

Grace Lutheran Church  
of  
Huntington Beach,  
California

Bylaws

Council Approved - November 20, 2005

**NOTE: The model ELCA Constitution allows for a set of Bylaws to be developed by a Congregation. For small Congregations, the model even provides a pro-forma set of Bylaws in section 10-14. For larger Congregations, however, it often makes sense to split the Bylaws into a separate document for ease of managing the operations of the church. This is the approach that this Congregation has chosen.**

**Codification**

The numbering within the Bylaws is related to the ELCA model Constitution. The ELCA model Constitution uses the letter C to designate Constitutional sections, and the Bylaws use a B.

Thus in the Bylaws, it is possible to have non-consecutive paragraphs. For example, following section B2.03, the next section is B6.01 as there are no Bylaws related to C3, C4, or C5.

Sections C10-C14 of the Constitution are expressly delegated to these Bylaws.

**Chapter 1.**

**NAME, INCORPORATION, LOCALE**

**B1.01.** Grace Lutheran Church's principal office is fixed and located at 6931 Edinger Avenue in Huntington Beach, California.

**B1.02.** The Congregation Council (herein also referred to as the "Council") is granted full power and authority to change said principal office from one location to another with the approval of the Congregation.

**B1.03.** Branch or subordinate offices may be established at any time by the Council at any place or places.

**Chapter 2.**

**CONFESSION OF FAITH**

**B2.01.** The Congregation Council shall maintain a teaching statement as a Continuing Resolution. All teachers and leaders of this Congregation and schools, paid or volunteer, are required to teach in accordance with this teaching statement. This teaching statement shall include a high view of scripture which includes the phrase "without error in the original manuscripts."

**B2.02.** Communion participation policies shall be set by the senior pastor and subject to oversight by the Congregation Council.

**B2.03.** The Congregation Council shall continue to update the core values of this Congregation. The Congregation Council shall continue to be responsible for seeking the Lord's vision for this Congregation.

## **Chapter 6**

### **CHURCH AFFILIATION**

**B6.01.** This Congregation is not subject to any policy or decision of the Evangelical Lutheran Church in America if that policy or decision directly contradicts the explicit Evangelical Lutheran Church in America Constitutional statement that: "This Congregation accepts the canonical Scriptures of the Old and New Testaments as the inspired Word of God and the authoritative source and norm of its proclamation, faith, and life."

*(Editor's note: we need to protect the Congregation from decisions made at other levels of the denomination which are not consistent with the Bible).*

**B6.02.** The hierarchy of documental authority in this Congregation shall be, from most authoritative to least: The Bible, The Augsburg Confession, the Constitution of this Congregation, the Bylaws of this Congregation, and the Continuing Resolutions of this Congregation.

## **Chapter 8**

### **MEMBERSHIP**

**B8.01.** Any policies on membership in addition to those as stated in Chapter 8 of the Constitution of this Congregation shall be set forth in a Continuing Resolution by the Congregational Council.

**B8.02.** Voting members of this Congregation shall be at least 18 years of age.

## **Chapter 9**

### **PASTORAL MINISTRY**

**B9.01.** The Congregation Council reserves the right to hire and/or appoint as volunteers non-called clergy in non-senior-pastor roles for hospital and home visitation and/or pastoral acts.

*(Editor's note: Grace has a long tradition of non-called, hired visitation/emeritus pastors)*

**B9.02.** No associate pastor shall be proposed to or called by this Congregation for vote without approval of the senior pastor and a majority of the Congregation Council.

*(Editor's note: Unity on the pastoral team is essential.)*

**B9.03.** The Congregation Council reserves the right to appoint persons they deem qualified to perform pastoral acts to assist the work of the ordained and/or rostered pastors of this Congregation. These non-ordained persons may operate under the title “pastoral minister.”

*(Editor’s note: This would include those trained to bring communion to shut-ins, those leading pre-marriage and marriage ministries, those providing communion at retreats, etc. etc.)*

**B9.04.** Pastoral record keeping or parts of it may be delegated to clerical staff.

## **Chapter 10**

### **CONGREGATION MEETINGS**

The phrase “Congregational Meeting” refers to either the Annual Congregational Meeting or a Special Congregational Meeting. The phrase “Regular Meeting” equates to “Annual Congregational Meeting”.

