

B Y - L A W S

OF

THE FIRST LUTHERAN CHURCH OF VENICE, CALIFORNIA

(as last amended on October 31, 2004)

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ARTICLE I

Meetings

The voting members of the congregation normally shall have a regular meeting on the second Sunday of January, April, July and October of each year subject to adjustment as necessary to accommodate other considerations of the congregation. The time of these meetings shall be set by notice to the congregation at least one week in advance of the scheduled meeting.

Special meetings may be called by the Pastor, by the Church Council, by the President, or by the Elders. Such special meetings shall be announced in a Sunday public service previous to its scheduled time; provided that if no binding votes are to be taken at a special meeting, such special meeting may be held on the same Sunday on which such special meeting is announced.

One-fourth of all voting members of record shall constitute a quorum.

The sessions of the congregation shall be conducted according to the most recent version of Roberts' Rules of Order, provided they do not conflict with Christian practice or with any article of the Constitution or of the By-Laws. The rules, however, may be temporarily set aside by a two-thirds vote of voting members then present in order to facilitate discussion or resolution of the matters at hand.

ARTICLE II

Order of Business

The sessions of the congregation shall be conducted in the following order:

1. Opening with prayer.
2. Reading and approval of minutes.
3. Roll call.
4. Priority matters as determined by the President or Church Council
5. Reports of officers, Parish Boards and the Elders and actions taken thereon
6. Unfinished business.
7. Recommendations of the Church Council and new business.
8. Reception of new members.
9. Adjournment with prayer.

ARTICLE III

Admission to Membership

A. Baptized membership. All persons, children and adults, who have been baptized in the Name of the Triune God and who are under the spiritual care of this congregation, shall be baptized members.

B. Communicant membership. Persons desiring admission into communicant membership shall present a letter of transfer from some recognized orthodox congregation to the pastor, who shall submit such application at a subsequent meeting of the congregation.

Applicants who have no letter of transfer shall give notice of their desire to the pastor, and in an interview with the pastor give satisfactory evidence of their qualification for communicant membership, whereupon the application, together with the testimony of the pastor, shall be presented at a subsequent meeting of the congregation.

All other admissions shall be through the rite of confirmation.

C. Voting membership. Voting members are communicant members who have reached the age of eighteen and who have signed the Constitution and By-Laws. Reception to voting membership shall be approved by the Voters' Assembly at the end of its meeting. The holding of any congregation office shall be subject to the restrictions established by Article IV of the Constitution.

Members who have not recently attended a Voters' Assembly, but otherwise qualify to become voting members may vote on issues of outstanding importance, including the search and call of a new pastor or as otherwise established as being of outstanding importance by a Voters' Assembly at a prior meeting, if (1) the member has attended a full session of a Church Council-endorsed non-voting meeting in which the issue has been thoroughly presented and discussed and (2) the member has been a communicant member for at least one year.

Any voting member who shall be absent from four consecutive regularly scheduled meetings without being excused by the Voters' Assembly shall lose his or her voting rights. Such a member can request to have the lost voting rights restored at any subsequent meeting of the Voters' Assembly.

ARTICLE IV

Election of Pastor, Principal or Teacher

The congregation shall seek the advice of the respective District officials when calling pastors, principals, or teachers. At any constitutional session of the congregation, persons having the qualifications mentioned in Article VII of the Constitution may be nominated for the office of pastor, principal, or of teacher.

The list of all nominees for pastor shall be published on at least two consecutive Sundays, when possible.

The nominees shall become eligible to election at any subsequent constitutional session of the congregation.

The election shall proceed by ballot, save when unanimity is clear, when a vote by acclamation may be taken. A majority of all ballots cast shall elect.

ARTICLE V

A. Elective Officers

The Elective officers of this congregation shall be a President, a Treasurer, a board of Elders consisting of one member for each twenty five persons, based on average attendance at Sunday services, the Chairperson of the Board of Christian Growth and Education, the Chairperson of the Board of Trustees and Christian Parish Life, the Chairperson of the Board of Christian Fellowship and Mission, the Chairperson of Worship Ministries.

