

BYLAWS FOR THE CONGREGATION
OF
ST. JOHN'S LUTHERAN CHURCH

Live God's Love in the World

ARTICLE I

MISSION STATEMENT & VISION STATEMENT

- B1.01 Our mission is to "Live God's Love in the World".
- B1.02 Our vision is a vibrant urban church centered in enthusiastic and inspirational worship, grace-filled service, and rich opportunities for spiritual growth.

ARTICLE II

ANNUAL MEETING OF THE CONGREGATION

- B2.01 The annual meeting of the Congregation shall be held on or near the last Sunday in January.
- B2.02 The business transacted at the Annual Meeting includes:
- a. the election of voting members to serve on the Congregation Council;
 - b. the election of voting members to serve on the nominating committee for the coming year;
 - c. the presentation of oral or written reports concerning the financial status and affairs of the Congregation by the pastors, designated ministry staff, the Congregation Council, the treasurer, and the other committees, and ministry teams.
 - d. the presentation and adoption of an annual budget; and
 - e. such other business as may be brought before the Congregation.

ARTICLE III

CONGREGATION COUNCIL

- B3.01 The nominating committee shall be responsible for nominating candidates to fill positions on the Congregation Council and on the nominating committee.
- B3.02 The nominating committee is a constitutionally mandated committee whose members are elected annually at the Congregation Meeting. It

shall meet when there is a vacancy to fill and before the Annual Meeting. It shall nominate at least one qualified nominee for each open position on the Congregation Council and on the nominating committee. Additional candidates may be nominated from the floor during the Annual Meeting.

- B3.03 Subject to the following terms and conditions, members of the Congregation Council, other than the Senior Pastor, shall be elected by voting members in attendance and voting at the Annual Meeting;
- a. The election of members to fill vacancies on the Congregation Council shall be conducted on one combined ballot. Those candidates who receive the greatest number of votes shall be declared elected;
 - b. If only one candidate is nominated for each vacancy on the Congregation Council, a written ballot may be dispensed with and the election may be conducted by majority vote of the voting members in attendance at the Annual Meeting.

- B3.04 At its first meeting following the annual Congregation meeting, the Congregation Council shall elect officers of the Congregation. The officers provided in the Constitution include: president, vice president, secretary and treasurer.

- B3.05 The President of the Congregation shall:
- a. preside at all meetings of the Congregation and the Congregation Council;
 - b. meet regularly with Senior Pastor and other pastoral staff;
 - c. receive reports from all committees and ministry teams;
 - d. ensure that the Congregation Council fulfills all of its duties and responsibilities under the constitution and bylaws;
 - e. maintain an up-to-date financial policy and ensure the executive director and bookkeeper follow the policies.

- B3.06 The Vice-President of the Congregation shall preside at all meetings of the Congregation and the Congregation Council in the absence of the President. The vice president shall be available for any special projects or duties as requested by the president.

- B3.07 The Secretary of the Congregation shall prepare and keep accurate minutes of all meetings of the Congregation and the Congregation Council, which shall be preserved permanently in the Congregation's archives. The secretary shall remit the approved minutes to the Executive Director of Administration.

- B3.08 The Treasurer of the Congregation shall:

- a. ensure that financial policies set forth in Article VI are kept up to date and followed;
- b. oversee preparation and maintenance of the financial books and records of the Congregation, showing the management and disbursement of all income and receipts of the Congregation;
- c. be subject to the direction and supervision of the Congregation Council, arrange for:
 - 1. the purchase and acquisition of insurance for the Congregation;
 - 2. the investment and depositing of the Congregation's income, receipts, and other funds in appropriate financial institutions for the benefit of the Congregation;
 - 3. the disbursement of the Congregation's income, receipts, and other funds in accordance with the Annual Budget, constitution, bylaws adopted by the Congregation Council;
- d. prepare and present written reports to the Congregation Council, summarizing the income, receipts, disbursements, and accounts of the Congregation;
- e. prepare and present an annual report together with a Council approved review of the Congregation's financial records, to the Congregation at its Annual Meeting;
- f. ensure the appropriate tax exempt filings are prepared and recorded with the appropriate governmental agencies;
- g. cooperate and assist with Audits.

B3.09

The Executive Committee shall consist of the Senior Pastor, President, Vice President, Secretary, Treasurer. The immediate Past President may serve on the Executive Committee at the invitation of the current president. Duties of the Executive Committee include:

- a. act on behalf of the Congregation Council between meetings, as needed. Actions taken must be reported and ratified as necessary by the Council at its next meeting;
- b. prepare agendas for Council Meeting;
- c. appoint the Audit Committee;
- d. evaluate Congregational financial and missional matters and present recommendations to the Congregation Council for action;
- e. keep accurate records of all decisions;
- f. evaluate and mentor the Senior Pastor (the Senior Pastor evaluates and mentors the other pastors and directors);
- g. annually, and as needed, review all Director position job descriptions and participate in annual performance reviews of Directors;
- h. ensure personnel policies are up to date and are followed by staff and volunteers.

ARTICLE IV

COMMITTEES AND MINISTRY TEAMS

B4.01 The Congregation Council shall authorize and empower committees and ministry teams as necessary to carry out the vision and mission of the congregation.

Each committee or ministry team shall:

- a. work in accord with the vision and mission of St. John's Lutheran Church;
- b. consist of at least three persons, including identified leadership;
- c. be empowered by the Congregation Council to do ministry in their specific area through the annual approval of a charter and budget. The charter shall include its purpose, an annual work plan including any fundraising activities, a budget and a reporting schedule;
- d. not exceed its budget nor raise funds without approval from the Congregation Council or Executive Committee;
- e. provide reports or updates as requested by Congregation Council or Executive Committee as specified in the charter;
- f. abide by all policies that relate to its purpose and function. Copies of policies shall be provided to the committee and reviewed annually.