**B10.01.** A quorum at a properly called Congregational Meeting shall consist of the lesser of either 50 voting members present at the outset of the meeting or 10% of all voting members. *(Editor’s note: We cannot penalize the people who show up because of those who do not. We will strive for increasing participation at meeting; this participation is not encouraged by a quorum which may not be reached)*

**B10.02.** Approval of all motions at Congregational Meetings shall be by majority vote of the quorum, except as otherwise provided in the Constitution or by California state law.

**B10.03.** Voting by proxy or by absentee ballot shall not be permitted.

**B10.04.** Notice of Congregational Meetings shall be given at weekend worship on the preceding two weekends before the meeting and/or in the church newsletter, activity calendar, or other regular publication of a preceding month and/or by regular mail to all members (as of the latest mailing list).

**B10.05.** Robert’s Rules of Order, latest edition, shall govern parliamentary procedure of all Congregational Meetings.

### **ANNUAL CONGREGATIONAL MEETING**

**B10.06.** The Annual Congregational Meeting will be held no earlier than January 15<sup>th</sup>, and no later than February 15<sup>th</sup> of each calendar year.

**B10.07.** All new business proposed by a voting member of the Congregation for the agenda must be submitted to the Congregation Council in writing and in person at any regularly scheduled Congregation Council meeting preceding the meeting.

### **B10.08. Responsibilities of the Officers Preceding the Annual Congregational Meeting**

**B10.08.01.** The items listed below and identified as being provided before the meeting shall be posted electronically on the website of the Congregation with the timing defined below. Paper copies of the items will be available by request in the church office on the next regular working day after the electronic posting. Neither the minor and/or non-flagrant tardiness, nor the temporary outage of the web server, in the posting of, or access to, these items shall render the meeting invalid.

**B10.08.02.** The Officers shall provide an agenda for the meeting at least one week in advance of the meeting. The agenda shall include, but is not limited to:

- Approval of minutes

- Annual financial report
- Election of nominees from the approved slate
- Approval of proposed budget

**B10.08.03.** The secretary will provide minutes from Congregational Meetings of the preceding year by December 15 of the year preceding the meeting.

**B10.08.04.** The treasurer will provide an annual financial report no later than one week before the meeting.

**B10.08.05.** The Congregation Council will provide a slate of nominees for all elected positions (see sections B11.01.01 and B12.01.02) by December 15 of the year preceding the meeting.

**B10.08.06.** The Council shall provide the proposed budget (see section B12.04.02) by January 8th.

### **SPECIAL CONGREGATIONAL MEETINGS**

**B10.09.** A Special Congregational Meeting may be called by the senior or acting senior pastor, the Congregation Council, or the President of this Congregation.

**B10.10.** A Special Congregational Meeting shall be called by the President of the Congregation upon the written request of 10% of the voting members.

**B10.11.** A Special Congregational Meeting shall address only the purpose(s) for which it was called and no other business shall be transacted.

### **B10.12. Responsibilities of the Officers Preceding a Special Congregational Meeting**

**B10.12.01.** The call for a Special Congregational Meeting shall specify the purpose(s) for which it is to be held.

**B10.12.02.** The Officers shall provide an agenda for the meeting at least one week in advance of the meeting. The agenda shall include the purpose(s) for which it is to be held.

## **Chapter 11 OFFICERS**

### **B11.01. Officers and How they are Chosen**

**B11.01.01.** The Officers of the Congregation shall be:

- President
- First Vice President
- Second Vice President
- Secretary
- Treasurer

**B11.01.02.** The Officers of this Congregation shall be elected annually (see section B10.08.02). The Officers shall be voting members of the Congregation. The Officers of the Congregation shall be the Officers of the Congregation Council. The Officers shall serve for one year or until their successors are elected at the next annual meeting. Their terms shall begin at the close of the annual meeting at which they are elected. Term limits shall be specified in the Continuing Resolutions. No Officer shall hold more than one elected office at a time.

**B11.01.03.** The Congregation Council may elect, and may empower the President to appoint, such other subordinate officers as the business of the Congregation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Council may from time to time determine.

**B11.01.04.** Any officer may be removed, either with or without cause, by a majority vote of the Council at any time.

**B.11.01.05.** Any officer may resign at any time by giving written notice to the Council. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein or as mutually agreed upon.

**B11.01.06.** A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled by appointment to such office by the Council and the appointment is effective until the next election.

### **B11.02 Powers and Authorities of the Officers**

**B11.02.01.** The President, if present, shall preside at all meetings of the Council and of this Congregation, and exercise and perform such other powers and duties as may be from time to time assigned by the Congregation Council.

