

**BYLAWS  
OF  
MESSIAH EVANGELICAL LUTHERAN CHURCH  
801 HIGH STREET  
SANTA CRUZ, CALIFORNIA 95060**

**ARTICLE 1: MEMBERSHIP**

The membership of this Congregation consists of baptized, communing, confirmed, and voting members, as defined in the Constitution. The admission of new members, termination of membership, and restoration of membership shall be set forth in policies established by the Board of Directors in accordance with the spirit of these Bylaws. Members of the Congregation shall be committed to the statement of purpose contained in Article 2 of the Constitution.

**ARTICLE 2: VOTING MEMBERSHIP**

Voting members are all confirmed members who attend a Voters Assembly. In accordance with the Constitution, the voting privilege shall be restricted to California legal age on matters requiring legal decision.

Voting membership is terminated when members request that their names be removed from the roster of voting members or when congregational membership is terminated (see Article 3).

**ARTICLE 3: TERMINATION OF CONFIRMED MEMBERSHIP**

A. Transfer—A confirmed member desiring transfer to another congregation of The Lutheran Church – Missouri Synod (LCMS) shall let the pastor know, who shall then issue a letter of transfer to the receiving congregation.

B. Joining Other Churches—A confirmed member who joins a non-LCMS congregation shall automatically be removed from the membership rolls of this congregation. The pastor shall notify such member by mail at his or her last known address.

C. Whereabouts Unknown—A confirmed member whose whereabouts are unknown or who has moved from the area shall be removed from the membership rolls of this congregation, after the situation has existed for a year.

D. Christian Discipline—This is a process of witness and ministry of the congregation toward members who are perceived to need it, and its purpose is to renew a member's relationship with the Lord and with the church. Only when such member is unresponsive to the witness and ministry of the congregation shall he or she be removed from membership. There are two situations in which Christian discipline may result in loss of membership:

1. Self-Exclusion—A confirmed member shall be considered self-excluded when such member fails to exercise Christian discipleship by neglecting to hear the Word of God, receive the Sacrament of Holy Communion, and participate in the life and mission of the congregation. There shall be no declaration of self-exclusion unless a faithful effort has been made to minister to the member.

2. Excommunication—A confirmed member shall be declared excommunicated when, after admonition and counseling in accordance with Matthew 18:15-20, such member remains openly unrepentant.

E. Death: Membership is terminated upon death of the confirmed member.

#### ARTICLE 4: MEETINGS OF THE VOTERS ASSEMBLY

There shall be an Annual Meeting of the Voters Assembly in May or June, the date to be determined by the Board of Directors and publicized at least one month in advance. The Chair of the Board of Directors, in consultation with the Board, shall prepare an agenda of items to be discussed. The agenda shall include the annual budget, the slate of nominees prepared by the Nominating Committee (see Article 6, D) and shall be distributed to all members by the most expeditious means no later than two weeks prior to the meeting.

The Voters Assembly may meet at other times of the year as deemed necessary by the Board of Directors or at the request of the pastor or of any 15 voting members. Notice of any such meeting shall be publicized as far in advance as possible but not less than one week in advance. The notice shall contain an agenda of items to be considered, including the specific wording of any motions, and no agenda item may be added once notification of any meeting is publicized. Notification shall be by the most expeditious means.

All Voting Members present at a validly called meeting shall constitute a quorum. Absentees waive their right to vote, and there shall be no voting by proxy.

In general, for purposes of order, Robert's Rules of Order, Newly Revised, shall prevail.

#### ARTICLE 5: CALLED WORKERS

When this congregation calls a senior pastor, the following procedure shall be followed:

- A. The call committee shall consist of two members of the board of directors and no less than two members at large from the congregation. At its first meeting the committee shall:
  1. Elect a chair person.
  2. Establish a set of criteria for the position.
  3. Seek assistance from the California-Nevada-Hawaii District president's office.

4. Call for nominations from the congregation for at least 30 days. Members must submit nominations in writing.
  5. Establish an interview and evaluation process.
  6. Present a summary of its work and recommendations(s) to the board of directors for its affirmation before a voters assembly vote to call.
- B. The call committee shall present its recommendation(s) to the voters assembly in an appropriate format at least one week before a vote to extend a call.
  - C. Voting shall be done by secret ballot at a duly called voters assembly designated for extending for calling a new senior pastor.
  - D. A candidate must receive a majority of the votes cast to be elected. If no one receives a majority, the candidate(s) with the least votes is removed, and the process repeated until one candidate receives a majority. A motion should then be made to make the election unanimous.
  - E. The board of directors is responsible for calling all other workers, both ordained and commissioned. They shall adhere to the policies of their policy manual.

## ARTICLE 6: BOARD OF DIRECTORS

A. Purpose: The Board of Directors is the operating and strategic planning body of the congregation. It represents and is responsible to the congregation in matters of governance. The Board of Directors shall be completely committed to the Word of God.

B. Qualifications: Directors must be confirmed members who are committed to the Great Commandment (Matthew 22:36-40) and the Great Commission (Matthew 28:18-20). Discipleship and critical reflection must be evident in their daily lives. Each must be trusted by the congregation and committed to its mission.

C. Number and Term: The Board of Directors shall consist of five lay leaders elected by the congregation at the annual meeting in May or June. The pastor shall serve as an *ex officio* Board member without vote. With the exception of the initial terms of Board members elected under these bylaws, each Board member shall serve a term of two years, with a maximum of three successive terms. Each Board member shall hold office until a successor has been designated and qualified or until earlier resignation or removal. Term of office shall begin on July 1<sup>st</sup>, with installation taking place at worship services on a convenient date as determined by the Board. At the initial election of Board members under these Bylaws, terms shall be staggered. Three (3) board members shall be elected to two-year terms and two (2) board members shall be elected to one-year terms.

