

# CONSTITUTION

WITH EMBEDDED BYLAWS AND CONTINUING RESOLUTIONS

**BETHEL LUTHERAN CHURCH**

**CUPERTINO, CALIFORNIA**

**Adopted: January 26, 2003; Ratified: June 8, 2003**

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Constitution sections are numbered with two numbers in the form C a.bb., where a. is the chapter number, and bb. is the section number within the chapter. For example: C 1.02. or C 10.01.

Sections of this constitution marked by an asterisk (\*) are those that are required to be used by congregations in their constitutions by the ELCA without alteration or amendment of the text in any manner.

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**Bylaws** of the congregation appear immediately after the section of the constitution to which they are related. Bylaws are numbered in the form **C a.bb.cc.**, where **a.** is the chapter number, **bb.** is the section number, and **cc.** is the bylaw number within that section. For example: **C 4.05.01** is the first bylaw listed under Chapter 4, Section 5 of the constitution and **C 4.05.02.** is the second.

Bylaws are indented under the Constitution provisions.

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**Continuing Resolutions** of the congregation appear after the section of the Constitution and Bylaw, if any, to which they relate. Continuing Resolutions are numbered in the form **C a.bb.cyy.**, where **a.bb.** is the chapter and section numbers of the Constitution to which it relates, **c** is the Continuing Resolution number (letter) within that section and **yy.** is the year the Resolution was adopted. For example: **C 9.04.A03.** is the first Continuing Resolution listed under Chapter 9, Section 4 of the Constitution. Note also, that it follows bylaw number **C 9.04.01** but is not subordinate to its numbering.

Continuing Resolutions are indented further than the bylaws. .

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**PREAMBLE**

We, baptized members of the Church of Christ, responding in faith to the call of the Holy Spirit through the Gospel, desiring to unite together as a congregation to preach the Word, administer the sacraments, and carry out God’s mission, do hereby adopt this constitution and solemnly pledge ourselves to be governed by its provisions. In the name of the Father and of the Son and of the Holy Spirit.

**CHAPTER 1. NAME AND INCORPORATION**

- C 1.01 The name of this congregation shall be Bethel Lutheran Church.
- C 1.02 For the purpose of this constitution and the accompanying bylaws, the Bethel Lutheran Church congregation is hereinafter designated as “this congregation”.
- C 1.03 This congregation shall be incorporated under the laws of the State of California.

***BYLAWS***

- C 1.03.01. Bethel Lutheran Church of Cupertino, California is, and shall continue to be, a corporate organization. The members of the congregation are the corporate members. The congregation calls a member or members of the clergy to provide pastoral care, elects officers to provide leadership and oversee its affairs, elects members of the Congregation Council to act as the Board of Directors, and provides for the hiring of staff to execute the activities needed to support its execution of its mission. The congregation retains all authority except that specifically delegated in this constitution and bylaws.
- C 1.03.02. The fiscal year of the congregation shall be September 1 through August 31.

**CONTINUING RESOLUTIONS**

- C 1.03.A10. Policies and general procedures governing the officers and congregational organizations shall be documented in the constitution, the bylaws and these continuing resolutions under the direction of the Member at Large of the Congregation Council as needed.
  - a. The expertise of the Executive Committee, the Congregation Council and the various ministries, committees and boards should be used to review proposed policies and procedures and assure integration with their own.
- C 1.03.B03. A manual of staff policies and congregational policies requiring administrative support together with any needed supporting procedures to guide the members of the congregation and the staff through the administrative maze supporting the life of the congregation shall be initiated, prepared and maintained under the direction of the Parish Administrator.
  - a. The Parish Administrator is encouraged to utilize the expertise of members of the congregation to prepare and

critique proposed staff policies and procedures supporting congregational or staff policies.

- b. Proposed policies and procedures shall be submitted for review and comment to organizations of the congregation directly interested in a policy or directly affected by a procedure. Comments shall be resolved by the Parish Administrator or his/her designee.
- c. Proposed staff policies and all administrative procedures shall be submitted to the Lead Pastor for approval.

## **CHAPTER 2. CONFESSION OF FAITH**

- \*C 2.01 This congregation confesses the Triune God, Father, Son, and Holy Spirit.
- \*C 2.02 This congregation confesses Jesus Christ as Lord and Savior and the Gospel as the power of God for the salvation of all who believe.
  - a. Jesus Christ is the Word of God incarnate, through whom everything was made and through whose life, death, and resurrection God fashions a new creation.
  - b. The proclamation of God's message to us as both Law and Gospel is the Word of God, revealing judgment and mercy through word and deed, beginning with the Word in creation, continuing in the history of Israel, and centering in all its fullness in the person and work of Jesus Christ.
  - c. The canonical Scriptures of the Old and New Testaments are the written Word of God. Inspired by God's Spirit speaking through their authors, they record and announce God's revelation centering in Jesus Christ. Through them God's Spirit speaks to us to create and sustain Christian faith and fellowship for service in the world.
- \*C 2.03 This congregation accepts the canonical Scriptures of the Old and New Testaments as the inspired Word of God and the authoritative source and norm of its proclamation, faith, and life.
- \*C 2.04 This congregation accepts the Apostles', Nicene, and Athanasian Creeds as true declarations of the faith of this congregation.
- \*C 2.05 This congregation accepts the Unaltered Augsburg Confession as a true witness to the Gospel, acknowledging as one with it in faith and doctrine all churches that likewise accept the teachings of the Unaltered Augsburg Confession.
- \*C 2.06 This congregation accepts the other confessional writings in the Book of Concord, namely, the Apology of the Augsburg Confession, the Smalcald Articles and the Treatise, the Small Catechism, the Large Catechism, and the Formula of Concord, as further valid interpretations of the faith of the Church.
- \*C 2.07 This congregation confesses the Gospel, recorded in the Holy Scriptures and confessed in the ecumenical creeds and Lutheran confessional writings, as the power of God to create and sustain the Church for God's mission in the world.

### **CHAPTER 3. NATURE OF THE CHURCH**

- \*C 3.01 All power in the church belongs to our Lord Jesus Christ, its head. All actions of this congregation are to be carried out under his rule and authority.
- \*C 3.02 The Church exists both as an inclusive fellowship and as local congregations gathered for worship and Christian service. Congregations find their fulfillment in the universal community of the Church, and the universal Church exists in and through congregations. The Evangelical Lutheran Church in America, therefore, derives its character and powers both from the sanction and representation of its congregations and from its inherent nature as an expression of the broader fellowship of the faithful. In length, it acknowledges itself to be in the historic continuity of the communion of saints; in breadth, it expresses the fellowship of believers and congregations in our day.

### **CHAPTER 4. STATEMENT OF PURPOSE**

- \*C 4.01 The Church is a people created by God in Christ, empowered by the Holy Spirit, called and sent to bear witness to God's creative, redeeming, and sanctifying activity in the world.
- \*C 4.02 To participate in God's mission, this congregation as a part of the Church shall:
  - a. Worship God in proclamation of the Word and administration of the sacraments and through lives of prayer, praise, thanksgiving, witness, and service.
  - b. Proclaim God's saving Gospel of justification by grace for Christ's sake through faith alone, according to the apostolic witness in the Holy Scripture, preserving and transmitting the Gospel faithfully to future generations.
  - c. Carry out Christ's Great Commission by reaching out to all people to bring them to faith in Christ and by doing all ministry with a global awareness consistent with the understanding of God as Creator, Redeemer, and Sanctifier of all.
  - d. Serve in response to God's love to meet human needs, caring for the sick and the aged, advocating dignity and justice for all people, working for peace and reconciliation among the nations, and standing with the poor and powerless, and committing itself to their needs.
  - e. Nurture its members in the Word of God so as to grow in faith and hope and love, to see daily life as the primary setting for the exercise of their Christian calling, and to use the gifts of the Spirit for their life together and for their calling in the world.
  - f. Manifest the unity given to the people of God by living together in the love of Christ and by joining with other Christians in prayer and action to express and preserve the unity that the Spirit gives.
- \*C 4.03 To fulfill these purposes, this congregation shall:
  - a. Provide services of worship at which the Word of God is preached and the sacraments are administered.
  - b. Provide pastoral care and assist all members to participate in this ministry.
  - c. Challenge, equip, and support all members in carrying out their calling in their daily lives and in their congregation.
  - d. Teach the Word of God.

- e. Witness to the reconciling Word of God in Christ, reaching out to all people.
- f. Respond to human need, work for justice and peace, care for the sick and the suffering, and participate responsibly in society.
- g. Motivate its members to provide financial support for the congregation's ministry and the ministry of other parts of the Evangelical Lutheran Church in America.
- h. Foster and participate in interdependent relationships with other congregations, the synod, and the churchwide organization of the Evangelical Lutheran Church in America.
- i. Foster and participate in ecumenical relationships consistent with churchwide policy.

***BYLAWS***

C 4.03.01. Participation in Holy Communion shall be open to confirmed members of this and other Lutheran Congregations, and to those adults who accept the Scriptural teaching regarding the Real Presence of Christ and to children who have received pre-communion instruction. Worthy participation requires faith in Jesus Christ as Savior and His promises in this holy sacrament. That person is well prepared and worthy who believes these words: "given and shed for you for the remission of sins".

C 4.03.02. Record of participation in Holy Communion shall be entered into the records of the congregation.

\*C 4.04 This congregation shall develop an organizational structure to be described in the bylaws. The Congregation Council shall prepare descriptions of the responsibilities of each committee, task force, or other organizational group and shall review their actions. Such descriptions shall be contained in continuing resolutions in the section on the Congregation Council.

\*C 4.05 This congregation shall, from time to time, adopt a mission statement that will provide specific direction for its programs.

***BYLAWS***

C 4.05.01. Our Mission is to PRAYERFULLY:  
 INVITE & WELCOME people into a relationship with God,  
 GROW & EQUIP one another as devoted followers of Jesus Christ, and  
 CARE FOR & SERVE others by the power of the Holy Spirit.

C 4.05.02. The congregation shall affirm the mission statement at its annual meeting. It shall be formally reviewed by the Congregation Council from time to time to ensure that it reflects the mission of the congregation in the context of current needs, trends and its understanding of ministry. The review process shall be as set forth in the continuing resolutions.

**CHAPTER 5. POWERS OF THE CONGREGATION**

\*C 5.01 The powers of this congregation are those necessary to fulfill its purpose.

\*C 5.02 The powers of this congregation are vested in the Congregation Meeting called and conducted as provided in this constitution and bylaws.

- \*C 5.03 Only such authority as is delegated to the Congregation Council or other organizational units in this congregation's governing documents is recognized. All remaining authority is retained by the congregation. The congregation is authorized to:
- a. call a pastor as provided in Chapter 9;
  - b. terminate the call of a pastor as provided in Chapter 9;
  - c. call or terminate the call of associates in ministry, deaconesses, and diaconal ministers in conformity with the applicable policy of the Evangelical Lutheran Church in America;
  - d. adopt amendments to the constitution, as provided in Chapter 17, and amendments to the bylaws, as specified in Chapter 16;
  - e. approve the annual budget;
  - f. acquire real and personal property by gift, devise, purchase, or other lawful means;
  - g. hold title to and use its property for any and all activities consistent with its purpose;
  - h. sell, mortgage, lease, transfer, or otherwise dispose of its property by any lawful means;
  - i. elect its officers, Congregation Council and such members of boards and committees as specified herein and require them to carry out their duties in accordance with the constitution, the bylaws and the continuing resolutions;
  - j. terminate its relationship with the Evangelical Lutheran Church in America as provided in Chapter 6.
- \*C5.04 This congregation shall choose from among its voting members laypersons to serve as voting members of the Synod Assembly as well as persons to represent it at meetings of any conference, cluster, coalition, or other area subdivision of which it is a member. The number of persons to be elected by the congregation and other qualifications shall be as prescribed in guidelines established by the Sierra Pacific Synod of the Evangelical Lutheran Church in America.
- C5.05. This congregation shall have an endowment trust fund that will operate as specified in the articles approved by this congregation. The purpose of the endowment fund is to provide for work beyond the operational budget of this congregation.

### **BYLAWS**

C5.05.01 The Charter for the Endowment Trust Fund is delineated in Appendix A.

