

BY-LAWS
ST. LUKE LUTHERAN CHURCH
SUNNYVALE, CALIFORNIA
June 1996

Revisions: January 1999
January 2005
June 2020

TABLE OF CONTENTS

| | | |
|------------|-----------------------------|---------|
| Section 1 | Mission Statement..... | Page 2 |
| Section 2 | Membership | Page 2 |
| Section 3 | Pastoral Ministries | Page 2 |
| Section 4 | Pastor | Page 3 |
| Section 5 | Congregation Meetings..... | Page 4 |
| Section 6 | Officers | Page 4 |
| Section 7 | Congregation Council | Page 6 |
| Section 8 | Boards | Page 8 |
| Section 9 | Standing Committees | Page 11 |
| Section 10 | Appointments..... | Page 12 |
| Section 11 | Elections..... | Page 13 |
| Section 12 | Paid Staff..... | Page 13 |
| Section 13 | Amendments | Page 14 |
| Section 14 | Continuing Resolutions..... | Page 14 |
| Appendix A | St. Luke Organization Chart | |

BY-LAWS

ST. LUKE LUTHERAN CHURCH SUNNYVALE CALIFORNIA

Incorporated under the laws of California

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 the Continuing Resolutions. (*C4.04)

Section 1. MISSION STATEMENT (C4.05)

- B1.01.** The congregation shall annually review its Mission Statement in the light of current needs, trends, and its understanding of its ministry. This mission statement as adopted or affirmed shall be made a part of these bylaws as paragraph B1.02.
- B1.02.** Our mission at St. Luke is to touch lives with the Good News of God's unconditional love in Jesus Christ, to free and to equip those lives for joyful service through His Church to the world.

Section 2. MEMBERSHIP (C8)

- B2.01.** Invitation to membership shall be the responsibility of all current members of St. Luke Lutheran Church. Prior to approval by the Congregation Council, applications for confirmed membership shall be reviewed by Pastoral Ministries.
- B2.02.** The Congregation Council shall provide for an annual review of the membership roster.
- B2.03.** Membership in this congregation is described in Chapter 8 of the Constitution with the exception of termination due to inactivity. Members who have not worshipped, and who have not made a contribution of record during the current or preceding year, may be removed from the membership roll of the Congregation Council upon the recommendation of the Pastoral Ministries.

Section 3. PASTORAL MINISTRIES (C13.03)

- B3.01** The function of Pastoral Ministry is to provide the spiritual leadership and/or guidance necessary for the congregation to achieve its Statement of Purpose, as

stated in C4.02 and C4.03 of the constitution. The Senior Pastor and the Board of Elders shall mutually work to provide this congregational support.

- B3.02** The Senior Pastor shall provide spiritual leadership to all members of the church staff.
- B3.03** The Board of Elders shall assist the Senior Pastor in fulfilling the Pastoral Ministry role as stated in B3.01.
- B3.04** The primary activities of the Board of Elders will be in the areas of:
 - a. Spiritual and Doctrinal Support
 - b. Prayer and Care Ministry
- B3.05** The Elders will be elected for a term of two years; an Elder may be elected to two consecutive terms.
- B3.06** The Board of Elders will establish and maintain Continuing Resolutions that guide its support role to the Pastoral Ministry function.
- B3.07** The Board of Elders shall be organized as stated in Appendix A, Organizational Chart.

Section 4. PASTOR

- B4.01** The role of Pastor is not as an elective office and duties are outlined in the Constitution C9.03 along with the “Call” documents. The pastor oversees the daily activities of the office staff to assure that the day-to-day operations of the congregation are carried on efficiently.

The Pastor shall:

 - a. be an ex-officio member of all committees and other organizations of the congregation, except the Audit Committee;
 - b. supervise permanent, part-time, and temporary staff members;
 - c. plan and administer the day-to-day business of the congregation within the policies and procedures established by the congregation;
 - d. watch over the work of all organizations of the congregation except the Audit Committee;
 - e. informally evaluate performance of the Congregation Council and all other organizations of the congregation, making appropriate recommendations to the president, chairperson, executive committee, or the Council;
 - f. prepare, jointly with the president, agendas for meetings of the Council, Congregation, and Executive Committee.

