THE CONSTITUTION OF ST. PAUL'S LUTHERAN CHURCH
ORANGE, CALIFORNIA

PREAMBLE

It is the will of our Lord Jesus Christ that His disciples should preach the Gospel to the whole world (Mark 16:16, Matthew 28:18-20, Acts 1:8) that Christ's mission for His Church might be carried out according to His will. He has commanded that Christians unite in worship (Hebrews 10:24-25), practice fellowship with one another (Acts 2:42), witness to all men (Acts 1:8), help each other grow in the Word (Ephesians 4:11-14), serve the needs of all men in Christian love (Ephesians 4:7-16, Mark 10:42-44, John 13:35, Galatians 6:10), administer the Office of the Keys as His Church (John 20:21-23, Matthew 18:15-20), and maintain decency and order (1 Corinthians 14:40) in the Church.

Therefore we, a number of Lutheran Christians living in and near Orange, California, accept and subscribe to the following Constitution and Bylaws, in accordance with which all spiritual and material affairs of our congregation shall be governed.

ARTICLE 1: NAME

The legal name of the congregation shall be

THE ST. PAUL LUTHERAN CHURCH OF OLIVE, CALIFORNIA

For the purpose of this document the name of the congregation shall be

ST. PAUL'S LUTHERAN CHURCH in ORANGE, CALIFORNIA

ARTICLE 2: CONFESSIONAL STANDARD

This congregation accepts and confesses all the canonical books of the Old and New Testaments as the inspired Word of God, and all the symbolical books of the Evangelical Lutheran Church, contained in the Book of Concord of 1580, as the correct presentation and true exposition of Christian Doctrine, drawn from, and in full agreement with, the Holy Scriptures; hence, no doctrine shall be taught or tolerated in this congregation which is in any degree at variance with the following symbols of the Evangelical Lutheran Church, namely:

1. The Apostolic, the Nicene, and the Athanasian Creeds;
2. The Unaltered Augsburg Confession;
3. The Apology of the Augsburg Confession;
4. The Smalcald Articles;
5. The Large and Small Catechisms of Luther;
6. The Formula of Concord.

And we set forth that according to this norm of doctrine and faith all controversies that may arise in this congregation shall be decided and adjusted.

ARTICLE 3: SYNODICAL AFFILIATION

This congregation shall be affiliated with the Lutheran Church Missouri Synod as long as the confessions and constitution of said Synod are in accord with the confession and constitution of this congregation as laid down in Article 2. This congregation shall, to the best of its ability, collaborate with said Synod and assist it in effecting all sound measures intended for the building up of the Kingdom of God.

ARTICLE 4: MEMBERSHIP

4.1 CONGREGATIONAL MEMBERSHIP

The membership of this congregation includes the following:

4.1.1 Baptized members are those who have been baptized in the name of the Triune God and who are under the spiritual care of the congregation.

4.1.2 Confirmed members are those baptized members who have been confirmed in the Lutheran faith, accept the confessional standards listed in Article 2 of this Constitution, are familiar at least with the contents of Luther's Small Catechism and are not members of an organization which is in conflict with the word of God such as secret-oath bound societies and subversive societies.

4.1.3 Voting members are confirmed members who have reached the age of 18 years.

4.2 RECEPTION

Baptized and confirmed members are received through the Sacrament of Holy Baptism, through the consent of one or both parents or legal guardian(s) in the case of children who have been baptized in another Christian congregation, through the rite of confirmation, through transfer from a sister congregation, through profession of faith, or through reaffirmation of faith.

4.3 DUTIES

Members of the congregation shall strive to conform their entire lives to the rule of God's Word and to that end make diligent use of the means of grace, exercise faithful stewardship of God's many gifts and talents, impart and accept fraternal admonition as the need for such admonition becomes apparent and be readily available for service in the kingdom of Christ within and beyond the congregation.

4.4 TERMINATION

Membership shall be terminated by transfer to a sister congregation, by death, by joining a congregation outside the fellowship of this congregation, by excommunication, or by self-exclusion.

ARTICLE 5: ORGANIZATION

5.1 POWERS AND REPONSIBILITIES OF VOTING MEMBERS

The voting members of the Church shall have the ultimate power to manage and administer all the business and affairs through the Voters Assembly.

Only confirmed members, who have qualified according to the membership provisions of the Bylaws, shall be voting members.

5.2 DELEGATION OF POWER TO THE BOARD OF DIRECTORS

In the interest of expediency and efficiency, the voting members of the Church delegate to its Board of Directors (hereafter referred to as "Board") the right, power, authority and responsibility to manage, direct, oversee and control the business and affairs of the Church, except in the following designated areas:

1. The calling and removing of Ministers of Religion—Ordained (Pastor)
2. The power and authority to purchase, lease, mortgage, sell or otherwise dispose of real estate;
3. The power and authority to incur indebtedness secured by real estate;
4. The right to receive nominations for, elect, and remove from office, the Officers of the Church and the members-at-large of the Board;
5. The right to approve and adopt the annual budget of the Church;
6. The right to adopt and amend from time to time a long-range plan for the Church; and
7. The power to amend this Constitution and the Church's Bylaws.

5.3 DELEGATION OF BOARD'S POWERS TO COMMITTEES AND MINISTRY TEAMS.

The Board may delegate its rights, powers and authorities to such committees and ministry teams in such manner as it may deem fit, subject to the conditions and restrictions set forth in this Constitution and/or the Bylaws. Such committees and ministry teams shall have no authority beyond that which has been conferred upon them by the Board, and whatever power may have been conferred upon them may be altered or revoked by the Board and/or the voting members of the Church.

5.4 CALLS TO THE CHURCH

The right of calling Ministers of Religion—Ordained (Pastors) shall be vested only in the voting members and shall never be delegated to a smaller body or to an individual. The right of calling other called staff of the Church shall be vested in the Board, subject to the reserved rights of the voting membership. This right may be delegated by the Board as set forth in the Bylaws.
The Board shall establish call policies and procedures consistent with this Constitution and the Bylaws to govern all calls issued by the Church.

