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.

*[The requirement that the congregation “shall call and be served only by” is taken from the LCMS Bylaws and Guidelines.]*

(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.

*[This paragraph (a) describes the dual responsibilities of the Senior Pastor, for both the spiritual welfare of the congregation, and as the congregation’s chief executive officer.]*

(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.

*[These provisions in (a), (b) and (c) are new; our old Constitution and Bylaws do not include provisions defining these positions.]*

**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 11.1.3 recognizes that the congregation is not required by the LCMS to call a commissioned minister for every position that may be filled by a commissioned minister, or to fill such positions with a commissioned minister.]*

*[Section 11.1.3 nevertheless requires doctrinal agreement where the position is one that may be filled by a commissioned minister. That provision is not based on any requirement by the LCMS, but appears to be appropriate, at least where the position is likely to include some aspect of ministry, such as the potential ministry role that teachers in the school may have with students, both by example and by express teaching.]*

## **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.

*[The requirement that calls be authorized only by a Congregational Assembly is taken from an explicit provision in the LCMS Guidelines, and requires us to revise our occasional inconsistent practice in the past, particularly as it has pertained to calling teachers, which the revised Bylaws will do.]*

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

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.

*[This section is based on old Article IX, C in the old Constitution; this draft elaborates on those provisions, and adds (c) and (d).]*

*[Our old governing documents do not provide for a minimum vote for removal of a called minister, so only a majority would be required. This revision requires a two-thirds vote for removal; it would seem that in most cases where charges were serious enough to justify removal, a two-thirds vote would be achieved, but that higher bar would require general agreement in the congregation. If a vote would fail to achieve two-thirds, a pastor or other minister should nevertheless get the message that something is wrong, and may be prompted to seek another call, without the stigma of having been removed.]*



*[Note that this provision applies to all called personnel, including not only pastors but commissioned ministers listed in Section 11.1.2.]*

## **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.

*[This Article 12 is a substantially expanded version of old Bylaws Art. X, Self-Governing Bodies. These provisions will now be in the Constitution, rather than the Bylaws, to give them the protection of the more deliberative amendment process for the Constitution, as contrasted to the easier process for amending Bylaws. This would be important at least to those entities that hold substantial funds in trust for particular purposes, such as the Education Endowment Fund or the Cemetery Trust, to avoid a hasty intrusion by the congregation, or a determined faction in the congregation, for some unrelated use.]*

### **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.

*[These provisions are intended in part to ensure that the operations of the self-governing entities are appropriate for the tax exempt status of a religious organization.]*

### **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.

*[This is an abbreviated version of the dedication language in old Article XIII, now contained in the proposed Restated Articles of Incorporation, to satisfy the requirement of the IRS for qualification as a nonprofit religious entity for tax purposes.]*

#### **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.

*[This provision is new; it is added as a precaution against any claims of rights in the congregation's property in case of a division in the congregation, or a disagreement with a departing member.]*

### **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, within a time frame specified by the president.

*[Subsection (a) is the language of old Article XI, B; subsection (b) is added as a default provision.]*

## **ARTICLE 14 – AMENDMENTS TO GOVERNING DOCUMENTS**

*[These procedures for amendments are based on the existing provisions in old Article XII, but they are reorganized and some provisions are added. The notice periods for amendments are designed to fit with the general requirements for notice of Congregational Assemblies in our revised Bylaws, section 2.4.]*

### **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.

*[The requirement of “twenty five Voting Members” is intended to limit proposed amendments to those that have at least a modicum of support in the congregation. That is also achieved by permitting amendments to be proposed by an existing Council or other entity.]*



**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 for review and approval, and no vote shall be taken to finally adopt the proposed amendment until approved by the district president.

*[This is a requirement of the LCMS Bylaws, which specifically require approval by the district president in advance of adoption by a congregation.]*

**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.

*[This provision is taken from our old Constitution, which contains a preamble substantially the same as the preamble to this new Constitution.]*

## **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.

*[The principal distinction between amendments to the Constitution and to the Bylaws are the requirements in sections 14.2.2 and 14.2.3 that it takes two Congregational Assemblies to amend the Constitution, the presence of a quorum, and a two-thirds vote. These procedural requirements are found in our old Const. Art. XII, A.]*

**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.

*[This new section 14.2.5 would discourage serial presentations of an amendment by a group of determined advocates until it is finally adopted, or scheduling repeated Special Congregational Assemblies in an attempt to achieve adoption. Given the present size of our congregation, meeting the quorum requirement of seventy-five Voting Members does not seem burdensome for amendments that would have substantial support from the congregation.]*

### **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:

Adopted: \_\_\_\_\_, 2022

Subsequent Amendments:



# ST. JOHN'S LUTHERAN CHURCH OF ORANGE

## BYLAWS

### TABLE OF CONTENTS

ARTICLE 1 – MEMBERSHIP PROCEDURES .....	Bylaws - 1
Section 1.1 Receiving Communicant Members .....	Bylaws - 1
Section 1.2 Admitting Voting Members .....	Bylaws - 1
Section 1.3 Voluntary Termination of Membership .....	Bylaws - 2
1.3.1 Procedures for Voluntary Termination .....	Bylaws - 2
1.3.2 Consequences of Voluntary Termination .....	Bylaws - 2
1.3.3 Reinstatement After Voluntary Termination .....	Bylaws - 3
Section 1.4 Involuntary Termination of Membership .....	Bylaws - 3
1.4.1 Procedures for Excommunication .....	Bylaws - 3
1.4.2 Consequences of Excommunication .....	Bylaws - 3
1.4.3 Reinstatement After Excommunication .....	Bylaws - 4
ARTICLE 2 – CONGREGATIONAL ASSEMBLIES - NOTICE, CONDUCT .....	Bylaws - 4
Section 2.1 Date, Time, and Place of Congregational Assemblies. ....	Bylaws - 4
Section 2.2 Notice of Congregational Assemblies; Waiver of Notice. ....	Bylaws - 4
2.2.1 Initial Notice. ....	Bylaws - 4
2.2.2 Second Notice. ....	Bylaws - 5
2.2.3. Waiver of Notice. ....	Bylaws - 6
Section 2.3 Conduct of Congregational Assemblies; Parliamentary Procedure. .....	Bylaws - 7
ARTICLE 3 – GOVERNING COUNCILS - SPECIFIC ACTIONS .....	Bylaws - 7
Section 3.1 Council of Trustees .....	Bylaws - 7
3.1.1 Exercise of Authority, Powers, and Responsibilities .....	Bylaws - 7
3.1.2 Members and Elections .....	Bylaws - 10
Section 3.2 Council of Elders .....	Bylaws - 10
3.2.1 Exercise of Authority, Powers, and Responsibilities .....	Bylaws - 10
3.2.2 Members and Elections .....	Bylaws - 11
Section 3.3 Council of Schools .....	Bylaws - 11
3.3.1 Exercise of Authority, Powers, and Responsibilities .....	Bylaws - 11
3.3.2 Members and Elections .....	Bylaws - 12

ARTICLE 4 – CONGREGATIONAL OFFICERS .....	Bylaws - 12
ARTICLE 5 – ELECTIONS - PROCEDURES .....	Bylaws - 12
Section 5.1 Nominations for Elected Positions .....	Bylaws - 13
5.1.1 Nominations; Request for Nominations .....	Bylaws - 13
5.1.2 Nominating Committee .....	Bylaws - 13
5.1.3 Reviewing Nominations .....	Bylaws - 13
5.1.4 Announcing the Nominees Qualified for the Ballot .....	Bylaws - 13
5.1.5 Announcing Appointments of Chairs Subject to Ratification ..	Bylaws - 14
5.1.6 Voting; Appointment of Committee to Conduct Election ....	Bylaws - 14
Section 5.2 Installation of Elected and Appointed Officers .....	Bylaws - 14
5.2.1 Installation .....	Bylaws - 14
5.2.2 Rite of Installation .....	Bylaws - 14
ARTICLE 6 – CALLED POSITIONS - PROCEDURES .....	Bylaws - 15
Section 6.1 Creation of Call Committee .....	Bylaws - 15
6.1.1 Appointment of Call Committee by Trustees .....	Bylaws - 15
6.1.2 Members of Call Committee .....	Bylaws - 15
Section 6.2 Procedures for Call Committee .....	Bylaws - 16
Section 6.3 Initial Screening .....	Bylaws - 17
Section 6.4 Assessment of Candidates .....	Bylaws - 17
Section 6.5 Call Committee Recommendation .....	Bylaws - 18
Section 6.6 Issuance of a Call .....	Bylaws - 18
6.6.1 Notice of Congregational Assembly .....	Bylaws - 18
6.6.2 No Additional Nominations .....	Bylaws - 19
6.6.3 Voting on Issuing a Call .....	Bylaws - 19
6.6.4 Notifying Candidate Selected .....	Bylaws - 20
Section 6.7 Calls to Teachers for the School .....	Bylaws - 20
6.7.1 Position .....	Bylaws - 20
6.7.2 Call Committee .....	Bylaws - 20
6.7.3 Notice to District .....	Bylaws - 21
6.7.4 Notice to Congregation .....	Bylaws - 21
6.7.5 Additional Search .....	Bylaws - 21
6.7.6 Trustees Set Congregational Assembly .....	Bylaws - 21
6.7.7 Congregational Assembly .....	Bylaws - 21
6.7.8 Removal of Called Teachers .....	Bylaws - 21
Section 6.8 Hiring Teachers Without a Call .....	Bylaws - 21
ARTICLE 7 – MINISTRY COUNCILS OF THE CONGREGATION .....	Bylaws - 22
Section 7.1 Mission of the Ministry Councils .....	Bylaws - 22
7.1.1 Mission .....	Bylaws - 22
7.1.2 Role of Pastors and Elders .....	Bylaws - 22
Section 7.2 Membership and Meetings .....	Bylaws - 23
7.2.1 Appointment of Chair .....	Bylaws - 23
7.2.2 Ratification and Installation .....	Bylaws - 23