Section 5. CONGREGATION MEETINGS (C10)

- B5.01.** Congregation meetings shall be held for the purpose of transacting the business of the congregation. All confirmed members of the congregation who have signed a copy of the constitution and bylaws shall be voting members.
- B5.02.** Notice of all regular or special meetings of this congregation shall be given at the services of worship on the preceding two consecutive Sundays and by mail or electronic means, as permitted by state law, to all members at least 10 days in advance of the date of the meeting.
- B5.03.** This congregation may hold meetings by remote communication, including electronically and by telephone conference, as long as there is an opportunity for simultaneous aural communication. To the extent permitted by state law, notice of all meetings may be provided electronically.
- B5.04.** Ten percent (10%) of all eligible voting members present at the meeting shall constitute a quorum.
- B5.05.** Voting by proxy or by absentee ballot shall not be permitted.
- B5.06.** All actions approved by this congregation shall be by majority vote of those voting members present and voting, except as otherwise provided in the constitution or by state law.
- B5.07.** The *annual congregation meeting* normally is held during the month of January. The regular meetings are normally held in June and November, unless otherwise published in the congregation newsletter or members are notified electronically.
- B5.08.** The *regular congregation meetings* shall be conducted in accordance with the constitution and bylaws and shall include approval of the minutes of the previous meeting, attendance record, pastor's report, statement on income and expenses, reports of the officers, boards, committees and actions thereon, elections, other business and adjournment.
- B5.09.** The *annual congregation meeting* shall be conducted in accordance with the constitution and bylaws, and shall include attendance record, approval of the minutes of the previous meeting, report on the state of the congregation, annual budget, statement of income and expenses, recommendations of the Congregation Council, other business and adjournment.

Section 6. OFFICERS

- B6.01** Officers of this congregation shall be a president, president-elect, secretary, treasurer, and financial secretary who shall be nominated by the Nominating

Committee, or from the floor, and elected for the term of two years at a regular congregation meeting. Officers may be elected and serve one additional consecutive term in any one office.

B6.02

The President shall:

- a. represent the congregation in all business matters assigned by the congregation or Congregation Council;
- b. be authorized and empowered in the name of the congregation to negotiate and sign contracts and other instruments at the direction of the Congregation Council;
- c. be authorized to be co-signer of checks and documents at the direction of the Congregation Council;
- d. chair the Congregation Council and the Congregation Meetings and act as an ex-officio member of all Boards and Committees;
- e. exercise appointive power between Council meetings;
- f. be a valid second signatory for checks in excess of \$10,000;
- g. serve as chair of the Executive Committee.

B6.03

The President-elect (who shall serve as vice president) shall:

- a. perform the duties of the president in the absence of the president;
- b. succeed to the office of the president in the event of a vacancy, or after one year of service as president-elect;
- c. interpret the provisions of the constitution and by-laws in connection with the actions and decisions of the Congregation Council and this congregation;
- d. be a valid second signatory for checks in excess of \$10,000;
- e. serve as chair of the Nominating Committee and the “Call” Committee;
- f. serve as chair of the Risk Management Team;
- g. perform duties as the president shall assign as his/her representative;
- h. be a member of the Executive Committee.

B6.04

The Secretary shall:

- a. keep accurate minutes of Congregation Council and Congregation Meetings;
- b. provide for recording the signatures of attendees at Congregation Meetings and for signatures of new members to the constitution and bylaws of St. Luke;
- c. perform such other duties as the Congregation Council may direct;
- d. maintain permanent records of the congregation meetings;
- e. provide copies of minutes of all meetings to all Congregation Council members and staff as soon as possible following each meeting;
- f. prepare copies of minutes of congregation meetings for distribution to voters by the next congregation meeting;
- g. perform other duties in keeping with this office.