5.5 REMOVAL OF PASTORS AND OTHER CALLED STAFF FROM OFFICE

A Minister of Religion—Ordained (Pastors) may be removed from office only by the Voting Members of the Church, after receiving input and recommendations from the Board and proper consultation with the District. Such removal shall be effected in the manner provided in this Constitution and the Bylaws and in Christian and lawful order. All other called staff may be removed from office by the Board. Such removal to be effected in the manner provided in this Constitution

and the Bylaws and in Christian and lawful order and such removal to be subject to the reserved rights of the voting membership. Causes for removal of a pastor and other called staff are:

1. Persistent adherence to false doctrine;
2. Scandalous life;
3. Willful neglect of official duties; or
4. Inability or failure to perform official duties.

5.6 OFFICERS

The Officers of the Church shall be a President, Vice President, Secretary, and Treasurer, each of whom shall be members of the Board. Other Officers, boards or committees may be established and may be elected or appointed in the manner and for the terms as may be prescribed in the Bylaws.

ARTICLE 6: MINISTERS OF RELIGION - ORDAINED AND COMMISSIONED

Only such candidates shall be called to serve as Pastors, Certified Teachers, Directors of Christian Education, Deaconesses, Directors of Christian Outreach, and Certified Lay Ministers who profess acceptance of, and pledge faithful adherence to, the confessions of the congregation as set forth in Article 2 of this Constitution. Called Ministers of Religion, Ordained or Commissioned, must be endorsed by and be members of Synod.

ARTICLE 7: CONGREGATIONAL GROUPS, MINISTRIES & COMMITTEES

7.1 GROUPS

Social groups may be organized for fellowship within the congregation only with the approval of the Senior Pastor. Each group must be under the supervision of and accountable to the Senior Pastor or his designee. Their purpose, activities, and conduct cannot be in conflict with Article 2 of this Constitution and Bylaws.

7.2 MINISTRIES

Ministries may be organized within the congregation if their purpose is to care for, build up, strengthen and support church members, families and the community at large. Each ministry shall be accountable to the Senior Pastor or his designee. Their purpose, activities, and conduct shall not be in conflict with Article 2 of this Constitution and Bylaws.

7.3 COMMITTEES

Any committee (standing or special) may be created or appointed within the congregation by the Voters Assembly, or the Board for the purpose of researching and making recommendations to their respective bodies on a specific issue. The committees are directly accountable to the body that created or appointed them. Their purpose, activities, and conduct shall not be in conflict with Article 2 of this Constitution and Bylaws.

ARTICLE 8: PROPERTY RIGHTS

If, at any time, a separation should take place within this congregation, the advice of the officers of District and Synod shall be sought. If, despite all efforts to resolve differences in peace and love, a division into factions of the congregation shall occur, the property of the congregation and all benefits therewith connected shall remain with those members who continue to adhere in confession and practice to Articles 2, 3, 4, and 6 of this Constitution.

In the event the congregation should dissolve, the property and all rights connected therewith shall be transferred to the District of the Synod in which the congregation held membership at the time of dissolution.

The property of this congregation is irrevocably dedicated to religious and charitable purposes and no part of net income or assets of this organization shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private individual.

ARTICLE 9: VALIDITY OF RESOLUTIONS

All congregation matters shall be decided by a majority vote of the votes cast at a properly convened meeting of the Voters Assembly, except as otherwise provided in the Constitution and Bylaws for dealing with certain situations or matters therein specifically mentioned and defined.

ARTICLE 10: BOOKS AND FORMS

All hymnals, textbooks, forms, etc. used in the church and school for religious instruction must conform to the Articles of Faith as expressed in Article 2 of this Constitution. Only doctrinally pure materials may be used for normative religious study.

ARTICLE 11: AMENDMENTS

11.1 Articles 1, 5, 7 and 9 of this Constitution may be amended by a three-fourths vote of the votes cast provided that the proposed amendment has been included in the call of the meeting of the Voters Assembly at which the proposed amendment will be acted upon.

11.2 Articles 2, 3, 4, 6, 8, 10 and 11 of this Constitution may be amended by a seven-eighths vote of the votes cast provided that the proposed amendment has been included in the call and discussed at two meetings before the meeting of the Voters Assembly at which the proposed amendment is to receive action. Due notice that a vote will be taken shall be given to the congregation. Any changes to these Articles shall not change their essential meaning. Should a dispute arise in the congregation that cannot be resolved internally, which God may mercifully prevent, the dispute resolution resources of the Pacific Southwest District shall be utilized.

BYLAWS TO THE CONSTITUTION OF ST. PAUL'S LUTHERAN CHURCH ORANGE, CALIFORNIA

ARTICLE 1: MEMBERSHIP

1.1 APPLICATION FOR MEMBERSHIP

An applicant for membership in the congregation shall consult the Senior Pastor or his designee who shall determine whether such applicant is eligible for membership in accordance with Article 4 of the Constitution. An applicant for Confirmed Membership who is not familiar with the doctrines and confessions of the Lutheran Church shall be required to attend a course of instruction and make profession of his/her faith either before the congregation or, at the Pastors' discretion, before other witnesses before being received as a member.

An applicant from a sister Lutheran congregation shall submit a letter of transfer from his/her former congregation to establish their eligibility for membership. In the case of an applicant whose previous membership in a sister Lutheran congregation has lapsed, the Pastor may require re-instruction prior to his/her re-affirmation of faith.

After the applicant has given satisfactory evidence to the Pastor of his/her eligibility, admission as a member is approved. The roster of new members shall be publicized in the various news media of the congregation.

ARTICLE 2: VOTING MEMBERSHIP

2.1 PRIVILEGES AND DUTIES OF VOTING MEMBERS

Voting members shall prayerfully and conscientiously consider all matters brought before them at a Voters Assembly Meeting before exercising their right to vote.

Voting members shall submit to the authority and rules of order concerning the conducting of the Voters Assembly Meeting. At all times, voting members shall treat each member with courtesy and respect as a brother/sister in Christ. Each voting member shall be willing to serve in any office or capacity using his/her God-given talents and abilities. Voting members shall make every effort to attend all Voters Assembly Meetings.