7.2.3	Members .....	Bylaws - 23
7.2.4	Removal .....	Bylaws - 23
7.2.5	Elders .....	Bylaws - 23
7.2.6	Meetings .....	Bylaws - 23
7.2.7	Organization of Council .....	Bylaws - 24
Section 7.3	The Ministry Councils .....	Bylaws - 24
7.3.1	Council of Prayer and Congregational Care .....	Bylaws - 24
7.3.2	Council of Music and Worship Support .....	Bylaws - 25
7.3.3	Council of Adult Ministries .....	Bylaws - 27
7.3.4	Council of Outreach and Missions .....	Bylaws - 27
7.3.5	Council of Youth and Young Adults .....	Bylaws - 28
7.3.6	Council of Families and Children .....	Bylaws - 29
ARTICLE 8 – STANDING COMMITTEES .....		Bylaws - 30
Section 8.1	Purpose and Appointments of Members .....	Bylaws - 30
8.1.1	Purpose .....	Bylaws - 30
8.1.2	Appointment of Members .....	Bylaws - 30
Section 8.2	The Committees .....	Bylaws - 30
8.2.1	Committee on Facilities and Equipment .....	Bylaws - 31
8.2.2	Committee on Constitution and Bylaws .....	Bylaws - 32
ARTICLE 9 – PROHIBITIONS AGAINST DISCRIMINATION, HARASSMENT		
.....	.....	Bylaws - 32
Section 9.1	Prohibited Discrimination .....	Bylaws - 32
Section 9.2	Prohibition Against Sexual Misconduct or Harassment .....	Bylaws - 32
ARTICLE 10 – ADMINISTRATIVE PROVISIONS .....		Bylaws - 33
Section 10.1	Fiscal Year .....	Bylaws - 33
Section 10.2	Principal Office .....	Bylaws - 33
Dates of Adoption and Amendments .....	.....	Bylaws - 34



## ARTICLE 1 – MEMBERSHIP PROCEDURES

### Section 1.1 Receiving Communicant Members.

Individuals who are eligible for Communicant Membership, as provided in the Constitution, may be received into Communicant Membership in this congregation by one of the following means, subject in each case to approval by the Senior Pastor and the Council of Elders:

*[Article I of our old Bylaws sets out some detailed provisions for both admission to and termination of communicant membership, involving more formal procedures than we typically follow. This new section revises the procedures to simplify and clarify them.]*

*[Our old Bylaws Art. I, A, 1, provides that membership “may be granted by the Council of Elders” to individuals who qualify; this revision reflects our practice to require the approval of the Senior Pastor also.]*

- (1) Through the rite of confirmation, administered by this congregation;

*[Our Governing Documents do not include provisions for eligibility or procedures for confirmation, leaving that up to the practices of the congregation at the time.]*

- (2) By a letter of transfer from a sister congregation in the Lutheran Church–Missouri Synod, confirming communicant membership in good standing in that congregation; or

*[Individuals who have been confirmed at another Lutheran congregation would be received into communicant membership at St. John’s by a transfer of membership.]*

- (3) By presenting to the Senior Pastor and the Council of Elders sufficient evidence of past communicant membership in a congregation of the Lutheran Church–Missouri Synod, by reaffirming their faith, and by expressing their desire to worship in our congregation.

### Section 1.2 Admitting Voting Members.

Communicant Members who desire and are qualified to become Voting Members as provided in the Constitution shall agree to be bound by this congregation’s Governing Documents by signing a document maintained by the congregation, expressing that agreement.

*[This is a slight change from the presently-worded requirement to “sign the Constitution,” to give flexibility for the actual document that is signed.]*

### **Section 1.3 Voluntary Termination of Membership.**

*[The actions by a member in this Section 1.3 are “voluntary” in the sense that they indicate an intention by the member to withdraw from our congregation; they do not, therefore, necessarily imply any stigma, or raise significant barriers to rejoining our congregation, as contrasted to the “involuntary” termination of a membership, in Section 1.4, below.]*

**1.3.1 Procedures for Voluntary Termination.** Communicant Members may voluntarily terminate their membership in the congregation by any of the following steps:

- (1) By a letter of transfer from the Senior Pastor or the Council of Elders to a sister congregation of the Lutheran Church–Missouri Synod, which may be requested by any Member in good standing;
- (2) By withdrawing from membership in the congregation by a notice to the Senior Pastor or the Council of Elders of the Member’s desire to do so;
- (3) By joining a congregation outside of the fellowship of the Lutheran Church–Missouri Synod; or
- (4) By failing to attend worship services or participate in the rite of communion in our congregation for a period of at least one year, or such longer time as may be set by the Council of Elders in its discretion, and not being persuaded to renew those practices after contact from the Elders or a pastor.

*[As for category (4), our old Bylaws, Art. I, B, 4, provides for termination after inactivity for six months. That may be unreasonably short in light of many other opportunities that now exist for worship with other congregations in person or online on a temporary basis, and easy mobility. In practice, we have apparently used both three years and five years as appropriate time periods. This section uses one year but permits the Elders to set a longer period as they see fit from time to time.]*

**1.3.2 Consequences of Voluntary Termination.** In the event of a voluntary termination of a membership, the termination shall be confirmed by the Council of Elders; the member’s name shall be removed from the roll of Communicant Members; and the member thereafter shall not be eligible to exercise the rights of a Voting Member.

*[As noted in comments to new Const. Sec. 5.1.2, by formally removing the member’s name from the roll of Communicant Members, the congregation would no longer be assessed dues on that member by the Synod.]*



*[These Bylaws do not address the question of whether or under what circumstances a member who is dropped from the roll of Communicant Members may nevertheless continue to take communion with us, leaving that to a case by case determination by the Senior Pastor and the Council of Elders, in light of the circumstances of termination and conduct since that time.]*

**1.3.3 Reinstatement After Voluntary Termination.** Communicant Members who have voluntarily terminated their membership pursuant to Section 1.3.1 may request reinstatement, and on approval by the Senior Pastor and the Council of Elders, may be received into Communicant Membership again by one of the means provided in Section 1.1, above, as appears appropriate in the circumstances.

## **Section 1.4 Involuntary Termination of Membership.**

**1.4.1 Procedures for Excommunication.** A Communicant Member may be excommunicated by the congregation as provided in this Section 1.4.

(a) Grounds. If a Member's conduct is inconsistent with that of a penitent believer, or a Member's expressions of faith are inconsistent with the confessional standards of the congregation, or a Member's other actions are disruptive or otherwise inconsistent with continued fellowship with the congregation in worship and partaking of the Lord's Supper, and those actions or conduct continue after admonition from the Senior Pastor or the chair of the Council of Elders, the Council of Elders may recommend to the congregation that the individual be excommunicated.

(b) Procedures. Before the Elders make a recommendation to the congregation, the Elders shall notify the Member that a recommendation of excommunication will be considered by the Elders, and the basis for that recommendation, and shall give the Member an opportunity to defend against that step in front of the Elders. If the Elders thereafter determine to recommend that the Member be excommunicated, a Congregational Assembly may determine to excommunicate the Member by a two-thirds vote.

*[Our old governing documents deal only briefly with excommunication, and provide little guidance for appropriate procedures. (See old Const., IV, D and old Bylaws I, C.) Excommunication is a serious matter, however, so this new section provides the opportunity for the Member to be heard, and requires a two-thirds vote by the congregation – two conditions recommended by the LCMS Guidelines. The importance of due process in excommunication was emphasized as long ago as the Treatise on the Power and Primacy of the Pope in the Book of Concord of 1580 (Concordia, p. 304, ¶74-75). Note that this section provides for a hearing before the Council of Elders, but not before the full congregation.]*

**1.4.2 Consequences of Excommunication.** Upon excommunication, the member's name shall be removed from the roll of Communicant Members; that member thereafter shall not



be eligible to exercise the rights of a Voting Member; and that member shall be denied participation in the Lord's Supper. The Council of Elders may also impose such other sanctions as they deem appropriate in the circumstances.

**1.4.3 Reinstatement After Excommunication.** A former member who has been excommunicated may be permitted to rejoin the congregation as a Communicant Member in the discretion of the Senior Pastor and the Council of Elders, and on such terms and conditions as they may deem appropriate.