B4.02 The Congregation Council may commission a new committee or ministry team. Each shall have a specific, Council-approved Commissioning Mandate for its scope of ministry. This Commissioning Mandate shall include: purpose, responsibilities, expenditure authority, expectations and appropriate period for existence. A charter is required for any committee or ministry team to continue after the first year.

B4.03 Committees shall be established and dissolved by the Congregation Council. The following three committees are constitutionally required and therefore shall remain active: Executive Committee, Nominating Committee and the Audit Committee. The constitution also provides for a Call Committee to be convened for a limited time when a new pastor is sought. All other committees shall serve at the discretion of the Congregation Council and shall be authorized by the renewal of the annual charter.

B4.04 Each Committee shall be chaired by a lay member who is appointed by the Congregation Council. A member of the Congregation Council

may serve as chair. Each committee shall be assigned a lay member of the Congregation Council to serve as liaison.

B4.05 Ministry teams shall be led by the director or pastoral staff responsible for the specific area of ministry. Membership may include paid staff and lay persons. Ministry teams shall also submit an annual charter with work plan and budget for the Congregation Council's approval. The regular reporting may be to the Senior Pastor, although the Congregation Council reserves the ability to request a report if necessary or if the Senior Pastor position is vacant for more than a month. The organizational structure of the congregation shall be reflected in a current list of committees and ministry teams, which, shall be attached to the bylaws by the congregational council once a year. Such attachments shall include the duties, responsibilities and terms of office of each committee and ministry team.

B4.06 The Congregation has the authority to establish endowment funds and the Congregation Council may establish an endowment committee to explore opportunities that may arise from offers of gifts or initiative of the congregation. The endowment committee shall recommend purposes consistent with St. John's mission, policies for expenditures, possible fundraising strategies for increasing the endowment, and fund management.

ARTICLE V

SYNOD VOTING MEMBERS

B5.01 The Congregation Council shall be responsible for appointing voting members and alternate voting members to attend Synod assemblies.

B5.02 If the voting members and the alternates appointed by the Congregational Council are unable to attend a Synod convention, the Senior Pastor shall have the authority to appoint substitute voting members.

ARTICLE VI

FINANCIAL POLICIES

B6.01 No person, committee or ministry team shall have authority to raise funds on the premises of St. John's or to use the name of St. John's without the express approval of the Congregation Council. This approval may be included with the approval of the annual charter and budget if the fundraising activity is explicitly described.

- B6.02 The audit committee shall conduct an annual review. The audit committee shall provide the Congregation Council agreed upon procedures based on the ELCA model guidelines: 1) Congregation Audit Guide, and 2) Internal Control Best Practices. Such review or audit shall be submitted to the Congregation Council for its acceptance.
- B6.03 To the extent allowed and required under California state law, and subject to Section 6.04 below, the Congregation shall indemnify its officers and members of the Congregation Council, and committees and ministry teams against all damages, liability, expenses, costs, and attorney's fees that they actually incur in connection with threatened, pending or completed legal actions, suits or proceedings to which they are or may be made a party because of their status, actions, or omissions as current or former officers, agents, employees, or members of the Congregation Council, or of a committee or ministry team.
- B6.04 Unless otherwise ordered by a court of law, any indemnification under Section B6.03 above shall be made by the Congregation only as authorized in the specific case upon a determination that indemnification of the person or persons is appropriate under the circumstances taking into account the standards of conduct set forth in California state law. Such determination shall be made either:
- a) by the Congregation Council by a majority vote of a quorum consisting of such members who are not and were not parties to such action, suit or proceeding;
 - b) by the Congregation at a regular or special Congregation Meeting properly called and held for that purpose; or
 - c) in a written opinion by independent legal counsel who 1) is not a member of the Congregation, 2) retained by the Congregation Council by a majority vote of a quorum consisting of such members who are not and were not parties to such action, and 3) compensated by the Congregation.
- B6.05
- a) The Congregation Council shall purchase and maintain insurance on behalf of any person who is an officer, agent, employee, or member of the Congregation Council, insuring that person against liability asserted against and incurred by such person in his or her capacity as such, or arising from his or her status as such.
 - b) The Congregation Council may purchase and maintain insurance on behalf of any person who is an officer, agent, employee, or member of a committee or ministry team, insuring that person against liability asserted against and incurred by such person in his or her capacity as such, or arising from his or her status as such, regardless of whether

the Congregation is required or authorized to indemnify or allow expenses to the person against the same liability.

ARTICLE VII

MEMBERSHIP

- B7.01 As a welcoming congregation, we aim to extend the radical welcome of Jesus Christ to all who come to us, and believe that the image of God's love is made more complete as we come together to love one another and our neighbors. For the purposes of determining members' eligibility to vote, membership is defined in Chapter 8 of the constitution.
- a. In an effort to maintain contact with people who partake in the life of our church, the Congregation Council shall direct the Executive Director of Administration to conduct a census of the membership every 10 years.
 - b. New confirmants, letters of transfer and any other formal recognition of membership shall be approved by the pastoral staff.
- B7.02 The Congregation Council may remove a member from the rolls in accordance with the provision of Chapter 8 of the constitution.

ARTICLE VIII

AMENDMENT OF BYLAWS

- B8.01 These bylaws are subject to amendments in accordance with the procedure set forth in the constitution. Each year a current list of the committees, and ministry teams shall be attached as an addendum to the bylaws, but does not require an official amendment of the bylaws.