

May 5th, 2022

Greetings in the name of our Risen Lord Jesus Christ!

This letter serves to call for a Voter's Meeting at Community Lutheran Church on May 29th, 2022 at 11:45 AM. The meeting will be broadcast between both campuses. There are two significant items that we will be voting on at this meeting.

First, the call committee is recommending that our congregation extend a call to Rachel Bahn to serve as our full-time Director of Christian Education. Rachel has served as an intern over the past year and the committee feels she would serve as an excellent addition to our staff.

Second, at our annual voter's meeting in November of 2021, our congregation voted to transition from a board-based governance structure to a policy-based governance. Because this change required significant changes to our constitution and bylaws, it required approval from the constitution committee of the Pacific Southwest District of the Lutheran Church-Missouri Synod. This committee felt that some of the changes needed significant correction, especially the consolidation of the constitution and bylaws into one document called simply "The Bylaws." Seeing the wisdom in their suggestions, the congregation's Governing Board is calling for a vote for the congregation to approve of the changes suggested by the District. This vote will not be related to changing the governance structure, but simply to approve of a return to having both a constitution and bylaws.

Please plan on joining us at this meeting. If you have any questions, please reach out to Pastor Bob or Pastor Matt.

In Christ,

Pastor Bob Hiller

Pastor Bob Hiller
Senior Pastor
Community Lutheran Church
Escondido/San Marcos, CA

Attachments:

- 1) Agenda
- 2) Constitution of Community Lutheran Church
- 3) Constitution of Community Lutheran Church-Redline Edition
- 4) Bylaws of Community Lutheran Church
- 5) Bylaws of Community Lutheran Church-Redline Edition

Community Lutheran Church

Voter's Meeting Agenda
May 29th, 2022

Opening Prayer

Votes:

- 1) Ratification of Constitution and Bylaws
- 2) The calling of Rachel Bahn to serve as Director of Christian Education

Closing Prayer

Adjourn

CONSTITUTION OF COMMUNITY LUTHERAN CHURCH

OF ESCONDIDO, CALIFORNIA

PREAMBLE

WHEREAS, the word of God demands that a Christian Congregation not only conform to the Word of God in doctrine and practice (Galatians 1:6-8; 2 Timothy 4:1-5), but also that all things be done decently and in order (1 Corinthians 14:40).

NOW, THEREFORE, we, the members of Community Lutheran Church of Escondido, California (the "Church"), a member of The Lutheran Church—Missouri Synod, set forth this present document, signed by ourselves, being the Constitution and the By-Laws in accordance with which our congregational affairs, spiritual and material, shall be conducted.

Article I – Name.

The name of this corporation shall be Community Lutheran Church of Escondido, California.

Article II - Purpose.

The purpose of this corporate body shall be that of a Christian Congregation, established and maintained for the express purpose of disseminating the Gospel Truth according to the confessional statements of the Lutheran Church, the Book of Concord of the year 1580.

Article III - Confessional Statement.

This Congregation acknowledges and accepts all the canonical books of the Old and New Testaments as the revealed Word of God, verbally inspired. It also acknowledges and accepts all the symbolical books of the Evangelical Lutheran Church contained in the Book of Concord, 1580, to be true and genuine exposition of the doctrines of the Bible. These symbolic books are The Apostolic Creed, the Nicene Creed and the Athanasian Creed, the Unaltered Augsburg Confession and the Apology of the same, the Smalcald Articles, Luther's Small Catechism, Luther's Large Catechism, and the Formula of Concord.

Article IV - Membership.

The Members of Community Lutheran Church of Escondido, California (the "Congregation") include the following:

(i) BAPTIZED MEMBERS are those who have been baptized in the name of the Triune God, and who are under the spiritual care of the Pastor of the Congregation including the children who have not yet been confirmed;

(ii) CONFIRMED MEMBERS are those Baptized Members who have been confirmed in the Lutheran Faith, accept the confessional statements of Article III of this Constitution and are not members of an organization which is in conflict with the word of God; and

(iii) VOTING MEMBERS are Confirmed Members who have reached the age of 18 years, agree to abide by the Constitution and By-Laws, attended Church or received Communion, and have participated financially or by service to the Church, all within the preceding year.

Members are received through the Sacrament of Holy Baptism, through the consent of one or both parents in the case of children who have been baptized in another Christian congregation, through the rite of confirmation, through transfer from a sister congregation, or through reaffirmation of faith.

Members of the Congregation shall strive to conform their lives to the rule of God's Word, and to that end make diligent use of the means of grace, exercise faithful stewardship of God's many gifts and talents, impart and accept fraternal admonition as the need for such admonition becomes apparent, and be available readily for service in the kingdom of Christ within and beyond the Congregation.

Membership shall be terminated by transfer to a sister congregation, by death, by joining a congregation outside the fellowship of this Congregation, by excommunication or by self-exclusion.

Members who conduct themselves in an un-Christian manner shall be admonished according to Matthew 18:15-20; if they remain impenitent after proper admonition, they shall be excommunicated (an "Impenitent Member"). This in no way is meant to discourage the Impenitent Member's attendance at worship services. Each case for excommunication shall be presented individually to a closed session of the Church Council on a confidential basis for a decision, including input from the Senior Pastor and the Impenitent Member to the extent that such Impenitent Member desires to provide input. Upon conclusion of the closed session of the Church Council, a recommendation will be issued and communicated to the Impenitent Member. The Impenitent Member shall be provided with the option to voluntarily terminate membership in the Congregation. Any Impenitent Member who is the subject of the excommunication contemplated by this paragraph shall be advised that the refusal to voluntarily terminate membership in the Congregation will result in a public disclosure of the basis for the excommunication to the Congregation. Should the Impenitent Member refuse to voluntarily terminate membership in the Congregation, a case of excommunication shall be presented to the Voters Assembly for a decision. A two-thirds vote of the Voters Assembly shall be required for such decision to occur.