## **CHAPTER 6. CHURCH AFFILIATION**

- \*C 6.01 This congregation shall be an interdependent part of the Evangelical Lutheran Church in America or its successor, and of the Sierra Pacific Synod of the Evangelical Lutheran Church in America. This congregation is subject to the discipline of the Evangelical Lutheran Church in America.
- \*C 6.02 This congregation accepts the Confession of Faith and agrees to the Purposes of the Evangelical Lutheran Church in America and shall act in accordance with them.

- \*C 6.03 This congregation acknowledges its relationship with the Evangelical Lutheran Church in America in which:
- a. This congregation agrees to be responsible for its life as a Christian community.
  - b. This congregation pledges its financial support and participation in the life and mission of the Evangelical Lutheran Church in America.
  - c. This congregation agrees to call pastoral leadership from the clergy roster of the Evangelical Lutheran Church in America in accordance with its call procedures except in special circumstances and with the approval of the bishop of the synod.
  - d. This congregation agrees to consider associates in ministry, deaconesses, and diaconal ministers for call to other staff positions in the congregation according to the procedures of the Evangelical Lutheran Church in America.
  - e. This congregation agrees to file this constitution and any subsequent changes to this constitution with the synod for review to ascertain that all of its provisions are in agreement with the constitution and bylaws of the Evangelical Lutheran Church in America and with the constitution of the synod.
- \*C 6.04 Affiliation with the Evangelical Lutheran Church in America may be terminated as follows:
- a. This congregation takes action to dissolve.
  - b. This congregation ceases to exist.
  - c. This congregation is removed from membership in the Evangelical Lutheran Church in America according to the procedures for discipline of the Evangelical Lutheran Church in America.
  - d. This congregation follows the procedures outlined in C6.05.
- \*C 6.05 This congregation may terminate its relationship with the Evangelical Lutheran Church in America by the following procedure:
- a. A resolution indicating the desire of this congregation to terminate its relationship must be adopted at a legally called and conducted special meeting of this congregation by a two-thirds majority of the voting members present.
  - b. The secretary of this congregation shall submit a copy of the resolution to the synodical bishop and shall mail a copy of the resolution to voting members of this congregation. This notice shall be submitted within 10 days after the resolution has been adopted.
  - c. The bishop of the synod shall consult with this congregation during a period of at least 90 days.
  - d. If this congregation, after consultation, still desires to terminate its relationship, such action must be taken at a legally called and conducted special meeting by a two-thirds majority of the voting members present, at which meeting the bishop of the synod or an authorized representative shall be present. Notice of the meeting shall be mailed to all voting members at least 10 days in advance of the meeting.
  - e. A certified copy of the resolution to terminate its relationship shall be sent to the synodical bishop, at which time the relationship between this congregation and the Evangelical Lutheran Church in America shall be terminated.

f. Notice of termination shall be forwarded by the synodical bishop to the secretary of this church and shall be published in the periodical of this church.

\*C 6.06 If this congregation considers relocation it shall confer with the bishop of the synod in which it is territorially located and the appropriate program unit of the churchwide organization before any steps are taken leading to such action. The approval of the Synod Council shall be received before any such action is effected.

\*C.607 If this congregation considers developing an additional site to be used regularly for worship, it shall confer with the bishop of the synod in which it is territorially located and the appropriate program unit of the churchwide organization before any steps are taken leading to such action.

## **CHAPTER 7. PROPERTY OWNERSHIP**

\*C 7.01 If this congregation ceases to exist, title to undisposed property shall pass to the Sierra Pacific Synod of the Evangelical Lutheran Church in America.

\*C 7.02 If this congregation is removed from membership in the Evangelical Lutheran Church in America according to its procedure for discipline, title to property shall continue to reside in this congregation.

\*C 7.03 If a two-thirds majority of the voting members of this congregation present at a legally called and conducted special meeting of this congregation vote to transfer to another Lutheran church body, title to property shall continue to reside in this congregation. Before this congregation takes action to transfer to another Lutheran church body, it shall consult with representatives of the Sierra Pacific Synod.

\*C 7.04 If a two-thirds majority of the voting members of this congregation present at a legally called and conducted special meeting of this congregation vote to become independent or relate to a non-Lutheran church body, title to property of this congregation shall continue to reside in this congregation only with the consent of the Synod Council. The Synod Council, after consultation with this congregation by the established synodical process, may give approval to the request to become independent or to relate to a non-Lutheran church body, in which case title shall remain with the majority of this congregation. If the Synod Council fails to give such approval, title shall remain with those members who desire to continue as a congregation of the Evangelical Lutheran Church in America.

C 7.05 Notwithstanding the provisions of \*C7.02 and \*C7.03 above, where this congregation has received property from the synod pursuant to a deed or other instrument containing restrictions under provision 9.71.a. of the Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America, this congregation accepts such restrictions and:

a. Shall not transfer, encumber, mortgage, or in any way burden or impair any right, title, or interest in the property without prior approval of the Synod Council.

b. Shall—upon written demand by the Synod Council, pursuant to †S13.23. of the constitution of the Sierra Pacific Synod of the ELCA— reconvey and transfer all right, title, and interest in the property to the synod.

## **CHAPTER 8. MEMBERSHIP**

\*C 8.01 Members of this congregation shall be those baptized persons on the roll of the congregation at the time that this constitution is adopted and those who are admitted thereafter and who have declared and maintain their membership in accordance with the provisions of this constitution and its bylaws.

\*C 8.02 Members shall be classified as follows:

- a. Baptized members are those persons who have been received by the Sacrament of Holy Baptism in this congregation or, having been previously baptized in the name of the Triune God, have been received by certificate of transfer from other Lutheran congregations or by affirmation of faith.
- b. Confirmed members are baptized persons who have been confirmed in this congregation, those who have been received by adult baptism or by transfer as confirmed members from other Lutheran congregations, or baptized persons received by affirmation of faith.
- c. Voting members are confirmed members. Such confirmed members, during the current or preceding calendar year, shall have communed in this congregation and made a contribution of record to this congregation. Members of this congregation who have satisfied these basic standards shall have the privilege of voice and vote at every regular and special meeting of the congregation.
- d. Associate members are persons holding membership in other [Lutheran] Christian congregations who wish to retain such membership but desire to participate in the life and mission of this congregation, or persons who wish to retain a relationship with this congregation while being members of other congregations. They have all the privileges and duties of membership except voting rights and eligibility for elected offices or membership on the Congregation Council of this congregation.

### ***BYLAWS***

C 8.02.01. Applicants for membership:

- a. Applicants for confirmed membership presenting Letters of Transfer showing them to be confirmed members in good standing in other Lutheran congregations shall be admitted to confirmed membership upon acceptance of their Letters of Transfer by the Congregation Council and the report of their names to the congregation.
- b. Applicants for membership who present evidence of confirmation in a Lutheran congregation but do not have Letters of Transfer shall be admitted to confirmed membership contingent upon determination that they meet the standards of Christian faith and life indicated in the constitution and bylaws and when they have reaffirmed their faith before the congregation.
- c. Adult applicants for membership who present evidence of Christian baptism shall be admitted to confirmed membership subject to the following:
  - 1) They evidence to the Lead Pastor adequate understanding and acceptance of the teachings of the Word of God as confessed by the Lutheran Church, and

- 2) Participate, at the Lead Pastor's discretion, in a Rite of Confirmation or Affirmation of Faith before the congregation, and
- 3) Are accepted for confirmed membership by the Congregation Council upon the recommendation of the Lead Pastor.
- d. Children with evidence of Christian baptism shall be received as baptized members of this congregation upon admission of one or both parents or guardians to membership, or by consent of one or both parents or guardians and acceptance by the Congregation Council.
- e. Applicants for membership without evidence of Christian baptism satisfactory to the Lead Pastor shall be received as members only through baptism in a Christian congregation.

\*C 8.03 All applications for confirmed membership shall be submitted to and shall require the approval of the Congregation Council.

***BYLAWS***

C 8.03.01. Applicants for membership are expected to attend a New Members' Class prior to consideration by the Congregation Council of their request.

C 8.03.02. Procedure for admission:

- a. The Lead Pastor shall identify to the Congregation Council applicants for membership since the last meeting of the Council. The Lead Pastor shall also provide his/her preliminary recommendation for admission and the rationale therefore.
- b. The Lead Pastor shall subsequently provide to the Congregation Council the names of those candidates for membership who have attended the New Member Class together with his/her final recommendation for admission.
- c. The Congregation Council shall act on the membership status of those persons identified pursuant to paragraph C 8.03.02b. above in one of the following ways:
  - 1) Admit to confirmed membership those applicants having Letters of Transfer. Such admittance shall be effective upon publication of the names in the church bulletin.
  - 2) Admit to confirmed membership those applicants not having Letters of Transfer who have presented evidence satisfactory to the Lead Pastor of confirmation in a Lutheran congregation. Such admittance shall be effective upon the applicants' reaffirmation of faith before the congregation.
  - 3) Admit to baptized membership those applicants with evidence of Christian baptism satisfactory to the Lead Pastor but who have not been confirmed in a Lutheran congregation. Such admittance shall be effective upon publication of the names in the church bulletin.
- d. The Congregation Council shall inform an applicant for membership in writing under the signature of the Council President of the action taken on that applicant's membership request.

- \*C 8.04 It shall be the privilege and duty of members of this congregation to:
- a. make regular use of the means of grace, both Word and sacraments;
  - b. live a Christian life in accordance with the Word of God and the teachings of the Lutheran church; and
  - c. support the work of this congregation, the synod, and the churchwide organization of the Evangelical Lutheran Church in America through contributions of their time, abilities, and financial support as biblical stewards.

\*C 8.05 Membership in this congregation shall be terminated by any of the following:

- a. death;
- b. resignation;
- c. transfer or release;
- d. disciplinary action by the Congregation Council; or
- e. removal from the roll due to inactivity as defined in the bylaws.

Such persons who have been removed from the roll of members shall remain persons for whom the Church has a continuing pastoral concern.

### ***BYLAWS***

#### C 8.05.01. Change in membership status

- a. Members who move away shall be encouraged to transfer their membership. Confirmed members in good standing desiring to change their membership to another Lutheran congregation shall, upon request, receive a Letter of Transfer.
  - 1) Those who have transferred their membership who desire to retain a relationship with Bethel shall be designated an Associate Member upon recommendation of the Lead Pastor and approval of the Congregation Council.
- b. Members who are able to but do not attend church services and who have not contributed to the congregational treasury according to the congregation's records during the current or preceding year are subject to reclassification as inactive members. If so reclassified, they shall not be counted in the membership statistics of the congregation. However, their names and records shall be kept in the files for a period of two years thereafter. Such persons shall be encouraged to take part in the congregational life, or to transfer elsewhere, as appropriate. If they resume activity within this two-year period, they shall be restored to the active membership list. If not, they may be removed from the membership role of the congregation.
- c. Children, neither of whose parents or guardians are active members of the congregation, shall be dropped from the baptized membership roll if they fail to participate in the Christian education program of the congregation.
- d. Members who have been excommunicated or dismissed or who have resigned, and members who have transferred to other Lutheran

congregations, or who are definitely known to have become members of other congregations without transfer, have thereby terminated their membership in the congregation and have surrendered all membership rights.

C 8.05.02. Procedure:

- a. In May of each year the Lead Pastor shall identify to the Congregation Council all terminated memberships as well as those members who have not attended service, communed or have a contribution of record during the current or preceding years. The Lead Pastor shall also recommend which, if any, of those members so named should not be reclassified as inactive members because of special circumstances.
- b. The Congregation Council shall act on the membership status of those persons identified pursuant to paragraph C 8.05.02a. above in one of the following ways:
  - 1) Make no change in membership classification.
  - 2) Reclassify as an inactive member.
  - 3) Remove from the membership rolls those inactive members who have not resumed activity within the two-year period.
- c. The Congregation Council shall inform a member in writing under the signature of the Council President of any action taken that affects that member's membership status.

## **CHAPTER 9. THE PASTORAL OFFICE**

\*C 9.01 Authority to call a pastor shall be in this congregation by at least a two-thirds majority ballot vote of members present and voting at a meeting legally called for that purpose. Before a call is issued, the officers, or a committee elected by the Congregation Council to recommend the call, shall seek the advice and help of the bishop of the synod.

