

BYLAWS

Article 1. Membership

A. General

Membership in this Congregation shall consist of all persons who have met the qualifications for membership and are listed on the membership roll.

B. Membership

The membership of this Congregation includes baptized, confirmed and voting members. The admission of new members and termination of membership shall be as set forth in these Bylaws. The types and duties of membership are as follows:

1. Baptized Members

Baptized Members are all persons within the Congregation who have been baptized with water in the name of the Triune God and come under the Congregation's Pastoral care.

2. Confirmed Members

Confirmed Members are all baptized persons within the Congregation who have met the expectations established by a Pastor for confirmed membership. It is expected that all confirmed members:

a. Confess the Faith of this Congregation

(1) Trust in Jesus Christ as Lord and Savior

(2) Accept all Canonical Books of the Old and New Testament as the only divine rule and standard of faith and life.

b. Accept the confessional standards described in Article 3 of the constitution.

c. Seek to live as devoted followers of Jesus Christ.

(1) A growing relationship with Jesus Christ.

(a) Worship frequently.

(b) Study and apply God's word.

(c) Pursue a life of prayer.

(d) Serve as the Lord has gifted

(2) A serving relationship with the church and the world.

(a) Support the mission of this Congregation by the sharing of time, talent, and treasure.

(b) Communicate God's love with others through word and deed.

3. Voting Members

All confirmed members who are at least 18 years of age may vote in this Congregation.

4. Voting Rights of Members

Each Voting Member is entitled to one vote on each of the matters listed below. Voting by proxy is prohibited. The following matters may only be decided with a two-thirds majority of a quorum by the Voters at a duly called Voters Assembly:

- a. Approval of the annual budget (ministry plan) of the Congregation.
- b. The selection of the Governance Board.
- c. The approval of the Congregation's goals.
- d. The disposition of all, or substantially all, of the assets of the Congregation.
- e. The merger or dissolution of the Congregation.
- f. The acquisition of real property and related indebtedness.
- g. Amendments to the Articles of Incorporation, Constitution, or Bylaws of the Congregation.
- h. The calling or removing of a Pastor.

4. Termination of Membership

A person who has been transferred, released, or removed from membership forfeits all rights as a member of the Congregation. Membership is considered terminated:

- a. By transfer to another congregation.
- b. By voluntary resignation from the Congregation.
- c. By self exclusion; that is, when a member refuses to be active in worship and in partaking of Holy Communion after reasonable efforts have been made to contact and encourage the members.
- d. By action of the Governance Board based upon referral by a Pastor under the guidance of Matthew 18:15-18.
- e. By action of the Governance Board, based upon recommendation by a Pastor, due to continued failure to participate in the life of the Congregation for a year or more.
- f. By death.

5. Restoration of Membership

Members dismissed may be restored by the Governance Board, upon the recommendation of a Pastor, according to the spirit of 2 Corinthians 2:7-8.

Article 2. Pastor, Staff, Governance Board, Committees and Lay Ministry Teams

A. Pastor

1. The title of Pastor is conferred only upon such ordained persons as have been certified for ministry by the Lutheran Church-Missouri Synod, are eligible for such office, and profess their acceptance and adherence to the doctrinal basis of Article 3 of the Constitution. A Pastor shall be pledged to this Article when he accepts a call which has been extended by this Congregation.
2. The Congregation shall extend a call for a Pastor. A Call Committee shall be appointed by the Governance Board. The District President shall be contacted by the Call Committee for a list of pastoral candidates, and members of the Congregation may make nominations. All nominations shall be forwarded to the District President for review. The Call Committee shall present viable candidates to the Voters Assembly for vote. The person, selected by a two-thirds vote of voting members present at a Voters Assembly at which a quorum is present, will be called. Voting by proxy is prohibited.
3. A Pastor may only be removed by the members at any regular or special Voters Assembly for the following reasons: teaching false doctrine; leading an immoral life; or is incapable of fulfilling duties (to include willful neglect or general incompetence) as Pastor. Such removal shall require a two-thirds majority vote of voting members present at a Voters Assembly at which a quorum is present. Voting by proxy is prohibited.

B. Staff

Staff members include all employees, paid and non-paid, of the Congregation. They are responsible to the Senior Pastor. The process for calling or removing church workers (ordained and commissioned), other than the Senior Pastor, shall be the responsibility of the Governance Board. Only those who have been certified for ministry by the Lutheran Church–Missouri Synod shall be considered eligible for a call. All other workers shall be considered at will. The process for hiring or removing all other workers shall be the responsibility of the Senior Pastor.

C. Governance Board

1. Purpose

The Governance Board is authorized to administer all matters except those reserved by the Voters Assembly in Article 1. B.4. They are responsible to the Congregation in all matters of governance.