If the circumstances that have led to excommunication have been removed and the Impenitent Member who was excommunicated desires reinstatement, the Pastor's recommendation or joyous accaim to the Voters Assembly shall be required for its joyous action.

Article V - Officers and Governing Board.

The officers of this corporate body shall be: a President, an Senior Vice-President, an Associate Vice-President, a Secretary, and a Treasurer, all as defined in the Bylaws (the "Officers"). Other officials, boards, and committees may be elected, or appointed, as needed, in accordance with the Constitution and Bylaws of the Congregation. Terms of all officials, boards, and committees will be as set forth in the Bylaws.

Article VI - Call or Dismissal of Called Staff.

This Congregation shall only Call such pastors and commissioned church workers as are in accord with the confessional statement of this Congregation (Article III) and that are deemed to be well qualified for their work at the Church. The right of Calling or dismissing pastors and commissioned church workers shall always be vested in the Voters Assembly and shall never be delegated to a smaller body or to an individual, but the Voters Assembly may, from time to time, establish a Call or Dismissal Committee to report to and provide recommendations to the Voters Assembly. Reasons for dismissing a pastor or commissioned church workers are: Persistent adherence to false teaching, living an ungodly life, unfaithfulness, or failure to perform their duties.

Article VII - Authority of This Congregation.

The Voters Assembly shall decide all matters relating to the Church or Church affairs, and every member may appeal to it concerning any matter relating to the affairs and government of the Church. The decision of the Voters Assembly shall be final and binding on the Church and may only be changed by a future meeting and decision of the Voters Assembly and in no other manner. In all meetings of the Voters Assembly unless otherwise specified, a majority of votes cast shall decide all questions, motions and resolutions. Voting by absentee or by proxy is prohibited.

All votes related to: (i) changes to the Articles of Incorporation; (ii) changes to the Constitution; (iii) changes to the By-Laws; (iv) Calls; and/or (v) Dismissals, shall be decided by Written Ballot and shall require a two-thirds (2/3) of the votes cast to be approved by the Voters Assembly. As used herein, the term "Written Ballot" shall mean a written vote by all Voting Members in attendance at a duly noticed Voters Assembly, which written vote shall be counted immediately during the Voters Assembly, in the presence of one another, by a minimum of three (3) separate individuals, of which: (i) one shall be a Governing Board Member; (ii) one shall be a member of the Board of

Elders; and (iii) one shall be a Voting Member of the Church, it being understood that additional individuals may also be appointed to assist with the counting.

Notwithstanding the foregoing, upon a motion from the floor by a Voting Member during a Voters Assembly requesting the use of a Written Ballot which is seconded by another Voting Member, a Written Ballot shall be utilized for that matter before that Voters Assembly. The procedure set forth in the preceding sentence is the sole method required to call for a Written Ballot and there shall not be a vote on the use of a Written Ballot if a motion and second is received as outlined in the preceding sentence.

In matters of doctrine, all decisions shall be based upon the Word of God as taught by The Lutheran Church—Missouri Synod.

Article VIII - Property.

The property of this Congregation is dedicated irrevocably to religious and charitable purposes and no part of net income or assets of this organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private individual.

Article IX - Ownership.

This corporate body may receive, acquire, hold title to and manage such real estate and other property as it may need to accomplish its purpose, and may sell or dispose of such real estate and other property or any part thereof. This corporate body shall have all the rights and powers that are granted by the laws of the State of California to religious corporations. All real estate and other property and equipment shall be owned in the name of the Church.

Article X - Division.

If at any time a division or separation should take place in this Congregation because of doctrine, the entire property and all benefits connected therewith shall remain with those members - whether majority or minority - who shall continue to adhere to Article III of this Constitution.

If a division should take place for any reason other than doctrine - or if each group professes adherence in confession and practice to the above article - the matter shall be submitted for review and ruling to that district of The Lutheran Church—Missouri Synod of which the Congregation is a member. The ruling of the District may be appealed to The Lutheran Church—Missouri Synod for review and ruling, which ruling is final.

Article XI - By-Laws.

The Voters Assembly may adopt such Bylaws as may be required to accomplish its purpose in accordance with the provisions of this Constitution.

Article XII - Amendments.

A Voters Assembly for the purpose of (a) issuing a Call; (b) amending the Constitution; or (c) amending the Bylaws, shall be noticed to all Members by providing not less than fourteen (14) days in advance of the Voters Assembly and shall include, at a minimum, the following: (i) a written agenda, including the specific text of the proposed amendment(s); (ii) a budget identifying the fiscal impact (if monetary decisions are involved); (iii) a financial analysis (to the extent that financial decisions are involved); and (iv) copies of all documents, amendments, and/or resolutions to be considered at the Voters Assembly. In such instance, notice to the members may be made in any of the following manners: (y) by United States Mail (one (1) mailing per household); (z) e-mail to those Members who the Church sends documents of any type by e-mail or who have requested information by e-mail. In addition, all such information shall be posted on the Church website for public access, and made available at all Sunday services for at least two (2) weeks prior to the Voters Assembly (the "Amendment Notice").

Any issuance of a Call, amendment to the Constitution, or amendment to the Bylaws, will be ratified as an action of the Congregation only if adopted at a Voters Assembly by a two-thirds (2/3) vote conducted by Written Ballot, provided that the action(s) has/have been noticed by the manner set forth in this Article XII.

Article XIII - Restrictions.

Articles II, III, and VII are intended to remain unchanged and, to the extent that any change is required, such change shall not change their essential meaning as set forth in the plain language of this Constitution as of the date that it is adopted.

CONSTITUTION OF COMMUNITY LUTHERAN CHURCH OF ESCONDIDO, CALIFORNIA

PREAMBLE

WHEREAS, the word of God demands that a Christian Congregation not only conform to the Word of God in doctrine and practice (Galatians 1:6-8; 2 Timothy 4:1-5), but also that all things be done decently and in order (1 Corinthians 14:40).