D. Selection: The Board of Directors shall establish a nominating committee in the Spring of each year. Members of the Board of Directors may not serve as members of the Nominating Committee. The pastor will serve as an advisory member. The Nominating Committee shall select its own Chair. The Nominating Committee shall compile a list of candidates and publish the list to the congregation at least two (2) weeks before the Annual Meeting. Members of the congregation may suggest nominees, who shall be added to the slate if they are willing to serve. Nominations are not allowed from the

floor. The Nominating Committee shall check with each candidate as to his or her willingness to serve and only place in nomination those people who are willing to be nominated and, if elected, to serve. Directors shall be elected by a simple majority at the Annual Meeting of the Voters Assembly.

E. Removal from Office: Any member of the Board of Directors who is unable to perform his or her official duties, or who is willfully neglectful in such performance, may be removed from office by a four-fifths vote of the full Board of Directors.

F. Vacancies: A vacancy on the Board of Directors may be filled by the Board, by simple majority. The roster of candidates who are still willing to serve from the previous election shall be considered. The individual selected shall serve the remainder of the vacated term.

#### G. Meetings of the Board of Directors

1. Regular or special meetings may be held at any place determined by the Chair or his or her designee.

2. Regular meetings shall be held at least quarterly, the dates to be determined at the first meeting of each new Board and then published in the church calendar.

3. Special meetings of the Board may be called for any purpose and at any time by the pastor or any Board member. Reasonable attempt to notify shall be made to all Board members.

4. Quorum: A majority of Directors shall constitute a quorum at a meeting duly called and noticed.

a. Every action taken or decision made by a majority of the Directors present at a regular meeting at which a quorum is present shall be the act of the Directors, subject to the provisions of the California Nonprofit Corporation Law.

b. Every action taken or decision made by two-thirds of the Directors present at an emergency meeting shall be an act of the Directors, subject to the provisions of the California Nonprofit Corporation Law.

5. Any action required or permitted by the Directors may be taken without a meeting if all the Directors consent in writing, including email, to the action. Such written consents shall be filed with the minutes of the proceedings of the Board.

### ARTICLE 7: OFFICERS

A. Titles of Officers: The officers of the Board of Directors are the officers of the Congregation. No person may hold more than one office. The offices are those of Chair, Corporate Secretary, and Financial Officer. Their duties shall be the usual duties associated with those offices, which are often referred to as president, secretary, and treasurer. Additional duties may be assigned by the Board of Directors in its policies.

B. Election of officers: At the first meeting each year of the Board of Directors, the outgoing Chair will inform the Directors of the roles and responsibilities of officers. The Di-

rectors shall then elect the officers in the following order: Chair, Financial Officer, and Corporate Secretary. Each officer will serve a one-year term.

## ARTICLE 8: POWERS AND AUTHORITY

### A. Congregation.

The congregation as a body, through vote of the Voters Assembly, shall have supreme power to administer and manage all its external and internal affairs. The congregation, however, shall not be empowered to decide anything contrary to the Word of God and the Confessions of the Lutheran Church. Any such decision shall be null and void. The congregation appropriately empowers the Board of Directors to act on its behalf.

### B. Board of Directors.

1. General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Religious Corporation Law, the activities, business, and affairs of the congregation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.
2. Specific Responsibilities and Powers. Without prejudice to the general power set forth above, and subject to the same limitations, the Board of Directors shall
  - a. Establish the long-term vision of the congregation;
  - b. Establish policies to ensure fulfillment of the congregation's mission and purpose statements;
  - c. Establish policies to ensure the congregation's financial viability, such policies to include adopting an annual budget and providing for annual financial reviews;
  - d. Annually review ministry policies presented by the pastor for their appropriateness;
  - e. Appoint a circuit representative to attend circuit forums, meetings, and other events as a representative of Messiah Evangelical Lutheran Church of Santa Cruz;
  - f. Define the duties of and select or remove all officers, agents, and employees of the congregation except for Called workers.
3. Policy Guidelines. Policies mentioned in the previous section shall be of one of the following four types:
  - a. Desired Outcomes.
  - b. Board Self-Governance.
  - c. Board and Pastor Relationship.
  - d. Executive Limitations.

### C. Pastor

1. The pastor shall be accountable to the Board of Directors in all areas of his responsibility.
2. The pastor shall

- a. Be responsible for and oversee all teaching, preaching, and administering of the Sacraments;
- b. Be responsible for the appointment of and oversee all committees, task forces, or other individuals or groups necessary for the normal operation of the congregation;
- c. Be responsible for and oversee all staff;
- d. Be responsible for and oversee any organization using this congregation's name, property or facilities;
- e. In consultation with the Financial Officer, be responsible for the preparation of the annual budget.

ARTICLE 9: COMMITTEES

Committees may be established as necessary by the Board of Directors.

ARTICLE 10: AMENDMENTS

These bylaws may be amended in a duly called voters assembly.

- A. Amendments to the provisions of these bylaws shall be submitted in writing at a duly called voters assembly and announced to the congregation by public posting and/or mail to all communicant members 30 days before the assembly at which the proposed amendment will be acted upon. A majority vote of the voters present shall be required for adoption.
- B. The revised bylaws shall, as a condition of continued membership in The Lutheran Church—Missouri Synod, be submitted to the to the president of the CNH District for review by the district's constitution committee and favorable action by the district's board of directors before being implemented by the congregation.

Date Adopted \_\_\_\_\_

President signature \_\_\_\_\_

Secretary signature \_\_\_\_\_

Pastor signature \_\_\_\_\_