ARTICLE 3: TERMINATION OF MEMBERSHIP

3.1 TRANSFERS

A member in good standing desiring transfer to a sister Lutheran congregation shall request a letter of transfer from the Pastor(s). Upon request, a letter of transfer shall be issued in a timely manner. Their name(s) shall be removed from the membership list of this congregation**.**

3.2 JOINING A NON-FELLOWSHIP CHURCH

In cases where a confirmed member of this congregation has joined a congregation that is not in fellowship with this congregation, upon the decision of the Pastor(s), shall be deemed to have terminated their membership in this congregation forfeiting all rights and privileges of such membership. Their name(s) shall be removed from the membership list of this congregation**.**

3.3 WHEREABOUTS UNKNOWN

The names of members whose whereabouts are unknown and cannot be established within a period of twelve (12) months, upon the decision of the Senior Pastor, may be removed from the membership list of this congregation

3.4 SELF-EXCLUSION

A member may be removed from membership by the unanimous vote of the Board if the person has self-excluded him/herself from:

a. All St Paul's ministry events for a period of at least one year and
b. Making a financial contribution to the church for at least one year and
c. Responding to any communications from the church seeking to encourage his/her return

Such self-exclusion releases the individual from all responsibilities to this congregation. It also excludes the member from the privileges of church membership. However, such an individual will at all times be cordially welcomed to attend all worship services at St. Paul's Lutheran Church in Orange, California.

3.5 EX-COMMUNICATION

Ex-communication is to be applied to any member who conducts himself/herself in an un-Christian manner; i.e. to one who openly adheres to false doctrine, demonstrates evidence of an immoral and offensive lifestyle, or willfully disregards the preaching of the Gospel and the Lord's Supper. All discipline in this congregation shall be administered in accordance with the order of discipline laid down in Matthew 18:15-20, 1 Corinthians 5:1-5, and other related New Testament passages. The Senior Pastor shall administer church discipline on behalf of the congregation. The final step of Matthew 18:17 dealing with ex-communication shall be exclusively the responsibility of the Voters Assembly. A super majority vote of 2/3 is required to ex-communicate a member.

3.6 TERMINATION OF VOTING PRIVILEGES/VOTING MEMBER

Any voting member may lose his or her voting privileges and be removed from the Church's voting member roll in the following manner:

A. Upon the termination of the member;

B. Upon the request of the Board or its designee, if the Board or its designee finds that the member persistently fails to abide by the Constitution or these Bylaws in one or more material respects.

3.7 REINSTATEMENT OF MEMBERSHIP

Persons who have been removed from membership for whatever reason shall be restored with all rights and privileges when they ask for forgiveness from our Lord and the congregation through the Pastor(s) and with the approval of the Board. The act of restoration shall be made known to the congregation by whatever method the Pastor(s) and the Board deem most suitable.

Voting rights of reinstated members who were listed on the Church's voting member roll shall automatically be reinstated as voting members, added back onto the Church's voting member roll, and be immediately eligible to participate and vote at any regular and/or special Voters Assembly Meeting(s) subject to remaining a member of St Paul's and conditions set forth in its Constitution and Bylaws.

ARTICLE 4: MEETINGS OF THE CONGREGATION

4.1 VOTERS ASSEMBLY MEETING – REGULAR

A regular meeting of the Church members shall be held in June of each year. At the meeting the members shall review the Board's annual report for the Church's current fiscal year; adopt the budget for the Church's next fiscal year as submitted by the Board for the fiscal year beginning July 1st and ending June 30th of each year; elect positions on the Board as are being vacated (including Officer Positions); review and amend, if appropriate, the long-range plan of the Church and shall transact such other affairs as may properly come before the meeting.

The Board, by resolution duly adopted, shall determine the date, time and place of the regular meeting of the membership and shall cause notice of such meeting to be issued pursuant to the terms of Notice of Meetings below.

4.2 VOTERS ASSEMBLY MEETING – SPECIAL

Special meetings of the Church members may be called by the President, the Senior Pastor, a majority of the Board, or twenty percent (20%) or more of the voting members of the Church. The purposes of special meetings shall be stated when such meetings are called. Only those matters that are described in the notice of the meeting may be conducted at a special meeting. The minutes of every special meeting shall be provided at the first regular meeting following such special meeting.

4.3 NOTICE OF MEETINGS

Notice of meetings regular or special of the Voters Assembly shall be announced at all worship services and sent to voting members via U.S. mail or other appropriate means at least one (1) week prior to the meeting unless the Voters Assembly will consider the calling or removing of the Senior Pastor, the purchase, lease, mortgage, sale or other disposition of real estate, or the assumption of indebtedness secured by real estate, or an amendment of the Constitution or these Bylaws, notice of such agenda items must be provided at least two (2) weeks in advance of such meeting.

Included in the call of the meeting shall be the time, date, place and agenda for the meeting, which shall be available to the congregation before the meeting.

4.4 PLACE OF MEETINGS

All Voters Assembly Meetings shall be held at a reasonably convenient location on the campus of the Church, and such location shall be specified in the notice of the meeting.

The Board, by resolution duly adopted, may allow voting members to attend and participate in meetings using real-time electronic communication methods. Such methods if used must insure that only members in good standing may participate and voting members vote and those participants have the same opportunity to be heard as if in attendance at the meeting site. The Board may decide on a meeting by meeting basis to allow the use of such methods.

4.5 RULES AND PROCEDURES

All Voters Assembly Meetings shall be conducted in accordance with the current edition of Robert's *Rules of Order Newly Revised (RRONR)* and such other rules of procedure as may be allowed under such Rules and may be adopted from time to time by the Board. In particular, the Board may adopt such reasonable rules as the Board may deem necessary and appropriate, consistent with *RRONR*, to assure orderly and fair public comment at meetings of the members. *RRONR* may be suspended at Voters Assembly Meetings from time to time in accordance with the suspension provisions of such Rules.

The Board may hold informal open forums from time to time, for the benefit of Church members and participants, for the purpose of providing detailed information, and allowing detailed discussion and comment, on any matter pertinent to the ministry or affairs of the Church which may be too cumbersome for regular or special meetings of the members.

The President of the congregation (or Vice President when requested) shall preside over the meeting as Chair. It is his/her responsibility to make sure that the meeting is orderly and fair and in accordance with those rules or provisions set forth in the above paragraph and consistent with the Constitution and Bylaws. The chair of the meeting shall have the right to decide, without appeal, the order of business for such meeting and all procedural matters, including the right to limit discussion that is unreasonably cumulative, prolonged, or irrelevant. In matters not covered by the Word of God, the majority of the voting members present shall rule. There shall be no voting by proxy.