## **ARTICLE 2 – CONGREGATIONAL ASSEMBLIES - NOTICE, CONDUCT**

### **Section 2.1 Date, Time, and Place of Congregational Assemblies.**

The date, time, and place of Congregational Assemblies shall be set by the Council of Trustees, or by the Senior Pastor and the president of the congregation acting together, but unless otherwise set, Annual Congregational Assemblies shall be held at 7:30 p.m. on the third Tuesday in May in Walker Hall.

*[This section provides a default schedule for the Annual Congregational Assembly, if not otherwise set.]*

### **Section 2.2 Notice of Congregational Assemblies; Waiver of Notice.**

When either an Annual Congregational Assembly or a Special Congregational Assembly is called, notice of that Assembly shall be given by an Initial Notice and a Second Notice, as provided in this Section 2.4, except as otherwise provided in the Constitution or these Bylaws.

#### **2.2.1 Initial Notice.**

(a) Schedule and Manner for Initial Notice. An Initial Notice of a Congregational Assembly shall be given as follows:

- (1) At least thirty days in advance of the Assembly, notice shall be given by an electronic communication addressed to the Communicant Members, such as by email or other means of electronic communication; this notice may be included in a timely periodic newsletter or other regular communication sent to Communicant Members on a regular basis;
- (2) At least thirty days in advance of the Assembly, if the Council of Trustees so directs, notice shall be given by regular postal mail to Communicant Members instead of or in addition to the electronic notice provided in subsection (1), above;

- (3) For at least thirty days in advance of the Assembly, notice shall be given by posting the notice on the congregation's web site; and
- (4) On at least three weekends in advance of the Assembly, announcements shall be made at the worship services on those weekends, directing attention to the congregation's web site for the full content of the notice of a Congregational Assembly.

*[Notices by email would reach most Members, and this notice could be included in the congregation's regular periodic emails to members. The relatively few Members without email addresses might nevertheless have access to the Congregation's web site, or might at least hear the announcements at a worship service. It would seem that announcements at services on three weekends would be sufficient but not take up an undue amount of time. These methods are not guaranteed to reach every Member, but will likely reach most.]*

(b) Content of Initial Notice. The Initial Notice shall include the date, time, and place of the Congregational Assembly, and a description of any of the following matters that will be proposed for action by the Assembly:

- (1) Any matter for which a quorum is required, under Article 7, section 7.5.2 of the Constitution;
- (2) If any elected positions are to be filled, the information concerning those elections that is required by Section 5.1.1 of these Bylaws;
- (3) Any proposal for the adoption or amendment of a budget;
- (4) If amendments to the Constitution or Bylaws are to be considered, the text of the amendment as required by Section 14.1.3 of the Constitution; and
- (5) In the case of a Special Congregational Assembly, the nature of the business to be brought before the meeting.

### **2.2.2 Second Notice.**

(a) Schedule and Manner for Second Notice. A Second Notice of the Congregational Assembly shall be given as follows:

- (1) At least ten days in advance of the Assembly, notice shall be given by an electronic communication addressed to the Communicant Members by the same means as provided in Section 2.2.1(a)(1), above;

(2) At least ten days in advance of the Assembly, if the Council of Trustees so directs, by regular mail postal as provided in Section 2.2.1(a)(2), above;

(3) At least ten days in advance of the Assembly, by updating the notice on the congregation's web site with any additional information required by this Section 2.2, subsection (b) to be included in the Second Notice; and

(4) Beginning at least ten days in advance of the Assembly, by updating the announcements at the worship services during that period of time to direct attention to the additional information concerning the Assembly on the congregation's web site.

(b) Content of Second Notice. The Second Notice shall include the following additional information concerning matters that will be proposed for action at the Congregational Assembly:

(1) If any elected positions are to be filled, then a sample ballot or list of candidates nominated for each of those positions, and a notice that nominations are closed;

(2) If any appointed positions are to be confirmed, then a list of the appointees to those positions; and

(3) Any significant new information concerning other matters disclosed in the Initial Notice.

### **2.2.3. Waiver of Notice.**

(a) Urgent Matters. In the event that it is urgent that a Congregational Assembly be held, or that a matter be considered, without complying with the full notice provisions of these Bylaws, then the relevant notice provisions may be waived by a Congregational Assembly on the following conditions:

(1) The urgency is such that if the Congregational Assembly is not held or the matter is not considered, until the full notice provisions can be complied with, the congregation may suffer some detriment in achieving its purpose, or in its personnel, or to its property;

(2) The requirements of these Bylaws concerning the schedule and content of notices are complied with to the extent possible in the circumstances;

(3) The notices given include a notice that a waiver of specified notice provisions will be sought at the Congregational Assembly, and include an



explanation of the facts that justify waiving provisions of the notice requirements; and

(4) At the Congregational Assembly: (i) if the Constitution or Bylaws require a quorum of a minimum number of Voting Members be present for the matter to be considered, that quorum is present; and (ii) a motion to waive the relevant notice provisions is approved by a two thirds vote of those present and voting.

(b) Failure is Insignificant. In the event that a failure to completely comply with the full notice provisions of these Bylaws is insignificant, and does not substantially prejudice the interests of Members of the congregation in having the notice required by these Bylaws, the failure may be excused and the relevant provision waived by a two thirds vote of those present and voting at a Congregational Assembly.

### **Section 2.3 Conduct of Congregational Assemblies; Parliamentary Procedure.**

The president of the congregation shall preside at Congregational Assemblies. The current edition of *Robert's Rules of Order* shall govern all matters of parliamentary procedure not otherwise provided for in the Constitution or these Bylaws. The president of the congregation, in his discretion, may appoint a parliamentarian to advise the president on matters of parliamentary procedure.

## **ARTICLE 3 – GOVERNING COUNCILS - SPECIFIC ACTIONS**

### **Section 3.1 Council of Trustees.**

**3.1.1 Exercise of Authority, Powers, and Responsibilities.** In exercising the authority, powers, and responsibilities given to the Council of Trustees in the Constitution, the Trustees shall take such actions as appear necessary and proper in the interests of the Congregation to, among other things:

*[The following provisions are based on the powers of the Trustees in the old Bylaws, IV, B. While the basic authority of the Trustees is established in the revised Constitution, Section 8.1.1, these additional responsibilities, etc., in these Bylaws may be changed or added to by the relatively simple procedure of amending the Bylaws.]*

*[An existing provision that the revisions to the Constitution and Bylaws leaves out is in the old Bylaws, Art. IV, A, 2, that the Trustees “shall monitor the Senior Pastor’s achievement of specific goals mutually agreed upon at the beginning of each ministry year,” etc. This is worded as a very specific mandate, but it does*

*not appear to be formally observed in practice, nor necessary as a requirement. The Trustees' general authority would enable them to require accountability if necessary for matters within their responsibilities, and the Elders could take actions as appropriate concerning matters within their jurisdiction under Bylaws Section 3.2.1.]*

(a) Delegation of General Management and Supervision. Delegate any or all aspects of the general management and supervision of the business affairs of the congregation to the Senior Pastor or to other pastors or to one or more subordinate staff members, as they see fit to do so from time to time, subject to the ultimate responsibility of the Trustees for the general management and supervision of the business affairs of the congregation, as provided in the new Constitution, Section 8.1.1(a).

*[See the comments following Const. Art. 8, section 8.1.1(a), concerning the management structure.]*

(b) Delegation to Officers. Delegate to any of the Congregational Officers, or to members of the Trustees elected at large, such responsibilities or tasks as the Trustees, in their discretion, deem appropriate;

*[This will reflect the current practice of the Trustees in assigning responsibilities for specific tasks to various officers; this makes the new at-large positions available for tasks also. The two Council chairs who also serve as Trustees are not included here because they already have their own areas of responsibility, although they could of course voluntarily take on additional tasks at the request of the Trustees.]*

(c) Budgets. Prepare and recommend for adoption at each Annual Congregational Assembly a budget for the congregation and school for the ensuing fiscal year, and during that year supervise the expenditure of the congregation's monies in accordance with the budget that has been adopted, except that, without the approval of a Congregational Assembly, the Trustees shall have the authority (i) to authorize the expenditure of up to \$100,000 outside of the budget, for any one purpose, either by adding the expenditure to a budget category, or by moving the expenditure between budget categories, or by moving the expenditure between programs under the Council of Church Ministries with the approval of the Councils affected, or (ii) to authorize such expenditures outside of the budget as may be necessary to avoid potential personal injury or loss of life, or to make emergency repairs to property.

