

BYLAWS OF RESURRECTION LUTHERAN MINISTRIES A CALIFORNIA RELIGIOUS CORPORATION

ARTICLE I: MEMBERS

There are three categories of membership in this congregation: (1) Baptized, (2) Confirmed and (3) Voting.

A. Baptized Members – Baptized members are all persons within the congregation who have been baptized in the name of the Triune God, whether as children or as adults, and come under the pastoral care of this congregation. It is expected of all baptized members to:

1. Attend worship services faithfully and regularly.
2. Lead a Christian life as taught in Galatians 5:19-26.
3. Out of Christian love, submit to brotherly admonition, according to Matthew 18, when having erred or offended.
4. Contribute, as God has blessed them, of their time, talents and treasure toward the maintenance of the congregation and the extension of the church at large.
5. Not be members of any organization conflicting with the Word of God as it is understood and explained by the LCMS.

B. Communicant Members – Communicant members are all baptized persons within the congregation who have received a course of instruction in Christian doctrine, which meets with the approval of the Board of Directors. In addition to the duties of baptized members, it is expected of all communicant members to:

1. Accept all the Canonical books of the Old and New Testament as the standard of faith and life.
2. Familiarize themselves with the doctrines of this church, at least as set forth in the Catechisms and declare acceptance of them.
3. Partake of the Lord's Supper at least one time per calendar year.
4. Provide for the Christian training of their children by making use of the educational agencies of the church.
5. Submit willingly and cheerfully to the policies already made or still to be made, provided such policies do not conflict with the Word of God.

B.1. Receiving Communicant Members

1. By confirmation: Persons received by the solemn rite of confirmation in this congregation become communicant members.
2. By transfer: Persons coming with a communicant letter of transfer from another congregation may be received if approved by the pastor.
3. By profession of faith: Other persons shall request of the pastor, and having given satisfactory evidence of qualification, be received.

B.2. Terminating Communicant Members

1. Communicant members may be transferred to an LCMS congregation upon their request, by approval of the pastor.
2. Communicant members who join congregations which are not in fellowship with the LCMS (as identified in *The Lutheran Annual*) terminate their membership. These names shall be removed from our membership.
3. Communicant members whose whereabouts are unknown, or who move away and have not indicated a likely return within a year, will terminate their membership by action of the pastor.
4. Death terminates membership.

C. Voting Members – Voting members shall:

1. Be a baptized and communicant member of the congregation.
2. Understand the constitution and by-laws.
3. Attend new member class.
4. Renew their congregational commitment using the annual committed member form.
5. Vote at the discretion of the pastor and parents, if under the age of 18.

ARTICLE II: POWER OF THE CONGREGATION

A. **General** – The congregation as a body, through its Congregation Meeting, shall have supreme power to administer and manage all of the congregation's external and internal affairs. The congregation, however, shall not be empowered to decide anything contrary to the Word of God and the confessional writings listed in Article III of the constitution, and any such contrary decision shall be null and void. Matters of doctrine and conscience shall be decided in accordance with the Word of God. Other matters shall be decided by a simple majority vote of the voting members in attendance at a voters assembly meeting unless otherwise specified by this constitution or bylaws.

B. **Congregation meetings** – A meeting of the congregation shall be held at least once annually, and other times as needed, as determined by the Board of Directors. Notice of the meeting and proposed agenda shall be made to the congregation at least 30 days prior to the meeting, when practical.

B. Right of Calling – The right of calling pastors and other called workers shall be vested in the congregation and shall not be delegated to a smaller body or an individual. The Board of Directors may authorize the hiring of non-called staff if funding is approved in the annual budget or by the voters assembly.

C. Election of Officers and Directors – The congregation shall elect a Board of Directors. The Board of Directors shall consist of *five (5) directors and no more than seven (7) directors. The directors shall choose among themselves the 4 officers as described in Article IV of the bylaws.* The pastor and business administrator may attend any meeting of the Board of Directors at any time.

D. Board of Directors' Actions Requiring Prior Approval by the Congregation – The Board of Directors shall obtain prior approval of the congregation for the following actions or items:

1. Items requiring approval by a simple majority (51%) of the congregation:

- a. Annual Financial Operating Plan (budget)
 - b. *All items not specifically listed in the bylaws as requiring a greater than majority vote.*
2. Items requiring approval by 2/3 of the congregation:
- a. Acquisition or disposal of any single asset or liability that exceeds 3% of the annual operating budget (to be determined by combining the income plus expenses).
 - b. Dissolution of the congregation.
 - c. *Terminating a Called church worker.*

E. Removal from Office – Any officer or director who fails to perform their duties of communicant members as stated in *Article I*, or is unable or willfully neglects to perform his or her official duties, may be removed from office in Christian and lawful order by the voters assembly (as described in Matthew 18).

