

BYLAWS FOR THE CONGREGATION
OF
SAINT JOHN'S LUTHERAN CHURCH

Live God's Love in the World

ARTICLE I

MISSION STATEMENT &
VISION STATEMENTS

- B1.01 Live God's Love in the World
- B1.02 A vibrant urban church centered in enthusiastic and inspirational worship, grace-filled service, and rich opportunities for spiritual growth.

ARTICLE II

ANNUAL MEETING OF THE CONGREGATION

- B2.01 The Annual Meeting of the Congregation shall be held on or near the last Sunday in January.
- B2.02 The business transacted at the Annual Meeting includes:
- a. the election of voting members to serve on the Congregation Council;
 - b. the election of voting members to serve on the Nominating Committee;
 - c. the presentation of oral or written reports concerning the financial status and affairs of the Congregation by the pastor(s), designated ministry staff, the Congregation Council, the Treasurer, and the other Committees, Task Forces, Ministry Teams, and organizations;
 - d. the presentation and adoption of an Annual Budget; and
 - e. the transaction of such other business as may be brought before the Congregation.

ARTICLE III

COUNCIL ELECTION AND DUTIES OFFICERS

- B3.01 The Congregation Council shall at their first meeting following the Annual Congregation Meeting elect the officers of the Congregation.

- B3.02 The President of the Congregation shall:
- a. preside at all meetings of the Congregation and the Congregation Council;
 - b. meet regularly with pastoral staff;
 - c. receive reports from all Committees, Task Forces, Ministry Teams, and other committees appointed by the Congregation Council; and
 - d. ensure that the Congregation Council fulfills all of its duties and responsibilities under the constitution and bylaws.
- B3.03 The Vice-President of the Congregation shall preside at all meetings of the Congregation and the Congregation Council in the absence of the President.
- B3.04 The Secretary of the Congregation shall prepare and keep accurate minutes of all meetings of the Congregation and the Congregation Council, which shall be preserved permanently in the Congregation's archives.
- B3.05 The Treasurer of the Congregation shall:
- a. oversee preparation and maintenance of the financial books and records of the Congregation, showing the management and disbursement of all income and receipts of the Congregation;
 - b. be subject to the direction and supervision of the Congregation Council, arrange for:
 1. the purchase and acquisition of insurance for the Congregation;
 2. the investment and depositing of the Congregation's income, receipts, and other funds in appropriate financial institutions for the benefit of the Congregation; and
 3. the disbursement of the Congregation's income, receipts, and other funds in accordance with the Annual Budget, constitution, bylaws, and continuing resolutions adopted by the Congregation Council;
 - c. prepare and present written reports to the Congregation Council, summarizing the income, receipts, disbursements, and accounts of the Congregation;
 - d. prepare and present an annual report, together with a Council approved review of the Congregation's financial records, to the Congregation at its Annual Meeting;

ARTICLE IV

NOMINATING COMMITTEE; ELECTIONS; EXECUTIVE COMMITTEE

- B4.01 The Nominating Committee shall be responsible for screening and nominating candidates to fill positions on the Congregation Council and the Nominating Committee.
- B4.02 The Nominating Committee shall be convened by the Congregation Council before the Annual Meeting. It shall nominate at least one qualified nominee for each open

position on the Congregation Council and the Nominating Committee. Nothing herein shall bar additional candidates from being nominated from the floor during the Annual Meeting.

- B4.03 Subject to the following terms and conditions, members of the Congregation Council, other than the Senior Pastor, shall be elected by the voting members in attendance and voting at the Annual Meeting.
- a. The election of members to fill such vacancies on the Congregation Council normally shall be conducted on one combined ballot; those candidates who receive the greatest number of votes shall be declared elected provided, however, that they receive at least a majority of the votes cast.
 - b. If only one candidate is nominated for each vacancy on the Congregation Council, the requirement of a written ballot may be dispensed with upon majority vote of the voting members in attendance and voting at the Annual Meeting.

- B4.04 Executive Committee: The Senior Pastor (non-voting member), the President, Vice President, Secretary and Treasurer shall constitute the Executive Committee (Constitution C13.01). Duties of the Executive Committee include:
- a. Act on behalf of the Congregation Council between meetings, as needed. Actions taken must be reported and ratified as necessary by the Council at its next meeting.
 - b. Prepare agendas for Council Meeting
 - c. Evaluate and mentor the Senior Pastor
 - d. Appoint the Audit Committee
 - e. Evaluate Congregational financial and missional matters and present recommendations to the Congregation Council for action.
 - f. Keep accurate records of all decisions.