4.6 QUORUM

The voting members present at a properly called Voters Assembly Meeting shall constitute a quorum to do business. However, for the calling or removing of the Senior Pastor, for the purchase, lease, mortgage, sale or other disposition of real estate, for the assumption of indebtedness secured by real estate, or for amending the Constitution or these Bylaws, at least 35 voting members shall be required for a quorum.

4.7 MEMBERSHIP ROLLS

The Senior Pastor, or his designee, shall have the administrative responsibility of preparing and maintaining the rolls of all members of the Church showing the names and addresses of all such members. Such membership rolls shall be available for inspection by any member of the Church for the purpose of communication with such members concerning any matter attendant to the organization. The Church's Secretary shall have the administrative responsibility of preparing and maintaining a roll of all voting members of the Church showing the names and addresses of the voting members and if provided email or other electronic address used for official notifications related to Church business. Such information may only be used for Church-related business and activity and as otherwise restricted by any Privacy Policies currently in effect.

ARTICLE 5: VOTING MEMBERSHIP POWERS

5.1 POWERS VESTED IN

The voting members shall have the ultimate power in the administration and management of all the Church's spiritual and material affairs. Any decision or enactment that is contrary to the Word of God and the Confession of Faith (Article 2 of the Constitution) shall be null and void. No decision, enactment or performance in behalf of the Church shall be valid unless it shall have been enacted or performed according to a general or special power conferred by the voting members at a Voters Assembly Meeting. Reference is hereby made to Article 5 Section 5.2 of the Constitution, pursuant to which the voting members have conferred, with certain limitations, general powers and authorities upon the Board. Any one or more members of the Board, including any Board member who is an Officer of the Church, may be removed from the Board, and if applicable such office, at any time, for any reason, by a majority of the Voters Assembly of the Church at a duly called Voters Assembly Meeting. However, a Pastor may only be removed from his office in the manner provided for in the Constitution and these Bylaws.

ARTICLE 6: BOARD OF DIRECTORS

6.1 GENERAL POWERS AND RESPONSIBILITIES

The Board shall be responsible for exercising, on behalf of the voting members of the Church, all of the powers, authorities, rights and privileges that are delegated to it in the Constitution and/or these Bylaws. The Board may further do all acts or things to carry out or implement any actions taken or resolutions adopted by a Voters Assembly Meeting, except that the Board may not exercise any of the powers reserved to the voting members pursuant to Article 5 of the Constitution. Without limiting the generality of the foregoing and subject to the limitations set forth in Article 6 of the Constitution, the Board shall:

A. Provide oversight in the implementation of the mission of the Church in cooperation with Church staff and laity,

B. Provide oversight in the development of and modify, as needed from time to time, the vision, strategies, policies and long range plans of the Church,

C. Provide oversight in the business and financial affairs of the Church, and help foster and develop good stewardship in the Church,

D. Review and finalize the annual budget and present the same to a Voters Assembly Meeting for approval,

E. Provide oversight, including financial oversight, over all staff, committees, boards, and ministry teams of the Church through the Senior Pastor,

F. Exercise such emergency powers as may from time to time be needed, including the power to borrow or expend funds annually up to five percent (5%) of the Church's annual budget without further approval from a Voters Assembly Meeting, provided such action is reported to the voting members within fourteen (14) days,

G. Appoint a nominating committee to develop a slate of candidates for election to the Board, such committee to consist of two Board members and three non-Board members. Any voting member may recommend a nominee,

H. Create committees, teams and organizations as the Board may deem necessary or prudent to further or facilitate the satisfaction of its responsibilities hereunder, and appoint members thereto,

I. Provide for and maintain communications with all members of the Church,

J. Annually review and establish the salary and compensation of the Senior Pastor,

K. Serve as trustees of the Church in all civil and legal matters,

L. Conduct all annual and special meetings of the members through the appropriate Officers of the Church,

M. Provide oversight for the maintenance of all Board policies in a Board Policy manual,

N. Strive to involve laity in the ministries and activities of the Church and to make full and best use of the wide range of spiritual gifts available in the membership,

O. Provide for the general welfare and maintenance of all properties of the Church,

P. Provide oversight in the extension of calls to called staff other than the Senior Pastor, and establish call policies and procedures to govern all calls issued by the Church,

Q. Oversee the St. Paul's Church Endowment Fund, and create and oversee special purpose endowment funds of the church pursuant to Article 10 of these Bylaws,

R. Render interpretations and rulings regarding the Constitution and Bylaws, church operations, employee operations and/or Policy manual(s) inclusive of jurisdictional disputes within or between other committees, ministries, church organizations, etc.,

S. Provide a Board member familiarization process inclusive of but not limited to reading material, articles, training material etc., that are sufficient to help new Board members understand what an effective Board is and its operation,

T. Shall on a periodic basis review the Constitution and its Bylaws and where necessary, especially where issues and/or ambiguities are known, see that they are addressed per the amending procedures defined in the Constitution and its Bylaws

U. Shall in conjunction with the Principal develop such polices as necessary for the general administration of the schools of the church.

6.2 RESPONSIBILITIES OF INDIVIDUAL BOARD MEMBERS

As members of the Board each individual is expected to make the needed commitment to be actively engaged in the matters of the board and its conduct. Individuals serving on the Board as elected and authorized by a Voters Assembly Meeting of the Church shall conduct themselves in the following manner:

A. Regularly attend church services,

B. Contribute financially to the Church, preferably, one who tithes,

C. Attend all board and committee meetings and functions, and be prepared to participate,

D. Commit themselves to understanding the principles and operations of an effective governing Board by reading and becoming familiar with materials provided them, attending seminars and/or work sessions sponsored by the Board, or at one's own initiative to further such knowledge,

