

BYLAWS OF RESURRECTION LUTHERAN MINISTRIES A CALIFORNIA RELIGIOUS CORPORATION

ARTICLE I: VOTER ASSEMBLY

A. Meetings – The Voter Assembly shall meet at least annually. The day and hour of the annual meeting shall be set by the Board of Directors and publicized at least two weeks in advance. The notification shall contain an agenda of items to be considered as well as the slate of nominees for election. The Voter Assembly may meet at other times of the year subject to a call by the Board of Directors, or at the request of any twelve (12) voting members. Notice of any such special meeting shall be publicized as far in advance as possible, but no less than one week in advance. The notice shall contain an agenda of items to be considered. No agenda items may be added once notification of any meeting is publicized. The chairperson, vice chairperson or their designated Board of Directors member shall preside at all Voter Assembly meetings.

B. Quorum – A quorum is composed of the number of eligible voting members present at the Voter Assembly.

C. A voting member must be physically present at the time a vote is taken, unless a valid proxy is presented.

D. If a proxy vote is to be submitted, the individual must notify the secretary of the Board of Directors within a minimum of 48 hours prior to submission and define who will carry the proxy.

E. 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.

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

G. Robert's Rules of Order (latest abbreviated version) shall be used as a guide for conducting business.

ARTICLE II: BOARD OF DIRECTORS

The Board shall consist of at least five directors, and no more than seven directors.

A. 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 Voter Assembly annual 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.

B. 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.

C. Elections and Terms of Office –

The members of the Board of Directors shall be elected by the Voter Assembly. 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.

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 Voter Assembly meeting prior to the time that nominations are closed.

D. Meetings –

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 signed by the chairperson and secretary. 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.

ARTICLE III: DUTIES OF OFFICERS

A. Chairperson –

1. Preside at all meetings of the Voter Assembly and the Board of Directors.
2. Serve as an ex officio member of all committees and task forces.
3. Appoint any necessary committees and task forces.
4. Sign all legal documents, with the secretary, on behalf of the congregation.
5. 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 Voter Assembly from time to time.
6. 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.

B. Vice Chairperson –

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

C. Secretary –

1. The duties shall be those commonly required of that office, especially the writing, dissemination, and preservation of accurate records of all Voter Assembly meetings, and handling such correspondence as the congregation may require. A draft of the minutes of all Voter Assembly meetings shall be reviewed by the Board of Directors, which shall approve them on behalf of the Voter Assembly.
2. Sign all legal documents, with the chairperson, on behalf of the congregation.
3. Write, disseminate, and preserve minutes of all Board of Directors meetings.

D. Treasurer –

1. Oversee and preserve the accurate records of all receipts and disbursements, and submit a written report at all regular Voter Assembly Meetings.
2. Oversee all regular payments and fixed expenses on order of the Voter Assembly.
3. Chair the finance committee.
4. Report monthly to the Board of Directors.

ARTICLE IV: PROCEDURE FOR SECURING A PASTOR OR COMMISSIONED MINISTER

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.
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 present all helpful information for use by the Voter Assembly at the Call meeting, as well as any recommendations requested by the Board of Directors. (This point is confusing.)

B. Election of a Called Worker

1. At a regular or special meeting of the Voter Assembly, one of the proposed candidates 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 Voter Assembly approval prior to initiating the calling process.
4. **A declined Call.** If a pastor-elect or called worker-elect declines the call, the Voter Assembly will determine how to proceed.

ARTICLE V: TERMINATING A PASTOR OR OTHER CALLED WORKER

- A. If a pastor or other called 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 Voter Assembly shall be convened to deal with the matter. The called worker and the congregation shall receive written or electronic notification of the meeting date and time.

ARTICLE VI: 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 Voter Assembly meetings, 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 VII: FORMATION & GOVERNING OF WEE CARE CHILDREN'S CENTER

A. Formation of the Center

Resurrection Lutheran Ministries shall operate a childcare center registered with the state of California, for children ages six (6) weeks through 12 years, for education, and to offer childcare in a Christian environment.

B. Regular and annual meetings

Regular meetings for the governance of Wee Care shall be held in conjunction with the regularly scheduled meetings of Resurrection Lutheran Ministries' Board of Directors, and the annual meeting of the Voter Assembly shall confirm the yearly budget for the Wee Care Center.

C. Wee Care governance

The Resurrection Lutheran Ministries Board of Directors and its established policies shall govern the Wee Care Center.

ARTICLE VIII: 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 Voter Assembly meeting, at which, the vote shall be taken on the amendment. Two-thirds (2/3) 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.