2. Qualifications

A member of the Governance Board must be a voting member who is committed to the mission and vision of this Congregation.

3. Number and Term

The elected number of Governance Board members shall be five elected by the Voters Assembly. Each Board member shall serve a term length of two years, with a maximum of three successive terms. Term of office shall begin at the first Governance Board meeting following election by the Voters Assembly.

Installation of the Board shall take place on a Sunday before the first Board meeting. All members shall serve until the first Board meeting of the new term, at which time the new members shall take office. For the purposes of the first election of Board members, under the provisions of these Bylaws, two of the candidates shall be elected for a one-year term, and three elected for a two-year term. Such one-year and two-year candidates shall be so designated by the Nominating Committee. At subsequent elections, all terms shall be two years.

4. Selection

The Governance Board will establish a Nominating Committee in March of each year who will provide a roster of potential candidates for the Congregation 45 days before the election; the Nominating Committee must approve all candidates. The Governance Board shall be elected by a simple majority at a validly called Voters Assembly.

5. Officers

The officers of the Congregation are members of the Governance Board.

a. President

The president shall chair the Governance Board and all Voters Assembly meetings. The president shall, after approval of the Governance Board, have authority to sign all legal documents. The President shall report on the "State of the Church" to the Congregation at all Voters Assembly meetings. The president shall inform the Congregation of the time, place, and agenda of all Voters Assembly meetings.

b. Treasurer

The treasurer shall be responsible for reporting on the financial status of the Congregation at the Governance Board meetings and at the Voters Assembly meetings.

c. Secretary

The secretary shall be responsible for keeping accurate minutes of official proceedings of the Voters Assembly and Governance Board.

d. Election of Officers

The Governance Board shall elect the three principal officers of the Congregation at the first meeting of each year. Each officer will serve a one-year term.

e. Removal of Officers/Governance Board Members

The Governance Board may remove an officer by a majority vote of attendees at a Board meeting called for that purpose, and for which a two-week notice has been given to all members. Board members may be removed by a two-thirds vote of voting members of the Congregation at a Voters Assembly meeting called for that purpose, and for which two-week notice has been given to all members.

f. Vacancies on the Governance Board

A vacancy on the Governance Board because of death, resignation, removal, disqualification or any other cause shall be filled by vote of the members of the Board. Efforts should be made to fill such vacancies within 45 days. The appointed member shall only fulfill the term of the vacated member's term. In the event of an unexpected departure of an officer before the expiration of his/her term, the Board shall elect the replacement by a majority vote of the members of the Board, to that specific office, for completion of the term.

6. Committees

The following committees may be appointed by the Governance Board and will report to the Governance Board to assist them in the execution of their responsibilities. Other committees may also be appointed as deemed necessary by the Board.

a. Financial Review

Both internal and external financial review committees may be used on a frequency decided upon by the Governance Board

b. Constitution and Bylaw Review

This committee will be convened as necessary, as per Article 8, to report to the Governance Board on the currency and appropriateness of the Congregation's Constitution and Bylaws and offer options and suggested changes as deemed important.

c. Nominating

This committee will be convened every March to provide a roster of potential candidates for election to the Governance Board. The committee shall consist of one member of the current Board and two additional members of the Congregation at large. The Senior Pastor is an advisory member. Voting members shall submit nominees for consideration.

d. Call

This committee will be formed as outlined in Article 2 A.2. Of these Bylaws.

7. Lay Ministry Teams

a. The Ministry Advisory Team (MAT)

The Ministry Advisory Team shall be appointed by a Pastor and approved by the Governance Board. The Ministry Advisory Team does not supervise a Pastor or any of his staff. The purpose of the Ministry Advisory Team is to advise and assist a Pastor in implementing the ministry plan of the Congregation, especially in the areas of member care, prayer and spiritual growth.

b. Other Lay Ministry Teams

Other Lay Ministry Teams may be appointed to include: youth, education, outreach, social ministry, fellowship, properties, stewardship, capital development, women's or men's ministries, and any other ministries as determined by a Pastor's ministry plan. Once created, they will report to an appropriate staff member and be supported by the staff. The staff will provide expectations for the individuals on those teams.

Article 3. Powers and Authority

A. Members

The Congregation as a body, through the vote of its voting members, shall have supreme power to administer and manage all its external and internal affairs. The Congregation, however, shall not be empowered to decide anything contrary to the Word of God and the Confessions of the Lutheran Church Missouri Synod, and any such decision shall be null and void.