*[This provision elaborates on old Bylaw IV, B, 3, by making the Trustees responsible for proposing an annual budget for the congregation, including the school. The provision also clarifies the Trustees' authority over non-budgeted expenditures and raises the amount from \$50,000 to \$100,000, which appears appropriate in light of the Trustees' experience with increased costs of taking necessary action for repairs and other unexpected matters; the phrase "for any one purpose," is added, however, to prevent the division of a non-budgeted*



*expenditure into parts as a means of avoiding the limit. Amending a budget for greater expenditures would require a Special Congregational Assembly, and compliance with the notice provisions of these Bylaws, but would not require any minimum quorum or more than a majority vote.]*

*[Note that the approval of “a budget” does not specify the detail of content that is to be included, whether by line item or otherwise, which leaves it up to the Trustees to require the supporting detail they wish to have when they consider the budget, and the amount of detail that will be included in the budget that is presented to the congregation for approval.]*

(d) Congregational Records and Notices. Ensure that a full and accurate record is kept of the proceedings of Congregational Assemblies, and of the roll of Communicant Members and those qualified as Voting Members; and that notices of Congregational Assemblies are given in accordance with the requirements of the Constitution and these Bylaws;

*[These functions would typically be the responsibility of a an organization’s secretary, and are among those given to the congregation’s secretary in our old Bylaws Art. IV, C, 3, who would supervise a staff member in carrying out these functions. Consistent with the provisions of the revised Constitution, Section 1.1.1(a), however, the Senior Pastor, as chief executive officer, is responsible for the direction and supervision of staff, so individual officers would not supervise those functions unless specifically authorized by the Trustees.]*

(e) Financial Records. Ensure that full and complete books of account are kept of all monies received and expended by the congregation; that all monies of the congregation are deposited in appropriate financial institutions and investments in the name of the congregation; that the Trustees receive and review reports on the receipts, expenditures, and financial condition of the congregation at least monthly; that the financial books and records of the congregation are open to inspection by the Trustees; and that audits of the financial books and records are performed when the Trustees deem appropriate;

*[The immediately preceding comments concerning responsibilities typically given to an organization’s secretary also apply to these duties, typically given to an organization’s treasurer; this structure is also a change from our existing Bylaws Art. IV, C, 4. The specific authorization for audits is new.]*

(f) Committees and Task Forces. Create, appoint, and dissolve committees and task forces, to study and make recommendations to the Trustees concerning particular issues, or to assist the Trustees in particular tasks, or for other purposes within the purview of the Trustees, and to include any Members of the congregation, as the Trustees see fit;

(g) Appointments to Self-Governing Bodies. Make appointments to this congregation’s self-governing bodies, as provided in the governing documents of those bodies that have been approved by the Congregation; and



(h) Appointments of Delegates and Representatives. Appoint delegates and representatives to bodies, conventions, and conferences of the Lutheran Church–Missouri Synod, its Pacific Southwest District, and the Lutheran High School Association of Orange County.

**3.1.2 Members and Elections.** Members of the Council of Trustees shall be those specified in the Constitution, and those who are to be elected shall be elected as provided in the Constitution and these Bylaws.

## **Section 3.2 Council of Elders.**

**3.2.1 Exercise of Authority, Powers, and Responsibilities.** In exercising the authority, powers, and responsibilities given to the Council of Elders in the Constitution, the Elders shall take such actions as appear necessary and proper in the interests of the Congregation to, among other things:

*[These provisions are based on the provisions in the old Bylaws Art. V, except that (b) is new.]*

(a) Worship Services. Ensure that worship services are conducted in good order, and in conformity with the Confessional Standard of this congregation, and as may otherwise be satisfactory to the congregation;

(b) Sermons Available. Ensure that weekly sermons are available to viewers through electronic transmission, such as on the internet, along with full services, choral presentations, and other features, to the extent feasible;

(c) Divine Calls. Ensure that divine calls to ordained and commissioned ministers are issued in accordance with the provisions of the Constitution, these Bylaws, and the constitution and bylaws of the Lutheran Church–Missouri Synod;

(d) Care of Called Ministers. Attend to the spiritual, physical, and emotional care of the pastors and the other called ministers of the congregation;

(e) Encouragement to Members. Counsel with Members of the congregation as needed to encourage participation in the life of the congregation, in accordance with Article 6 of the Constitution;

(f) Visitations. Ensure that appropriate visits are made to Members of the congregation who may be hospitalized or confined, or otherwise unable to attend services; and

(g) Memberships in Congregation. Receive Members into the congregation, and provide procedures for the voluntary and involuntary termination of membership in this congregation, and oversee such procedures, in accordance with Article 1 of these Bylaws.

**3.2.2 Members and Elections.** The chair and members of the Council of Elders shall be those specified in the Constitution, and shall be elected and serve, and vacancies in those offices shall be filled, as provided in the Constitution.

### **Section 3.3 Council of Schools.**

**3.3.1 Exercise of Authority, Powers, and Responsibilities.** In exercising the authority, powers, and responsibilities given to the Council of Schools in the Constitution, the Council shall take such actions as appear necessary and proper in the interests of the Congregation to, among other things:

(a) Matters to Review with the Principal. Review and advise the principal, as the Council deems appropriate, concerning:

- (1) The curriculum, instructional materials, and academic standards for students;
- (2) Communications with parents of students;
- (3) Student recruitment;
- (4) Student services;
- (5) Conduct standards for students; and
- (6) Parent and student grievances.

*[These provisions are based on the old Bylaws Art. VI, with some revisions.]*

(b) Policy Manual. In conjunction with the principal, adopt and revise a policy manual for the Council's oversight of the schools, and the operation of the schools, subject to the approval of the Council of Trustees.

*[The Council of Schools has a Policy Manual dated June, 2012, but it is not clear how it was approved. In any event, it should be periodically reviewed.]*

(c) Budget. In conjunction with the principal, develop a proposed budget for the operation of the school, including a tuition schedule, projected operating expenses, and compensation for the teaching staff, and present it to the Council of Trustees, for inclusion in the budget to be presented to a Congregational Assembly for adoption.

(d) School Auxiliary. Monitor the programs and procedures of the School Auxiliary established as a self-governing body of the congregation pursuant to the Constitution,

to ensure conformance with the requirements of the Constitution and with the bylaws of the Auxiliary as approved by the congregation.

*[This provision is a combination of existing Bylaw VI, D, and E.]*

(e) Non-Discrimination. As part of its oversight responsibilities, the Council shall take steps to ensure that the schools and related programs do not discriminate on the basis of race, color, or national or ethnic origin in the admission of students, administration of educational policies, scholarship and loan programs, athletic programs, or any other program administered by the schools.

*[This provision is based on a similar provision in the old Bylaws, Art. IV, F. The Schools would also be covered by the prohibitions against discrimination and harassment in the congregation's Governing Documents, and in policies that may be adopted by the Trustees, but this provision gives the Council of Schools responsibility to see that the policies are enforced.]*

**3.3.2 Members and Elections.** The chair and members of the Council of Schools shall be as specified in the Constitution, and shall be elected and serve, and vacancies in those offices shall be filled, as provided in the Constitution and these Bylaws.

#### **ARTICLE 4 – CONGREGATIONAL OFFICERS**

The Congregational Officers provided for in the Constitution shall have the authority, powers, and responsibilities set out for them in the Constitution and as may be set out in these Bylaws, and as may be delegated to them by the Council of Trustees.

*[The few responsibilities of the Officers, other than their roles as Trustees, are set out in the Constitution. The Officers are recognized here in the Bylaws, however, to avoid the appearance that their roles have been overlooked, and to provide a place to add to their responsibilities by amendment in the future.]*

#### **ARTICLE 5 – ELECTIONS - PROCEDURES**

This Article 5 supplements the provisions for elections in the Constitution, as authorized there in Section 10.5.



## **Section 5.1 Nominations for Elected Positions.**

*[The provisions that follow include the relatively brief provisions for nominations in the old Bylaws, Art. II, B, 1, but add a number of provisions that codify our current practices, and a time line for various steps.]*

### **5.1.1 Nominations; Request for Nominations.**

(a) Call for Nominations. At least thirty days prior to the date of the Annual Congregational Assembly, the Council of Trustees shall: (i) announce the offices that will be open for nomination and election at that Assembly; (ii) invite Voting Members to submit nominations for those offices; (iii) describe simple procedures for doing so; and (iv) state the deadline for submitting nominations, allowing a reasonable time for doing so. That announcement shall be made as part of the Initial Notice for the Annual Congregational Assembly, as provided in these Bylaws, Article 2, Section 2.4.1(a).

(b) Nominations by Voting Members. Nominations for election as a member or chair of a Governing Council, or as a Congregational Officer, may be made by any Voting Member.

*[This provision limits the right to make nominations to Voting Members, since only Voting Members may cast votes; the old Bylaws Art. II, B, 1 permitted nominations from any communicant member.]*

**5.1.2 Nominating Committee.** The Trustees in their discretion may appoint a committee, to include at least one member of the Council of Trustees and one member of the Council of Elders, to undertake efforts to ensure that there are qualified and able candidates for every position to be filled, and to submit nominations as appears appropriate.

**5.1.3 Reviewing Nominations.** As nominations are received, the Trustees shall review the nominations with the Council of Elders to ensure that nominees are eligible for election as provided in Section 10.1 of the Constitution; shall inquire with the nominees to determine that they are willing to run and serve if elected; and if a nominee is not eligible or willing to serve, shall exclude that nominee from the ballot. The Trustees shall also request brief biographical information from each nominee who will appear on the ballot, relevant to the office for which nominated.

*[The revised Constitution, Section 10.1, provides that eligible nominees must be Voting Members of the congregation, and exhibit the expectations for Communicant Members described in Section 6.1]*

**5.1.4 Announcing the Nominees Qualified for the Ballot.** At least ten days prior to the date of the Annual Congregational Assembly the Trustees shall announce the names of the nominees qualified for election for each office, and provide a sample ballot listing those nominees, together with brief biographical information for each nominee, as part of the Second

Notice of the Annual Congregational Assembly, as provided in Section 2.4.2 of these Bylaws. Only those nominees listed in that sample ballot shall be eligible for election.