B6.05

The Treasurer shall:

- a. be an ex-officio member of the Stewardship Board;
- b. pay all authorized bills and financial responsibilities of the congregation;

- c. manage the money accounts of the congregation; its deeds, mortgages, contracts, evidences of claims and revenue, and trust funds, holding the same at all times subject to the order of the congregation;
- d. invest funds upon authorization by the Congregation Council;
- e. be responsible for transmittal each month to the Treasurer of the Sierra Pacific Synod the correct amount of proportional share funds;
- f. require the signature of a second signatory for checks in excess of \$10,000;
- g. keep accurate records of the receipts and disbursements of the congregation which shall be and remain the property of the congregation and shall be available for audit at any time;
- h. submit a financial report at each Congregation Council and Congregation Meeting; such report shall show actual receipts and disbursements compared with budgeted amounts;
- i. prepare an annual report of all income and expenditures for the annual Congregation Meeting;
- j. be a member of the Executive Committee;
- k. be member of the Risk Management Team.

B6.06

The Financial Secretary shall:

- a. deposit and record all receipts of congregational moneys in appropriate records which shall remain the property of the congregation;
- b. regularly report all income from all sources to the congregation treasurer;
- c. submit a report of income at each Church Council meetings and at all other meetings as requested;
- d. supply communicant members with envelopes for offerings and keep a record of offerings received therein;
- e. keep the record in a manner so that an individual's contribution shall be known only to God, the financial secretary and the alternate(s);
- f. prepare an annual summary of offerings for the annual Congregation Meeting.

Section 7. CONGREGATION COUNCIL (C12)

B7.01

St. Luke Lutheran Church of Sunnyvale is organized as a corporation in the State of California. The Congregation Council consists of the elected officers of the congregation - president, president elect, (who shall serve as vice-president), secretary, treasurer, financial secretary, Elder chair, the pastor(s), and Board chairs.

B7.02

The Executive Committee, as stated in C13.01 shall be made up of the pastor(s), congregation president, president-elect, elder chair and treasurer. The duties and responsibilities shall be defined in the Continuing Resolutions;

The Executive Committee shall:

- a. serve in an advisory capacity to the Congregation Council and make recommendations to the Congregation Council;

- b. study issues and make recommendations to the Congregation Council on business matters;
- c. be responsible for review of staff evaluations performed by the senior pastor;
- d. be responsible for the performance evaluation of the Pastor(s);
- e. monitor and evaluate the effectiveness of each Board.

B7.03 The Congregation Council has been organized around the following major functions and ministries of a congregation of the Evangelical Lutheran Church in America: (see Appendix A)

- a. the Council establishes goals, policies and overall plans to enable the congregation to achieve its mission and ministry;
- b. the Boards prepare and implement supporting goals and plans;
- c. the Council is empowered by the congregation to enter into contracts and is responsible for overseeing hiring of support staff.

B7.04 The Congregation Council may adopt operating policies and procedures as it deems necessary, provided they are not in conflict with the constitution or bylaws. Notice of such policies and procedures shall be given to the congregation as soon as possible after their adoption and will be made part of the Continuing Resolutions.

B7.05 The Congregation Council shall determine the day and hour of its regular monthly meeting. The meeting time and place shall be announced to the congregation. Council meetings are open to non-council members. Any items of business to be presented by non-council members must be submitted to the president one week prior to the meetings.

B7.06 The Congregation Council shall not discuss any adverse personnel actions affecting the pastor(s) or paid staff unless the pastor/interim pastor:

- a. is in attendance, or;
- b. has requested or consented to be absent and has given prior approval to the inclusion of that item on the agenda.

B7.07 The Congregation Council shall have the authority to adjust items within a given budget, previously adopted by the congregation, using the budget as a guide and a working principle, provided it does not alter the total budget amount by more than five percent (5%) of the congregational approved budget.

B7.08 The Congregation Council shall:

- a. make annual appointments to Standing Committees;
- b. appoint chairpersons of such committees;
- c. be notified of all appointments made by Board chairpersons to assure committees have sufficient members to carry out their duties and to avoid naming the same individuals to multiple committees;
- d. submit for approval an annual budget to the congregation at the annual meeting;

- e. approve non-budgeted expenditures not to exceed \$10,000 to be reported to the Congregation Meeting;
- f. submit to the Congregation Meeting for approval of non-budgeted expenditures exceeding \$10,000;
- g. act for the congregation in matters of emergency; such action to be approved at the next Congregation Meeting;
- h. conduct an annual review of the membership through the Board of Elders. Detailed procedures are outlined in the Continuing Resolutions.