NOW, THEREFORE, we, the members of Community Lutheran Church of Escondido, California (the "Church"), a member of The Lutheran Church—Missouri Synod, set forth this present document, signed by ourselves, being the Constitution and the By-Laws in accordance with which our congregational affairs, spiritual and material, shall be conducted.

Article I – Name.

The name of this corporation shall be Community Lutheran Church of Escondido, California.

Article II - Purpose.

The purpose of this corporate body shall be that of a Christian Congregation, established and maintained for the express purpose of disseminating the Gospel Truth according to the confessional statements of the Lutheran Church, the Book of Concord of the year 1580.

Article III - Confessional Statement.

This Congregation acknowledges and accepts all the canonical books of the Old and New Testaments as the revealed Word of God, verbally inspired. It also acknowledges and accepts all the symbolical books of the Evangelical Lutheran Church contained in the Book of Concord, 1580, to be true and genuine exposition of the doctrines of the Bible. These symbolic books are The Apostolic Creed, the Nicene Creed and the Athanasian Creed, the Unaltered Augsburg Confession and the Apology of the same, the Smalcald Articles, Luther's Small Catechism, Luther's Large Catechism, and the Formula of Concord.

Article IV - Membership.

The Members of Community Lutheran Church of Escondido, California (the "Congregation") include the following:

(i) BAPTIZED MEMBERS are those who have been baptized in the name of the Triune God, and who are under the spiritual care of the Pastor of the Congregation including the children who have not yet been confirmed;

(ii) CONFIRMED MEMBERS are those Baptized Members who have been confirmed in the Lutheran Faith, accept the confessional statements of Article III of this Constitution and are not members of an organization which is in conflict with the word of God; and

(iii) VOTING MEMBERS are Confirmed Members who have reached the age of 18 years, agree to abide by the Constitution and By-Laws, attended Church or received Communion, and have participated financially or by service to the Church, all within the preceding year.

Members are received through the Sacrament of Holy Baptism, through the consent of one or both parents in the case of children who have been baptized in another Christian congregation, through the rite of confirmation, through transfer from a sister congregation, or through reaffirmation of faith.

Members of the Congregation shall strive to conform their lives to the rule of God's Word, and to that end make diligent use of the means of grace, exercise faithful stewardship of God's many gifts and talents, impart and accept fraternal admonition as the need for such admonition becomes apparent, and be available readily for service in the kingdom of Christ within and beyond the Congregation.

Membership shall be terminated by transfer to a sister congregation, by death, by joining a congregation outside the fellowship of this Congregation, by excommunication or by self-exclusion.

Members who conduct themselves in an un-Christian manner shall be admonished according to Matthew 18:15-20; if they remain impenitent after proper admonition, they shall be excommunicated (an "Impenitent Member"). This in no way is meant to discourage the Impenitent Member's attendance at worship services. Each case for excommunication shall be presented individually to a closed session of the Church Council on a confidential basis for a decision, including input from the Senior Pastor and the Impenitent Member to the extent that such Impenitent Member desires to provide input. Upon conclusion of the closed session of the Church Council, a recommendation will be issued and communicated to the Impenitent Member. The Impenitent Member shall be provided with the option to voluntarily terminate membership in the Congregation. Any Impenitent Member who is the subject of the excommunication contemplated by this paragraph shall be advised that the refusal to voluntarily terminate membership in the Congregation will result in a public disclosure of the basis for the excommunication to the Congregation. Should the Impenitent Member refuse to voluntarily terminate membership in the Congregation, a case of excommunication shall be presented to the Voters Assembly for a decision. A two-thirds vote of the Voters Assembly shall be required for such decision to occur.

If the circumstances that have led to excommunication have been removed and the Impenitent Member who was excommunicated desires reinstatement, the Pastor's recommendation or joyous accaim to the Voters Assembly shall be required for its joyous action.

Article V - Officers and Governing Board.

The officers of this corporate body shall be: a President, an Senior Vice-President, an Associate Vice-President, a Secretary, and a Treasurer, all as defined in the Bylaws (the "Officers"). Other officials, boards, and committees may be elected, or appointed, as needed, in accordance with the Constitution and Bylaws of the Congregation. Terms of all officials, boards, and committees will be as set forth in the Bylaws.

Article VI - Call or Dismissal of Called Staff.

This Congregation shall only Call such pastors and commissioned church workers as are in accord with the confessional statement of this Congregation (Article III) and that are deemed to be well qualified for their work at the Church. The right of Calling or dismissing pastors and commissioned church workers shall always be vested in the Voters Assembly and shall never be delegated to a smaller body or to an individual, but the Voters Assembly may, from time to time, establish a Call or Dismissal Committee to report to and provide recommendations to the Voters Assembly. Reasons for dismissing a pastor or commissioned church workers are: Persistent adherence to false teaching, living an ungodly life, unfaithfulness, or failure to perform their duties.

Article VII - Authority of This Congregation.

The Voters Assembly shall decide all matters relating to the Church or Church affairs, and every member may appeal to it concerning any matter relating to the affairs and government of the Church. The decision of the Voters Assembly shall be final and binding on the Church and may only be changed by a future meeting and decision of the Voters Assembly and in no other manner. In all meetings of the Voters Assembly unless otherwise specified, a majority of votes cast shall decide all questions, motions and resolutions. Voting by absentee or by proxy is prohibited.

All votes related to: (i) changes to the Articles of Incorporation; (ii) changes to the Constitution; (iii) changes to the By-Laws; (iv) Calls; and/or (v) Dismissals, shall be decided by Written Ballot and shall require a two-thirds (2/3) of the votes cast to be approved by the Voters Assembly. As used herein, the term "Written Ballot" shall mean a written vote by all Voting Members in attendance at a duly noticed Voters Assembly, which written vote shall be counted immediately during the Voters Assembly, in the presence of one another, by a minimum of three (3) separate individuals, of which: (i) one shall be a Governing Board Member; (ii) one shall be a member of the Board of

Elders; and (iii) one shall be a Voting Member of the Church, it being understood that additional individuals may also be appointed to assist with the counting.