*[This revision will preclude nominations from the floor, to ensure that nominees have gone through the eligibility process described in Section 5.1.3. If there is no candidate for a particular office on the ballot, that will create a vacancy which may be filled as provided in Constitution Section 10.4.3.]*

**5.1.5 Announcing Appointments of Chairs Subject to Ratification.** At least ten days prior to the date of the Annual Congregational Assembly the Trustees shall announce the names of all chairs appointed to the Councils of Church Ministry pursuant to these Bylaws, Article 7, Section 7.2, for ratification at the Assembly, and provide a list of those appointees as part of the Second Notice for the Annual Congregational Assembly, as provided in Section 2.4.2 of these Bylaws.

**5.1.6 Voting; Appointment of Committee to Conduct Election.** Votes shall be cast by written ballots or electronic ballots, which maintain the confidentiality of a vote; if, however, there is only one candidate for an office, and without objection, a vote may be taken by acclamation. The Trustees may appoint a committee to supervise the conduct of the election, including the preparation, distribution, and counting of ballots, consisting of one of the Trustees and any additional Members or staff to assist in that process.

*[This revision adds an explicit provision for written or electronic ballots for elections, but would permit a voice vote if there is only one candidate. This ad hoc committee could be the Nominating Committee, or a different combination of Members and staff.]*

## **Section 5.2 Installation of Elected and Appointed Officers**

**5.2.1 Installation.** Chairs and members of the Governing Councils, and Congregational Officers, who have been elected for new terms at the most recent Annual Congregational Assembly, and chairs of the Councils of Church Ministry whose appointments have been ratified at that time, shall be installed during one of the Sunday morning services in June, preceding the beginning of their terms. Officers elected or appointed to fill a vacancy shall be installed to assume the term they are filling at a worship service following their election or appointment, and shall assume their respective position immediately on their installation. The worship service for an installation shall be set by the Trustees or the Senior Pastor.

*[Our old Bylaws, Art. VIII, C., provides for installation at a service on the last Sunday in June. This revision provides flexibility in scheduling.]*

**5.2.2 Rite of Installation.** The installation may follow the liturgy recommended for Installation of Congregational Officers in the Lutheran Service Book prepared by the Lutheran Church–Missouri Synod. In any case the rite of installation shall include: (i) a citation to the



scriptural basis for the election or appointment of Members of the congregation to guide the congregation so that “all things should be done decently and in order” as St. Paul admonished the church in 1 Corinthians 14:40; (ii) admonitions to those being installed to lead lives that are examples of faithful service to the church; (iii) a promise by those being installed to faithfully carry out their duties; (iv) words of installation by the presiding pastor or officer; (v) an admonition to the Members of the congregation to support and encourage those being installed; (vi) and prayers for God’s guidance for the congregation and its leaders.

*[This Section 5.5.5 is new, but reflects current practice for our installations, which generally follow the liturgy in the Lutheran Service Book. This provision also permits a simpler rite of installation, including the basic elements for an installation of a congregational officers, in an abbreviated form that may be appropriate, for instance, in the case of filling a single vacancy.]*

## **ARTICLE 6 – CALLED POSITIONS - PROCEDURES**

This Article 6 supplements the provisions in the Constitution, Article 11, for calls to ministers, ordained or commissioned, to serve the congregation, by providing procedures for filling called positions.

*[Although this Article 6 contains considerably more detail on issuing a call than are in our old Bylaws; it nevertheless generally reflects our current practices. Memorializing these procedures in the Bylaws records our basic practices so that if we lose institutional memory due to inevitable changes in personnel, others who follow will have some guidelines; and doing so puts those practices in writing in a document accessible to all interested Members of the congregation.]*

### **Section 6.1 Creation of Call Committee.**

**6.1.1 Appointment of Call Committee by Trustees.** When the Council of Trustees determines that a position in the congregation is to be filled by a call to an ordained or a commissioned minister in the Lutheran Church-Missouri Synod, other than for a teacher in the congregation’s school, the Trustees shall appoint a call committee to make a recommendation to the congregation of one or more candidates who would be suitable to call. Procedures for calls to teachers for the school are set out in Section 6.4 of these Bylaws.

**6.1.2 Members of Call Committee.** The call committee shall include the following Members of the congregation, one of whom the Trustees shall designate as the chair of the committee:

- (1) Five or more Voting Members, chosen at large by the Trustees with the objective of achieving a broad representation of the congregation;



- (2) One member of the Council of Trustees;
- (3) If the position to be filled is that of a pastor for which an ordained minister is to be called, the chair of the Council of Elders, or the chair's designee;
- (4) If the position to be filled is one for which a commissioned minister may be called, and is within the purview of the Council of Worship and Music, the chair of that Council or the chair's designee, and the Director of Worship and Music unless that position is the subject of the call; and
- (5) If the position to be filled is that of a Director of Christian Education, or a Director of Family Ministry, or some similar position for which a commissioned minister may be called, the chair of the Council of Elders, or the chair's designee.

## **Section 6.2 Procedures for Call Committee.**

The call committee shall follow the procedures set out in this Section 6.2, in addition to any additional steps it deems advisable, and shall do so as expeditiously as possible.

(a) Meetings. The call committee shall meet on a schedule set by the committee, or otherwise on the call of the chair.

(b) Description and Qualification of Position. The call committee shall develop a description of the position to be filled, and of the qualifications of the candidate being sought.

(c) Notice to District President. The call committee shall: (i) promptly notify the president of the Pacific Southwest District of the Lutheran Church-Missouri Synod of the congregation's intent to fill the position described by the committee; (ii) request advice from the president in the process to be followed; and (iii) request assistance in identifying potential candidates for the position.

*[The LCMS bylaws require this notice to the District president.]*

(d) Notice to Congregation. The call committee shall promptly notify the congregation of the intent to fill a position with a call, by at least:

- (1) Announcements at all worship services on at least three consecutive weekends;
- (2) A posting on the congregation's web site; and

(3) If the position is that of a pastor, also by an email or other electronic communication to Communicant Members.

(e) Content of Notices. The notices to the congregation shall include: (i) a brief description of the position to be filled; (ii) an invitation to Voting Members to submit nominations for the position; and (iii) a deadline for submitting nominations that allows a reasonable time to respond.

(f) Outreach by Committee. The call committee may engage in such additional outreach and search efforts as it deems appropriate to identify potential candidates for the position.

### **Section 6.3 Initial Screening.**

After receiving names of potential candidates, the call committee shall:

- (1) Identify those candidates who the committee deems potentially suitable to receive a call;
- (2) Request additional information from the District concerning those candidates, including professional and relevant personal information, and the availability of each candidate to consider a call; and
- (3) If the availability of a candidate is not otherwise known, contact the candidate to inquire if the candidate would be available to consider a call; if a candidate is unavailable, or declines to respond, the call committee may drop that individual from consideration.

### **Section 6.4 Assessment of Candidates.**

For those candidates who the committee determines, after an initial screening, to be most suitable for a call, the committee shall use its best efforts to:

- (1) Undertake such investigation as the committee deems appropriate to obtain professional and relevant personal information that the committee wishes to have;
- (2) Interview each candidate, in person or by electronic means, along with the candidate's spouse; and
- (3) In the case of candidates for a position as a pastor, hear the candidate preach, such as by attending a service in the candidate's present congregation, or by a recording or other electronic means.

## **Section 6.5 Call Committee Recommendation.**

The call committee may select one or more candidates to recommend to the congregation to receive a call. If the committee does so, it shall promptly prepare a report with its recommendation, and professional and relevant personal information for each candidate it recommends, and give that report to the Council of Trustees. If the committee does not select any candidate to recommend to the congregation to receive a call, it shall either continue its search or ask the Trustees to take other appropriate actions.

*[The possibility that the call committee may recommend more than one candidate as suitable for a call follows our old Bylaws, Art. III, C. This provision also contemplates the possibility that the call committee will decide not to recommend any of the candidates it has initially assessed. ]*

## **Section 6.6 Issuance of a Call.**

**6.6.1 Notice of Congregational Assembly.** If the Council of Trustees receives a report from the call committee recommending one or more candidates to receive a call, the Trustees shall promptly set a Congregational Assembly to consider issuing a call, and give notice of that Congregational Assembly as provided in this Section 6.6.1, which shall supersede the provisions for notices provided in Section 2.4. The notice of this Congregational Assembly shall (i) state that the purpose will include considering issuing a call; (ii) include in the notice such information concerning the candidate as the Trustees deem appropriate or refer to the availability of that information on the congregation's web site, where it shall be posted; and (iii) be given beginning at least fifteen days in advance by:

- (1) Announcements at all worship services on each intervening weekend;
- (2) A posting on the congregation's web site and
- (3) If the position is that of an ordained minister, also by an electronic communication addressed to Communicant Members, such as by email or other means of electronic communication.