B7.09. St. Luke Academy policies shall be set by the Preschool Board, which shall be responsible to the Congregation Council. Amazing Creations Preschool shall maintain bylaws and determine policies and procedures for the school. The Preschool Board shall consist of five persons who must be members of St. Luke Lutheran Church. The preschool director, bookkeeper, and parent liaison shall be ex-officio members.

Section 8. BOARDS (C13.03)

B8.01 There shall be seven Boards to carry out the business of St. Luke Lutheran Church.

- a. The chair-elect of each Board shall be elected at a regular Congregation meeting to a term of two years to begin the first of July. The second year of each term shall be as chairperson of that Board.
- b. The chairperson of each Board shall be responsible for preparing reports for the Congregation Council, reports for the congregation meetings, and a written annual report to review the activities during the past calendar year to be presented at the annual Congregation Meeting.
- c. Each Board shall prepare an annual budget request of financial needs for their activities and submit this request to the Stewardship Board by October 1 for the following year.
- d. All Boards shall consist of a chairperson, chair-elect, and sufficient members to carry out the assigned ministries and duties.
- e. The chairperson may serve again but must first serve as chair-elect.

B8.02 WORSHIP BOARD

- a. The goal of the **Worship Board** is to provide leadership for the congregation in the particular areas of worship and music, assisting the pastor in the development of worship leadership, liturgy and hymnody.
- b. The **Worship Board** shall include a chairperson and chair-elect, the chair-elect to be elected annually by the congregation to serve for two years and shall succeed to the position of chair in the second year of his/her term. Members include the Pastor(s), Music Director, Organists, Contemporary Music Leader, Choir Director, Bell Choir Director, Altar Guild Chair, Technology Team and any other person(s) involved in the Worship area. The remaining members shall be appointed by the Worship Chair to carry on the

ministries and duties of this Board as outlined in the Continuing Resolutions.

B8.03

WITNESS BOARD

- a. The goal of the **Witness Board** is to help the congregation fulfill the divine commission of our Lord to bring the Good News to the world. This commission is achieved by the cultivating and fostering the Christian faith through an outreach of witness involving daily life in the world and inviting people into the family of the church.
- b. The **Witness Board** shall include a chairperson and chair-elect, the chair-elect to be elected annually by the congregation to serve for two years and shall succeed to the position of chair in the second year of his/her term. The remaining members shall be appointed by the Witness Chairperson to carry on the ministries and duties of this Board as outlined in the Continuing Resolutions.

B8.04

LEARNING BOARD

- a. The goal of the **Learning Board** is to provide for the Christian nurture of children, youth and adults of the congregation. The scope and nature of the work of the Learning Board shall be to foster spiritual growth in the life of the individual Christian, strengthen the Christian home and help equip parents, children and young people for Christian living. It shall provide learning opportunities for all age levels: preschool, elementary school, youth and adults. It shall encourage the congregation to establish programs that will help the congregation best perform its educational task for each specific age group. It shall provide leadership training for teachers and leaders of the congregation.
- b. The **Learning Board** shall include a chairperson and chair-elect, the chair-elect to be elected annually by the congregation to serve for two years and shall succeed to the position of chair in the second year of his/her term. The remaining members shall be appointed by the Learning Chairperson to carry on the ministries and duties of this Board as outlined in the Continuing Resolutions.

B8.05

SERVICE BOARD

- a. The goal of the **Service Board** is to encourage, develop and support feelings of belonging, identity, and joy among the members of this congregation as a living Christian community. The Board of Service shall promote understanding about and to facilitate individual and congregational action in social concerns in a Lutheran Christian context. It shall seek to extend Christian compassion and helpfulness to persons of all ages who are in need of aid in body and soul. This Board shall strive to enlist in these efforts as many members and organizations of the congregation as possible.
- b. The **Service Board** shall include a chairperson and chair-elect, the chair-elect to be elected annually by the congregation to serve for two years and shall succeed to the position of chair in the second year of his/her term. The remaining members shall be appointed by the Service Chairperson to carry on

the ministries and duties of this Board as outlined in the Continuing Resolutions.