Notwithstanding the foregoing, upon a motion from the floor by a Voting Member during a Voters Assembly requesting the use of a Written Ballot which is seconded by another Voting Member, a Written Ballot shall be utilized for that matter before that Voters Assembly. The procedure set forth in the preceding sentence is the sole method required to call for a Written Ballot and there shall not be a vote on the use of a Written Ballot if a motion and second is received as outlined in the preceding sentence.

In matters of doctrine, all decisions shall be based upon the Word of God as taught by The Lutheran Church—Missouri Synod.

Article VIII - Property.

The property of this Congregation is dedicated irrevocably to religious and charitable purposes and no part of net income or assets of this organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private individual.

Article IX - Ownership.

This corporate body may receive, acquire, hold title to and manage such real estate and other property as it may need to accomplish its purpose, and may sell or dispose of such real estate and other property or any part thereof. This corporate body shall have all the rights and powers that are granted by the laws of the State of California to religious corporations. All real estate and other property and equipment shall be owned in the name of the Church.

Article X - Division.

If at any time a division or separation should take place in this Congregation because of doctrine, the entire property and all benefits connected therewith shall remain with those members - whether majority or minority - who shall continue to adhere to Article III of this Constitution.

If a division should take place for any reason other than doctrine - or if each group professes adherence in confession and practice to the above article - the matter shall be submitted for review and ruling to that district of The Lutheran Church—Missouri Synod of which the Congregation is a member. The ruling of the District may be appealed to The Lutheran Church—Missouri Synod for review and ruling, which ruling is final.

Article XI - By-Laws.

The Voters Assembly may adopt such Bylaws as may be required to accomplish its purpose in accordance with the provisions of this Constitution.

Article XII - Amendments.

A Voters Assembly for the purpose of (a) issuing a Call; (b) amending the Constitution; or (c) amending the Bylaws, shall be noticed to all Members by providing not less than fourteen (14) days in advance of the Voters Assembly and shall include, at a minimum, the following: (i) a written agenda, including the specific text of the proposed amendment(s); (ii) a budget identifying the fiscal impact (if monetary decisions are involved); (iii) a financial analysis (to the extent that financial decisions are involved); and (iv) copies of all documents, amendments, and/or resolutions to be considered at the Voters Assembly. In such instance, notice to the members may be made in any of the following manners: (y) by United States Mail (one (1) mailing per household); (z) e-mail to those Members who the Church sends documents of any type by e-mail or who have requested information by e-mail. In addition, all such information shall be posted on the Church website for public access, and made available at all Sunday services for at least two (2) weeks prior to the Voters Assembly (the "Amendment Notice").

Any issuance of a Call, amendment to the Constitution, or amendment to the Bylaws, will be ratified as an action of the Congregation only if adopted at a Voters Assembly by a two-thirds (2/3) vote conducted by Written Ballot, provided that the action(s) has/have been noticed by the manner set forth in this Article XII.

Article XIII - Restrictions.

Articles II, III, and VII are intended to remain unchanged and, to the extent that any change is required, such change shall not change their essential meaning as set forth in the plain language of this Constitution as of the date that it is adopted.

BYLAWS OF COMMUNITY LUTHERAN CHURCH OF ESCONDIDO, CALIFORNIA

Section 1 - Procedures for Calling or Dismissing Pastors and Commissioned Ministers.

When a pastor or commissioned minister is to be Called, every Confirmed Member of the Church shall have the privilege of making one or more nominations or comments. The Congregation shall also ask the President of the Synodical District for non-binding recommendations. A Call Committee will be formed, in accordance with these Bylaws, for the purpose of screening candidates. The Call Committee shall make recommendations related to any Call to be made by the Church, whether part time or full time, and the length (if any is specified) of such Call.

A Voters Assembly meeting shall be noticed for the calling of a Pastor or commissioned minister in accordance with the Constitution and these Bylaws and all voting shall be conducted by Written Ballot.

The Voters Assembly shall call a Pastor or commissioned minister when two-thirds (2/3) of the Voting Members present at the Voters Assembly called for such a purpose cast votes in favor of a candidate. The Call Committee shall offer a slate of candidates to the Congregation. In the event that no candidate receives the required vote, the Voters Assembly may, upon approved motion: (i) eliminate the candidate receiving the fewest votes from the slate of candidates and vote again, or (ii) vote to request additional candidates from the Call Committee.

After consultation with the District President, the Voters Assembly may dismiss a Pastor or commissioned minister when two-thirds (2/3) of the Voting Members present at the Voters Assembly called for such a purpose cast votes in favor of dismissal, in accordance with Article VI of the Constitution.

Section 2 - Admission of New Members.

Persons intending to join this Congregation as Confirmed Members shall give notice of such intention to the Pastor, together with satisfactory evidence of their qualification for membership in accordance with Article IV of the Constitution.

Section 3 – Voters Assembly.

The annual Voters Assembly of this Congregation should be held in November. Each Voters Assembly shall be noticed to all Members by providing not less than fourteen (14) days in advance of the Voters Assembly, the following: (i) a written agenda; (ii) a budget (if monetary decisions are involved); (iii) a financial analysis (to the extent that financial decisions are involved); and (iv) copies of all documents, amendments, and/or resolutions to be considered at the Voters Assembly. Notice to the

members shall be made in any of the following manners: (w) by United States Mail (one (1) mailing per household); (x) e-mail to those Members who the Church sends documents of any type by e-mail or who have requested information by e-mail; (y) posting all such information on the Church website for public access; and (z) making the information available at all Sunday services for at least two (2) weeks prior to the Voters Assembly (the "Standard Notice"). Notwithstanding the preceding sentences, any action to consider dismissal under Section 1 of the Bylaws above shall be noticed in accordance with the Standard Notice and in a manner approved by legal counsel to the Church that has been retained, in writing, to provide such advice and consultation.