*[This notice period for a Congregational Assembly to issue a call is 15 days, compared to the 30 days otherwise required for notice of an Annual or Special Congregational Assembly in Section 2.4. This truncated period would permit the congregation to move more quickly if time is a consideration. In the discretion of the Trustees, the notice period could, of course, begin further in advance or the matter could be set at an Annual or Special Congregational Assembly and notice given as provided in Section 2.4.]*



**6.6.2 No Additional Nominations.** No nominations of candidates other than those recommended by the call committee shall be made or voted on by this Congregational Assembly.

*[The purpose of this provision is to preclude consideration of a candidate who may not have gone through the vetting process by the call committee.]*

**6.6.3 Voting on Issuing a Call.**

(a) **Vote to Select Candidate.** Provided that a quorum of at least seventy-five Voting Members is present, this Congregational Assembly may select one candidate to receive a call, by a two-thirds vote in favor of calling that candidate.

*[Our old Bylaws contain conflicting provisions for the vote required to issue a call: Two-thirds in Art. II, G, 4; but a simple majority in Art. III, C. This new Section 6.6.3 requires two-thirds, as the more stringent standard; a two-thirds vote would help assure a candidate of having at least substantial support from the congregation should he accept the call.]*

(b) **Single Candidate, Additional Ballots.** If the call committee has recommended only one candidate to receive the call, and that candidate does not receive a two-thirds vote in favor of calling that candidate on the first ballot, then the Congregational Assembly may, by motion and a majority vote, determine to deliberate further and take up to two additional ballots.

*[This will permit recalcitrant Members on a first ballot to be persuaded to accept the decision of a majority, but at the same time limit the number of repetitive ballots.]*

(c) **Multiple Candidates, Additional Ballots.** If the call committee has recommended more than one candidate as suitable to receive the call, then a vote shall be taken by ballot listing all the candidates recommended. If no candidate receives two-thirds of the votes on the first ballot, then up to two additional votes shall be taken among the top vote-getting candidates whose combined vote total equals two-thirds of the total votes cast, until one candidate is selected by two-thirds of the votes cast.

*[This procedure for a runoff is similar to that in our old Bylaws, Art. III, C, adjusted to provide for a two-thirds approval.]*

(d) **Additional Ballots; Rejection of Recommendation.** If a two-thirds vote to call a candidate is not obtained within the number of ballots permitted by paragraphs (b) or (c), above, the Congregational Assembly may, by a two-thirds vote, determine to take such additional ballots as may be specified. If a two-thirds vote to call a candidate is not obtained within the number of ballots permitted, the recommendation of the call committee shall be deemed rejected, and the report returned to the Council of Trustees for further action as it deems appropriate.

*[This new provision deals with the possibility that a two-thirds vote for a candidate is not reached.]*

(e) Return Report of Call Committee. At any time during the consideration of the call committee's report, before the Congregational Assembly has determined by a two-thirds vote to issue a call, the Congregational Assembly may, by motion and a majority vote, return the call committee's report to the committee or to the Trustees without issuing a call, to take further action as the motion may instruct.

*[This procedure is not in our old Constitution or Bylaws, but it seems advisable to deal with the possibility that the congregation may not be satisfied with any of the candidates that the call committee has recommended, and would want to direct a further search or other action, without continuing to vote on candidates that are not acceptable even to a majority.]*

**6.6.4 Notifying Candidate Selected.** When the Congregational Assembly has selected a candidate for the call, the Senior Pastor, or if that position is vacant the most senior of the other pastors, and the president of the congregation, shall jointly notify that candidate that the congregation has voted to extend a call, promptly by telephone, and then by a letter accompanied by a call package describing the position and relevant information about the congregation.

*[This new provision reflects our current practice.]*

## **Section 6.7 Calls to Teachers for the School.**

When the principal and the Council of Schools determine that a position of teacher in the school should be filled by a call to a teacher who is a commissioned minister in the Lutheran Church–Missouri Synod and on its roster, they shall proceed according to this Section 6.7.

*[This section applies when the congregation will issue a call to a teacher. Even though the principal will normally take the lead to identify the need to hire a teacher, this section involves the Council of Schools in the process also, including by forming a search committee of Members involved in the school, in lieu of a call committee chosen from the congregation at large.]*

**6.7.1 Position.** The principal and the Council of Schools shall prepare a description of the position, including the qualifications required and the terms of employment.

**6.7.2 Call Committee.** The principal and the chair of the Council of Schools shall appoint a call committee, which may include one or more teachers, parents, members of the School Auxiliary, and members of the Council of Schools, along with the principal, to identify one or more suitable candidates for the position.

*[The principal is the only mandatory appointee to the call committee.]*



**6.7.3 Notice to District.** The principal shall also promptly notify the president of the Pacific Southwest District of the Lutheran Church–Missouri Synod of the need for a teacher and a description of the position, and request the names of potential candidates.

**6.7.4 Notice to Congregation.** The principal shall also notify the congregation of the search for a teacher by: (i) a posting on the congregation’s web site describing the position to be filled, inviting nominations from the congregation, and giving notice of a deadline for submitting nominations; and (ii) announcements at all worship services on at least two weekends referring to the information on the web site.

**6.7.5 Additional Search.** The call committee may undertake such additional steps that the committee deems appropriate to identify a suitable candidate.

**6.7.6 Trustees Set Congregational Assembly.** If the call committee identifies a suitable candidate, and the principal and the Council of Schools together wish to fill the position by a call to that candidate, the principal shall so inform the Council of Trustees. The Trustees shall then set a Congregational Assembly and give notice as provided in Section 6.3, except that the notice need be only ten days in advance.

**6.7.7 Congregational Assembly.** The Congregational Assembly may authorize the issuance of a call by a majority vote. At the recommendation of the principal and the Council of Schools, the call may designate the position as either tenured, or at will, or for a specific period of time such as a school year. If the call is issued, the principal and the chair of the Council of Schools shall promptly notify the teacher, and follow with a call package describing the position, the school, and other relevant information.

*[Note that any call must come from a Congregational Assembly; see LCMS Guidelines for Constitutions, sec. 6.0. (This is a change from old Bylaws III, E.) Note that there is no quorum requirement for the meeting and the required vote is only a majority (Const., Sec. 7.5.2 (4)). The 10-day notice period is shorter than the 15 days for calling ordained or other commissioned ministers in Bylaws Sec. 6.3.1. Ten days would cover at least one weekend of announcements at services prior to the meeting, but would enable the principal to move expeditiously to communicate the call to the candidate, since time can be important in filling teaching positions.]*

**6.7.8 Removal of Called Teachers.** A called teacher may be removed from that position pursuant to the provisions of the Constitution, Article 11.3, applicable to removal of commissioned ministers who have been called.

## **Section 6.8 Hiring Teachers Without a Call.**

The principal, with the concurrence of the Council of Schools, may hire teachers for the school without a formal call, subject to the provisions of Section 11.1.3 of the Constitution.



## ARTICLE 7 – MINISTRY COUNCILS OF THE CONGREGATION

*[This Article 7 begins by setting out a basis for our ministry councils in scripture, and our reliance on Members of the congregation to be lay ministers participating in the work of the church.]*

“Go therefore and make disciples of all nations . . . teaching them to observe all that I have commanded you.” The Great Commission, Matthew 28:19.

“And they devoted themselves to the apostles’ teaching and the fellowship, to the breaking of bread and the prayers. . . . And all who believed were together and had all things in common. . . . And day by day, attending the temple together and breaking bread in their homes, they received their food with glad and generous hearts, praising God and having favor with all the people. And the Lord added to their number day by day those who were saved.” Acts 2:42 et seq.

### Section 7.1 Mission of the Ministry Councils.

*[This Section 7.1 combines sections A and C in our old Bylaws, Art. VII, to eliminate redundant language, to revise A to be a simple mission statement in Section 7.1.1, and to omit the requirement in C to set “specific numeric ministry goals” – setting goals in general may be good practice, but is left to the discretion of Council leaders.]*

**7.1.1 Mission.** The mission of the Ministry Councils is to encourage Members of the congregation to Connect, Grow, and Share God’s Word, and to provide leadership to carry out that mission.

**7.1.2 Role of Pastors and Elders.** Each Council should pursue its particular mission under the auspices of the Senior Pastor, or of another pastor or called minister of the congregation assigned to the Council by the Senior Pastor, and with the guidance of the Council of Elders.

*[This paragraph 7.1.2 would make it clear that both the pastors and the Elders have responsibilities for the Ministry Councils, as part of the roles that both have for the spiritual mission of the congregation.]*

*[The reference to “called minister” would include a minister of music and the school principal, and could include other personnel holding a called position.]*

## **Section 7.2 Membership and Meetings.**

**7.2.1 Appointment of Chair.** Each Council shall have a chair, appointed from the Voting Members of the congregation by the Senior Pastor, with the concurrence of the Council of Elders, and subject to ratification by a Congregational Assembly, to serve a term of one year from July 1 through the following June 30, or until the appointment and installation of a successor. Chairs shall be limited to six consecutive one-year terms.