B8.06 FACILITIES MANAGEMENT BOARD

- a. The goal of the **Facilities Management Board** is to support the ministry of this congregation in maintaining the church buildings, grounds and equipment. The Board of Facilities Management shall provide leadership for long-range planning in building and ground improvements working closely with other committees and groups to determine anticipated needs.
- b. The **Facilities Management Board** shall include a chairperson and chair-elect, the chair-elect to be elected annually by the congregation to serve for two years and shall succeed to the position of chair in the second year of his/her term. The remaining members shall be appointed by the Facilities Management Chairperson to carry on the ministries and duties of this Board as outlined in the Continuing Resolutions.

B8.07 YOUTH BOARD

- a. The goal of the **Youth Board**, in conjunction with the Director of Youth, is to provide programs of ministry in which the youth of this congregation are able to develop feelings of belonging, identity, and joy as members of a community of young Christians. The program is extended to youth of the local community.
- b. The **Youth Board** shall include a chairperson and chair-elect, the chair-elect to be elected annually by the congregation to serve for two years and shall succeed to the position of chair in the second year of his/her term. The remaining members shall be appointed by the Youth Chairperson to carry on the ministries and duties of this Board as outlined in the Continuing Resolutions.

B8.08 STEWARDSHIP BOARD

- a. The goal of the **Stewardship Board** is to provide leadership for this congregation in the area of Christian stewardship. Christian stewardship is understood to include, among other things, the attitudes and inclinations of individual Christians who share with others those spiritual and material gifts with which God has blessed them. The leadership provided by the **Board of Stewardship** shall encourage members to discover and share their gifts as well as provide specific means and incentives for such discovery and sharing.
- b. The **Stewardship Board** shall include a chairperson and chair-elect, the chair-elect to be elected annually by the congregation to serve for two years and shall succeed to the position of chair in the second year of his/her term. The remaining members shall be appointed by the Stewardship Chairperson to carry on the ministries and duties of this Board as outlined in the Continuing Resolutions.

Section 9. STANDING COMMITTEES (C13.04)

B9.01 The **Nominating Committee** shall consist of at least four members. They shall be a pastor, the president-elect as Chair, a member of the Elders and at least one member from the congregation-at-large. They shall be appointed annually by the Congregation Council.

It shall be the responsibility of this committee to:

- a. carefully screen the eligible members of the congregation, prepare and submit a slate of candidates for all elective positions to be filled at a congregation Meeting. Nominations shall be posted at least one week prior to the election meeting;
- b. submit candidates for all mid-term vacancies;
- c. supervise all elections, accept nominations from the floor prior to any balloting, conduct the balloting, and announce the results;
- d. the duties of this committee shall be carried out as outlined in the Continuing Resolutions.

B9.02 An **Audit Committee** of three voting members shall be appointed by the president and approved by the congregation at a Congregation Meeting. Audit Committee members shall not be members of the Congregation Council. Term of office will be three years, with one member appointed each year. Members shall be eligible for reappointment.

The Audit Committee shall be responsible for auditing the financial records of the congregation to assure their continued accuracy, and to provide an annual report of their findings. The duties of this committee shall be carried out as outlined in the Continuing Resolutions.

B9.03 A **Call Committee** shall be appointed when a pastoral vacancy occurs, or when the congregation has approved calling an additional pastor or associate in ministry. The committee shall be chaired by the president-elect and consist of six voting members appointed by the Congregation Council and ratified by the congregation. Term of office will terminate at the installation of the newly-called individual. The duties and responsibilities are defined by Synod.

B9.04 A **Vision Committee** consisting of a minimum of three members shall be appointed by the president to serve three years with staggered terms. Members may be re-appointed without restriction, if ratified by the Congregation Council. Committee members will elect the chairperson. The Vision Committee shall annually develop a written five-year plan for the congregation in all areas of staff, property, programs, activities and policies. The duties of this committee shall be carried out as outlined in the Continuing Resolutions.