E. Stay informed about board and committee matters; review minutes and reports,

F. Stay informed about the Church's mission, services, policies, and programs,

G. Follow developments in the community, economy, government, etc. that may affect the Church,

H. Serve on committees and offer to take on special assignments,

I. Become thoroughly familiar with the Church's Constitution and its Bylaws,

J. Participate in Church fundraising,

K. Inform others about the Church and the activities of the Board,

L. Get to know other members; build working relationships that contribute to consensus,

M. Suggest board nominees who can make significant contributions to the work of the board and the Church,

N. Follow conflict of interest and confidentiality policies,

O. Assist the board in carrying out its fiduciary responsibilities.

6.3 NUMBER AND QUALIFICATIONS

The Board shall be composed of eleven (11) voting members. The voting members shall consist of six (6) elected members-at-large and five (5) voting members, who shall be the President, Vice President, Treasurer and Secretary of the Church, and the Senior Pastor. All members of the Board, exclusive of the Senior Pastor, shall be elected at a Voters Assembly Meeting, except that vacancies may be filled by the Board on an interim basis as otherwise provided for herein. Each member of the Board must be or become a voting member of the Church at the time of election or appointment. All members of the Board shall provide an express commitment to be fit and qualified to serve as overseers of the Church under the terms of *1 Timothy 3.*

6.4 ELECTION AND TERMS OF OFFICE

Members of the Board shall be elected at the annual Voter's Meeting. The following election and term guidelines shall apply:

A. The members-at-large and officers of the Board shall have terms of two (2) years each and each may succeed oneself indefinitely, provided the member is willing and able to serve.

B. Three members-at-large shall be elected in even numbered years and three members-at-large shall be elected in odd numbered years.

C. The President shall be elected in odd numbered years.

D. The Vice President shall be elected in even numbered years.

E. The Treasurer shall be elected in even numbered years.

F. The Secretary shall be elected in odd numbered years.

G. Members of the Board shall serve until their successors shall have been duly elected and qualified. Each term of office shall commence on July 1 following the annual election of members.

H. No employee or immediate family member of an employee of the Church or immediate family member of an existing member of the board shall be permitted to serve as an Officer of the Church or a member-at-large on the Board.

6.5 VACANCIES, RESIGNATIONS AND REMOVALS

Any vacancy in any position on the Board, including (if applicable) an officer of the Church (other than the Senior Pastor's office, the vacancy of which is governed by Section 6.14.0), shall be filled by the Board's appointment of a person who satisfies the qualifications for such position/office under Section 6.3.0. The person so appointed shall serve for the remainder of the unexpired term of the person replaced, unless such person shall be replaced at the next regular or special Voters Assembly Meeting. A Board member may resign at any time by delivering written notice of his or her resignation to the Board, the President, the Vice President, or the Secretary. Any such resignation shall be effective when so delivered, unless the notice thereof specifies a later effective date. If the resignation is made effective as of a later date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor shall not take office until the effective date of the resignation.

Any Board member, other than the Senior Pastor, may be removed from office at any time by a majority vote of the Board members if such Board member:

- fails to become or remain a voting member of the Church or
- fails to attend at least two-thirds of the meetings of the Board annually or
- exhibits a scandalous life, or
- persistently adheres to false doctrine, or
- willfully neglects official duties or
- is unable or fails to perform official duties.

If such Board member is an Officer of the Church such removal shall have the effect of removing such Board member from such office. Any vacancy on the Board and/or an office of the Church created by such removal shall be filled as otherwise provided herein.

6.6 MEETINGS; QUORUM

The Board shall establish regularly scheduled meetings, to be held at least quarterly. Special meetings of the Board, over and above the regularly scheduled meetings of the Board, may be called by the President, the Senior Pastor or any three (3) members of the Board. All regularly scheduled Board meetings shall be held at a reasonably convenient location on the campus of the Church, and such location shall be specified in all standing, posted and distributed notices of such meetings. Subject to the terms of Section 6.13.0, all meetings, records, votes, actions and deliberations of the Board shall be open to the members of the Church. Six members of the Board shall constitute a quorum for any duly called meeting of the Board.

6.7 ACTION OF BOARD

The affirmative votes of a majority of the members of the Board present at a meeting of the Board at which a quorum is present shall be the act of the Board, unless the affirmative vote of a greater number is required by the Constitution or these Bylaws. No member of the Board may act by proxy on any matter.

6.8 INFORMAL ACTION BY UNANIMOUS CONSENT OF BOARD

Any action of the Board may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all of the members of the Board entitled to vote with respect thereto and/or is approved by all of such Board members by electronic transmission or facsimile. Any action so taken shall be effective when all members of the Board have signed and/or acknowledged consent (unless the consent specifies a different effective date, in which event such date shall apply) and such consent shall have the same effect as a unanimous vote of the Board at a meeting duly held.

6.9 CONDUCT OF MEETING

The President shall act as chair of all meetings of the Board and in his/her absence the Vice President shall so act. The Secretary or, in the Secretary's absence, a person appointed by the chair of the meeting shall act as secretary of the meeting and shall keep minutes of the meeting. The minutes of the meeting shall include the date, time and place of the meeting, the Board members present, the Board members absent and a record of the votes taken and actions adopted at the meeting. The chair of the meeting shall have the right to decide, without appeal, the order of business for such meeting and all procedural matters, including the right to limit discussion that is unreasonably cumulative, prolonged, or irrelevant.

6.10 NOTICE OF MEETINGS

No notice of any regular meetings of the Board need be given to any member of the Board after the adoption of a resolution by the Board setting forth the schedule for such meetings and the recordation of the schedule in the minutes of the Board. Notice of any special meeting of the Board shall be given in writing at least three (3) days prior thereto to each member of the Board at his address (mailing, business, home or email address) set forth in the official records of the Church, such notice to be provided by personal delivery, U.S. mail, email or facsimile transmission. Notwithstanding the foregoing, in all events notice of the time, date and place of each meeting of the Board, and its tentative agenda, shall be posted on a bulletin board or other prominent place on the Church campus easily accessible to the members of the Church and clearly designated for that purpose, such notice to be posted at least forty eight (48) hours prior to the commencement of such meeting; provided, however, if it is necessary, for good cause, to hold a meeting on less than forty eight (48) hours' notice, the nature of the good cause justifying departure from the normal notice requirements shall be stated in the minutes of the meeting.