**B.11.02.02.** The President may act on behalf of the Congregation to enter into contracts with individuals and organizations as long as budgeted funds are available.

**B11.02.03.** The President, First Vice President, Second Vice President and Senior Pastor shall form the Executive Team of this Congregation. The President may invite others to attend on a regular or occasional basis.

**B11.02.04.** The Executive Team of this Congregation shall have the authority to transact pressing business between council meetings, acting on behalf of the Council, subject to approval at the following meeting of the Congregation Council.

**B11.02.05.** The Executive Team of the Congregation, in concert with the pastors, have the authority to enact discipline of members as described in the Constitution and Bylaws. They may choose a person best suited to make first contact with any person subject to consideration for discipline.

**B11.02.06.** The Executive Team of the Congregation shall have the authority to transact confidential human resources business.

### **B11.03. Responsibilities of the Officers**

**B11.03.01.** The Executive Team of the Congregation shall craft the agenda for all meetings of the Congregation Council.

**B11.03.02.** In the absence or disability of the President, the First Vice President shall perform all of the duties of the President, and when so acting shall have all the powers of, and be subject to all of the restrictions upon, the President. The First Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for the First Vice President by the Council or the Bylaws.

**B11.03.03.** In the absence or disability of the President and the First Vice President, the Second Vice President shall perform all of the duties of the President, and when so acting shall have all the powers of, and be subject to all of the restrictions upon, the President. The Second Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for the Second Vice President by the Council or the Bylaws.

**B11.03.04.** The Secretary shall keep or cause to be kept, at the principal office or such other place as the Council may order, a book of minutes of all meetings of the Council, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Council meetings, and the proceedings thereof. The Secretary will post these minutes electronically and provide access to paper copies for all members who request them. The Secretary will also maintain an updated list of all Continuing Resolutions that are currently in force. The Secretary shall keep, or cause to be kept, at the principal office the original or a copy of the corporation's Constitution, Bylaws, and Continuing Resolutions as amended to date.

**B11.03.05.** The Secretary shall give, or cause to be given, notice of all meetings of the Council and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Council.

**B11.03.06.** The Treasurer shall have stewardship of all the funds and assets of the Congregation. He or she shall receive and disburse such funds in accordance with the

decisions of the Congregation Council. The treasurer may delegate some of these tasks to staff and/or volunteers.

**B11.03.07.** The Treasurer of the Congregation shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Congregation. The books of account shall at all times be open to inspection by any Council member.

**B11.03.08.** The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Congregation with such depositories as may be designated by Congregation Council. The Treasurer shall disburse the funds of the Congregation as may be ordered by the Council or the Congregation, shall render to the President and the Council members, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Council.

**B11.03.09.** The Treasurer shall not refuse to carry out a financial decision of the Congregation Council.

**B11.03.10.** The Treasurer shall provide for an annual audit of the finances through the Audit Committee. The treasurer shall provide all information requested by the Audit Committee but shall not be a part of their official meetings.

**B11.03.11.** The Council shall endeavor, within reason, to keep expenses below income and increase assets and decrease liabilities.

**B11.03.12.** This Congregation shall incur debt only if there is a business plan and a payback plan for the loan approved at a Congregational meeting. The Congregation may authorize an ongoing line of credit. It is the eventual financial goal of this Congregation to pay all expenses out of income from assets.

## **Chapter 12**

### **CONGREGATION COUNCIL**

#### **B12.01. Membership on the Congregation Council and Meeting Time and Place**

**B12.01.01.** The membership of the Congregation Council shall consist of the officially called, ordained and rostered Senior Pastor, the Officers of the Congregation, and three additional members of the Congregation.

**B12.01.02.** The additional members of the Congregation Council, except for the called and rostered Senior Pastor, shall be elected at an Annual Congregational Meeting (see section B10.08.01). The additional members shall serve for one year or until their successors are elected at the next annual meeting. Their term shall begin at the close of the annual meeting at which they are elected. Term limits shall be specified in the Continuing Resolutions.

**B12.01.03.** The Congregation Council will hold a regular meeting once a month. Up to three regular meetings may be cancelled for holiday or vacation recess. The time and location for each meeting will be chosen by the President and the President shall notify the Congregation Council of such time and location. The time and location will be available as part of the monthly activity calendar. The Congregation Council meeting shall be an open meeting available to voting members of the Congregation with the exception of sensitive matters which must be handled in closed session.