ARTICLE V

COMMITTEES, MINISTRY TEAMS, AND TASK FORCES

- B5.01 The Congregation Council shall authorize and empower Committees, Ministry Teams and Task Forces as necessary to carry out the vision and mission of the congregation.

Each Committee, Ministry Team or Task Force shall:

- a. Work in accord with the vision and mission of Saint John's Lutheran Church
- b. Consist of at least three persons, including an identified leader
- c. Be empowered by the Congregation Council to do ministry in their specific area
- d. Have a specific, Council-approved Commissioning Mandate for its scope of ministry. This Commissioning Mandate shall include: purpose, progress

reporting, responsibilities, amount of time required, expenditure authority, expectations and appropriate period for existence.

- e. Have a staff person assigned as contact person/liaison
- f. Not exceed their budget nor raise funds without Congregation Council approval
- g. Provide reports or updates as requested by Congregation Council or Executive Committee.
- h. Have copies of all policies that relate to their purpose and function provided to each member.

B5.02 The following Committees are established as Standing Committees: Budget and Finance, Building and Property, Personnel, Social Ministry, and Worship and Music. Each of these Standing Committees will annually develop or update a Commissioning Mandate.

B5.03 Each Standing Committee shall be chaired by a lay member who is appointed by the Congregation Council. The Congregation Council may appoint a member of the Congregation Council as Chair. The Standing Committees of the congregation shall be assigned a lay member of the Congregation Council to serve as liaison.

ARTICLE VI

SYNOD VOTING MEMBERS

- B6.01 The Congregation Council shall be responsible for appointing voting members and alternate voting members to attend synod assemblies.
- B6.02 If the voting members and the alternates appointed by the Congregation Council are unable to attend a synod convention, the Senior Pastor shall have the authority to appoint substitute voting members.

ARTICLE VII

INDEMNIFICATION OF OFFICERS, AGENTS EMPLOYEES, AND MEMBERS OF THE CONGREGATION COUNCIL, CONGREGATIONAL COMMITTEES, AND TASK FORCES

- B7.01 To the extent allowed and required under California state law, and subject to Section 7.03 below, the Congregation shall indemnify its officers and the members of the Congregation Council against all damages, liability, expenses, costs, and attorney's fees that they actually incur in connection with threatened, pending or completed legal actions, suits or proceedings to which they are or may be made a party because

of their status, actions, or omissions as current or former officers or members of the Congregation Council.

- B7.02 To the extent allowed under California state law as it may be amended from time to time, and subject to Section 7.03 below, the Congregation also shall indemnify its Committees, Ministry Teams, and Task Forces against all damages, liability, expenses, costs, and attorney's fees that they actually incur in connections with threatened, pending or completed legal actions, suits or proceedings to which they are or may be made a party because of their status, actions, or omissions as current or former agents, employees, or members of a Committee, Ministry Team or Task Force.
- B7.03 Unless otherwise ordered by a court of law, any indemnification under Sections 7.01 or 7.02 above shall be made by the Congregation only as authorized in the specific case upon a determination that indemnification of the officer, agent, employee, or member of the Congregation Council, a Committee, Ministry Team, or a Task Force is appropriate under the circumstances taking into account the standards of conduct set forth in California state law, as it may be amended from time to time. Such determination shall be made:
- a. by the Congregation Council by a majority vote of a quorum consisting of such members who are not and were not parties to such action, suit or proceeding;
 - b. by the Congregation at a regular or special Congregation Meeting properly called and held for that purpose; or
 - c. in a written opinion by independent legal counsel hired and paid for by the Congregation.
- B7.04 The Congregation Council may purchase and maintain insurance on behalf of any person who is an officer, agent, employee, or a member of the Congregation Council, a Committee, Ministry Team, or a Task Force, insuring that person against liability asserted against and incurred by such person in his or her capacity as such, or arising from his or her status as such, regardless of whether the Congregation is required or authorized to indemnify or allow expenses to the person against the same liability.

ARTICLE VIII

MEMBERSHIP INACTIVITY

- B8.01 The failure, despite pastoral care and counseling, for a period of two years to receive holy communion and to make a contribution of record to the congregation shall constitute inactivity, but only after an attempt has been made to notify the member.

ARTICLE IX

AMENDMENT OF BYLAWS

- B9.01 These bylaws are subject to amendment in accordance with the procedure set forth in the constitution.