

BYLAWS

ST. JOHN'S EVANGELICAL LUTHERAN CHURCH NAPA, CALIFORNIA

ARTICLE I. 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 the Lead Pastor for confirmed membership. It is expected that all confirmed members:

a. Confess the Faith of this Congregation

i. Trust in Jesus Christ as Lord and Savior

ii. 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 III of the Constitution

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 may vote on each of the matters listed below. Voting by proxy is prohibited. The following matters may only be decided by the Voters at a duly called Voters Assembly:

- a. The annual budget of the congregation;
- b. The selection of the Board of Directors;
- 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; and
- i. The calling or removing of the Lead Pastor

5. Termination of Membership

- a. A person may be removed from confirmed or voting membership
 - i. By transfer to another congregation;
 - ii. By voluntary resignation from the congregation, including self- exclusion, defined as happening 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;
 - iii. By action of the Board of Directors based upon referral by the Lead Pastor under the guidance of Matthew 18:15-18;
 - iv. By action of the Board of Directors, based upon recommendation by the Lead Pastor due to continued failure to participate in the life of the Congregation for a period of more than one year.
 - v. By death.
- b. A person who has been transferred, released, or removed from voting membership forfeits all voting rights.
- c. A person who has been released or removed from voting or confirmed membership may continue as an associate member.

6. Restoration of Membership

Members dismissed may be restored by the Board of Directors upon the recommendation of the Lead Pastor according to the spirit of 2 Corinthians 2:7.

ARTICLE II. PASTOR, STAFF, Board of Directors, COMMITTEES and LAY MINISTRY TEAMS

A. Lead 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 III of the Constitution. The 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 the Lead Pastor. A Call Committee shall be appointed by the Board of Directors. 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 Congregation 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.
3. The Lead Pastor may only be removed by the members at any regular or special membership meeting for the following reasons: teaching false doctrine; leading an immoral life; or being incapable of fulfilling duties (to include willful neglect or general incompetence) as Lead Pastor. Such removal shall require a two-thirds majority vote of voting members present at a Voters Assembly at which a quorum is present.

B. Staff

Staff members include all employees of the church and school. They are responsible to the Lead Pastor.

The Call process for church workers (ordained and commissioned), other than the Lead Pastor, shall be the responsibility of the Board of Directors. 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.

C. Board of Directors

1. Purpose

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

2. Qualifications

The Board of Directors must be voting members who are committed to the mission and vision of this congregation.

3. Number and Term

The elected number of Board of Directors members shall be nine (9) 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 Board of Directors meeting of the fiscal year following election by the Congregation.

Installation of the Board shall take place on a Sunday prior to the first Board meeting. All members shall serve until the first Board meeting of the following year, 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, four of the candidates shall be elected for a one-year term, and five 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 Board of Directors will establish a Nominating Committee in February of each year who will provide a roster of potential candidates to the Congregation; all candidates will be approved by the Nominating Committee. Voting members may submit nominees for consideration. The Lead Pastor will be an advisory member to the Nominating Committee. The Board of Directors shall be elected by a simple majority at a validly called Voters Assembly.

D. Officers

The members of the Board of Directors are the officers of the Congregation. No member of the Board of Directors may hold more than one church office.

1. Election of Officers

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

2. Chairman

The Chairman shall chair the Board of Directors and all Voters Assembly meetings. The Chairman shall have authority to sign all legal documents which have been approved by the Board of Directors. The Chairman shall present a "State of the Church" message, on behalf of the Board of Directors, to the Congregation at the annual Voters Assembly. The Chairman shall inform the Congregation of the time, place, and agenda of all Voters Assembly meetings.

State of the Church Message

1. Input will be given by the Board of Directors.
2. May include a retrospective look at church accomplishments, overall financial picture, and any struggles needing prayer.

3. Treasurer

The treasurer shall be responsible for ensuring the financial status of the ministry is presented at the Board of Directors meetings and at the Voters Assembly meetings. The treasurer shall work with audit committees as and when they are appointed by the Board to make sure audits and/or financial reviews are conducted properly.

4. Secretary

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

5. Removal of Officers/Board of Directors Members

The Board of Directors may remove officers by a two-thirds 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 simple majority vote of voting members of the Congregation at a Voters Assembly meeting called for that purpose, and for which a two-week notice has been given to all members.

6. Vacancies on the Board of Directors

A vacancy on the Board of Directors 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 a Board member who is an officer before the expiration of his/her term, the Board shall elect a replacement to that specific office by a majority vote of the members of the Board. The replacement shall serve for the remainder of the term of office of the departing member.

E. Committees

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

1. Financial Review and Audit Committee

Financial review and audit committees may be used on a frequency decided upon by the Board of Directors.

2. Constitution and Bylaws Review

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

3. Nominating

This committee will be convened in a timely fashion each year, to provide a roster of potential candidates for election to the Board of Directors for the coming year. The committee may consist of one member of the current Board and two additional members of the Congregation at large. The Lead Pastor is an advisory member.

4. Call

A Call Committee will be appointed by the Board of Directors as outlined in Article II A.2. of these Bylaws.

F. Lay Ministry Teams

1. School Advisory Team (SAT)

The School Advisory Team shall be appointed by the Lead Pastor and approved by the Board of Directors. The School Advisory Team reports to the Lead Pastor. It does not supervise any school staff. The purpose of the School Advisory Team is to advise and assist the Lead Pastor and Principal in implementing the ministry plan of the congregation, especially in the area of school ministry. They review and provide input to the school's budget proposal.

- i. SAT may include a Board member.
- ii. A slate of SAT appointees for Board approval shall be given to the Board of Directors by the Lead Pastor as necessary.
- iii. Members and purpose of SAT may be posted on the SJL School website.