6.11 MEETING PARTICIPATION OTHER THAN IN PERSON

The Board may permit any or all of the Board members to participate in a meeting (whether regular or special) by, and may conduct the meeting through use of, any means of communication by which all Board members participating may simultaneously hear each other during the meeting. A Board member participating in a meeting by this means shall be deemed to be present in person at the meeting. In the event that participation is other than in person, should the means by which such participation occur fails to provide member(s) continued and uninterrupted service to fully interact as if physically present at said meeting then the following shall apply and may not be set aside:

A. The Board shall establish a time limit for such communications to be reestablished. The acting chair may allow at his/her discretion a reasonable extension to this time.
B. If communications cannot be reestablished and the number of participating members falls below the number designated for a meeting quorum the meeting will be considered suspended and no additional business shall be conducted.
C. If communications cannot be reestablished and the number of remaining participants is still sufficient for a meeting quorum, the acting chair may make a motion to continue or adjourn the meeting. A majority of the remaining members participating shall rule so long as the rules for a quorum are met.
D. Under any of the above conditions any matter duly considered and resolved including a vote is to be considered an official action of Board.

6.12 COMPENSATION; REIMBURSEMENT OF EXPENSES

No member of the Board shall receive compensation for his or her service in such office. The Board members shall be reimbursed, however, for their reasonable and necessary expenses incurred in rendering service to the organization to the extent such expenses are incurred in compliance with any applicable budget limitations or are otherwise approved by the Board.

The Board may provide liability and indemnification coverage limited to those actions of a board member acting in their official capacity as a Board member. Such coverage may be provided if it is included in the approved annual budget. The Board members may at any time and if not otherwise provided obtain such coverage at their own expense.

6.13 BOARD PROCEDURES

The Board shall maintain a policy manual in which shall be set forth all policies adopted by the Board. In addition, the minutes of the Board's meetings shall be maintained; provided, however, those minutes of closed meetings may be separately maintained on a confidential basis. A copy of the Board policy manual and all updates shall be provided to any member of the Church upon request.

6.14 CLOSED MEETINGS AND RECORDS

Except as set forth in this Section 6.13.0, all meetings, records, votes, actions and deliberations of the Board and any of its committees acting in its name and behalf shall be open to the members of the Church. The Board and its said committees shall be permitted to close meetings, records and votes if they address:

A. Legal actions, causes of action or litigation involving the Church, and confidential or privileged communications between the Church and its attorneys; provided, however, that any minutes or vote relating to litigation involving the Church shall be made public upon final disposition of the matter voted upon; provided further, however, that legal work product shall always be considered and remain a closed record;

B. Leasing, purchase or sale of real estate as approved by a Voters Assembly where public knowledge of the transaction might adversely affect the legal consideration therefore; provided, however, that any minutes or vote or public record approving a contract relating to the leasing, purchase or sale of real estate by the Church shall be made public upon execution thereof;

C. Hiring, firing, disciplining or promoting of particular employees of the Church when personal information about the employee is discussed or recorded (and for purposes of this subparagraph, the term "personal information" shall mean information relating to the performance or merit of individual employees); and

D. Individually identifiable personnel records, performance ratings or records pertaining to employees or applicants for employment.

E. Other issues where not closing the meeting would prevent the open and honest discussion and debate required for the effective functioning of the Board.

For purposes of this Section 6.13.0, a "meeting" of the Board or any of its said committees shall not include an informal gathering of members of the Board or committee for ministerial or social purposes when there is no intent to avoid the general intent of these Bylaws that meetings, records, votes, actions and deliberations of the Board and its committees be open to the members of the Church. A meeting or vote may be closed only upon the affirmative public vote of the majority of the quorum of the Board or committee present at a duly called public meeting, and the specific reason for closing the meeting or vote must be announced publicly and entered into the minutes of the

public meeting. Minutes of closed meetings and votes shall be maintained but shall be kept closed and confidential pursuant to the terms of this Section.

6.15 VACANCY IN THE OFFICE OF THE SENIOR PASTOR

Any vacancy in the office of the Senior Pastor may be filled on a temporary basis by appointment of the Board. Any person so appointed shall be qualified to serve as Senior Pastor under the terms of Article 6 of the Constitution. Any such appointee shall fill such vacancy only until such time as the appointee shall be replaced by the Church membership at a regular or special meeting of the Voters Assembly.

6.16 EXECUTIVE COMMITTEE

The Church Officers and the Senior Pastor shall constitute the executive committee of the Board. During intervals between meetings of the Board when an immediate decision or action is required, and subject to such limitations as may be imposed by law, the Constitution, these Bylaws, or any resolution of the Board, the Executive Committee shall have and may exercise the authority of the Board in the management of the business and affairs of the Church. No action shall be taken which conflicts with the express rules, policies, resolutions or procedures of the Board, any action taken shall be reported to the Board within a period of three days, and the Board shall have the power and authority to overturn, set aside or amend any action taken by the Executive Committee except to the extent any third party has relied in good faith on the action so taken.

ARTICLE 7: OFFICERS

7.1 GENERAL

The Officers of the Church shall consist of a President, Vice President, Treasurer and Secretary.

7.2 VACANCIES; RESIGNATIONS AND REMOVALS

Any vacancy in any office shall be filled by the Board for the remainder of the unexpired term of the Officer replaced, unless such position shall be re-filled by the membership at its next regular or special meeting; provided, however, that in the event of a vacancy in the office of the Presidency, such office shall be automatically filled by the Vice President.

7.3 DUTIES OF OFFICERS

The principle administrative duties of Church Officers shall be as hereafter set forth:

A. The President shall:
    a. Preside at all Voters Assembly Meetings, the Board and the Executive Committee
    b. Report to the congregation at all meetings
    c. Sign all legal documents in behalf of the Church along with the Secretary
    d. Call meetings of the Board and special meetings of the congregation as he/she deems necessary; and
    e. Perform such other duties as shall be assigned by the Board.

B. The Vice President shall:
    a. Perform the duties of the President during his/her absence or inability to serve
    b. Automatically fill the office of the Presidency for the remainder of that term in the event of a vacancy in that office
    c. Perform such other duties as shall be assigned by the Board.