F. Real Property

The congregation shall have the right to encumber, purchase and dispose of real property of value in excess of 3% of the total operating budget (expenses plus income.) Such action must be approved by 2/3 of the congregation.

G. Documents

The pastor of this congregation shall oversee accurate records of all baptisms, confirmations, marriages, burials, communicants, members received, members dismissed, or members excluded from the congregation; as well as the annual submission of such statistics to the synod.

ARTICLE III: MEETINGS

A. Congregation Meetings

All actions approved by the congregation shall be by a majority (unless otherwise provided in the constitution or bylaws laws) of those voting members present and voting in a properly called Congregation Meeting.

1. Quorum – A quorum is *achieved when 20% of eligible voters are present at the assembly of voters.*
2. A voting member must be physically present at the time a vote is taken, unless a valid proxy is present.
3. Proxy
 - a. *A valid proxy is a written statement signed by the voting member, and approved by the Board of Directors or pastor prior to the meeting.*
 - b. A proxy vote may be cast if the proxy carrier is a voting member and has received the proxy vote from a known voting member. A proxy vote is counted as present.

- c. If a modification is made from the floor, all proxy votes become null and void.

B. Board of Directors

The Board of Directors shall meet twice a month and may be called more frequently at the request of the chairperson or any three (3) Board of Directors members. Four (4) members of the Board of Directors shall constitute a quorum for any meeting. Minutes of each meeting shall be kept. The minutes shall fully disclose all actions taken and be approved by the Board of Directors at a future meeting. Board of Directors' agendas and meeting minutes shall be available to voting members upon request.

1. Meetings of the Board of Directors are open to all communicant members of the congregation.
2. Meetings shall be conducted using Robert's Rule of Order (latest abbreviated version).
3. The Board of Directors may go into Executive Session in order to deal with sensitive or legal issues, at which time all who are not elected members of the Board of Directors will be excused, unless specifically invited to attend by the chairperson.

- C. **Robert's Rules of Order** (most current, abbreviated version) shall be used as a guide for conducting business.

ARTICLE IV: BOARD OF DIRECTORS

A. Ministries, Committees, Appointments

The Board of Directors shall have the authority to establish, modify, or dissolve ministries to carry out the mission and goals of Resurrection Ministries. The board shall also create committees or task forces, which carry out functions or activities of various time spans. The board shall also appoint members to lead or supervise agencies or activities, which enhance our mission.

B. Elections and Terms of Office –

The congregation shall elect the members of the Board of Directors. The term of office shall be for a maximum of two years, with approximately one half of the Board of Directors being elected each year. Board of Directors members shall serve no more than two full successive terms. The directors shall select a chairperson, vice chairperson, secretary and treasurer. These officers shall be elected for a two-year term. Every term of office shall begin on the first (1st) day of the month following the annual meeting. In the event of a vacancy on the Board of Directors, the Nominating Committee shall provide the chairperson with a list of candidates. Appointments to fill unexpired terms will be made from such list and must be ratified by a majority vote of the Board of Directors. The individual shall serve until the next election for that particular position.

C. Nominating Committee-

The vice chairperson of the Board of Directors shall annually appoint a Nominating Committee whose responsibility will be to develop a slate of officers and directors to be elected each year to

fill the vacancies created by expired terms of officers and directors. The committee shall contain a majority of members who are not directors and shall function for one year only, and shall report their nominations at the annual congregation meeting. The pastor shall be an ex officio member of the Nominating Committee. All nominees shall be voting members on the date of the annual meeting and have consented to their nominations.

In addition to the Nominating Committee's slate of candidates, any voting member may nominate individuals for any Board of Directors position, provided those nominated have consented to serve if elected. Such nominations shall be called for in the annual congregation meeting prior to the time that nominations are closed.

D. Powers of the Board of Directors

1. Officers (Executive Committee) - The officers (which include chairperson, vice chair, treasurer and secretary) of the congregation shall also serve as the executive committee. The executive committee will obtain its power and authority for action at the express designation of the full Board of Directors. The chairperson and secretary shall sign all legal documents. The vice chairperson and/or the treasurer may sign documents when three (3) or more signatures are required.