2. The Ministry Advisory Team (MAT)

The Ministry Advisory Team may be appointed by the Lead Pastor and approved by the Board of Directors. The Ministry Advisory Team does not supervise the Lead Pastor or any of his staff. The purpose of the Ministry Advisory Team is to advise and assist the Lead Pastor in implementing the

ministry plan of the congregation, especially in the areas of member care, prayer and spiritual growth.

- i. A slate of MAT appointees for Board approval shall be given to the Board of Directors by the Lead Pastor as necessary.
- ii. Members and purpose of SAT may be posted on the SJL Church website.

3. Other Lay Ministry Teams

Other Lay Ministry Teams may be appointed, such as youth, education, outreach (evangelism), social ministry, fellowship, properties, stewardship, capital development, women's or men's ministries, and any other ministries as determined by the Lead Pastor. 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 III. 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. The Congregation appropriately empowers the Board of Directors to act in its behalf, upon election of the Board.

B. Board of Directors

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 Board of Directors.
2. Without prejudice to the general powers set forth above, and subject to the same limitations, the Board of Directors 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 audits.
 - 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 St. John's Lutheran Church;
- h. Appoint committees, task forces, or other groups, as necessary for the operation of the Board of Directors;
- i. Hold the Lead Pastor accountable for fulfilling his ordination vows and his position description.
- j. Make modifications to the budget as needed, not to exceed 5%.
- k. Reallocate Restricted Funds – If the program(s) or purpose(s) for which a donor designates a gift no longer exists, and/or are no longer relevant to the mission and purpose of St. John's Evangelical Lutheran Church, and/or are no longer needed for the purpose(s) originally designated by the donor at the time these funds become available for their charitable purpose(s), the remainder of the funds shall be used for purposes as similar as possible to the original intent of the donor, as determined by the Board of Directors.

C. Lead Pastor

The Lead Pastor shall be responsible for:

1. Teaching, preaching and administering the Sacraments;
2. Staff supervision, including the responsibility for the hiring and dismissal of at-will employees;
3. Motivating, inspiring, guiding, and collaborating with the Board of Directors to fulfill God's mission and vision for the Congregation;
4. Providing the Board of Directors with the information required to meet its responsibilities.

D. Staff

The staff shall:

1. Assist the Lead Pastor in achieving the mission and vision of the Congregation;
2. Be accountable to the Lead Pastor or other designated supervisor;
3. Recruit, train, and equip Congregational volunteers to achieve the vision of the Congregation;

4. Adhere to the policies of the Congregation; and
5. Demonstrate Christian character and meet other expectations as established by the Board of Directors.

ARTICLE IV. MEETINGS

A. Voters Assembly Meetings

1. Place

The Board of Directors 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

Voters Assembly meetings shall be held as called by the Board of Directors to approve an annual budget, present the "State of the Church" report, elect Board of Directors and conduct other business.

3. Quorum

The quorum for any validly called meeting of the Voters Assembly shall be 35 voting members.

4. Special Voters Assembly Meetings

The Board of Directors, the Lead Pastor, or 35 Voting Members may call special meetings at any time for any purpose by giving notice to the members. 35 Voting Members shall make such a call by submitting a written petition to the Board of Directors to call a special meeting.

5. Notice Requirements for Voters Assembly Meetings

Whenever members are required or permitted to take any action at a meeting, notice shall be given to members no less than two weeks prior to a meeting. Notice shall include all items on the agenda and all motions to be presented. Any agenda change requests will be presented for consideration by the Board prior to the Voters' Assembly Meeting as long as the request is made to the Chair of the Board at least seven days prior to the Voter's meeting date.

Assembly meeting notices shall be given in any manner deemed reasonable, including electronic or voice mail.

6. Minutes

Written minutes of the proceedings of the Voter Assembly Meetings shall be provisionally approved by the Board of Directors at their next meeting, following the Voters Meeting. These minutes will then be made available to the membership by print and on the website.

B. Board of Directors

1. Place of Meetings

Regular or special meetings of the Board of Directors may be held at any place, within budget constraints, determined by the Chairman of the Board, or the Chairman's designee. Any meeting, regular or special, may be held via telephone conference or similar communication equipment, as long as all Board members participating in the meeting can communicate.

2. Special Meetings

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

3. Quorum

A two-thirds majority of the current Board of Directors 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 V. RECORDS and REPORTS

The Congregation shall maintain, at a minimum, the following records and reports at the Congregation's principal office:

1. Adequate and correct books and records of accounts (financial records); (Responsible person(s): Business Administrator and Board of Directors Treasurer)
2. Written minutes of the proceedings of the Voters Assembly meetings and the meetings of the Board of Directors (Responsible person: Board of Directors Secretary)
3. A record of the members of the Congregation, setting forth the members' names, addresses, and phone numbers; (Responsible person: Lead Pastor, Church Secretary)
4. Contribution statements for contributors; (Responsible person(s): Business Administrator)
5. All policy and operational manuals and covenants. (Responsible person: Lead Pastor, Church Secretary)

ARTICLE VI. 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 VII. AMENDMENTS TO THE BYLAWS

Subject to California law, the 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.

- i. At any time, any voting member may present a change, repeal, or new amendment to the Board of Directors for inclusion in a review/revision cycle.

ARTICLE VIII. REVIEW

The Constitution and Bylaws shall be reviewed every ten years, or sooner if the Board of Directors deems appropriate, by a committee appointed for that purpose which shall submit any recommended changes, additions or deletions at a Voters Assembly in accordance with Article IX of the Constitution and Article VII of the Bylaws.