*[This continues our practice under the old Bylaws of appointment by the Senior Pastor and ratification by the Congregational Assembly, but adds the Council of Elders to reflect their joint responsibility for these Ministry Councils. This provision also adds a six-year term limit, although it would permit a new appointment after a break in consecutive terms.]*

**7.2.2 Ratification and Installation.** The appointments of the chair of each Council shall be made each year prior to the Annual Congregational Assembly and placed on the agenda for ratification by the voters at that meeting. Appointed and ratified chairs shall be installed together with elected officers of the congregation at a divine service no later than the last Sunday in June.

*[This provision follows the timeline for election and terms of elected officers of the congregation, in our revised Constitution, Article 10.]*

**7.2.3 Members.** Additional members of the Councils may be appointed by the Senior Pastor or by the Council of Elders, in consultation with the respective Council chair, and in a number that appears suitable for the purpose of that Council's ministry.

**7.2.4 Removal.** A chair or a member of a Ministry Council may be removed for any of the grounds specified in the Constitution, Section 11.3, for removal of called ministers, by the Senior Pastor with the concurrence of the Council of Elders.

*[This new provision will permit the removal of a Council chair or member when appropriate.]*

**7.2.5 Elders.** Each Council shall include, as an additional member of that Council, an Elder appointed to it by the Council of Elders.

**7.2.6 Meetings.** Each Council may meet on a regular schedule set by that Council, or at the call of the chair of that Council.

*[There is no language about these Council meetings in our old Bylaws; this provision would serve as a reminder that regular meetings are usually beneficial and that Members should work together, but leaves flexibility for timing and other aspects.]*



**7.2.7 Organization of Council.** To carry out its mission, each Council may, as appears appropriate, organize itself into committees or other groups that will carry out specific aspects of the Council's mission.

*[The list of "committees" for each Council in the old Bylaws, Art. VII, is eliminated (interviews with Council chairs disclosed that none of the Councils have formal committees) in favor of descriptions of program areas to indicate the types activities that are in that Council's portfolio. This language will provide flexibility to create Ministry Action Teams, for instance, to carry out functions of a Council, or to assign staff responsibility across Council lines.]*

### **Section 7.3 The Ministry Councils.**

The Ministry Councils are those set out in this Section 7.3, and as may be added by amendment or, with the concurrence of the Council of Elders, by practice from time to time. Those added by practice without an amendment to these Bylaws shall nevertheless be subject to the provisions Sections 7.1 and 7.2 of these Bylaws applicable to the Ministry Councils established by these Bylaws.

*[This introductory provision is intended to provide flexibility in establishing additional Ministry Councils, but still provide a basic structure for those Councils. Good practices would include some guidance in writing for any such additional Councils, and incorporation into these Bylaws for successful and continuing Councils.]*

#### **7.3.1 Council of Prayer and Congregational Care.**

*[This Council at times does not have members per se, but it has had individuals carrying out various projects of the Council.]*

a) Mission. The mission of the Council of Prayer and Congregational Care is to attend to the prayer life, spiritual care, and temporal needs of members of the congregation.

(b) Activities. In pursuing its mission, this Council shall endeavor to:

- (1) Regularly offer prayers in support of the congregation and its pastors and leaders, offer prayers in response to requests from members of the congregation, and develop and lead prayer groups;
- (2) Support special services for prayer and healing;
- (3) Arrange for visits to members of the congregation who may be hospitalized or shut-in, or otherwise unable to attend services;



(4) Provide volunteer staffing, refreshments, and support for congregational events such as receptions in Walker Hall following memorial services;

(5) Provide aid and assistance to members in need, including through a food pantry, temporary financial assistance, or other personal and temporal assistance; and

*[This item (5) includes a food pantry for congregational members, while Council 4 Outreach and Missions includes community-based programs like Second Harvest and others. This item would also include the present GAP program for financial assistance for members.]*

(6) Contact inactive members to encourage a return to regular worship and participation in the life of the congregation, and determine if there is a particular cause of dissatisfaction.

*[Addition of this last item, contact to inactive members, is based in part on former Pastor Hayes's "Lost Sheep MAT" in this Ministry, and the interviews that did not place this subject with any Council – it was somewhat of a lost sheep itself.]*

*[This list in paragraph 7.3.2 omits from the responsibilities for this council two functions in our old Bylaws VII, D, 1: baptisms and weddings. These are handled primarily by staff, and do not appear to have or require involvement of a Council. Also omitted is "health care resource," which does not appear to be an activity addressed by any Council.]*

**7.3.2 Council of Music and Worship Support.** The Council of Music and Worship Support has a dual mission of supporting music as a part of the congregation's worship services, and supporting the conduct of those worship services.

*[The change in the sequence in the name and adding "Support" to Worship is to reflect the primary involvement in music of members of this Council, and to more accurately reflect the secondary role that the Council has in logistical support for worship services, much of which may be managed by staff.]*

(a) Support for Music. The mission of this Council in supporting music for the congregation includes advising and assisting the congregation, and ministers of music in particular, in providing music that will enhance the congregation's worship services, and that will lead the congregation in joining its voices in worship, praise, and thanksgiving. This Council's mission includes music for worship services and other occasions in the sanctuary and in the auditorium, for school chapel services, and for sister or satellite congregations when requested, and presentations by the congregation's musical groups at other venues. This Council's advice and assistance in music may include:

- (1) The selection of music appropriate for the church calendar and special occasions;
- (2) Supporting a choir and other musical groups;
- (3) Planning instrumental accompaniment for worship services; and
- (4) Planning and presenting special musical programs.

*[These categories reflect the broad scope of music for which this Council would be responsible, briefly described in our existing Bylaw VII, D, 2, paragraphs "a." and "b.", and is broader than the present more limited actual focus of this Council.]*

*[The mission of this Council for music does not include other responsibilities that may be given or allowed to a minister of music in a job description for that position, but which might not be suitable for involvement by this Council, such as the Music Conservatory and music in the school classroom.]*

*[This assumes one or more "minister of music" positions, although none are specifically provided for or described in the old Bylaws or in these revisions.]*

(b) Support for Worship. The mission of this Council in supporting the conduct of worship services includes recruiting and directing volunteers to assist in preparations for and during worship services, including:

- (1) Greeters for worshipers arriving at services;
- (2) Ushers and others to assist during the services, including helping seat worshipers, collecting contributions, and attending at communion and baptisms, and other incidental tasks;
- (3) An altar guild to assist in preparations before and after communion services;
- (4) Posting coverings for the altar and pulpit, and banners in the nave, appropriate for the church calendar; and
- (5) Other support as may be requested by the pastors or the Minister of Worship and Music.

(c) Coordination With Ministers and Staff. In carrying out its missions of support, the Council should endeavor to meet regularly with the Minister of Music and with the Senior Pastor, as responsibilities for these tasks may be allocated between them, and with staff assisting with the missions of this Council.

### **7.3.3 Council of Adult Ministries.**

(a) Mission. The mission of the Council of Adult Ministries is to further the education of Members of the congregation in gaining a deeper understanding of God's Word, and to foster a supportive social connection among adult members.

(b) Programs. To carry out its mission, this Council may organize and implement such programs as:

- (1) Adult Bible studies led by a pastor or lay leader, and held in church facilities or in homes;
- (2) Bible studies for particular groups, such as small groups, seniors, women, men, or singles;
- (3) Bible studies with particular areas of focus such as Biblical history, particular books of the Bible, apologetics, and evangelism; and
- (4) Social programs for adult members, to foster a closer connection among members.

*[This paragraph (b) expands on the program areas briefly described in our old Bylaws VII, D, 3, and aligns the programs with the primary focus of this Council on Bible studies. These general descriptions are designed to accommodate the various Bible study programs we have at present, such as Life Groups and other specific Bible study groups, and social programs such as Celebration Generation and the former Food and Fellowship program.]*

*[The description of this Council eliminates current paragraph "c." which describes a now-outdated connection to Thrivent Financial.]*

### **7.3.4 Council of Outreach and Missions.**

*[This title eliminates "Evangelism" from the title, to reflect the focus of this Council on social ministry, both in its mission statement and list of program areas, as reflected in the interviews. The mission statement, however, still makes clear that the motivation and public message for this activity is to reflect Christ's love for us – an aspect of evangelism.]*

(a) Mission. The mission of the Council of Outreach and Missions is to reflect God's love for us, through outreach and mission programs to assist those in need in the community around us, and worldwide, while proclaiming the message of God's love to those we help.



(b) Activities. This Council may engage in pursuit of its mission to provide support for individuals and families through such actions as:

- (1) Distributing food for those in need, both by assisting community-based programs that provide such help, and directly to individuals in need;
- (2) Participating in community events in ways that will provide a benefit to others and express our message to them;
- (3) Working with public social service agencies and nonprofit organizations to identify needs and areas where the congregation can provide assistance;
- (4) Coordinating assistance to victims of natural disasters, wherever occurring;
- (5) Engaging in programs globally to improve the lives of others, such as by constructing homes, schools, or other facilities in impoverished areas in the world;
- (6) Providing financial or logistical support for our church's missionaries around the world, either in general or for specific missionaries or localities; and
- (7) Training for evangelism and witnessing to the unchurched, in our community and globally.