A Special Voters Assembly may be noticed by the Senior Pastor, the President, the Governing Board or upon petition of ten percent (10%) of the Voting Members of the Church, or fifty (50) Voting Members, whichever is less.

Section 4 – Governing Board, Officers, Committees and Elections.

A. Elected Officers and Boards – In General.

Only Voting Members, elected at a properly noticed Voters Assembly, shall be eligible to hold elected offices in the Church. The term of office for all positions shall be two (2) years, except when the Governing Board is initially formed, 3 of the 7 candidates shall be elected for only 1 year to allow for elections each year. If for any reason, an elected board member is unable to complete his or her term of service, the Governing Board shall appoint a person to serve for the unexpired term, following non-binding consultation with the Senior Pastor, unless otherwise provided for herein. All who hold offices for the benefit of this Congregation do so for the glory of God and the furtherance of His work through the Church. Accordingly, all those blessed with the chance to serve God and this Congregation are strongly encouraged to promptly identify those who will succeed them in their office, to assist and train those successors and instruct them in the operations of the Congregation and to assist them in the development of their faith in Christ.

The Governing Board shall be provided with such staff support as the Governing Board may reasonably determine is necessary to fulfill the obligations of their offices.

B. Governing Board.

The role of the Governing Board is that of seven (7) elected representatives of the Congregation elected by the Voters Assembly who are entrusted with the implementation and execution of the decisions of the Church. The Senior Pastor will be voting member of the Governing Board. In the event that a Governing Board seat is vacated prior to the expiration of a Board Member term, the Governing Board shall select a qualified individual to fill the remaining term. The Governing Board shall elect a President, a Senior Vice-President, an Associate Vice-President, Secretary, and Treasurer. A quorum will be established by a majority of the Governing Board.

The Governing Board will meet bi-monthly or as otherwise deemed necessary, to receive and hear reports, and in general, to take such action as shall seem advisable for the continuation of the ministry of the Church. Members may submit a written request to the President to discuss Church business with the Governing Board at any regularly scheduled meeting. The decisions of the Governing Board may only be reviewed or modified by the Voters Assembly.

The role of the Governing Board is to support the committees, Ministry Action Teams, and other positions needed to carry on the work of the Congregation. The Governing Board shall be the representative body of the Congregation, subject to the powers delegated to it by the Voters Assembly in the Constitution and Bylaws. The Governing Board shall set the vision and the direction and annual ministry goals which is approved by the Voters Assembly. The Governing Board shall write policy under which the ministries and staff of the Congregation operate.

C. Officers.

This Congregation shall have the following Officers, elected by the Governing Board.

a. President. The President shall be the executive officer of the Congregation responsible for signing properly approved documents and implementing the provisions of these Bylaws and the resolutions of the Governing Board and/or Voters Assembly.

b. Senior Vice-President. The Senior Vice-President shall perform the duties of the President during the President's absence or disability, or at the President's request. In the event of a vacancy in the office of the President, the Senior Vice-President shall succeed to the office of the President for the remainder of the term.

c. Associate Vice-President. The Associate Vice-President shall assist the Senior Vice-President and undertake such other duties as assigned by the Governing Board.

d. Secretary. A Secretary shall record and preserve the minutes of the meetings of the Voters Assembly and the Governing Board in electronic format and in hard copy. The Secretary shall further sign such official documents, properly approved, as are required for the Church.

e. Treasurer. The Treasurer shall serve as the chief financial officer, regularly report the financial status of the Church to the Voters Assembly and Governing Board and ensure that all donors to the Congregation receive an annual report of their contributions. Further, the Treasurer shall keep and maintain the financial records of the Church in accordance with generally

accepted accounting principles utilizing software that is generally available to the public on a commercial basis (i.e., Quick Books or similar).

D. Committees.

The Congregation shall have the following Committees, appointed by the Governing Board:

a. Nominating Committee. A nominating committee shall consist of the Vice-President as chairman, and four (4) Voting Members approved by the Governing Board. The Senior Pastor (or, in the absence of a Senior Pastor, a Pastor serving pursuant to Call, or, in the absence of both, the interim Pastor) shall provide advice and support to the Nominating Committee in considering prospective Voting Members of the Congregation for any potential role within the Congregation. The Nominating Committee shall: (a) advise the Congregation in advance that submission of nominations from the Congregation will close four (4) weeks prior to the initially scheduled date of the annual Voters Assembly; and (b) publish a slate of candidates fourteen (14) days in advance of the annual Voters Assembly. Provided that nominations from the Congregation are received in a timely manner, any Voting Member may submit to the committee additional names for inclusion on the slate, and such names shall be placed in nomination by the Nominating Committee along with the candidates already chosen. There shall be no nominations from the floor during a Voters Assembly. The slate proposed by the Nominating Committee normally consists of one name for each office.

b. Call and Dismissal Committees. When needed, and for the purpose of calling or dismissing Ordained or Commissioned ministers, a Committee shall be selected by the Governing Board. It shall be presided over by the Senior Vice-President and shall consist of seven (7) members, including one (1) member of the Board of Elders. The Senior Pastor (or, in the absence of a Senior Pastor, a Pastor serving pursuant to Call, or, in the absence of both, the interim Pastor) shall provide advice and support to the Committee in considering prospective candidates. The Committee shall follow the procedures set forth in these Bylaws. The Committee shall make recommendations related to any Called positions to be made by the Church, whether part time or full time, and the length (if any is specified) and terms of such Call.

(i) In the screening process for a called position, the Call Committee shall submit all names to the District President for information and evaluation. After receiving information and recommendations from the District President, the Call Committee shall present to the Congregation in writing, a slate of qualified candidates along with a biographical sketch of each candidate.

(ii) In the dismissal process, the Dismissal Committee shall, as set forth herein discuss the advantages and disadvantages related to the action proposed,

bearing in mind the biblical and legal implications of any decision to be made, as well as the impact thereof on the Church.

c. Endowment Committee. The Chairman of the Endowment Committee shall be selected and ratified by the Governing Board. It shall be presided over by a Chairman and shall consist of at least two (2) additional Voting Members who are experienced in business operations and legal documents. The Endowment Committee shall operate under the then current version of the Community Lutheran Church Endowment Investment Policy and shall operate in accordance with guidelines established by the Governing Board.

d. Ad Hoc Committees. Ad-Hoc Committee(s) may be formed by the Governing Board, subject to the following specific limitations: (a) the Ad-Hoc Committee will be a "Specific Purpose" committee that shall only be established with an outside termination date set by time or by the occurrence of a specific event; (b) the Ad-Hoc Committee shall report back to the Governing Board; (c) the Ad-Hoc Committee is limited by the powers granted to them; and (d) the Ad-Hoc Committees shall be bound by the same rules and spirit of order contained in these Bylaws.

Section 5 – Board of Elders.

The Board of Elders shall consist of the Senior Pastor as the chair and each Elder shall be selected by the Senior Pastor and confirmed to their appointment by the Governing Board. The Board of Elders shall assist the Pastor(s) in watching over the doctrine, life, and administration of the offices of Called personnel, and ensure that they are treated with due respect and that the Congregation fulfills its duty toward them with respect to their physical needs in accord with the word of God and their respective Calls. The Board of Elders shall assist the Pastor(s) by providing for services in his/their absence, and assist in maintaining order and discipline in difficult ministerial cases. The Board of Elders shall seek to lead members in the deepening of their spiritual life and regular participation in worship.

Section 6 – Ministry Action Teams.

A Ministry Action Team (MAT) is a team organized for the purpose of carrying out ministry activities in the congregation. MATs are meant to be active and dynamic. They change regularly to meet the changing ministry needs of the Congregation and community. The staff will be responsible for creating and organizing MATs, or supervising MATs created by the Congregation, to help the Congregation meet annual ministry goals. Each staff member will organize and equip MATs in their area of responsibility, as defined and supervised by the Senior Pastor. The Senior Pastor will serve as the representative of the Governing Board for the staff. Some MATs will be ongoing and others will be of limited duration and focus on a specific need of the Congregation or community.

Section 7 - Quorum.

The Voting Members present at a properly noticed meeting of the Voters Assembly as provided in the Constitution and Bylaws shall establish a quorum.

Section 8 - Rules of Order.

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern in all cases to which they are applicable and in which they are not inconsistent with the Constitution and Bylaws of the Church and any special rules of order the Voters Assembly may adopt.

Section 9 – Role of Senior Pastor.

In addition to the spiritual roles of a called and ordained pastor ministering to the Church, the Senior Pastor shall be the day to day Manager of the Church and shall be the supervisor of all paid staff, volunteers and called personnel. The Senior Pastor shall make recommendations for annual reviews, employment matters, hiring and termination of paid staff, to the Governing Board. The Senior Pastor shall report to the Governing Board regarding the day to day operations of the Church in order that the Governing Board may fulfill its obligations under these Bylaws. The designation of "Senior Pastor" shall only be made by call.

Section 10 - Funds.

The Church has and shall maintain three types of funds, General fund to be used to support the Purpose of the Church, Dedicated Funds to support special programs carrying out the Purpose of the Church, and Endowment Funds to support the Purpose of the Church.

a. General Purpose Funds. The Church shall have a general-purpose fund that will be allocated to the various ministries in an annual budget.

b. Dedicated Funds. Dedicated Funds are monies given to support specific ministry programs and shall be maintained in the Church's general asset account and designated to a specific purpose.

c. Endowment Funds. Community Lutheran Church Endowment Fund consists of monies given to establish an investment fund where the interest income may be reinvested and/or used to support the mission of the Church. The Governing Board may create other endowment funds for special purposes. Each special purpose endowment fund shall be named to clearly identify the purpose of the fund.

The Governing Board shall further specify the use of funds in the Operations Manual maintained by the Governing Board.

Section 11 – Multi-Campus Ministries.

The Church congregation worships at multiple locations, which together are one Congregation. The establishment of new worship locations shall be reviewed and approved by the Voters Assembly and implemented by the Governing Board. The Governing Board shall approve any new locations used by the Congregation. All ministry locations shall abide by these Bylaws.

Section 12 - Amendments.

These Bylaws may only be amended in a properly convened meeting of the Voters Assembly properly noticed in accordance with the Amendment Notice as set forth in Article XII of the Constitution.

BYLAWS OF COMMUNITY LUTHERAN CHURCH OF ESCONDIDO, CALIFORNIA

Section 1 - Procedures for Calling or Dismissing Pastors and Commissioned Ministers.

When a pastor or commissioned minister is to be Called, every Confirmed Member of the Church shall have the privilege of making one or more nominations or comments. The Congregation shall also ask the President of the Synodical District for non-binding recommendations. A Call Committee will be formed, in accordance with these Bylaws, for the purpose of screening candidates. The Call Committee shall make recommendations related to any Call to be made by the Church, whether part time or full time, and the length (if any is specified) of such Call.

A Voters Assembly meeting shall be noticed for the calling of a Pastor or commissioned minister in accordance with the Constitution and these Bylaws and all voting shall be conducted by Written Ballot.

The Voters Assembly shall call a Pastor or commissioned minister when two-thirds (2/3) of the Voting Members present at the Voters Assembly called for such a purpose cast votes in favor of a candidate. The Call Committee shall offer a slate of candidates to the Congregation. In the event that no candidate receives the required vote, the Voters Assembly may, upon approved motion: (i) eliminate the candidate receiving the fewest votes from the slate of candidates and vote again, or (ii) vote to request additional candidates from the Call Committee.