### ***BYLAWS***

C 9.01.01. When the congregation has voted to call a pastor, it shall issue a Letter of Call to the pastor-elect in a form approved by The Evangelical Lutheran Church in America. It shall be signed by the chairperson of the Call Committee and the President of the Congregation and shall be attested by the signature of the Bishop of the Synod.

C 9.01.02. Clergy qualified according to Chapter 9 of the constitution may occasionally perform pastoral functions in this congregation subject to the request of the Lead Pastor and the approval of the Congregation Council.

\*C 9.02 Only a member of the clergy roster of the Evangelical Lutheran Church in America or a candidate for the roster of ordained ministers who has been recommended for the congregation by the synodical bishop may be called as a pastor of this congregation.

\*C 9.03 Consistent with the faith and practice of the Evangelical Lutheran Church in America,

- a. Every ordained minister shall:

- 1) preach the Word;
  - 2) administer the sacraments;
  - 3) conduct public worship;
  - 4) provide pastoral care; and
  - 5) speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world.
- b. Each ordained minister with a congregational call shall, within the congregation:
- 1) offer instruction, confirm, marry, visit the sick and distressed, and bury the dead;
  - 2) supervise all schools and organizations of the congregation;
  - 3) install regularly elected members of the Congregation Council; and
  - 4) with the council, administer discipline.
- c. Every pastor shall:
- 1) strive to extend the Kingdom of God in the community, in the nation, and abroad;
  - 2) seek out and encourage qualified persons to prepare for the ministry of the Gospel;
  - 3) impart knowledge of this church and its wider ministry through distribution of its periodicals and other publications; and
  - 4) endeavor to increase the support given by the congregation to the work of the Churchwide organization of the Evangelical Lutheran Church in America (ELCA) and of the Sierra Pacific Synod of the ELCA.

\*C 9.04 The specific duties of the pastor, compensation, and other matters pertaining to the service of the pastor shall be included in a letter of call, which shall be attested to by the bishop of the synod.

### ***BYLAWS***

- C 9.04.01. After six (6) years of service at Bethel, a full time pastor is eligible for an extended study leave of twelve (12) weeks. A request for such sabbatical shall be presented to the Congregation Council for approval at least six (6) months in advance.
- a. During an approved sabbatical, the congregation shall continue to be responsible for the pastor's total compensation and shall defray any cost of pulpit supply or other pastoral services.

### **CONTINUING RESOLUTIONS**

- C 9.04.A03. A request to the Congregation Council for approval of a period of extended study shall include the following:
- a. A summary of the studies to be pursued,
  - b. Recommendations for coverage of his/her pastoral duties during his/her absence,

c. The acknowledgement of the expectation of the congregation that the requester shall continue to serve as pastor/a pastor of Bethel Lutheran Church for at least one (1) year after return from the sabbatical.

C 9.04.B03. A sabbatical normally shall be taken in the seventh year of service. It may be delayed.

a. If delayed, the study period will be extended by two weeks for each year of delay up to a maximum of sixteen (16) weeks. However, the next six years term will not begin until the sabbatical accrued is completed.

C 9.04.C03. All costs of the study including the cost of tuition and books, travel and living expenses shall be the responsibility of the pastor.

a. The pastor may request reimbursement for amounts expended for tuition and books up to any balance remaining for those line items in the budget at the end of the fiscal year.

C 9.04.D03. The pastor may extend the leave by combining it with that year's normal vacation and/or continuing education leave.

C 9.04.E03. The pastor shall submit to the Congregation Council within a month of his/her return from a sabbatical a synopsis of the experience.

C 9.04.F08. Funding and leave for continuing education can be accumulated toward a sabbatical for a maximum period of three years.

- \*C 9.05 a. The call of a congregation, when accepted by a pastor, shall constitute a continuing mutual relationship and commitment which, except in the case of the death of the pastor, shall be terminated only following consultation with the synodical bishop and for the following reasons:
- 1) mutual agreement to terminate the call or the completion of a call for a specific term;
  - 2) resignation of the pastor, which shall become effective, unless otherwise agreed, 30 days after the date on which it was submitted;
  - 3) inability to conduct the pastoral office effectively in the congregation in view of local conditions without reflection on the competence or moral and spiritual character of the pastor;
  - 4) the physical or mental incapacity of the pastor;
  - 5) disqualification of the pastor through discipline on grounds of doctrine, morality, or continued neglect of duty;
  - 6) the dissolution of the congregation or the termination of a parish arrangement; or
  - 7) suspension of the congregation as a result of discipline proceedings.

- b. When allegations of physical or mental incapacity of the pastor or ineffective conduct of the pastoral office have come to the attention of the bishop of the synod, the bishop in his or her sole discretion may, or when such allegations have been brought to the synod's attention by an official recital of allegations by the Congregation Council or by a petition signed by at least one-third of the voting members of the congregation, the bishop shall investigate such conditions personally in company with a committee of two ordained ministers and one layperson.
- c. In case of alleged physical or mental incapacity competent medical testimony shall be obtained. When such disability is evident, the bishop of the synod with the advice of the committee shall declare the pastorate vacant. Upon the restoration of a disabled pastor to health, the bishop of the synod shall take steps to enable the pastor to resume the ministry, either in the congregation last served or in another field of labor.
- d. In the case of alleged local difficulties that imperil the effective functioning of the congregation, all concerned persons shall be heard, after which the bishop of the synod together with the committee described in C9.05.b. shall decide on the course of action to be recommended to the pastor and the congregation. If they agree to carry out such recommendations, no further action shall be taken by the synod. If either party fails to assent, the congregation may dismiss the pastor at a legally called meeting after consultation with the bishop, either (a) by a two-thirds majority vote of the voting members present and voting where the bishop and the committee did not recommend termination of the call, or (b) by a simple majority vote of the voting members present and voting where the bishop and the committee recommended termination of the call.
- e. If, in the course of proceedings described in C9.05.d., the committee concludes that there may be grounds for disciplinary action, the committee shall make recommendations concerning disciplinary action to the synodical bishop who may bring charges, in accordance with the provisions of the constitution and bylaws of the Evangelical Lutheran Church in America and the constitution of this synod.
- f. If, following the appointment of the committee described in \*C9.05.b. or d., it should become apparent that the pastoral office cannot be conducted effectively in the congregation being served by the ordained minister due to local conditions, the bishop of the synod may temporarily suspend the pastor from service in the congregation(s) without prejudice and with pay provided through a joint synodical and churchwide fund and with housing provided by the congregation(s).

***BYLAWS***

C 9.05.02. If a pastor receives a call to another congregation, the called pastor shall inform the Congregation Council prior to making an announcement to the congregation.

- \*C 9.06 At the time of pastoral vacancy, an interim pastor shall be appointed by the bishop of the synod with the consent of this congregation or the Congregation Council.
- \*C 9.07 During the period of service, an interim pastor shall have the rights and duties in the congregation of a regularly called pastor and may delegate the same in part to a supply pastor with the consent of the bishop of the synod and this congregation or Congregation Council. The interim pastor and any ordained pastor providing assistance shall refrain from exerting influence in the selection of a pastor.

- \*C 9.08 This congregation shall make satisfactory settlement of all financial obligations to a former pastor before calling a successor. A pastor shall make satisfactory settlement of all financial obligations to this congregation before beginning service in a call to another congregation or employment in another ministry setting related to the Evangelical Lutheran Church in America.
- \*C 9.09 When a pastor is called to serve in company with another pastor or pastors, the privileges and responsibilities of each pastor shall be specified in documents to accompany the call and to be drafted in consultations involving the pastors, the Congregation Council, and the bishop of the synod. As occasion requires, the documents may be revised through similar consultations.
- \*C 9.11 With the approval of the bishop of the synod the congregation may depart from \*C9.05.a. and call a pastor for a specific term. Details of such calls shall be in writing setting forth the purpose and conditions involved. Prior to the completion of a term, the bishop or a designated representative of the bishop shall meet with the pastor and representatives of the congregation for a review of the call. Such call may also be terminated before its expiration in accordance with the provisions of \*C9.05.a.
- \*C 9.12 The pastor of this congregation:
- a. shall keep accurate parochial records of all baptisms, confirmations, marriages, burials, communicants, members received, members dismissed, or members excluded from the congregation;
  - b. shall submit a summary of such statistics annually to the synod;
  - c. shall become a member of this congregation upon receipt and acceptance of the letter of call. In a parish of multiple congregations, the pastor shall hold membership in one of the congregations.

### ***BYLAWS***

#### C 9.12.01. Lead Pastor

- a. Is responsible for the supervision of full-time, part-time and temporary staff members and the coordination of the staff with the overall ministry and programs of the congregation.
- b. Serves as executive director/administrative officer of the Congregation Council.
- c. Is accountable to the congregation to carry out the terms of the constitution of Bethel Lutheran Church.
- d. Provides ongoing guidance and support to the Congregation Council, Executive Committee, and Ministry Groups.
- e. Prepares jointly with the President agendas for meetings of the Congregation Council, the congregation and the Executive Committee.
- f. Is an ex officio member of all committees, ministries, boards and other organizations of the congregation except the Audit, Mutual Ministry and Call Committees.

#### C 09.12.02. Additional Pastor(s)

- a. Is (are) accountable to the Lead Pastor to carry out given assignments and duties.
- b. Is (are) accountable also to the congregation to carry out the terms of the constitution of Bethel Lutheran Church.

*CONTINUING RESOLUTIONS*

C 9.12.A03. The Lead Pastor shall provide to the Congregation Council at its May meeting the membership record for review and acceptance. This record shall contain the names and class of membership of all active and inactive members as of the last review and show additions, removals and status changes. After acceptance, a current roster of active and inactive members including their class of membership shall be prepared as the official roster.

\*C 9.13 The pastor(s) shall submit a report of his or her ministry to the bishop of the synod at least 90 days prior to each regular meeting of the Synod Assembly.

\*C 9.14 The parochial records of this congregation shall be maintained by the pastor and shall remain the property of the congregation. The secretary of this congregation shall attest in writing to the bishop of this synod that such records have been placed in his or her hands in good order by a departing pastor before the installation of that pastor in another field of labor or the granting by the synod of retired status to the pastor.

**C 9.20 Ecumenical pastoral ministry**

C 9.21 Under special circumstances, subject to the approval of the synodical bishop and the concurrence of this congregation, an ordained minister of a church body with which the Evangelical Lutheran Church in America officially has established a relationship of full communion may serve temporarily as pastor of this congregation under a contract between the congregation and the ordained minister in a form proposed by the synodical bishop and approved by the congregation.

**CHAPTER 10. CONGREGATION MEETINGS**

C 10.01 The annual Congregational Meeting and other regular meetings of this congregation shall be held at a time specified in the bylaws.

***BYLAWS***

C 10.01.01. The Annual Meeting of the congregation shall be held in two parts.

- a. Part I of the Annual Meeting shall be held in the winter. The order of business at that meeting shall include:
  - 1) Opening devotion.
  - 2) Affirmation of the Mission Statement.
  - 3) Approval of minutes of the last meeting.
  - 4) Reports of pastors, committees, the president and treasurer.

- 5) Election of officers of the congregation, the Chair of the School Board and other members of the Congregation Council and other elected positions.
  - 6) Election of two members of the Nominating Committee.
  - 7) Election of members of the Audit Committee.
  - 8) Election of Synod and Parish Assembly delegates.
  - 9) Old business.
  - 10) New business.
  - 11) Closing prayer.
- b. Part II of the Annual Meeting shall be held in the summer. The order of business shall include:
- 1) Opening devotion.
  - 2) Approval of the minutes of the previous meeting.
  - 3) Reports of the Fiscal Manager and the Chairperson of the School Board.
  - 4) Adoption of the budget.
  - 5) Old business.
  - 6) New business.
  - 7) Closing prayer.

C 10.02 A special Congregation Meeting may be called by the pastor, the Congregation Council, or the president of this congregation, and shall be called by the president of the congregation upon the written request of ten percent of the voting members. The call for each special meeting shall specify the purpose for which it is to be held and no other business shall be transacted.