*[The categories in paragraph (b) are intended to provide room for the various activities that this Council has engaged in, but without enumerating specific programs that might change over time – e.g., Second Harvest, handing out water bottles at the city's street fair, the Kenya project, and housing in Mexico. Note that material assistance to Members of the congregation is part of Council 1, Prayer and Congregational Care.]*

### **7.3.5 Council of Youth and Young Adults.**

(a) Mission. The mission of the Council of Youth and Young Adults is to engage our youth and young adults in the life of the congregation, by encouraging their continued participation in worship, prayer, and praise, and in the mission of the congregation. This Council's focus is on youth beginning with those in high school (9<sup>th</sup> grade) and continuing into college, careers, and the early years of marriage and families.

(b) Activities and Programs. The Council may pursue its mission by offering activities and programs such as:

- (1) Opportunities for service in the congregation, in the community, and in the world at large, in cooperation with other Ministry Councils engaged in those activities;
- (2) Bible study groups, including developing leadership abilities for Bible study;
- (3) Music, as a means of worship, including instruction, performances, and participation, in cooperation with the Minister of Music;
- (4) Social events, to foster a social connection among youth in the congregation;
- (5) Making available crisis and other counseling services; and
- (6) Providing orientation for choices of a college, including Concordia University Irvine and other faith-based college opportunities.

#### **7.3.6 Council of Families and Children.**

(a) Mission. The mission of the Council of Families and Children is to support programs that will provide activities for children in a safe environment as they grow, while teaching them of the love that Jesus has for them, and programs to support parents of those children to help and guide them in raising their children in a Christian environment. The Council's focus is on children of Members and non-members, through the eighth grade.

(b) Activities. In pursuing its mission, this Council may support such activities as the following:

- (1) A vacation Bible school, to teach young children the stories of the Bible that are instructive for their lives;
- (2) Easter activities, such as an Easter egg hunt, while teaching children about our celebration at Easter of our risen Lord;
- (3) Fall festival activities, as a means of giving thanks for God's abundant blessings;
- (4) Support for a Scouting program for boys and girls, or similar programs sponsored by other organizations, to teach life and leadership skills, and Christian values to children in those programs;

*[This reference to Scouting reflects the change in name of the national Scouting program, to include both Boy Scouts and Girl Scouts, and auxiliary Scouting programs.]*

- (5) Supporting programs for the foster care of children, and for care for children at risk;
- (6) Supporting programs for family care and coaching; and
- (7) Providing orientation for choices of a high school, including the Lutheran high schools in Orange County.

## **ARTICLE 8 – STANDING COMMITTEES**

### **Section 8.1 Purpose and Appointments of Members.**

**8.1.1 Purpose.** The congregation may have Standing Committees for the purpose of undertaking the ongoing tasks that are within the purview of each committee. Standing Committees include those that are listed in these Bylaws, and others that may be formed from time to time by the Trustees, for such tasks as the Trustees designate. The committees shall report to the Trustees, or through the Trustees to the congregation.

**8.1.2 Appointment of Members.** Members of Standing Committees shall be appointed annually by the Trustees, to serve from July 1 through the following June 30, with one member designated by the Trustees to serve as chair. The Trustees may also appoint a member of the Trustees to serve on a Standing Committee, as the Trustees see fit. Members appointed by the Trustees shall be Communicant Members of the congregation.

*[This is somewhat revised from the old Bylaws Article VIII, A, which briefly authorizes standing committees. This revision also provides the option of adding a member of the Trustees to Committees.]*

*[These revised Bylaws do not provide for ratification of appointments to the committees by a Congregational Assembly, since the committees are primarily to assist the Trustees in carrying out their responsibilities for particular functions, and not serving the congregation directly.]*

### **Section 8.2 The Committees.**

Standing Committees shall include, among other committees that may be created by the Trustees from time to time:



### **8.2.1 Committee on Facilities and Equipment.**

*[This committee succeeds the Council of Business Administration in our old Bylaws Art. VII, 8. The name of this committee reflects the narrower focus that this committee actually has, as a change from the description of the existing Council.]*

(a) Purpose. This Committee is tasked with (i) the oversight of the congregation's facilities and equipment, including periodic reviews of the physical facilities and equipment; (ii) advising the Trustees on the need and potential costs for acquiring, maintaining, repairing, and replacing facilities and equipment; and (iii) planning for future needs for physical facilities and equipment of the congregation.

(b) Scope. Facilities and equipment under this Committee's oversight shall include:

(1) All of the congregation's buildings, including the sanctuary, Walker Hall, the school, and administration offices; and playgrounds and exterior common areas and infrastructure;

(2) Operating systems for buildings, including heating, air conditioning, electricity and lighting, and plumbing;

(3) Computers, telephone systems, and other equipment supporting the church offices, and audio-visual technology; and

(4) Such other similar areas of responsibility as the Trustees may assign to this Committee; but

(5) Notwithstanding the broad scope of this Committee's oversight, the scope does not include any responsibility for the St. John's cemetery properties.

*[This expands the description of facilities in the portfolio of this committee beyond the buildings and infrastructure that the Council presently deals with, by adding office equipment and information and audio-visual technology. Those are presently handled directly by Betsy Kunau and staff under her supervision, but would also be added to this Committee on the theory that those areas could benefit by advice and information from Members of the congregation who have particular expertise in those areas. By contrast, other areas of responsibility listed for Ministry Council 8 in the old Bylaws – personnel, financial services, and print media – appear better handled by staff, as they presently are, so are left out of the description for this Committee.]*

(c) Additional Members. In addition to the members appointed by the Trustees pursuant to Section 8.1.2, a member of the Trustees, appointed by the Trustees, shall be a non-voting member of this Committee. The congregation's chief staff officer, or the equivalent member of the congregation's staff, or that officer's designee, shall be an *ex officio* non-voting member of this Committee, and provide staff support for it. With the approval of the chair, additional staff may be invited to attend meetings of this Committee.

*[Appointing a Trustee to serve on committees would be optional under section 8.1.2, but requiring it for this committee in particular would help communication between this Committee and the Trustees on an ongoing, informal basis between formal reports. This appointment would replace the present appointment of an Elder to this committee, as a Ministry Council in the old Bylaws.]*

*[Betsy Kunau presently attends this Council's meetings, and serves as staff support for it (along with staff member Tim Beshara, Director of Facilities) – this would formalize the role for a staff position.]*

(d) In appointing the chair and members of this Committee, the Trustees shall endeavor to include individuals with experience in construction, information technology, procurement, and other disciplines that would be pertinent to the matters that are within this Committee's responsibility.

### **8.2.2 Committee on Constitution and Bylaws.**

(a) Purpose. This committee is tasked with advising the Council of Trustees on proposals to amend our Governing Documents, and with reviewing and proposing revisions to our those documents as the need appears, or as the Trustees may request, from time to time.

(b) Members. In appointing members of this committee, the Trustees shall endeavor to include one or more Members with legal experience.

## **ARTICLE 9 – PROHIBITIONS AGAINST DISCRIMINATION, HARASSMENT**

### **Section 9.1 Prohibited Discrimination.**

This congregation shall not discriminate against any person on account of race, color, or national or ethnic origin in admission to membership or holding any office or other position in the congregation.

### **Section 9.2 Prohibition Against Sexual Misconduct or Harassment.**

It is the policy of this congregation to prohibit sexual misconduct or harassment by any minister, or member or chair of a council or committee, or other officer or employee, against any



member of this congregation or any employee of this congregation. Violation of this policy may lead to disciplinary action as appropriate to the particular circumstance, which may include termination of a position held in the congregation, or termination of membership in the congregation, or action against employment status, including termination. This policy may be implemented by additional provisions in the Bylaws, or in policies or procedures adopted by the Council of Trustees.

*[These provisions are new, but the LCMS Guidelines suggest that such provisions be included. Section 9.1 differs from the usual secular prohibition against discrimination in not mentioning discrimination based on creed, sex, or sexual preference, which could intrude on doctrinal matters. A detailed sample policy against sexual misconduct or harassment is available on the Synod's website, but is too long and detailed for appropriate inclusion in the Constitution or Bylaws; a version of it could be considered for adoption as a policy of the congregation by the Council of Trustees.]*

## **ARTICLE 10 – ADMINISTRATIVE PROVISIONS**

### **Section 10.1 Fiscal Year.**

The fiscal year of St. John's Lutheran Church of Orange shall begin annually on July 1 and end on the following June 30.

*[This new provision states the long-standing dates of our fiscal year; it is included in these new Bylaws because the dates of various events or actions in the Constitution or these Bylaws are tied to the fiscal year beginning on July 1: e.g., the Annual Congregational Assembly in May includes the adoption of a budget for the beginning of the upcoming fiscal year, and the election of officers for terms beginning on the next July 1.]*

### **Section 10.2 Principal Office.**

The location of the principal office of St. John's Lutheran Church of Orange shall be at 154 South Shaffer Street, Orange, California 92866-1609.

*[The Corporations Code requires the street address of a corporation's current principal office to be on file with the Secretary of State. This new provision designates that address in our Bylaws, as a formal record.]*

– End of Bylaws –



Dates of Adoption and Amendments:

Adopted: \_\_\_\_\_, 2022

Subsequent Amendments: