

**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 a 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.