C 10.03 Notice of all meetings of this congregation shall be given at the services of worship on the preceding two consecutive Sundays and by mail to all members at least 10 days in advance of the date of the meeting. The posting of such notice in the regular mail, with the regular postage affixed or paid, sent to the last known address of such members shall be sufficient.

C 10.04 Ten percent of the voting members shall constitute a quorum.

C 10.05 Voting by proxy or by absentee ballot shall not be permitted.

C 10.06 All actions approved by the congregation shall be by majority vote of those voting members present and voting, except as otherwise provided in this constitution or by state law.

C 10.07 Robert's Rules of Order, latest edition, shall govern parliamentary procedure of all meetings of this congregation.

## **CHAPTER 11. OFFICERS**

C 11.01 The officers of this congregation shall be a President, President Elect, Fiscal Officer and Communications Officer.

- C 11.02 This congregation shall elect its officers at the annual congregational meeting in the manner and for the terms of office provided in the bylaws. They shall become the officers of the congregation at the time specified in the bylaws.
- a. Duties of the officers shall be those specified in the bylaws.
  - b. Any voting member of the congregation may be elected subject only to the length of service permitted in that office.
  - c. Officers of this congregation shall by virtue of that office be members of the Congregation Council. The President, President Elect, Fiscal Officer and Communications Officer of this congregation shall serve in the same such office of the Congregation Council.
- C 11.03 No officer shall hold more than one office at a time
- C 11.04 No officer shall be eligible to serve more than three consecutive full terms in the same office.

### ***BYLAWS***

- C 11.04.01. The officers of the congregation (President Elect, Fiscal Officer, and Communications Officer) shall be elected by the congregation at its annual meeting from the candidates recommended by the Nominating Committee and any candidates nominated from the floor. Note that the President Elect assumes the role of President the following year.
- C 11.04.02. Terms of office shall be two years except that the terms of the President and President Elect shall be one year.

### **CONTINUING RESOLUTIONS**

C11.04.A10 Terms and duties of the office of the officers of this congregation shall be further specified in the bylaws and continuing resolutions of this congregation. Position descriptions of each officer position will be developed, reviewed, and revised as needed annually by the congregation council.

#### **C 11.04.B10. The President**

- a. Presides at all regular and special meetings of the congregation, the Congregation Council and the Executive Committee.
- b. Is responsible for implementation of the decisions of the congregation, the Congregation Council and the Executive Committee.
- c. Prepares jointly with the Lead Pastor agendas for meetings of the congregation, the Congregation Council and the Executive Committee.
- d. Is an ex officio member of all committees and other organizations of Bethel except the Audit and Mutual Ministry Committees.
- e. Pays the bills and other financial obligations of the congregation in the absence of the Fiscal Officer.
- f. Ensures that all meetings are conducted in a proper and orderly manner.
- g. Coordinates the work of the Congregation Council's committees and organizations and encourages chairpersons to prepare and distribute in a

timely manner meeting minutes and to present reports and motions in written form.

C 11.04.C10 The President Elect

- a. Fulfills the duties of the president in his/her absence.
- b. Assists President with issues and projects.
- c. Familiarizes self with Committee, Board and Ministry functions, processes and issues.
- d. Works with the Stewardship Committee to ensure it moves forward with its annual campaign.
- e. Generally will be responsible for the preparation of the notice of charges required in the process of discipline of a member (paragraph C 15.02).

C 11.04.D10. The Communications Officer (Secretary)

- a. Takes minutes, records attendance, and verifies quorums at Congregation Council and congregation meetings and ensures their timely preparation and distribution.
- b. Initiates and signs official correspondence as directed by the Congregation Council or the Executive Committee.
- c. Preserves minutes and other records in the congregation's archives.
- d. Ensures the congregation is kept informed on matters of interest.
- e. Acts as liaison to the outside community and as a resource person on public relations to staff and members.

C 11.0 4.E10. The Fiscal Officer (Treasurer)

- a. Maintains custody of all funds of the congregation, local and synodical, and pays the bills and other financial obligations of the congregation in accordance with established policies and procedures.
- b. Presents an internally audited account of the financial status of the congregation to the Annual Congregational Meeting.
- c. Reports on a monthly basis to the Finance Committee
  - 1) Amounts received and disbursed from each of the various accounts.
  - 2) Balance on hand by account.
  - 3) Actuals expended versus budget by line item, subtotals and totals.
- d. Is an ex officio member of the Finance Committee.
- e. The Fiscal Officer (Treasurer) shall be bonded.

C.11.04.F10 The Assistant Treasurer

- a. A member of the church staff shall be appointed Assistant Treasurer by the Congregation Council.

- b. The Assistant Treasurer shall conduct the day-to-day operations of the office.
- c. The Assistant Treasurer shall be bonded.

## **CHAPTER 12. CONGREGATION COUNCIL**

C 12.01 The membership of the Congregation Council shall consist of the pastor(s), the four officers of this congregation (President, President Elect, Fiscal Officer and Communications Officer), the Chair of the School Board and not less than five (5) nor more than nine (9) other voting members of the congregation. The number of members shall be set forth in the continuing resolutions.

### CONTINUING RESOLUTIONS

- C. 12.01A10 Membership shall consist of the exofficio members (i.e., pastors), the officers, the School Board Chair, and five (5) additional elected members, filling the positions of Ministry Liaison, Project Manager Advisor, Human Resources Advisor, and two Members at Large. Duties of these positions include (but are not limited to):
- a. Ministry Liaison serves as a liaison between the Ministry Leads and Congregation Council. The Ministry Liaison facilitates bi-directional communication between and within the various ministries and Counsel.
  - b. Project Manager Advisor is responsible for assisting the Council in establishing special projects related to the functions and activities of the church, including leading the development of such projects.
  - c. Human Resources Advisor is responsible for advising the Pastors, Bethel church and school staff, and Council on issues related to Human Resources, including hiring, firing, layoffs, and providing evaluations.
  - d. Member at Large (Senior position) will review changes to the Model Constitution of the Evangelical Lutheran Church in America, making any requisite modifications to the constitution of Bethel Lutheran Church; will monitor adherence to the provisions of the constitution and evaluating the need for modifications as appropriate; will assist the pastors in planning the annual Leadership Retreat.
  - e. Member at Large (Junior position) will assist the Ministry Liaison and Adult Ministry Coordinator to ensure ministry positions are updated and appropriately

disseminated (both in writing and via web site); will assist Communications Officer in monitoring web site for accuracy.

f. School Board Chair serves as a liaison from the School Board to the Senior Pastor and Senior Administrators; will preside over all School Board Meetings and will represent the School Board at Council meetings.

C 12.02 The congregation shall elect the number of Congregation Council members needed to fill vacancies at the annual congregation meeting in the manner and for the terms of office provided in the bylaws or continuing resolutions They shall become members of the Council at the time specified therein.

a. Any voting member of the congregation may be elected subject only to the length of service permitted in that office.

CONTINUING RESOLUTIONS

C 12.02.A10. The elected members shall be so elected by the congregation at its winter annual meeting from candidates recommended by the Nominating Committee and from nominations made from the floor.

C 12.02.B10. Terms of office of the five (5) additionally elected members shall be two (2) years; terms may be renewed not more than three times.

C 12.02.C10. Newly elected members shall be installed the Sunday after the winter congregational meeting; members whose terms continue shall also be reaffirmed on that Sunday.

C 12.02.D03. Unplanned vacancies may or may not be filled by the Congregation Council at its discretion. Members appointed by the Council to fill an unplanned vacancy shall serve until a successor who is elected at the next annual meeting to fill the remaining term takes office

C 12.02.E03. A member's place on the Congregation Council shall be declared vacant by the Congregation Council if a member:

- a. Ceases to be a voting member of the congregation, or
- b. Is absent from two (2) successive regular meetings without cause, or
- c. Resigns, becomes incapacitated or is otherwise unavailable.

C 12.02.F08. Normally, the monthly meeting of the Congregation Council shall be held the third Tuesday of the month.

- C 12.02.G03. The Communications Officer shall prepare a draft of the minutes of the meeting and deliver it (preferably by email) to the Parish Administrator in a timely manner for distribution to Congregation Council members and other interested parties prior to the next regularly scheduled meeting of the Congregation Council.
  - a. The scheduled date for the next meeting shall be included.
- C 12.02.H10. Newly elected and ex officio prospective members shall attend the next regular meeting after assuming their position. Outgoing members are responsible for orienting their replacement to their role on Congregation Council, the status of on-going projects, and issues under development.
- C 12.02.I10. The Ministry Liaison of the Council shall ensure that the ministry committees and other organizations of the Council prepare and provide to the Council comprehensive reports of their work, accomplishments and challenges and plans for the coming year in a timely manner.
- C 12.02.J10. The President of the Congregation Council with the help of the Communications Officer of the Council shall provide a comprehensive report of the work of the Council to the congregation at its annual meeting.
  - a. Such report shall include Council membership, accomplishments and challenges and plans for the coming year.
  - b. The President shall, in the preparation of the report, draw upon the ministry/committee/board reports.
  - c. The reports of the ministry/committee/board chairs shall be included as attachments to the President's reports.
- C 12.03 No member shall be eligible to serve more than three consecutive full terms as an elected Congregation Council member, except for officers as specified in C 11.04. Should a member's place on the Congregational Council be declared vacant, the Congregational Council shall elect, by majority vote, a successor until the next annual meeting.
- C 12.04 The Congregation Council shall have general oversight of the life and activities of this congregation, and in particular its worship life, to the end that everything be done in accordance with the Word of God and the faith and practice of the Evangelical Lutheran Church in America. The duties of the Congregation Council shall include the following:
  - a. To lead this congregation in stating its mission, to do long range planning, to set goals and priorities, and to evaluate its activities in light of its mission and goals.
  - b. To seek to involve all members of this congregation in worship, learning, witness, service, and support.
  - c. To oversee and provide for the administration of this congregation to enable it to fulfill its functions and perform its mission.

- d. To maintain supportive relationships with the pastor(s) and staff and help them annually to evaluate the fulfillment of their calling, appointment, or employment.
- e. To be examples individually and corporately of the style of life and ministry expected of all baptized persons.
- f. To promote a congregational climate of peace and goodwill, and, as differences and conflicts arise, to endeavor to foster mutual understanding.
- g. To arrange for pastoral service during the sickness or absence of the pastor.
- h. To emphasize partnership with the synod and churchwide organization of the Evangelical Lutheran Church in America as well as cooperation with other congregations, both Lutheran and non-Lutheran, subject to established policies of the synod and the Evangelical Lutheran Church in America.
- i. To recommend and encourage the consideration of program resources produced or approved by the Evangelical Lutheran Church in America.
- j. To seek out and encourage qualified persons to prepare for the ministry of the Gospel.

***BYLAWS***

C 12.04.01. The Congregation Council shall establish standing and ad hoc ministries, committees and boards reflecting the elements of the ministry of the congregation and major support needs. These ministries, committees and boards of the Congregation Council shall have the responsibility to establish and implement plans to realize the goals and objectives established by the Council. These ministries, committees and boards are responsible to the Council. They shall have the authority to prepare supporting goals, objectives and plans and to take the actions to carry out such plans to fulfill these goals and objectives. The Congregation Council shall have representation on each of the standing ministries, committees, and boards of the Council. The Congregation Council is responsible to the congregation and is overseen by the Executive Committee.

- C 12.05 The Congregation Council shall be responsible for the financial and property matters of this congregation.
- a. The Congregation Council shall be the board of directors of this congregation. As such it shall be responsible for maintaining and protecting its property and the management of its business and fiscal affairs. It shall have the powers and be subject to the obligations that pertain to such boards under the laws of the State of California except as otherwise provided herein.
  - b. The Congregation Council shall not have the authority to buy, sell, or encumber real property unless specifically authorized to do so by a meeting of the congregation.
  - c. The Congregation Council may enter into contracts for items not included in the budget if the total amount of all additional spending does not exceed ten (10) percent of the budget.
  - d. The Congregation Council shall prepare an annual budget for adoption by this congregation, shall supervise the expenditure of funds in accordance therewith following its adoption, and may incur obligations more than five (5) percent in excess of the anticipated receipts only after approval by a Congregation Meeting. The budget shall include this congregation's full indicated share in support of the wider ministry being carried on in partnership with the

synod, and churchwide organization and other benevolent causes that further the mission of Bethel.