**B12.01.04.** Special meetings of the Council may be called by the Senior Pastor or the President or at the request of a majority of the members of the Congregation Council. Notice of each special meeting shall be given to all who are entitled to be present.

**B12.01.05.** A quorum shall consist of a majority of the members of the Congregation Council present at the beginning of a regular meeting. A meeting may continue to transact business as long as the quorum is maintained.

**B12.01.06.** Any Council meeting may be adjourned to another time and location by majority of the members present. Notice of the revised time and location shall be given to all members of the Congregation Council.

**B12.01.07. Rights of Inspection.** Every Council Member shall have the right at any reasonable time to inspect all books, records and documents, interview any leader or employee, and to inspect the physical properties of the Congregation.

#### **B12.02. Vacancies and Discipline**

**B12.02.01.** A member's place on the Congregation Council shall be declared vacant if the member:

- a) Ceases to attend regular worship at Grace Lutheran Church or direct daughter Congregations and/or approved worship venues.
- b) Changes primary place of worship from Grace Lutheran Church or direct daughter Congregations and/or approved worship venues.

- c) Ceases to be a voting member of the Congregation.
- d) Is absent from two consecutive regular meetings of the Congregation Council without approval from the President.
- e) Comes under discipline of the Congregation Council (see B12.02.02).
- f) Demonstrates blatant personal behavior inconsistent with qualities listed in the New Testament pertaining to elders and deacons.
- g) Has been declared of unsound mind by final order of the court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under Article 3 of the California Nonprofit Public Benefit Corporation Law.

**B12.02.02.** Subject to the provisions of Section 5526 of the California Nonprofit Public Benefit Corporation Law, any Council Member may resign effective upon giving written notice to the Pastor, the President of the Council, or the Secretary, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective. This provision shall not impair the ability of the Congregation Council to immediately remove a Council Member as set forth in these Bylaws.

**B12.02.03.** A vacancy on the Congregation Council shall be filled by appointment to such office by the Council and the appointment is effective until the next election.

### **B12.03. Powers, Authorities, and Authority Limitations of the Congregation Council**

**B12.03.01.** The Congregation Council shall be the board of trustees and directors of this Congregation, and as such shall be responsible for maintaining and protecting its property, assets, and the management of its business and fiscal affairs. It shall have the powers and be subject to the obligations that pertain to such boards under the laws of the State of California, except as otherwise provided herein.

**B12.03.02.** Subject to the limitations contained in the Constitution of this Congregation or these Bylaws or imposed by applicable law, all life, activities, and affairs of the Congregation shall be conducted and all corporate powers shall be exercised by or under the direction of the Council.

**B12.03.03.** The Council may delegate the management of the activities of the Congregation to any person or persons, and/or committee(s) however composed, provided that the activities and affairs of the Congregation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Congregation Council. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Council shall have all powers not explicitly reserved for the Congregation at large or delegated to others.

**B12.03.04.** The Congregation Council shall not have the authority to buy, sell, or encumber real property unless specifically authorized to do so by a majority vote at a meeting of the Congregation. The Congregation Council shall have the authority to act as a lessor or lessee of assets either for Congregational use or for the purposes of generating income.

**B12.03.05.** The Congregation Council may enter into contracts of up to 10% of the annual general fund budget for items not included in the budget, provided that funding is sufficient and

does not hinder disbursement of funds as designated in the original budget. If funding is not sufficient, the Congregation Council shall call a special Congregational Meeting to amend the budget.

#### **B12.04. Responsibilities of the Congregation Council**

**B12.04.01.** The Congregation Council shall have general oversight of the life and activities of this Congregation, and in particular its worship life, to the end that everything be done in accordance with the Word of God. The duties of the Congregation Council shall be to oversee the entire life and ministry of the Congregation.

**B12.04.02.** The Congregation Council shall prepare an annual budget for adoption by this Congregation and shall supervise the expenditure of funds in accordance therewith following its adoption. The Congregation Council may reassign items within the budget provided that sufficient funds are available.

**B12.04.03.** The Congregation Council shall provide for an ongoing review of the membership roster.

**B12.04.04.** The Congregation Council shall be responsible for this Congregation's investments, liability management, and its total insurance program.

**B12.04.05.** The Congregation Council shall ascertain that the financial affairs of this Congregation are being conducted efficiently, giving particular attention to the prompt payment of all obligations and to the regular forwarding of benevolence monies.