After consultation with the District President, the Voters Assembly may dismiss a Pastor or commissioned minister when two-thirds (2/3) of the Voting Members present at the Voters Assembly called for such a purpose cast votes in favor of dismissal, in accordance with Article VI of the Constitution.

Section 2 - Admission of New Members.

Persons intending to join this Congregation as Confirmed Members shall give notice of such intention to the Pastor, together with satisfactory evidence of their qualification for membership in accordance with Article IV of the Constitution.

Section 3 – Voters Assembly.

The annual Voters Assembly of this Congregation should be held in November. Each Voters Assembly shall be noticed to all Members by providing not less than fourteen (14) days in advance of the Voters Assembly, the following: (i) a written agenda; (ii) a budget (if monetary decisions are involved); (iii) a financial analysis (to the extent that financial decisions are involved); and (iv) copies of all documents, amendments, and/or resolutions to be considered at the Voters Assembly. Notice to the members shall be

made in any of the following manners: (w) by United States Mail (one (1) mailing per household); (x) e-mail to those Members who the Church sends documents of any type by e-mail or who have requested information by e-mail; (y) posting all such information on the Church website for public access; and (z) making the information available at all Sunday services for at least two (2) weeks prior to the Voters Assembly (the "Standard Notice"). Notwithstanding the preceding sentences, any action to consider dismissal under Section 1 of the Bylaws above shall be noticed in accordance with the Standard Notice and in a manner approved by legal counsel to the Church that has been retained, in writing, to provide such advice and consultation.

A Special Voters Assembly may be noticed by the Senior Pastor, the President, the Governing Board or upon petition of ten percent (10%) of the Voting Members of the Church, or fifty (50) Voting Members, whichever is less.

Section 4 – Governing Board, Officers, Committees and Elections.

C. Elected Officers and Boards – In General.

Only Voting Members, elected at a properly noticed Voters Assembly, shall be eligible to hold elected offices in the Church. The term of office for all positions shall be two (2) years, except when the Governing Board is initially formed, 3 of the 7 candidates shall be elected for only 1 year to allow for elections each year. If for any reason, an elected board member is unable to complete his or her term of service, the Governing Board shall appoint a person to serve for the unexpired term, following non-binding consultation with the Senior Pastor, unless otherwise provided for herein. All who hold offices for the benefit of this Congregation do so for the glory of God and the furtherance of His work through the Church. Accordingly, all those blessed with the chance to serve God and this Congregation are strongly encouraged to promptly identify those who will succeed them in their office, to assist and train those successors and instruct them in the operations of the Congregation and to assist them in the development of their faith in Christ.

The Governing Board shall be provided with such staff support as the Governing Board may reasonably determine is necessary to fulfill the obligations of their offices.

D. Governing Board.

The role of the Governing Board is that of seven (7) elected representatives of the Congregation elected by the Voters Assembly who are entrusted with the implementation and execution of the decisions of the Church. The Senior Pastor will be voting member of the Governing Board. In the event that a Governing Board seat is vacated prior to the expiration of a Board Member term, the Governing Board shall select a qualified individual to fill the remaining term. The Governing Board shall elect a President, a Senior Vice-President, an Associate Vice-President, Secretary, and Treasurer. A quorum will be established by a majority of the Governing Board.

The Governing Board will meet bi-monthly or as otherwise deemed necessary, to receive and hear reports, and in general, to take such action as shall seem advisable for the continuation of the ministry of the Church. Members may submit a written request to the President to discuss Church business with the Governing Board at any regularly scheduled meeting. The decisions of the Governing Board may only be reviewed or modified by the Voters Assembly.

The role of the Governing Board is to support the committees, Ministry Action Teams, and other positions needed to carry on the work of the Congregation. The Governing Board shall be the representative body of the Congregation, subject to the powers delegated to it by the Voters Assembly in the Constitution and Bylaws. The Governing Board shall set the vision and the direction and annual ministry goals which is approved by the Voters Assembly. The Governing Board shall write policy under which the ministries and staff of the Congregation operate.

C. Officers.

This Congregation shall have the following Officers, elected by the Governing Board.

a. President. The President shall be the executive officer of the Congregation responsible for signing properly approved documents and implementing the provisions of these Bylaws and the resolutions of the Governing Board and/or Voters Assembly.

b. Senior Vice-President. The Senior Vice-President shall perform the duties of the President during the President's absence or disability, or at the President's request. In the event of a vacancy in the office of the President, the Senior Vice-President shall succeed to the office of the President for the remainder of the term.

c. Associate Vice-President. The Associate Vice-President shall assist the Senior Vice-President and undertake such other duties as assigned by the Governing Board.

d. Secretary. A Secretary shall record and preserve the minutes of the meetings of the Voters Assembly and the Governing Board in electronic format and in hard copy. The Secretary shall further sign such official documents, properly approved, as are required for the Church.

e. Treasurer. The Treasurer shall serve as the chief financial officer, regularly report the financial status of the Church to the Voters Assembly and Governing Board and ensure that all donors to the Congregation receive an annual report of their contributions. Further, the Treasurer shall keep and maintain the financial records of the Church in accordance with generally accepted accounting principles utilizing software that is generally available to the public on a commercial basis (i.e., Quick Books or similar).