- e. The Congregation Council shall ensure that the financial affairs of this congregation are being conducted efficiently, giving particular attention to the prompt payment of all obligations and to the regular forwarding of benevolence monies to the synodical treasurer.
- f. The Parish Administrator oversees this congregation's investments and its total insurance program; these actions are to be affirmed by Congregation Council.
- g. The Congregation Council shall be responsible for the raising of funds for local and synodical budgets.
- h. The Congregation Council shall be responsible to include in the budget presented to the congregation for approval the total of salaries/salary adjustments for called and lay staff.
- i. The property of the congregation shall be primarily for the use of the congregation in its normal function as a Lutheran Church and shall not be used in any way contrary to the purposes of the congregation. One time use of any property can be granted by the majority of the Executive Committee but regular use must be approved by a two-thirds majority of the Congregation Council.

C 12.06 The Congregation Council shall ensure that the provisions of this constitution, its bylaws and the continuing resolutions are carried out.

C 12.07 The Congregation Council shall provide for an annual review of the membership roster.

C 12.08 The Congregation Council shall approve the appointment of the lay workers of this congregation and shall ensure their adequate supervision.

CONTINUING RESOLUTIONS

C 12.08.A03. Lay staff positions shall be authorized as part of the budget approval.

C 12.08.B03. The Parish Administrator shall take the lead in recruiting to fill lay staff positions consulting with the Lead Pastor, the Mutual Ministry Committee and the Congregation Council as appropriate.

C 12.08.C03. The hiring recommendation with compensation recommendation and details of timing/overlap shall be reviewed with the Fiscal Officer and the Lead Pastor and presented by the Lead Pastor to the Congregation Council for approval.

C 12.09 The Congregation Council shall submit a comprehensive report to this congregation at the annual meeting.

C 12.10 The Congregation Council shall oversee the educational work of the congregation, including the Sunday school, Day School, and such other agencies as the congregation may have or establish for the purpose of Christian education.

- C 12.11 The Congregation Council shall normally meet once a month. Special meetings may be called by the pastor or the president, and shall be called at the request of at least one-half of its members. Notice of each special meeting shall be given to all who are entitled to be present.
- C 12.12 A quorum for the transaction of business shall consist of a majority of the members of the Congregation Council.

## **CHAPTER 13. CONGREGATIONAL COMMITTEES**

- C 13.01 An Executive Committee is established. It shall be a standing committee and its membership shall consist of the pastors and the officers of this congregation. The President of the congregation serves as chair of this committee. Others will be asked to attend when substantive issues related to their expertise arise. The Executive Committee shall coordinate and direct the entire ministry of the congregation. It shall review recommendations of the pastors, ministry teams, committees, and members as well as the synodical leaders. It shall make recommendations to the Congregation Council and appropriate organizations.
- C 13.02 A Nominating Committee is established. It shall be a standing committee. The Nominating Committee shall provide to the President of the Congregation prior to the annual meeting a list of candidates who have been found to be qualified and are willing to serve in an elected or appointed position. It shall also serve in an advisory role in conjunction with the Ministry Facilitator to committee chairpersons and the Congregation Council in identifying persons whose interests and gifts match the needs of committees and boards.

### ***BYLAWS***

#### **C 13.02.01. The Nominating Committee**

- a. Its membership shall consist of five voting members of the congregation. Two of the members shall be appointed by the Congregation Council and three members shall be elected by the congregation at the winter annual meeting from nominations made from the floor. A pastor shall serve as convener and as an advisory member.
- b. Members shall serve for a term of one year except that the outgoing chairperson shall serve a second year as a member of the committee only. That member shall retain his/her classification as an elected or appointed member.
- c. No member shall serve more than two successive terms.

- C 13.03 An Audit Committee is established. It shall be a standing committee. The Audit Committee shall perform an audit of the financial records of the congregation after the close of its fiscal year, including compliance with best-practice recommendations of the Evangelical Council for Financial Accountability. It will also review all insurance and bonds in force as well as an inventory of the property. The chair of the committee shall report the results to the Congregation Council.

### ***BYLAWS***

#### **C 13.03.01. The Audit Committee**

- a. Its membership shall consist of three voting members of this congregation elected at the Winter annual meeting. Members shall not hold any other office.
- b. Members elected at the first annual meeting after adoption of these bylaws shall serve for staggered terms of up to three years. Subsequently, one member shall be elected each year for a term of three years.
- c. Members shall not be eligible to serve more than two successive full terms.

C 13.04 A Mutual Ministry Committee is established. It shall be a standing committee. The Mutual Ministry Committee shall serve as a confidant and as a support group to the pastors and staff of Bethel Lutheran Church.

*BYLAWS*

C 13.04.01. The Mutual Ministry Committee

- a. Its membership shall consist of three to five members of this congregation appointed jointly by the President and the Lead Pastor.
- b. Initial members appointed after adoption of these bylaws shall serve for staggered terms of up to three years. Subsequently, members as needed shall be appointed each year for terms of three years.
- c. Members shall not be eligible to serve more than two successive full terms.

C 13.05 A Bethel School Board is established. It shall be a standing committee. The Bethel School Board shall oversee the management of the school to ensure its actions are in congruence with the philosophy and mission of Bethel Lutheran Church.

*BYLAWS*

C 13.05.01. The Bethel School Board

- a. Its regular membership shall consist of at least five (5) and no more than seven (7) members at the discretion of the Executive Committee. The members shall consist of at least two (2) voting members of Bethel Lutheran Church. The chairperson shall be elected by the congregation at the winter annual meeting. The remaining regular board members shall be appointed jointly by the Lead Pastor, the principal of the school and the current school board members.
- b. Additional Bethel School Board Bylaws are delineated in Appendix B.

*CONTINUING RESOLUTIONS*

C 13.05.A03. A covenant defining the internal relationship between Bethel Lutheran Church and Bethel Lutheran School shall be signed jointly by the President of the Congregation, the Chair of the School Board and the principal of the school and approved by the Congregation Council.

C 13.05.B03. The current covenant shall be a part of these continuing resolutions by attachment hereto.

C 13.06 When a pastoral vacancy occurs or is planned, a Call Committee shall be established by the Congregation Council. It shall be an ad hoc committee. The Call Committee shall do all things necessary to identify and recommend candidates for call to minister to the congregation.

C 13.07 Other congregational standing and ad hoc committees and boards may be formed as the need arises by decision of the congregation or Congregation Council. The purpose, membership selection, duties and terms of office shall be specified in the bylaws and/or the continuing resolutions of this congregation.

### ***BYLAWS***

C 13.07.01. Standing and ad hoc ministries/committees and boards shall be established by the Congregation Council to serve as an extension of the Council in prosecuting and supporting the ministries of the church and its operational needs. Each is responsible to support the goals and plans of the Congregation Council and, in the larger sense, the mission and well being of the congregation in its defined functional area. Each shall develop its own goals and plans necessary to carry out its responsibilities.

C 13.07.02. Congregation Council standing committees are established as follows:

a. Evangelism Ministry

This ministry seeks to stimulate and lead members of the congregation to proclaim the gospel by example and by building authentic relationships with unchurched people, living out our faith with them and with each other. It shall try to: bring new members into the fellowship of the church; restore to active membership those who have lapsed; deepen the spiritual life of the congregation and recruit, support, and equip members to bear witness to their faith as they live out their daily lives.

b. Discipleship Ministry

This ministry is primarily focused on learning, with prayer and action as enablers and outcomes of Christian study. The ministry promotes and assists where necessary with the Network Discovery classes, which help Bethel members identify where they best fit in the church's missions and activities. The Discipleship Ministry identifies and recruits teachers for Sunday morning adult education classes, which include Bible studies, topical studies, guest speakers and discussion groups. A number of activities are considered part of or closely related to this ministry, although many do not have formal ties to the ministry. These include retreats, study groups and men's and women's groups. The Discipleship Ministry periodically sponsors special prayer support efforts for Bethel and related individuals and groups. The ministry's goals include expansion of Sunday morning classes, increased organized prayer activities and support for the discipleship activities of small groups at Bethel.

c. Worship and Music Ministry

This ministry seeks to assure that worship services are conducted regularly and in accordance with the faith and practices of the Evangelical Lutheran Church in

America. Further, that such services are enriching, meaningful and effectively supported by ancillaries, equipment and supplies. They shall also strive to involve as many members as possible as participants.

d. Community Life Ministry

This ministry seeks to build a healthy, loving and supportive congregation within the Body of Christ that is Bethel. It shall provide opportunities for the people of this congregation to come together to glorify God, celebrate His presence among us, nurture and minister to each other, and grow individually and together in faith and fellowship.

e. Children's Ministry

This ministry seeks to provide opportunities for children of all ages to grow in faith, participate in the study of God's Word and enable them to apply the teachings in their daily lives.

f. Mission Outreach Ministry

This ministry seeks to motivate, equip and support the members of the congregation to address the social, economic, emotional and spiritual needs of the poor and oppressed and to persons in need. It shall provide opportunities for study of social justice issues in the community and the world. It shall promote cooperation and support for Conference, Synod, churchwide and ecumenical agencies efforts to further social justice and advocacy.

g. Youth Ministry

This ministry seeks to create a nurturing environment for youth and their families through programs of education, spiritual growth, fellowship and service. It shall work for the involvement of young people in all aspects of congregational life.

h. Stewardship Ministry

This ministry seeks, through educational opportunities and other events, to promote growth in sharing systematically and proportionately all of God's gifts – time, talent and financial resources – in His service and for the benefit of mankind as an expression of thankfulness.

i. Finance Committee

This committee seeks to provide for the responsible management of all the financial assets of the congregation. It shall ensure the proper maintenance of the financial records of the congregation and the preparation of appropriate reports. It shall be responsible for preparation of the budget and shall review performance against budget. It shall develop alternatives to bring unfavorable variances under control and, in consultation with the Executive Committee, take the appropriate actions.

j. Buildings and Grounds Ministry

This committee seeks to provide for the proper maintenance, good repair and protection of all real and personal property of the congregation.

k. Long Range Planning Committee

This committee seeks to study the needs of the congregation as to its physical plant and facilities and develop long range plans for church programs, which would further support and enhance the mission of Bethel Lutheran Church.

- C 13.07.03. The Congregation Council's ministries/ committees and boards shall be governed by the policies, procedures and guidelines and their respective charters set forth in the continuing resolutions.

CONTINUING RESOLUTIONS

- C 13.07.A10. The Ministry Liaison and Adult Ministry Coordinator will facilitate bidirectional communication between Ministries and Congregation Council.

- C 13.07.B03. Committees shall strive to have no less than five members.

- C 13.07.C10. Incumbent ministry team/committee/board chairpersons shall take the lead role in seeking candidates for actual as well as prospective vacancies in consultation with the members of the ministry team/committee/board, the Ministry Facilitator, the pastor(s), and the President of the Council. Ministry team/committee/board members shall be encouraged to commit to serve for three years. There shall be no limit placed upon consecutive terms; however Leads/chairs shall have a term limit of no more than two consecutive terms. (Lead/chairs may remain on the committee/ministry in a non-leadership role.)

- a. Appointments to a ministry team/committee/boards to be made by the Congregation Council shall normally be made in February from a candidate list provided by the incumbent ministry team/committee/board chair.
- b. New members shall be recognized and installed the first Sunday after the annual meeting/ members whose terms continue shall also be reaffirmed on that Sunday. New members filling unplanned vacancies shall be recognized and installed the first Sunday subsequent to their appointment by the Congregation Council.

- C 13.07.D10. Newly appointed members shall attend the next regularly scheduled meeting as observers. After such meeting, the new ministry team/committee/board shall meet and reorganize selecting a chair, a vice-chair and a secretary.

- a. Committees shall reorganize at any other time circumstances indicate reorganization is desirable.

- C 13.07.E10. Ministry team/committee/board meetings shall be held as often as necessary to perform their duties, typically monthly.

- C 13.07.F03. Chairpersons shall coordinate and consult as needed with other ministry teams/committees/boards and staff and shall

prepare agendas, lead meetings, and follow up on ministry team/committee/board actions.