B9.04. An **Endowment Committee** shall consist of no few than six (6) members: President, Senior Pastor, Treasurer, and three (3) at-large members appointed by

the President. The purposed of the Endowment Committee shall be to receive, to manage, and to distribute funding for scholarships, improvements, and missions. The duties of this committee shall be carried out as outlined in the Continuing Resolutions.

Section 10. APPOINTMENTS (C12.03)

- B10.01** Appointments may be made only from the voting members of the congregation except by special approval of the Congregation Council. All appointments shall be for a specific period of time and letters of resignation shall be in order.
- B10.02** **By the President**
- a. Vacancies in elective offices
 - b. Facility use liaisons, e.g. day school, outside groups
 - c. Ad hoc committee Chairperson
 - d. Audit and Vision Committees
- B10.03** **By the Congregation Council**
- a. Church/community liaisons, e.g. Sunny View, Second Harvest Food Bank
 - b. Inter-church liaisons, e.g., Santa Clara Valley Lutheran Parish delegates and Sierra Pacific Synod ELCA Assembly delegates
 - c. “Call” and Nominating Committee
- B10.04** **By the Board Chairpersons**
- a. Board members
 - b. Committee members
 - c. Sunday School teachers and helpers by Learning Board Chair
 - d. Nursery Aides by Learning Board Chairs
- B10.05.** **Ratification required**
- a. President appointments by the Congregation Meeting
 - 1. Audit Committee
 - b. President appointments by the Congregation Council
 - 1. Vision Committee
 - 2. Vacancies in elective offices
 - 3. Facility use liaisons
 - 4. Ad hoc committee Chairperson
 - c. Congregation Council appointments by the Congregation Meeting
 - 1. Church/Community liaisons
 - 2. Inter-church liaisons
 - 3. “Call” committee

Section 11. ELECTIONS (C12.02)

B11.01 OFFICERS

Officers must be voting members of the congregation. The offices shall be filled by ballot at a regular congregation meeting. Elected persons shall take office July 1.

B11.02 ELDERS

Elders must be voting members of the congregation. The offices shall be filled by ballot at a regular congregation meeting. Elected persons shall take office July 1.

B11.03 BOARDS

Board Chair and Chair-elect persons must be voting members of the congregation except by special approval of the Congregation Council. The elective positions shall be filled by ballot at a regular congregation meeting. Elected persons shall take office on July 1.

B11.04 VACANCIES

The Nominating Committee shall select a candidate for the vacated position. The President shall appoint the person to complete the duration of the vacated position. The Congregation Council shall ratify the appointment.

Section 12. PAID STAFF

B12.01 Paid staff, who are members, may serve as a member on congregation committees or in an advisory capacity.

To avoid any appearance of conflict of interest, paid staff should not be elected as an officer or a board chairperson over the area in which they serve except by special approval of the Congregation Council.

If paid staff should be elected to such a position, they would not be permitted to vote on their own salary plans or benefits.

Paid staff is defined as a person to whom the Congregation is required to issue a W2 or 1099 form.

Section 13. AMENDMENTS TO THE BY-LAWS (C17.01)

- *C17.01.** This congregation may adopt bylaws. No bylaw may conflict with this constitution.
- *C17.02.** Bylaws may be adopted or amended at any legally called meeting of this congregation with a quorum present by a two-thirds vote of those voting members present and voting.
- *C17.03.** Changes to the bylaws may be proposed by any voting member, provided 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. The Congregation Council shall notify this congregation's members of the proposal with the council's recommendations at least 30 days in advance of the Congregation Meeting. Notification may take place by mail or electronic means, as permitted by state law.
- *C17.04.** Adopted or amended bylaws shall be sent by the secretary of this congregation to the synod.

Section 14. CONTINUING RESOLUTIONS (C18.01)

- *C18.01.** This 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.
- *C18.02.** Continuing resolutions shall be enacted or amended by a majority vote of a meeting of this congregation or a two-thirds vote of all voting members of the Congregation Council.
- *C18.03.** Adopted or amended continuing resolutions shall be sent by the secretary of this congregation to the synod.