C. The Secretary shall:
    a. Record the minutes at Voters Assembly Meetings, the Board and the Executive Committee and make them available to the membership as required hereunder;
    b. Prepare and maintain a roll of all voting members of the Church showing the names and addresses of the voting members;
    c. Record attendance of voting members at all Voters Assembly Meetings;
    d. Conduct the official correspondence of the congregation and the Board not otherwise provided for and retain a permanent file of copies of such correspondence;
    e. See that all notices are duly given in accordance with the provisions of these Bylaws;
    f. Be the custodian of the corporate records and certify the Bylaws, the resolutions of the Voters Assembly and the Board, and other documents of the Church as being true and correct copies thereof: and
    g. Perform such other duties as shall be assigned by the Board
    h. Sign all legal documents along with the president

D. The Treasurer shall;
    a. See that a fidelity bond, the amount of which shall be fixed and the premium of which shall be paid by the Church, is obtained for all staff and volunteers handling church funds
    b. Review the Church's financial reports presented to the Board and the Voters Assembly from time to time
    c. Report to the voting members at all Voter Assembly Meetings
    d. See that all financial records of the Church are submitted for an audit. An annual internal financial audit shall be performed with an external audit to be done as deemed necessary by the Board
    e. See that the policies of the Church relating to the extension of credit to or by the Church, the maintenance of adequate insurance by the Church and other financial matters pertaining to the Church are carried out; and
    f. Perform such other duties as shall be assigned by the Board.

ARTICLE 8: PASTORAL OFFICE AND OTHER CALLED STAFF POSITIONS

8.1 THE PASTORAL OFFICE IN GENERAL

The pastoral office is the authority conferred upon pastors by God, through a call of the Church, to exercise in public office the common rights of spiritual priesthood in behalf of all. The pastoral office is the primary office in the Church from which all other offices of the Church issue. The pastoral office shall only be conferred upon those persons who satisfy the qualifications for such office set forth in Article 6 of the Constitution. Upon being installed to serve as a pastor of the Church, a pastor shall be authorized and obligated to proclaim to its members and others, jointly and severally, the Word of God in its full truth and purity as contained in the Confession of Faith set forth in Article 2 of the Constitution. Any such pastor shall further be authorized:

A. To regularly conduct worship services and administer the Sacraments in accordance with their divine institution

B. To teach and preach the Word of God and proclaim the Gospel of our Lord and Savior, Jesus Christ

C. To discharge toward all members the functions of ministers and curators of their souls in an evangelical manner; in particular, to visit the sick and dying and to admonish indifferent and erring members

D. To spiritually guard the welfare of the congregation and others during their preparation for acceptance of Holy Communion

E. To guide the congregation in applying the divinely ordained discipline of the Church

F. To provide spiritual leadership and oversight in all agencies, committees, ministry teams and organizations of the Church; and

G. To serve as examples by Christian conduct and to do all that is possible for the building up of the congregation and for the advancement of the Kingdom of Christ.

8.2 CALLING OF PASTORS (MINISTERS OF RELIGION ORDAINED)

The right of calling a Pastor shall be vested only with the Voters Assembly and shall never be delegated to a smaller body or to an individual. The calling of a Pastor shall be undertaken in the following manner:

A. The Board shall assemble a list of suitable pastoral candidates and shall solicit input from the congregation in doing so.

B. The President of the District in which the congregation is placed shall be notified so that he may assist in temporarily filling the vacancy and also give assistance in regard to the calling of a new pastor by nominating additional candidates and evaluating those already nominated.

C. From the list of suitable pastoral candidates, the Board shall prayerfully evaluate and consider the suitability of the candidates and prepare a list of recommended candidate(s) for submittal to a vote at a Voters Assembly Meeting.

D. The selection of the person to receive the call of Pastor shall be by written ballot of the Voters Assembly.

E. The pastoral candidate receiving a majority of the votes cast at any Voters Assembly Meeting duly called and held as provided herein (provided it complies with the special notice requirements of Section 4.5.0 meetings special, and the special quorum requirements of Section 4.6.0 of these Bylaws) shall be declared selected. Following the majority vote the President may, at his or her discretion, call for unanimous acclamation of the vote.

F. The terms of the call shall be fixed by the Board.

For the purpose of calling a Pastor the Board may establish a vetting process and assign such activity to a pastoral call committee for this express purpose. If used, such call committee is expected to make its recommendation to the Board as to its findings and at the time(s) specified by the Board. Such findings and recommendations are non-binding and without any authority to act in any capacity whatsoever. The Board may without appeal accept or ignore such information at its discretion.

8.3 REMOVAL OF A PASTOR

The removal of a Pastor may be undertaken if sufficient grounds exist under Section 5.5 of the Constitution. Charges on any of these counts shall be carefully investigated and weighed by the Board. Should such charges be substantiated by clear evidence, the individual involved shall first be given an opportunity to resign. Such opportunity having been given and declined, the Board shall, after consultation with the appropriate officers of the District in which the congregation is placed, notify the members of the situation, and submit the matter for action at a special meeting of the voters. A majority of the votes cast at a Voters Assembly Meeting duly called and held as provided herein (provided it complies with the special notice requirements of Section 4.5.0 meetings special, and the special quorum requirements of Section 4.6.0 of these Bylaws) shall be required to depose the Pastor.

8.4 CALLING AND REMOVING CALLED STAFF OTHER THAN THAT OF PASTOR

The right of calling a person other than the office of Pastor, shall be vested in the Board and subject to the rights reserved to the voting members. The calling of such staff shall be undertaken in accordance with the call procedures established by the Board. The Board's call procedures for a called staff person other than the Pastor shall be designed to include the following elements:

A. A process for assembling a list of the most qualified candidates available with the skills, talents and gifts needed for the area of ministry to be served

B. Notification of the President of the District in which the congregation is placed so that he may assist in temporarily filling the vacancy and also give assistance in regard to the calling of other staff

C. The solicitation of input from the Senior Pastor and the other staff

D. The consideration of the compatibility of the candidates, and their respective leadership styles, skills, talents and gifts, with the Senior Pastor and the other staff

E. The publication of notice to the members that the Board is considering the extension of a call, which notice shall include a description of the position to be filled, an invitation for the members to submit names of potential candidates, an invitation for the members to express support for and/or dissent from the calling of particular candidates, and a request that the members prayerfully support the Board's call deliberations.