- a. The ex officio member of the ministry team/committee/board is primarily responsible to coordinate as needed with the Congregation Council and to represent the ministry team/committee/board at Council meetings. Ministry team/committee/board chairpersons, however, may attend Council meetings at any time.

C 13.07.G10. Each ministry team/committee/board secretary shall prepare a report of the meeting and deliver it to the Parish Administrator in a timely manner for distribution to Congregation Council and ministry team/committee/board members prior to their next regularly scheduled meetings.

- a. Items requiring Congregation Council approval or action (e.g., structural changes within the ministry; actions requiring financial approval) shall be stated as motions in the report. The Ministry Liaison is to reaffirm with each ministry that items needing Congregation Council input are designated as such.
- b. The scheduled date for the next meeting shall be included.

C 13.07.H03. A member's place on the ministry team/committee/board shall be declared vacant by the Congregation Council on recommendation of the ministry team/committee/board chair if a member:

- a. Ceases to be a member of the congregation, or
- b. Is absent from two (2) successive regular meetings without cause, or
- c. Resigns, becomes incapacitated or is otherwise unavailable, or
- d. Fails to contribute to the work of the ministry team/committee.

C 13.07.I03. Ministries/committees/boards are authorized to form sub-organizations to help carry out their responsibilities.

C 13.07.J10. A charter (i.e., statement of purpose, team roles and responsibilities, term of service) shall be prepared for each organization (council, ministry team/committee/ board or sub organization), whether standing or ad hoc, detailing its purpose, responsibilities, authority and relationships and in the case of ad hoc organizations its dissolution date or event.

C 13.07.K10. Such charters shall be reviewed and approved by the Congregation Council.

C 13.07.L03. Approved charters shall be made a part of these continuing resolutions by reference in this section and attachment hereto.

C 13.07.M03. Periodically an Organization Review Task Force shall be formed for the sole purpose of critically reviewing and evaluating the efficacy of the overall organization and the individual ministries, committees, and boards and their sub organizations in supporting the mission of the congregation. Particular attention shall be paid to the work of the sub organizations vis-à-vis their charters.

### ***BYLAWS***

C 13.07.04. A group of from fifteen (15) to twenty five (25) voting members shall be designated Deacons of the Congregation. They shall be persons of spiritual maturity able to effectively assist the pastors in the worship service, in serving communion, visiting the shut-ins and helping others in prayer. They shall be directly under the oversight of the pastor(s).

- a. Members to be designated deacons shall be selected by the Lead Pastor and approved by the Congregation Council.

### **CONTINUING RESOLUTIONS**

C 13.07.N03. Appointments to serve as a Deacon shall be for a term of three (3) years. Normally, members should not be appointed to more than two successive terms.

C 13.08 Duties and terms of office of the officers of this congregation and members of its committees and boards shall be further specified in the bylaws and the continuing resolutions of this congregation.

### ***BYLAWS***

C 13.08.05. The Assistant Treasurer

- a. A member of the church staff shall be appointed Assistant Treasurer by the Congregation Council.
- b. The Assistant Treasurer shall conduct the day-to-day operations of the office.
- c. The Assistant Treasurer shall be bonded.

### **CONTINUING RESOLUTIONS**

C 13.08.A10. Newly elected/appointed members of the Congregation Council shall be recognized and installed the first Sunday after the annual meeting/ members whose terms continue shall also be reaffirmed on that Sunday.

C 13.08.B03. Meetings shall be called by the chair as needed.

C 13.08.C03. Each ministry team/committee/board secretary shall prepare a report of each meeting and deliver it (preferably by email) to

the Parish Administrator in a timely manner for distribution to the Congregation Council and members of the subject organization prior to their next regularly scheduled meeting.

- a. Items requiring Congregation Council approval or action shall be stated as motions in the report.
- b. The planned or anticipated date for the next meeting shall be included in the report.

C 13.08.D10. The chairperson of each committee, board and other organizations of the congregation shall prepare a comprehensive report for the last calendar year. This report shall be provided to the Parish Administrator two weeks prior to the Winter annual meeting for inclusion in the annual report to the congregation. Each report shall include a list of current members, the work and accomplishments of the last year, (including any challenges) and goals for the coming year.

C 13.08.E08. The Congregation Council and other voting committees may make motions and vote on motions by electronic mail (or other suitable technology) in order to expedite church business. In no case should topics requiring confidentiality be discussed using unsecure electronic methods. The following rules shall guide committees when conducting business in this manner:

- a. All committee members shall be notified and given at least 48 hours to respond to any motion distributed electronically.
- b. The presiding officer shall ensure adequate discussion takes place to resolve outstanding questions about the motion.
- c. If necessary to establish a quorum of voters, non-responding members shall be contacted by other means. Otherwise, non-responders will be considered as abstaining from the vote.
- d. If significant discussion takes place, the motion shall be re-stated before a final vote.
- e. The motion and vote shall be entered into the committee's minutes and confirmed by approval of said minutes at the next meeting.

## **CHAPTER 14. ORGANIZATIONS WITHIN THE CONGREGATION**

C 14.01 All organizations within this congregation shall exist to aid it in ministering to the members of this congregation and to all persons who can be reached with the Gospel of Christ. As outgrowths and expressions of this congregation's life, the organizations are subject to its oversight and direction. This congregation at its meeting shall, receive reports concerning their membership, work, and finances.

C 14.02 Special interest groups, other than those of the official organizations of the Evangelical Lutheran Church in America, may be organized only after authorization has been given by the Congregation Council and specified in a continuing resolution.

## **CHAPTER 15. DISCIPLINE OF MEMBERS**

\*C 15.01 Denial of the Christian faith as described in this constitution, conduct grossly unbecoming a member of the Church of Christ, or persistent trouble making in this congregation are sufficient cause for discipline of a member. Prior to disciplinary action, reconciliation will be attempted following Matthew 18:15-17 and proceeding through these successive steps: a) private admonition by the pastor, b) admonition by the pastor in the presence of two or three witnesses, and c) citation to appear before the Congregation Council. If for any reason, the pastor is unable to administer the admonitions required by a. and b. hereof, the president (if not the pastor) or President Elect shall administer such admonitions.

\*C 15.02 The process for discipline of a member of the congregation shall be governed as prescribed by the chapter on discipline in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*. If discipline against a member proceeds beyond counseling and admonition by the pastor, charges against the accused member(s) that are specific and in writing shall be prepared by member(s) of the congregation who shall sign the charges as the accuser(s). The written charges shall be filed with the pastor, who shall advise the Congregation Council of the need to issue a written citation to the accused and the accusers that specifies the time and place of the hearing before the Congregation Council. The written charges shall accompany the written citation to the accused. The written citation that specifies the time and place of the hearing before the Congregation Council and requests the presence of a member charged with the offence shall be sent at least ten days prior to the meeting. If the member charged with the offense fails to appear at the scheduled hearing, the Congregation Council may proceed with the hearing and may pass judgment in the member's absence.

\*C 15.03 Members of the Congregation Council who participate in the preparation of written charges or who present evidence or testimony in the hearing before the Congregation Council are disqualified from voting upon the question of the guilt of the accused member. Should the allegations be sustained by a two-thirds majority vote of the members of the Congregation Council who are not disqualified but who are present and voting, and renewed admonition prove ineffectual, the Council shall impose one of the following disciplinary actions:

- a. censure before the council or congregation;
- b. suspension from membership for a definite period of time; or
- c. exclusion from membership in this congregation.

Disciplinary actions b. and c. shall be delivered to the member in writing.

\*C 15.04 The member against whom disciplinary action has been taken by the Congregation Council shall have the right to appeal the decision to the Synod Council. Such right may not be abridged and the decision of the Synod Council shall be final.

\*C 15.05 Disciplinary actions may be reconsidered and revoked by the Congregation Council upon receipt of a) evidence that injustice has been done or b) evidence of repentance and amendment.

\*C 15.06 For disciplinary actions in this congregation, “due process” shall be observed as specified in 20.41.04. in the *Constitution, Bylaws, and Continuing Resolutions of the Evangelical Lutheran Church in America*.

\*C 15.07 No member of a congregation shall be subject to discipline for offenses that the Congregation Council has previously heard and decided, unless so ordered by the Synod Council after an appeal.

#### **\*C 15.10 Adjudication**

\*C 15.11 When there is disagreement among factions within this congregation on a substantive issue that cannot be resolved by the parties, members of this congregation shall have access to the synodical bishop for consultation after informing the chair of the Congregation Council of their intent. If the consultation fails to resolve the issue(s), the Consultation Committee of the synod shall consider the matter. If the Consultation Committee of the synod shall fail to resolve the issue(s), the matter shall be referred to the Synod Council, whose decision shall be final.

### **CHAPTER 16. BYLAWS**

\*C 16.01 This congregation may adopt bylaws. No bylaw may conflict with this constitution.

\*C 16.02 Bylaws may be adopted or amended at any legally called meeting of this congregation with a quorum present by a majority vote of those voting members present and voting.

\*C 16.03 Changes to the bylaws may be proposed by any voting member provided, however, that such additions or amendments be submitted in writing to the Congregation Council at least 60 days before a regular or special Congregation Meeting called for that purpose and that the Congregation Council notify the congregation’s members by mail of the proposal with the council’s recommendations at least 30 days in advance of the Congregation Meeting.

\*C 16.04 Approved changes to the bylaws shall be sent by the secretary of this congregation to the synod.

### **CHAPTER 17. AMENDMENTS**

\*C 17.01 Those sections of this constitution that are not required, in accord with the *Model Constitution for Congregations of the Evangelical Lutheran Church in America*, may be amended in the following manner. Amendments may be proposed by at least 10 voting members or by the Congregation Council. Proposals must be filed in writing with the Congregation Council 60 days before formal consideration by this congregation at a regular or special Congregation Meeting called for that purpose. The Congregation Council shall notify the congregation’s members by mail of the proposal together with the council’s recommendations at least 30 days in advance of the meeting.

\*C 17.02 An amendment to this constitution, proposed under \*C 17.01, shall:

- a. be approved at a legally called Congregation Meeting according to this constitution by a majority vote of those present and voting;
- b. be ratified without change at the next annual meeting by a two-thirds majority vote of those present and voting; and

- c. have the effective date included in the resolution and, if passed, noted in the constitution. (Such an effective date must be stated in relation to the requirements of \*C 17.03. to allow time for synodical review of the amendment.)

\*C 17.03 Any amendments to this constitution that result from the processes provided in \*C 17.01 and \*C 17.02 shall be sent by the secretary of this congregation to the synod. The amendment shall become effective within 120 days from the date of the receipt of the notice by the synod unless the synod informs this congregation that the amendment is in conflict with the constitution and bylaws of the Evangelical Lutheran Church in America or the constitution of the Sierra Pacific Synod of the ELCA.

\*C 17.04 This constitution may be amended to bring any section into conformity with a section or sections, either required or not required. Of the *Model Constitution for Congregations of the Evangelical Lutheran Church in America* – as most recently amended by the Churchwide Assembly – by a simple majority vote of those voting members present and voting at any legally called meeting of the congregation without presentation at a prior meeting of the congregation, provided that the Congregation Council has submitted by mail notice to the congregation of such an amendment or amendments, together with the council's recommendations, at least 30 days prior to the meeting. Upon the request of ten voting members of the congregation, the Congregation Council shall submit such notice. Following the adoption of an amendment, the secretary of the congregation shall submit a copy thereof to the synod. Such provisions shall become effective immediately following a vote of approval.

## **CHAPTER 18. CONTINUING RESOLUTIONS**

\*C 18.01 The congregation in a legally called meeting or the Congregation Council may enact continuing resolutions. Such continuing resolutions may not conflict with the constitution or bylaws of this congregation.

\*C 18.02 Continuing resolutions shall be enacted or amended by a majority vote of a meeting of the congregation or a two-thirds vote of all voting members of the Congregation Council.

## **CHAPTER 19. INDEMNIFICATION**

\*C 19.01 Consistent with the provisions of the laws under which this congregation is incorporated, this congregation may adopt provisions providing indemnification for each person who, by reason of the fact that such person is or was a Congregation Council member, officer, employee, agent, or other member of any committee of this congregation, was or is threatened to be made a party to any threatened, pending, or completed civil, criminal, administrative, arbitration, or investigative proceeding.