B. Appointive officers

The following officers shall be appointed by the Nominating Committee: Secretary, Financial Secretary, non-chair members of the Parish Boards and the trustees. Such appointments shall be subject to confirmation a majority vote at a constitutional meeting of the congregation.

C. Parish Boards

The Board of Christian Growth and Education shall be constituted as follows (provided that the Principal shall not serve as Chairperson):

1. Chairperson
2. Designated Elder
3. At least two other persons who shall be appointed by the Nominating Committee
4. Principal (non-voting)
5. President (non-voting)
6. Pastor (non-voting)
7. Youth Minister (non-voting)

The Board of Trustees and Christian Parish Life shall be constituted as follows:

1. Chairperson
2. Three Trustees
3. Designated Elder
4. President (non-voting)
5. Pastor (non-voting)
6. Such other persons as shall be appointed by the Nominating Committee

The Board of Christian Fellowship and Mission shall be constituted as follows:

1. Chairperson
2. Designated Elder
3. President (non-voting)
4. Pastor (non-voting)
5. Youth Minister (non-voting)
6. At least one other person who shall be appointed by the Nominating Committee.

The Worship Ministries shall be constituted as follows:

1. Chairperson
 2. Designated Elder
 3. President (non-voting)
 4. Pastor (non-voting)
 5. Minister of Worship (non-voting)
 6. Traditional Representative
 7. Contemporary Representative
 8. Seeker Service Representative
 9. Music Leader(s) - one from each style of service
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10. Choir Leader
11. Organist
12. Altar Committee Representative
13. Head Usher
14. Such other persons as shall be appointed by the Nominating Committee.

All appointments of the Nominating Committee shall be subject to confirmation by a majority vote at a constitutional meeting of the congregation. All voting members of Committees shall be communing members of the congregation, provided that a non-communing baptized member may be appointed in an advisory non-voting capacity.

ARTICLE VI

The Church Council

The Church Council shall consist of the Pastor, the President, the Secretary, Treasurer, the Financial Secretary, the Elders, one Trustee designated by the Trustees, and the Chairmen of each of the Parish Boards. All members of the Church Council are voting members.

The Pastor shall act as Chairman of the Church Council. In his absence the President shall so act.

The Church Council shall meet monthly or as necessary to prepare and draft recommendations to the Voters' Assembly and to carry out such other duties as may be prescribed by the Constitution, its By-Laws or a resolution of the congregation.

The Church Council shall never convene to transact business without the Pastor's knowledge.

The Pastor or the longest serving elder may call special meetings of the Church Council and must call a special meeting upon the request of any two members of the Church Council.

All matters of a confidential nature brought before the Church Council shall be and remain strictly confidential until deemed necessary by the Pastor or the Church Council to be submitted to the Congregation.

ARTICLE VII

Nominating Committee and Elections

The Nominating Committee shall consist of two Elders and the other Elective Officers whose terms of office do not expire at the next regular election. This Committee shall nominate and endeavor to secure the consent of at least two candidates for each elective office to be filled. The Nominating Committee, shall also recommend appointments to the Voters' Assembly for all Appointive Officers. The Nominating Committee shall present its list of elective candidates and appointments in the November meeting of the Voters' Assembly immediately preceding the scheduled meeting for elections. The entire list of candidates is subject to approval of the Voters' Assembly with such additions or deletions as are deemed appropriate. For Appointive Officers, approval by a majority vote of the Voters' Assembly shall be deemed election.

The election of officers shall be held in the first quarter of the calendar year at a meeting of the Voters' Assembly and shall be by ballot. With respect to the Elective officer elections, the candidate receiving the majority of the votes cast shall be considered elected. In case of a tie vote, additional votes shall be taken until a candidate receives the majority of the votes cast. The recommendations of the Nominating Committee for appointive officers shall be voted on collectively by ballot. If the Nominating Committee's recommendations are rejected, the Voters' Assembly shall then proceed to make such appointments as it deems necessary and proper. Normally, installation shall be the Sunday following election.