E. Committees.

The Congregation shall have the following Committees, appointed by the Governing Board:

a. Nominating Committee. A nominating committee shall consist of the Vice-President as chairman, and four (4) Voting Members approved by the Governing Board. The Senior Pastor (or, in the absence of a Senior Pastor, a Pastor serving pursuant to Call, or, in the absence of both, the interim Pastor) shall provide advice and support to the Nominating Committee in considering prospective Voting Members of the Congregation for any potential role within the Congregation. The Nominating Committee shall: (a) advise the Congregation in advance that submission of nominations from the Congregation will close four (4) weeks prior to the initially scheduled date of the annual Voters Assembly; and (b) publish a slate of candidates fourteen (14) days in advance of the annual Voters Assembly. Provided that nominations from the Congregation are received in a timely manner, any Voting Member may submit to the committee additional names for inclusion on the slate, and such names shall be placed in nomination by the Nominating Committee along with the candidates already chosen. There shall be no nominations from the floor during a Voters Assembly. The slate proposed by the Nominating Committee normally consists of one name for each office.

b. Call and Dismissal Committees. When needed, and for the purpose of calling or dismissing Ordained or Commissioned ministers, a Committee shall be selected by the Governing Board. It shall be presided over by the Senior Vice-President and shall consist of seven (7) members, including one (1) member of the Board of Elders. The Senior Pastor (or, in the absence of a Senior Pastor, a Pastor serving pursuant to Call, or, in the absence of both, the interim Pastor) shall provide advice and support to the Committee in considering prospective candidates. The Committee shall follow the procedures set forth in these Bylaws. The Committee shall make recommendations related to any Called positions to be made by the Church, whether part time or full time, and the length (if any is specified) and terms of such Call.

(i) In the screening process for a called position, the Call Committee shall submit all names to the District President for information and evaluation. After receiving information and recommendations from the District President, the Call Committee shall present to the Congregation in writing, a slate of qualified candidates along with a biographical sketch of each candidate.

(ii) In the dismissal process, the Dismissal Committee shall, as set forth herein discuss the advantages and disadvantages related to the action proposed, bearing in mind the biblical and legal implications of any decision to be made, as well as the impact thereof on the Church.

c. Endowment Committee. The Chairman of the Endowment Committee shall be selected and ratified by the Governing Board. It shall be presided over by a Chairman and shall consist of at least two (2) additional Voting Members who are experienced in business operations and legal documents. The Endowment Committee shall operate under the then current version of the Community Lutheran Church Endowment

Investment Policy and shall operate in accordance with guidelines established by the Governing Board.

d. Ad Hoc Committees. Ad-Hoc Committee(s) may be formed by the Governing Board, subject to the following specific limitations: (a) the Ad-Hoc Committee will be a “Specific Purpose” committee that shall only be established with an outside termination date set by time or by the occurrence of a specific event; (b) the Ad-Hoc Committee shall report back to the Governing Board; (c) the Ad-Hoc Committee is limited by the powers granted to them; and (d) the Ad-Hoc Committees shall be bound by the same rules and spirit of order contained in these Bylaws.

Section 5 – Board of Elders.

The Board of Elders shall consist of the Senior Pastor as the chair and each Elder shall be selected by the Senior Pastor and confirmed to their appointment by the Governing Board. The Board of Elders shall assist the Pastor(s) in watching over the doctrine, life, and administration of the offices of Called personnel, and ensure that they are treated with due respect and that the Congregation fulfills its duty toward them with respect to their physical needs in accord with the word of God and their respective Calls. The Board of Elders shall assist the Pastor(s) by providing for services in his/their absence, and assist in maintaining order and discipline in difficult ministerial cases. The Board of Elders shall seek to lead members in the deepening of their spiritual life and regular participation in worship.

Section 6 – Ministry Action Teams.

A Ministry Action Team (MAT) is a team organized for the purpose of carrying out ministry activities in the congregation. MATs are meant to be active and dynamic. They change regularly to meet the changing ministry needs of the Congregation and community. The staff will be responsible for creating and organizing MATs, or supervising MATs created by the Congregation, to help the Congregation meet annual ministry goals. Each staff member will organize and equip MATs in their area of responsibility, as defined and supervised by the Senior Pastor. The Senior Pastor will serve as the representative of the Governing Board for the staff. Some MATs will be ongoing and others will be of limited duration and focus on a specific need of the Congregation or community.

Section 7 - Quorum.

The Voting Members present at a properly noticed meeting of the Voters Assembly as provided in the Constitution and Bylaws shall establish a quorum.

Section 8 - Rules of Order.

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern in all cases to which they are applicable and in which they are not

inconsistent with the Constitution and Bylaws of the Church and any special rules of order the Voters Assembly may adopt.

Section 9 – Role of Senior Pastor.

In addition to the spiritual roles of a called and ordained pastor ministering to the Church, the Senior Pastor shall be the day to day Manager of the Church and shall be the supervisor of all paid staff, volunteers and called personnel. The Senior Pastor shall make recommendations for annual reviews, employment matters, hiring and termination of paid staff, to the Governing Board. The Senior Pastor shall report to the Governing Board regarding the day to day operations of the Church in order that the Governing Board may fulfill its obligations under these Bylaws. The designation of “Senior Pastor” shall only be made by call.

Section 10 - Funds.

The Church has and shall maintain three types of funds, General fund to be used to support the Purpose of the Church, Dedicated Funds to support special programs carrying out the Purpose of the Church, and Endowment Funds to support the Purpose of the Church.

a. General Purpose Funds. The Church shall have a general-purpose fund that will be allocated to the various ministries in an annual budget.

b. Dedicated Funds. Dedicated Funds are monies given to support specific ministry programs and shall be maintained in the Church’s general asset account and designated to a specific purpose.

c. Endowment Funds. Community Lutheran Church Endowment Fund consists of monies given to establish an investment fund where the interest income may be reinvested and/or used to support the mission of the Church. The Governing Board may create other endowment funds for special purposes. Each special purpose endowment fund shall be named to clearly identify the purpose of the fund.

The Governing Board shall further specify the use of funds in the Operations Manual maintained by the Governing Board.

Section 11 – Multi-Campus Ministries.

The Church congregation worships at multiple locations, which together are one Congregation. The establishment of new worship locations shall be reviewed and approved by the Voters Assembly and implemented by the Governing Board. The Governing Board shall approve any new locations used by the Congregation. All ministry locations shall abide by these Bylaws.

Section 12 - Amendments.

These Bylaws may only be amended in a properly convened meeting of the Voters Assembly properly noticed in accordance with the Amendment Notice as set forth in Article XII of the Constitution.