\* Required provision without alteration or amendment of the text in any manner.

**APPENDIX A. Endowment Trust Fund**

BETHEL LUTHERAN TRUST OF  
BETHEL LUTHERAN CHURCH OF CUPERTINO, CALIFORNIA

WHEREAS, Bethel Lutheran Church of Cupertino, California, a religious non profit corporation organized and existing under the laws of the State of California, desires to establish an endowment trust fund to be known as the Outreach and Education Fund for the purposes more particularly hereinafter set forth, with a view to encourage gifts or bequests to be managed and administered as a perpetual fund;

WHEREAS, said church is willing to authorize, establish, and perpetuate such Outreach and Education fund in accordance with the provisions set forth below;

WHEREAS, said church also wishes to establish a non-perpetual trust fund which shall be known and referred to as the “Memorial Fund”.

NOW, THEREFORE, in consideration of gifts and bequests to be made by members and friends of Bethel Lutheran Church of Cupertino, California, and pursuant to approval and authorization duly given by appropriate corporate action of its membership, said church agrees and binds itself to the following terms and conditions:

ARTICLE 1

Definitions

1.1. “Church” shall mean Bethel Lutheran Church of Cupertino, California, or any successor thereof.

1.2 “Members” or “Membership” or “Congregation” shall mean the members of Bethel Lutheran Church of Cupertino, California.

1.3 “Fund” or “Trust Fund” shall mean any Trust Fund described herein. “Outreach and Education Fund” shall mean the perpetual fund established by Article 2 herein. “Memorial Fund” shall mean the non-perpetual fund established by Article 4 herein.

1.4 “Property” shall include but is not limited to money, securities, stocks, land, leases, royalties, partnership interest and other financial interests, assets and insurance policies or the proceeds thereof.

1.5 “Gifts” shall mean intervivos gifts and donations during the donor’s lifetime.

1.6 “Bequests” shall mean donations received through the donor’s will or other testamentary instrument.

1.7 “Church Purposes” means purposes in aid of programs and mission of the church, the purposes set forth in the church’s Articles of Incorporation, Constitution, and those hereinafter enumerated.

1.8 “Endowment Trustees” shall mean the endowment trustees as board consisting of five members of the church, elected by the church membership, who are declared to be co-trustees and shall act as the “Endowment Trustee” on behalf of the funds established or authorized by this instrument, including any subsequent amendments or modifications thereto.

## ARTICLE 2

### Perpetual Fund

2.1 There is hereby established as the Outreach and Education Fund, a perpetual fund, to be built from gifts and bequests, the principal of which shall be held in a trust in perpetuity, or as hereinafter expressly provided otherwise.

2.2 The Outreach and Education Fund is created and shall be operated exclusively for church purposes. No part of the income or property of this perpetual fund shall accrue for the benefit of, or be distributed to, any Trustee, any member, director or officer of the church or to any other private person, except as the Trustees are authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No part of the activities of the Trust Fund shall be the carrying on of propaganda or otherwise attempting to influence legislation, and it shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision herein, the Trust Fund shall not (a) carry on any activities not permitted to be carried on by an entity exempt from federal income tax under §501(c)(3) of the Internal Revenue Code (or any corresponding provision of any future Internal Revenue Code) or (b) do any act which would render contributions for purposes of the Trust Fund nondeductible under §170(c)(2) of the Internal Revenue Code (or any corresponding provision of any future Internal Revenue Code).

2.3 The church may receive gifts and bequests to be placed in the fund established herein from any other source in cash or in other property acceptable to the Endowment Trustees. All funds or property of whatever nature so received together with all income thereon shall be held, managed, administered, and distributed pursuant to the determination of the Endowment Trustees according to the terms and provisions herein. All funds and property of the Trust Fund shall be held and maintained separate and independent from the funds and property otherwise belonging to the church.

2.4 The church may accept gifts and bequests which are restricted as to their uses and purposes, and shall distribute the income and/or principal in accordance with the directions of the donor, provided such restrictions and directions are within the purposes and objectives referred to in this instrument. The Endowment Trustees or the church, in the absolute discretion of either, may reject or disclaim any gift or bequest. The Endowment Trustees may commingle the funds and property held in the Outreach and Education Fund, the Memorial Fund, and any other funds

or property held in the Trust Fund, and administer such funds as a perpetual Trust Fund, so long as the Endowment Trustees keep accurate records reflecting the income and disbursements properly allocable to each fund. The Endowment Trustees, shall in no event be required to physically segregate the assets of the trust estate in order to conform to the directions of any individual donor, but may establish separate accounts in its accounting records.

2.5 Pursuant to a separate supplemental agreement conforming with the requirements of Internal Revenue Code §170(f), regarding contributions to charitable remainder trusts, as from time to time amended, the church may accept gifts or bequests subject to the directions of the donor to pay the income to or for the benefit of individuals, including the donor, for life or a term of years, and thereafter such gifts shall be held for the objectives and purposes set forth herein.

### ARTICLE 3

#### Distributions for the Outreach and Education Fund

3.1 Income: The Endowment Trustees shall distribute income from the Outreach and Education Fund at such time and in such manner as they may determine, or as may be required by restrictions on such donations, only for the purposes of the church as set forth herein. Such uses and purposes shall be consistent with the Articles of Incorporation and the Constitution of the church and shall be “visionary” rather than maintaining or supplementing the general budget of the church. Distributions should be made with particular emphasis on extending the life and mission of the church, including but not limited to:

- a. Missions outreach, educational and charitable work of Bethel Lutheran Church of Cupertino, California, and its environs;
- b. Contributions to the programs of Evangelical Lutheran Church of America, with headquarters in Chicago, Illinois, or the Sierra Pacific Synod of the Evangelical Lutheran Church in America, or any successor in interest.

3.2 Undistributed Income. Any income not distributed within 12 months after the end of the calendar year in which it was earned shall be added to and become part of the principal of the Outreach and Education Fund.

3.3 Loans of Principal: The Endowment Trustees, by not less than four (4) affirmative votes, may authorize loans of principal to the local congregation on occasions of extreme financial need by the church. Such loans may be secured or unsecured, and may be at any rate of interest, including interest free, as determined by the Endowment Trustees. Extreme financial need shall be deemed to exist only when the continued existence of the church as a body will be threatened because of the lack of operating funds unless such principal is loaned. The existence of such extreme financial need shall be determined by the Endowment Trustees and shall require not less than four (4) affirmative votes. The Endowment Trustees may also, by not less than four (4) affirmative votes, recommend to the Congregation invasion of the fund principal. The Congregation’s authorizing action requires approval by two thirds (2/3) of a quorum.

## ARTICLE 4

### Memorial Fund

4.1 There is hereby established for administration by the Endowment Trustees a non-perpetual fund known as the “Memorial Fund”. The church may receive gifts or donations which are not to be included in the general fund of the church or the Outreach and Education Fund. The Memorial Fund shall be administered and distributed in the same manner and for similar purposes as the Outreach and Education Fund described herein, except that the Endowment Trustees, in their discretion, may distribute both principal and income from the Memorial Fund for the church purposes as described herein.

## ARTICLE 5

### Board of Endowment Trustees

5.1 Appointment of Endowment Trustees. There shall be five Endowment Trustees, all of whom shall be voting members of Bethel Lutheran Church of Cupertino, California, elected by the church membership for terms of three years. The church council shall submit annual nominations for position of Endowment Trustees for election by the church membership at the annual meeting. The terms of the initial Endowment Trustees elected shall be so fixed that one of them expires in the first year thereafter, two in the second year thereafter, and two in the third year thereafter. Subsequently, each year at the annual meeting of the church membership, the congregation shall elect Endowment Trustees to fill positions for which terms have expired. Vacancies in the office of Endowment Trustees, for whatever cause, shall be filled by appointment by the remaining Endowment Trustees until the next annual meeting of church membership, at which time the congregation shall elect a trustee to serve the remainder of any vacancy so long as there shall continue to be at least three Endowment Trustees in office. The Endowment Trustees shall not serve more than two consecutive full terms. A partial term of less than one year shall not be counted for this purpose. The pastors of the Church, and the President of the Church Council, shall be advisory non-voting members of the Board of Trustee.

5.2. Officers. The officers of the Endowment Trustees shall be President, Vice President, Secretary, and Treasurer. The Endowment Trustees shall elect their officers, and shall hold meetings from time to time as decided by them, but at least quarterly. Special meetings may be called on twenty-four (24) hours written or oral notice to the Endowment Trustees. Regular meetings shall require no notice other than recording of the resolution of the Endowment Trustees fixing the time of the regular meetings. Each trustee is charged with knowledge of the contents of the minutes book.

5.3 Voting and Resolutions: All actions of the Endowment Trustees shall be taken by resolution at a meeting. A quorum shall consist of three Endowment Trustees. When only three Endowment Trustees are present at a meeting, a unanimous vote shall be required to carry any motion or resolution. An instrument required to be executed by the Trust Fund shall be valid if executed in the name of the Trust Fund by a majority of the Endowment Trustees.

5.4 Minutes. The secretary shall maintain complete and accurate minutes of all meetings of the Endowment Trustees and shall supply a copy thereof to each member within ten (10) days after the meeting. The minutes of the trustee meetings can be reviewed by a member of the Congregation upon request of the President of the Church Council.

5.5 Trustee's Liability. No trustee shall be liable to any interested party for acts or omissions of that trustee, except those resulting from that trustee's willful misconduct or gross negligence. This standard shall also apply regarding a trustee's liability for the acts or omissions of any co-trustee, predecessor trustee, or agent employed by the Endowment Trustees.

5.6 Conflicts of Interest. No trustee shall have any pecuniary interest, nor receive or derive compensation or pecuniary gain or profit, either directly or indirectly from Trust Fund activities or property of funds on investments.

5.7 Procedure for Resignation. Any trustee may resign at any time, without giving a reason for the resignation, by giving written notice, at least 30 days before the time the resignation is to take effect, to the president or to any other two Endowment Trustees then acting.

5.8 Removal of Trustee. The church membership or the church council, by two-thirds vote of those present at a duly constituted meeting, may remove any trustee with or without cause by giving such trustee at least sixty (60) days written notice. Any vacancy in the office of trustee shall be filled according to the terms set forth in paragraph 5.1.

## ARTICLE 6

### Management Powers of Endowment Trustees

6.1 General Powers of Trustee. To carry out the purposes of the trusts created under this instrument, the trustee shall have all of the powers enumerated in this trust instrument and all powers now or hereafter conferred on Endowment Trustees under California law, subject to any limitations stated elsewhere in this trust instrument.

6.2 Trustee's Power to Invest Trust Property. The trustee shall have the power to invest in and acquire every kind of property, real, personal, or mixed, including but not limited to improved and unimproved real property, corporate and government obligations of every kind, stocks (both preferred and common), shares of mutual funds of any character, shares of investment companies, interest-bearing accounts, and foreign assets. The Board of Endowment Trustees shall invest and manage the trust fund as a prudent investor would, by considering the purposes, terms, distribution requirements, and other circumstances of the trust fund. In satisfying this standard, the Endowment Trustees' investment and management decisions respecting individual assets and courses of action must be evaluated not in isolation, but in the context of the trust portfolio as a whole and as a part of an overall investment strategy having risk and return objectives reasonably suited to the trust.

6.3. Life Insurance Powers. To carry out the purposes of the trusts created under this instrument, and subject to any limitations stated elsewhere in this instrument, the trustee shall, in addition to the other powers conferred on the trustee by law and by this instrument, have the power to do all of the following:

- (a) Purchase life insurance on the life of any person.
- (b) Exercise all incidents of ownership, options, benefits, rights, and privileges with respect to any life insurance policy that is part of the trust estate.
- (c) Pay premiums, assessments, or other charges on any life insurance policy that is part of the trust estate or that may designate the trust fund as beneficiary.
- (d) Borrow funds from the insurer in accordance with the terms of any life insurance policy that is part of the trust estate or that may designate the trust as beneficiary, for the purpose of paying any premiums, assessments, or other charges.
- (e) Otherwise do anything necessary or proper to keep any such policy a binding contract of insurance.
- (f) Collect any and all sums payable under any life insurance policy or employee benefit plan, and exercise any of the allowable options for the payment of any such sums. The trustee shall collect any disability payments under any life insurance policy that is part of the trust estate.