F. A requirement that the call be extended to the call candidate who receives a majority of the votes cast at a Board meeting duly called and held as provided herein except that the Board authorizes the Principal to create a policy to fill an open called teaching position; and

G. A requirement that the terms of the call be fixed by the Board, in cooperation with the Principal in the case of called school staff, consistent with applicable synodical guidelines and congregational human resource policies

St Paul's human resource policies and procedures will address an ongoing process of staff review and evaluation. Provision for dispute resolution will be consistent with synodical guidelines.

Subject to the rights reserved to the voting members, the removal of a called staff person other than a Pastor may be undertaken by the Board if sufficient grounds therefore exist under 5.5 of the Constitution. Charges on any of these counts shall be carefully investigated and weighed by the Board. Should such charges be substantiated by clear evidence, the individual involved shall first be given an opportunity to resign. Such opportunity having been given and declined, the Board shall, after consultation with the appropriate officers of the District in which the congregation is placed, depose the called staff person upon the affirmative vote of a majority of the votes cast at a meeting of the Board duly called and held as provided herein.

8.5 VACANCIES

Any vacancy in the office of the Senior Pastor may be filled on a temporary basis in the manner provided for in Section 6.14.0 of Article 6 hereof. Any vacancy in any other pastoral office may be filled on a temporary basis by appointment by the Senior Pastor; provided, however, that any person so appointed must qualify to serve as a pastor under the terms of Article 6 of the Constitution. Any such temporary appointee shall fill such vacancy only until such time as the appointee shall be replaced pursuant to the call procedures provided for elsewhere herein.

ARTICLE 9: STAFF AND MINISTRY TEAMS

9.1 STAFF AND MINISTRY TEAMS

The Senior Pastor may, within budgeted guidelines, establish other staff positions with the Church as he may deem necessary or appropriate to manage and oversee the business and administration of the Church. . The Senior Pastor, with the assistance of one or more staff members designated by the Senior Pastor, shall oversee the performance of all staff. The Board shall oversee the Senior Pastor. The Senior Pastor, with the leadership and assistance of his staff, shall administer, implement, manage and oversee the ministry and business operations of the Church, and shall do so under the authority of, and in accordance with the vision, strategies, policies and guidelines of the Board. The Senior Pastor and staff shall carry out their responsibilities through ministry teams of staff and laity which they organize and lead.

9.2 SENIOR PASTOR DUTIES

The Senior Pastor shall be a voting member of the Board, and shall be the director of ministries and the chief executive of the Church. The Senior Pastor shall have authority over all staff of the Church, including the other called workers on staff, subject to the terms of any applicable calls and contracts. The Senior Pastor shall be subject to the authority of the Board in all matters. The Senior Pastor may, within budgeted guidelines, hire, engage and appoint such staff and other persons as he deems appropriate to help run, administer, oversee and implement the day to day ministries and operations of the Church. The Senior Pastor shall be responsible for all ministry and business operations of the Church. Without limiting the generality of the foregoing, the Senior Pastor shall:

A. Oversee the discharge of the authorities of the pastoral office as set forth in Section 8.1.0 of Article 8 of these Bylaws

B. Generally oversee and be responsible for the administration, implementation, management and oversight of the ministry and business operations of the Church

C. Supervise, manage and oversee all staff of the Church

D. See to the shepherding of the Church members in areas of spiritual and physical care and social and general welfare

E. Strive to cultivate peace, love and harmony among the Church members, and strengthen the ties and fellowship of the members

F. Provide for effective and appropriate communications between the Church and its members

G. Oversee the planning and implementation of the worship services of the Church

H. Oversee the Church's efforts to bring the Gospel to the lost, to assimilate new Church members, and to strengthen the faith of the members

I. Oversee the Christian instruction of Church members

J. Oversee the administration of the financial affairs of the Church, help foster and develop good stewardship in the Church, and oversee all stewardship and fundraising campaigns of the Church

K. Assume the leadership role in initiating direction and development of the vision and long-range plans of the Church.

ARTICLE 10: ENDOWMENT FUND

10.1 NAME

This congregation shall have a Congregational Fund. The Fund shall be called ST. PAUL'S LUTHERAN CHURCH ENDOWMENT FUND. It shall be one of the funds of this congregation.

10.2 GENERAL PURPOSE

A. This Fund's purpose shall be to receive gifts and bequests and to use them for the mission and ministry of ST. PAUL'S LUTHERAN CHURCH in ORANGE, CALIFORNIA and THE LUTHERAN CHURCH--MISSOURI SYNOD, its districts, seminaries, colleges, institutions or agencies.

B. Both the principal and income from unrestricted gifts and bequests to the Fund are to be used for the uses, projects and programs recommended by the Board and approved by a majority of the Voters Assembly, provided that the uses, projects and programs shall be consistent with the general purpose for which this fund has been established.

C. The Board shall make, at least annually recommendations to the Voters Assembly for distribution of the income and/or principal of the Fund for the designated uses, projects and programs. None of the income or principal from unrestricted gifts shall be distributed to the congregation's operating budget, except as herein after set forth. The distribution of the income and/or principal from unrestricted gifts for the purposes other than the operating budget shall be determined by a majority of the Voters Assembly.

   In the initial 3 years of a new congregational program or project which is normally funded by the operating budget, the income and principal of the Fund may be used on a proportionally decreasing basis so that by the 4th year, if not sooner, the new program or project is fully supported by the operating budget.

D. Gifts and bequests may be made upon special terms or conditions or containing limitations or directions as to the investment or use of the substance of the gift, the use or accumulation of the income, provided that such are acceptable to ST. PAUL'S LUTHERAN CHURCH in ORANGE, CALIFORNIA.

10.3 OVERSIGHT AND INVESTMENT

A. The Board shall promote and manage the Fund and shall provide at least annually a written financial report of the Fund to the Voters Assembly.

B. The Board, if it deems it to be in the best interest of the congregation, may recommend that the assets of the Fund be delivered to THE LUTHERAN CHURCH--MISSOURI SYNOD FOUNDATION and/or THRIVENT FINANCIAL for LUTHERANS for investment management. Any agreement entered into for the management of the Fund shall be valid only if approved by a two thirds (2/3) majority of the votes cast at a duly called and constituted meeting of the Voters Assembly.

ARTICLE 11 AMENDMENT OF BYLAWS

The Voters Assembly may amend these Bylaws by a majority vote of the votes cast provided that the proposed amendment has been included in the call of the meeting.