2. Board of Directors – The Board of Directors shall have the power to develop and implement those policies and procedures as required to execute the plans approved by the congregation. Written policies and procedures shall be available to voting members upon request. The Board of Directors shall supervise the pastor and ensure proper supervision of the staff. Such supervision shall enable the staff to develop and implement new strategies and programs to accomplish the mission as stated in the constitution.

E. Duties of the Board of Directors

1. The Board of Directors shall transact or supervise the transaction of all legal and general business of the congregation except for the purchase, sale, or lease of real property.

2. The Board of Directors shall conduct business within the limitations of the annual financial operating plan approved by the congregation.

3. The Board of Directors shall annually report at the congregation meeting on the organizational condition of the congregation. It shall also recommend an annual financial operating plan (budget) at the annual congregation meeting.

4. The Board of Directors shall be responsible for the receiving of and acting upon, if necessary, feedback and/or complaints from members of the congregation regarding aspects of its operations.

5. The Board of Directors shall be responsible for establishing policies necessary to direct the overall program of the congregation for the furtherance of Christ's Kingdom in our midst.

6. The Board of Directors shall initiate and oversee committees as needed.

7. The Board of Directors will be responsible for maintenance of a manual of congregation policies and standard operating procedures to assist in the uniform and

consistent administration of affairs of the congregation. The manual shall not include any provision contrary to this constitution and bylaws concerning:

- a. membership in the congregation, and/or
- b. the rights and duties of persons holding office.

ARTICLE V: DUTIES OF OFFICERS

The Board of Directors shall have at least 5 and no more than 7 directors. Within the board of directors, there shall be 4 officers and no more than 3 additional directors.

1. Chairperson –

- a. Preside at all meetings of the congregation and the Board of Directors.
- b. Serve as an ex officio member of all committees and task forces.
- c. Appoint any necessary committees and task forces.
- d. Sign all legal documents, with the secretary, on behalf of the congregation.
- e. Enforce the constitution, bylaws, and perform the general duties as are common for the office, including such additional duties as may be directed by the voters assembly from time to time.
- f. Ensure that an annual audit of congregational income, expenses, and assets is conducted and the results or recommendations be reported to the Board of Directors.
- g. Act as, or designate, the congregation's representative to the Circuit Forums.

2. Vice Chairperson –

- a. Perform all the duties of the chairperson in their absence and other additional duties, which may be directed by the congregation or by the chairperson from time to time.
- b. Chair and appoint a Nominating Committee with the advice and consent of the Board of Directors.

3. Secretary –

- a. The duties shall be those commonly required of that office, especially the writing, dissemination, and preservation of accurate records of all congregation meetings, and handling such correspondence as the congregation may require. A draft of the minutes of all congregation meetings shall be reviewed by the Board of Directors, which shall approve them on behalf of the congregation.
- b. Sign all legal documents, with the chairperson, on behalf of the congregation.
- c. Write, disseminate, and preserve minutes of all Board of Directors meetings.
- d. *Maintain and preserve records of Board of Directors and congregation meetings, bylaws, constitution and CNH approved resolutions in the congregation's archives.*

4. Treasurer –

- a. Oversee and preserve the accurate records of all receipts and disbursements, and submit a written report at all regular congregation meetings.
- b. Oversee all regular payments and fixed expenses on order of the *congregation*.
- c. Chair the finance committee.
- d. Report monthly to the Board of Directors.

ARTICLE VI: PROCEDURE FOR CALLING AN ORDAINED OR COMMISSIONED CHURCH WORKER

A. The Call Committee

1. The Board of Directors shall appoint one member from the Board of Directors and one member from the pastoral advisory committee and three voting members to a Call Committee for an ordained pastor or a commissioned minister whose goal shall be to bring forward two or more suitable candidates. The Call Committee shall lead the congregation in a self-study to guide the calling process. The Call Committee shall seek assistance from the California-Nevada-Hawaii (CNH) District president's office and for a list of potential candidates.
2. The Call Committee shall invite communicant members of the congregation to nominate ordained ministers (when calling a pastor) or commissioned ministers (when calling other educational or ministry persons) on the roster of eligible ministers maintained by the LCMS within thirty (30) days of the invitation.
3. The Call Committee shall request a list of candidates and all available information concerning them from the district president.
4. Members of the congregation shall not contact pastors or commissioned ministers under consideration. This activity is strictly reserved for the Call Committee.
5. *The Call Committee shall select a candidate for approval by the congregation.*