6.4. Custody of Life Insurance Policy. The trustee shall not be required to keep custody of any life insurance policy that is part of the trust estate or that designates the trust as beneficiary.

6.5 Power to Employ Agents. The Board of Endowment Trustees shall have the power to employ and discharge agents and employees, including but not limited to attorneys, accountants, investment and other advisors, custodians of assets, property managers, real estate agents and brokers, and appraisers, to advise and assist the Endowment Trustees in the management of the trust fund, and compensate them from the trust fund.

6.6 Delegation of Acts to Trustee. Notwithstanding any other provision of this instrument, the Board of Endowment Trustees may delegate to one or more Endowment Trustees routine acts of administration of the trust fund, and may establish accounts for the trust fund that will honor the signature of one, or fewer than all of the Endowment Trustees then serving.

6.5 Bond. At the discretion of the Board of Endowment Trustees, bond may be required in an amount determined by the Endowment Trustees for any trustee who has been delegated check signing authority. Premiums for such bond shall be an administrative expense of the trust fund.

6.6 Accounts. The Board of Endowment Trustees shall maintain complete and accurate books of accounts, and shall render an account of the trust fund at each annual meeting of the church membership for the preceding year. In addition, all Endowment Trustees shall endeavor to maintain a high degree of communication with the Church Council, other organizations within the church, and members of the congregations in order that needs be properly assessed and the total life and mission of the church be nurtured.

ARTICLE 7

Concluding Provisions

7.1 Amendment and Modification. The Trust Fund provided herein shall be irrevocable. The foregoing provisions may be amended or modified from time to time by the membership of the church by a two-thirds affirmative vote of those present at a duly constituted meeting, whenever necessary or advisable for the more convenient or efficient administration of the Trust Fund or to enable the Endowment Trustees to carry out the purpose of the Trust Fund more efficiently; but no such amendment or modification shall ever alter the intention that the Trust Fund be operated exclusively for religious or charitable or benevolent purposes, and in the manner which shall make the Trust Fund tax exempt and the donations tax deductible, to the extent allowed by the Internal Revenue Code and other applicable laws and regulations.

7.2 Termination. The property of the trust fund is irrevocably dedicated to purposes consistent with the Articles of Incorporation and the Constitution of the church, and no part of the net income or assets of this trust fund shall ever accrue to the benefit of any trustee, officer or member thereof or to the benefit of any private person. Upon the termination of the Trust Fund, its assets remaining after payment, or provision for payment, of all debts and liabilities of the trust fund or the church shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under IRC §501(c)(3).

IN WITNESS WHEREOF, the membership of the church has duly agreed to the foregoing through proper corporate approval by the congregation and has caused this instrument to be executed by its duly authorized officers.

Executed in Santa Clara County California, on \_\_\_\_\_, 1999.

BETHEL LUTHERAN CHURCH OF CUPERTINO, CALIFORNIA

\_\_\_\_\_  
By: \_\_\_\_\_  
President

\_\_\_\_\_  
By: \_\_\_\_\_  
Secretary

## APPENDIX B. BETHEL LUTHERAN SCHOOL BOARD BYLAWS

### PURPOSE STATEMENT

The School Board exists to oversee and support a quality, Christ-centered environment that ministers to the spiritual, emotional, academic, and social needs of Bethel Lutheran School grounded in the Gospel of Jesus Christ.

Bethel Lutheran School is authorized by and under the jurisdiction of Bethel Lutheran Church, Cupertino, California. It operates as an extension in the area of education and as a mission outreach of Bethel Lutheran Church. The Preschool of this school is licensed by the State of California, Department of Social Services and operated in full accordance with the provision thereof. The total educational program of the school is consistent with or higher than the standards as prescribed by the State of California. An appropriate balance between formal Christian training and academic instruction shall be maintained thus providing an active expression of Christian love and concern as an integral part of the total Christian educational ministry of Bethel Lutheran School.

### GENERAL POLICY:

No part of the revenue of this school shall be applied to the benefit of, or be distributed to, its members, officers, or other private persons. This school shall be authorized and empowered to pay reasonable compensation for services rendered which have been recommended by the School Board and approved by the Congregational Council. This school should not engage in activities or exercise any powers that are not in furtherance of the purpose of this school.

### SCHOOL BOARD:

The Bethel School Board is a standing committee of Bethel Lutheran Church. The Bethel School Board shall oversee the management of the school to ensure its actions are in congruence with the philosophy and mission of Bethel Lutheran Church.

**The Bethel School Board shall consist of the ex officio members defined by the church constitution and bylaws: Lead Pastor, Church President, and School Board Chairperson; the Principal, Preschool Director and selected member(s) of the school administrative team; and five (5) to seven (7) additional members appointed jointly by the Principal of the school, the Lead Pastor, and the current School Board members. The appointed members shall consist of at least two (2) voting members of Bethel Lutheran Church and at least two (2) parents of students enrolled at Bethel Lutheran School.**

#### 1. Terms

- a. The Chairperson elected at the annual meeting shall serve a term of three years. The first set of regular board members appointed subsequent to the adoption of these bylaws shall serve for staggered terms of up to three years. Subsequently, members as needed shall be appointed each year for terms of three years.
- b. Members shall not be eligible to serve more than two successive full terms.
- c. A member's place on the ministry team/committee/board shall be declared vacant by the Congregation Council on recommendation of the ministry team/committee/ board chair if a member is absent from two successive regular meetings without cause; resigns,

becomes incapacitated or is otherwise unavailable; or fails to contribute to the work of the ministry team/committee. (Constitution: C13.07.H03)

## 2. Responsibilities of the School Board

The Bethel Lutheran School Board shall oversee the management of the school to ensure its actions are in congruence with the Christian philosophy and mission of Bethel Lutheran Church. The school board either corporately or through committees shall:

- a. Assume responsibility for policies and philosophy regarding the school.
- b. Assemble a selection committee when needed to fill an opening in the position of Principal, Director of the Preschool or other Senior School Administrative staff. The committee shall review conditions of employment, receive applications, and recommend a candidate to the school board for approval. The school board will pass approved candidates to the church council for final approval.
- c. Maintain operating policies and procedures.
- d. Meet monthly at a specified date and time set by the School Board
- e. Support and encourage the school staff in their tasks by word and by action.
- f. Communicate and affirm the Christian mission and purpose of the school.
- g. Seek God's direction and guidance through prayer and study.

## 3. Officers of the School Board

The elected officers of the Bethel Lutheran School's School Board shall consist of the Chairperson and Secretary. The Chairperson must be a member of Bethel Lutheran Church, Cupertino, California. The Secretary shall be elected by the School Board from its voting members. The Bethel Lutheran Church Treasurer in conjunction with the Bethel Lutheran Church Parish Administrator will provide oversight of budget and financial transactions.

## 4. Duties:

It shall be the responsibility of the following officers to perform the duties below and such other duties as required by the School Board.

- A. Chairperson- It shall be the responsibility of the Chairperson to:
  1. Preside at all meetings of the School Board or appoint a School Board member to preside in their absence.
  2. Appoint a replacement for all School Board vacancies, with the majority approval of the School Board.
  3. Ensure that the duties of the Principal are clearly defined by The Lead Pastor, School Board, and Search Committee.
  4. Elicit active participation from all Board members.
  5. Sign all necessary documents.
  6. Act as liaison to the Senior Pastor and Senior Administrators.
  7. Represent the School Board at Bethel Council Meetings.
  8. Attend Executive Committee meetings
- B. Secretary- It shall be the responsibility of the Secretary to:
  1. Keep minutes of all meetings of the School Board.
  2. Keep a record of attendance at School Board meetings.
  3. Handle all correspondence and documentation.
  4. Advise new School Board members of rules in the Constitution and Bylaws.

- C. Treasurer- It shall be the responsibility of the Treasurer to review and present a monthly financial report.
- D. Principal- It shall be the responsibility of the Principal as it pertains to the School Board to:
  - 1. Carry out the purpose of the school as set forth in the Constitution and Bylaws which specify an appropriate balance between formal Christian training and academic instruction.
  - 2. Assume responsibility for the educational and spiritual program of the school.
  - 3. Provide and maintain an adequate staff and faculty of effective qualified Christian instructors.
  - 4. Conduct annual staff evaluations, which affirm strengths and encourage growth.
  - 5. Provide opportunities for in-service training.
  - 6. Assume the primary responsibility for enforcing the registration rules that determine student enrollment.
  - 7. Receive and review applications for enrollment.
  - 8. Make decisions for enrollment and promptly inform parents.
  - 9. Establish strong lines of communication with staff, school families, church, and community that convey organizational developments, the Christian mission of our School, and vision for the future.
  - 10. Keep staff records as required by the State of California and the Health Department.
  - 11. Maintain and update the Parent Handbook for preschool and elementary grades.
  - 12. Respond to, and cooperate with, the School Board.
  - 13. Advise all teams of the School Board and Our Parents Organization.
  - 14. Attend monthly School Board meetings and provide status reports
- E. Preschool Director- It shall be the responsibility of the Preschool Director to:
  - 1. Carry out the Christian purpose of the school as set forth in the Constitution and Bylaws.
  - 2. Be responsible for the educational and spiritual program of the preschool while maintaining an attitude of Christian love and concern for the children and their families.
  - 3. Provide and maintain an adequate staff and faculty of effective qualified Christian instructors.
  - 4. Conduct annual staff evaluations, which affirm strengths and encourage growth.
  - 5. Provide opportunities for in-service training.
  - 6. Respond to, and cooperate with, the School Board and Principal.
  - 7. Keep accreditations current in compliance with State of California laws.
  - 8. Establish strong lines of communication with staff, families, and community.
- F. School Board Members shall be responsible to serve on at least one of the School Board teams which function as the organizational and reporting structure of the Board.
  - 1. Annual School Budget Preparation Team will be comprised of the Congregational Treasurer, Principal, Parish Administrator, and School Board member(s) which are responsible for creating an annual budget for review and approval by the School Board and Church Council.
  - 2. Marketing Team is comprised of assigned staff, auxiliary marketing team and School Board member(s) and is responsible for:
    - a. Creating and approving advertising for the school within the advertising budget.
    - b. Marketing the school.
    - c. Promoting the school through communication and advertisements.
    - d. Creating and distributing school brochures.

- e. Encouraging all parents of preschool and school-aged children in the congregation to enroll their children in Bethel Lutheran School.
3. Annual Fund Team is comprised of School Board Member(s) and volunteers and is responsible for directing the Annual fund raiser(s).
4. Strategic Planning Team is comprised of School Board Member(s), volunteers, and designated organizations and is responsible for:
  - a. Developing conceptual strategic plans and ideas to achieve the long-term vision.
  - b. Defining and communicating these strategies and plans to the School Board and Congregational Council
5. Personnel, Policy and Procedures Team is comprised of the Principal, Parish (or Business) Administrator, and School Board member(s) and is responsible for:
  - a. Defining staff hiring procedures.
  - b. Establishing and maintaining a salary scale for teachers.
  - c. Reviewing the benefit programs for staff and making recommendations in conjunction with the Parish Administrator.
  - d. Maintaining a policy manual.
  - e. Ensuring all changes are reflected in the Parent and Employee Handbooks and all other publications.
  - f. Generating personnel policies and procedures.
6. Liaison to Our Parents Organization is responsible for:
  - a. Serving on the Our Parents Organization executive board.
  - b. Actively participating in Our Parents Organization functions.
  - c. Communicating information to/from the School Board and Our Parents Organization.
7. Christian Ministry Team is comprised of School Board Member(s) and volunteers and is responsible for:
  - a. Working with staff and pastor to develop chapel themes for the school year
  - b. Working with staff and pastor to develop or maintain faith-building programs
  - c. Being prayerful at all times and supporting the entire school staff through ongoing prayer
  - d. Forming prayerful partnerships with other Christian schools in our area
  - e. Encouraging school families to participate in a faith community.