## **Chapter 13**

### **CONGREGATION COMMITTEES**

**B13.01.** The Congregation Council shall have the sole authority to construct, reform and disband all committees, boards, ministries, and teams.

**B13.02.** An **Audit Committee** of three voting members on the Congregation shall be appointed by the Congregation Council. Audit Committee members shall not be members of the Congregation Council. Term of office shall be three years, with one member appointed each year. Members shall be eligible for re-appointment. The Audit Committee may delegate the audit to professional auditing firm as long as budgeted funds are available.

**B13.03.** When a senior pastoral vacancy occurs, a **Call Committee** of at least six voting members shall be elected by this Congregation after nomination by the Congregation Council. When an associate pastoral vacancy occurs, the Congregation Council and Senior Pastor shall appoint a Call Committee of at least six voting members. The term of Call Committee will terminate upon installation of the newly called pastor. All Call Committees shall report to the Congregation Council and bring their recommendations to the Congregation Council for approval before candidates are presented to the Congregation for final vote.

**B13.04.** A Nominating Committee of at least five voting members of the Congregation shall be appointed by the Congregation Council annually. The Nominating Committee will be responsible for identifying potential candidates for the slate of nominees for vacancies on the Congregation Council (see B10.08.02).

## **Chapter 14**

### **ORGANIZATIONS WITHIN THE CONGREGATION and DBA'S (Doing Business As)**

**B14.01.** All organizations within the Congregation are accountable to the Congregation Council. The Congregation Council retains the right to suspend the activities of any group or ministry within this Congregation.

**B14.02.** The Congregation Council shall restrict the use of church resources and facilities to individuals and groups whose purposes do not blatantly conflict with our core values.

#### **B14.03. "DBA's" (Doing Business As):**

**B14.03.01.** This Congregation, through the Council, may establish ministries with a degree of financial and decision-making autonomy, which do business under this Congregation's not-for-profit status umbrella. These will be known as DBAs. A DBA ministry may be created, reformed, or disbanded by the Council. DBA's shall draft their own Bylaws to be approved by the Council. Every DBA will be accountable to the Council for all actions, decisions, and financial integrity. The day-to-day business of a DBA may be delegated to staff by the Congregation Council.

*(Editor's Note: Orange County Care Connections, Grace Schools, The Grace Foundation, etc. are DBA's)*

**B14.03.02.** This Congregation, through action of the Council, may establish new worship venues and/or Congregations domestically or abroad on the global mission field which may be governed as DBA's. The Council shall determine and memorialize by Continuing Resolution to what extent participants in these new venues and/or Congregations shall be voting members of Grace Lutheran Church.

**B14.03.03.** The Congregation Council shall, by Continuing Resolution, determine the process by which these new worship venues and/or Congregations, domestic or foreign, may become interdependent, partner, or independent organizations.

**B14.03.04.** All DBA's, partner Congregations, and individuals receiving monetary support from this Congregation are required to support actively the mission and leadership of this Congregation. Failure to demonstrate support for the mission and leadership of this Congregation can result in a loss of funding to that DBA, partner Congregation, or individual at the sole discretion of the Council.

**B14.03.05.** This Congregation has established and maintains a permanent DBA trust fund to be known as **Grace Lutheran Church Foundation**. This foundation shall be governed by its own Bylaws, subject to approval by the Council, and the foundation shall report to the Council in all matters. This foundation will be governed by provisions of the wording of the 1997 Grace Lutheran Church Constitution and Bylaws until such new Bylaws are drafted by the Grace Lutheran Church Foundation and approved by the Council.

## **Chapter 16.**

### **BYLAWS**

**(Modified words from the Constitution Section 16 placed here for convenience so you do not have to have a Constitution open to know how the Bylaws are amended)**

**B16.01.** This Congregation has adopted Bylaws as contained herein.

**B16.02.** These Bylaws may be amended at any legally called meeting of this Congregation with a quorum present by a majority vote of those voting members present and voting.

**B16.03.** Changes to these Bylaws may be proposed by any voting member provided, however, that such additions or amendments be submitted in writing to the Congregation Council at least 60 days before a regular or special Congregation Meeting called for that purpose and that the Congregation Council notify the Congregation's members by mail of the proposal with the council's recommendations at least 30 days in advance of the Congregation Meeting.

**B16.04.** Approved changes to these Bylaws are effective as of the close of the meeting at which they are approved.