B. The Congregation appropriately empowers the Governance Board to act, on its behalf, upon election of the Board.

C. Governance Board

1. General Corporate Powers

Subject to the provisions and limitations of its Articles of Incorporation and Constitution, and California law, the activities, business and affairs of the Congregation shall be conducted and all corporate powers shall be exercised by or under the direction of the Governance Board.

2. Without prejudice to the general powers set forth above, and subject to the same limitations, the Governance Board shall:

- a. Monitor the fulfillment of the long term vision of the Congregation to ensure the creation or continuation of God's will as expressed through His Word and people.
- b. Ensure fulfillment of the Congregation's mission and goals.
- c. Propose an annual budget and periodic financial reviews.
- d. Select and remove all officers of the Congregation.
- e. Appropriately respond to confidential issues.
- f. Prepare a policy manual and annually review and monitor all such policies.
- g. Appoint a circuit representative to attend circuit forums, meetings, and other events, as a representative of Emmanuel Lutheran Church.
- h. Appoint committees, task forces, or other groups, as necessary for the operation of the Congregation.
- i. Hold a Pastor accountable for fulfilling his ordination vows and his position description.
- j. Make modifications to the budget as needed in emergency situations; this will take a unanimous vote of the Board.

D. Pastor

A Pastor shall be responsible for:

- 1. Fulfilling his ordination vows and adhering to the Board's policy manual.
- 2. Staff supervision, including the responsibility for the hiring and dismissal of at will employees.
- 3. Motivating, inspiring, guiding, and collaborating with the Governance Board to fulfill God's mission and vision for the Congregation.
- 4. Providing the Governance Board with the information required to meet its responsibilities.

E. Staff

The staff shall:

- 1. Assist a Pastor in achieving the mission and vision of the Congregation.
- 2. Be accountable to a Pastor or other designated supervisor.
- 3. Recruit, train, and equip Congregational volunteers as appropriate.
- 4. Adhere to the policies of the Congregation.
- 5. Demonstrate Christian character and meet other expectations as established by the Governance Board.

Article 4. Meetings

A. Voters Assembly Meetings

1. Place

The Governance Board shall determine the location and time of the Voters Assembly meetings and provide no less than two weeks notification to membership of a scheduled meeting.

2. Voters Assembly Meetings

There shall be two (2) regular business meetings each year, normally to be held in the months of May to elect the Governance Board and November to approve an annual budget and to present the "State of the Church" report. Additional Voters Assembly meetings shall be held as called by the Governance Board to conduct other business.

3. Quorum

In regular and special meetings those Voters present shall constitute a quorum.

4. Special Voters Assembly Meetings

The Governance Board, the Senior Pastor, or 15 Voting Members may call special meetings at any time for any purpose by giving notice to the members. A written petition must be submitted to the Governance Board to call a special meeting.

5. Notice Requirements for Voters Assembly Meetings

Whenever Voting Members are required or permitted to take any action at a meeting, notice shall be given to members no less than two weeks before a meeting. Notice shall include all items on the agenda and all motions to be presented. Notification of Voters Assembly meetings shall be given in any manner deemed reasonable.

B. Governance Board

1. Place of Meetings

Regular or special meetings of the Governance Board may be held at any place, within budget constraints, determined by the president of the Board, or the President's designee. Any meeting, regular or special, may be held electronically, as long as all Board members participating in the meeting can communicate.

2. Special Meetings

A Pastor or any member of the Governance Board may call for a special meeting for any purpose and at any time. A reasonable attempt shall be made to notify all members.

3. Quorum

A majority of the Governance Board shall constitute a quorum. Every action taken or decision made by a majority of the Board members present at a meeting duly held at which a quorum is present shall be the act of the Board, subject to the provisions of California law and these bylaws.

Article 5. Records and Reports

- A. The Congregation shall maintain the following records and reports at the Congregation's principal office:
1. Adequate and correct books and records of accounts (financial records).
 2. Written minutes of the proceedings of the Voters Assembly meetings and the meetings of the Governance Board.
 3. A record of the members of the Congregation, setting forth the member's names, addresses, and phone numbers.
 4. Contribution statements for contributors.
 5. All policy, operational manuals and covenants.

Article 6. Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions of California law shall govern the construction of these Bylaws.

Article 7. Amendments to the Bylaws

Subject to California law, Articles of Incorporation and Constitution, these Bylaws or any provision of them may be altered, amended or repealed, and new Bylaws may be adopted by a majority vote of the members present at any special or regular Voters Assembly at which a quorum is present.

Article 8. Review

The Constitution and Bylaws shall be reviewed every ten years, or sooner, if the Governance Board deems appropriate, by a committee approved for that purpose and will submit any recommended changes, additions or deletions at a Voters Assembly in accordance with Article 9 of the Constitution and Article 7 of the Bylaws.