B. Election of a Called Worker

1. At a regular or special meeting of the congregation, the candidate *selected by the Call Committee* shall be elected by ballot with two-thirds majority.
2. It shall be the duty of the chairperson to see that notice of election is delivered promptly to the elected candidate in whatever manner he shall deem advisable.
3. The establishing or re-establishing of an eliminated position requires approval by the congregation prior to initiating the calling process.
4. A Declined Call. If a pastor-elect or called worker-elect declines the call, the Call Committee *will meet to determine the viability of extending a call to candidate who was identified by the Call Committee, but was not presented for approval as outlined in this article, B.1-B.3. If the Call Committee determines that a call is appropriate for the candidate, the Call Committee will proceed according to this article B.1.*

ARTICLE VII: TERMINATING AN ORDAINED OR COMMISSIONED WORKER

- A. If an ordained or commissioned worker persists in holding or teaching false doctrine, or leads a life which is scandalous and detrimental to his or her sacred office, or is unwilling or incapable

of fulfilling the requirements of his or her office, the allegation is to be communicated in writing to the chairperson of the Board of Directors.

B. The chairperson shall use Matthew 18:15-20 to attempt correction.

C. The circuit visitor or district president's representative shall be invited to intervene and work toward a God-pleasing resolution.

D. Without satisfactory resolution, a special voters assembly shall be convened to deal with the matter. The ordained or commissioned worker and the congregation shall receive written or electronic notification of the meeting date and time. The concern with the ordained or commissioned worker will be presented, along with the steps that have been taken to work with the worker to achieve a God-please resolution. The Board of Directors will make a proposal for further action, to be ratified by the congregation.

ARTICLE VIII: POWERS OF THE PASTORAL ADVISORY COMMITTEE

A. Purpose & Mission

The Pastoral Advisory Committee is an extension of the pastor's care and ministry. They are responsible for helping the pastor(s) maintain and advance the spiritual welfare of the congregation as a whole and of the individual members.

B. Membership & Term of Office

The Pastoral Advisory Committee shall consist of at least one member for every 50 households that regularly attend Resurrection Ministries. Members are selected for a term of five (5) years. Members may serve two consecutive terms. Members are selected in the following fashion:

- 1) The Nominating Committee recruits two (2) people for every desired open position.
- 2) At the congregation meeting, the names are placed into a hat and prayed over.
- 3) The desired number of candidates is drawn.

C. Organization

The committee elects a chairman and a secretary from its members. The chairman is responsible for presiding over meetings of the committee. The secretary keeps minutes of each committee meeting. The committee meets once a month.

D. Duties and Responsibilities

1. Oversee matters pertaining to the spiritual welfare of the congregation.
 - A. Ensure that each regular attendee is contacted once a quarter for updates, prayers and general pastoral care.
 - B. Celebrate or mourn with households at the appropriate times.
 - C. Help the pastor provide monthly contact for shut-ins.
2. Individually and collectively, by word and action, encourage the pastor and other church workers.

- A. Have concern and care about the whole health of the pastor, other called church workers and their families, including proper rest, vacation, and assistance in times of sickness, housing, etc.
 - B. Serve as a bridge in times of conflict between staff and pastor.
 - C. Execute a performance review of the pastor every year.
 - D. Serve as an advocate for the pastor to the congregation.
3. Pray regularly for the pastor and other called church workers.
 4. Stand ready to help the pastor and pastoral staff in difficulties with their ministries and congregational problems.
 5. Perform pastoral duties in worship on an as-needed basis (must be male assistant).
 6. Assist in regular review of the congregation's mission.

ARTICLE IX: STAFF

Church staff shall be hired, supervised, disciplined and dismissed as provided in the established policies and procedures.

ARTICLE X: AMENDMENTS

Amendments to these bylaws may be made in the following manner:

A copy of the proposed amendment shall be made available to all voting members at least two (2) weeks prior to a congregation meeting, at which, the vote shall be taken on the amendment. A majority of the voting members present must approve to secure adoption. Upon adoption, such amendments shall be submitted to California-Nevada-Hawaii District for approval in accordance with its bylaws.