Elective officers shall be elected for a term of two years, except Elders who shall be elected for staggered terms of up to three years. The President, Treasurer and the Chairperson of the Board of Christian Fellowship and Mission shall be elected in alternate years from the other Elective Officers. Appointive officers shall be appointed for a one year term, except Trustees, who shall be appointed for staggered terms of up to three years.

In the case of a vacancy, the congregation normally shall fill such vacancy by election at its next constitutional meeting, and the Elective or Appointive officer, as the case may be shall at once take possession of the office for the unexpired term.

The President shall not succeed himself without the sanction of at least two-thirds of the voting members present.

ARTICLE VIII

Duties of Officers

1. The PRESIDENT shall preside at all sessions of the congregation and shall perform such other duties as may be assigned to him by the By-Laws or by a resolution of the congregation.

2. The CHAIRPERSON OF THE BOARD OF Trustees and CHRISTIAN PARISH LIFE shall preside at the sessions of the Board of Trustees and Christian Parish Life and the congregation in the absence of the President, shall succeed the President in the event that the President's office becomes vacant and shall perform such other duties as may be imposed upon him by the By-Laws or by resolutions of the Voter's Assembly of congregation.

3. The SECRETARY shall record the proceedings of the meetings of the voters; and shall submit his records for revision and approval at the following regular session of the Voters' Assembly. He shall act in the same capacity for the Church Council. He shall preserve all approved records made by him and shall, at the expiration of his term of office, deliver them to his successor, and shall perform such other duties as may be imposed upon him by the By-Laws or by resolution of the congregation.

4. The TREASURER shall receive all moneys of the congregation and deposit them, and shall disburse by check all moneys received according to instructions received from the congregation or from the Church Council, and keep accurate account of all receipts and expenditures. He shall make a report at each regular meeting of the Voters' Assembly and submit his books and records for auditing at the end of the fiscal year. He shall perform such other duties as may be imposed upon him by the By-Laws or by resolution of the congregation. All church boards and organizations maintaining separate bank accounts shall provide the treasurer regular reports, if the Treasurer, Voters' Assembly or Church Council so requests.

5. The FINANCIAL SECRETARY shall keep an accurate account of all contributions from members and friends of the congregation and issue quarterly reports to the communicant members of the congregation. He shall submit his books and records for auditing at the end of the fiscal year and perform such other duties as may be imposed upon him by the By-Laws or by resolution of the Voters' Assembly or congregation.

6. The CHAIRPERSON OF THE BOARD OF CHRISTIAN GROWTH AND EDUCATION shall preside at the sessions of the Board of Christian Growth and Education and shall perform such other duties as may be imposed upon him by the By-Laws or by resolutions of the Voters' Assembly or congregation.

7. The CHAIRPERSON OF THE BOARD OF CHRISTIAN FELLOWSHIP AND MISSION shall preside at the sessions of the Board of Christian Fellowship and Mission and shall perform such other duties as may be imposed upon him by the By-Laws or by resolution of the Voters' Assembly or congregation.

8. The CHAIRPERSON OF THE WORSHIP MINISTRIES shall preside at the sessions of the Worship Ministries and shall perform such other duties as may be imposed upon by the By-Laws or by resolution of the Voters' Assembly or congregation

ARTICLE IX

Amendments

To amend or repeal any of these By-Laws it shall be required (i) such amendment or repeal shall have been noticed in a constitutional meeting previous to the one in which a vote is to be taken and (ii) a majority of all voting members present cast their vote in favor of such amendment or repeal.

ARTICLE X

Duties of Boards

A. **BOARD OF CHRISTIAN GROWTH AND EDUCATION:** The Board of Christian Growth and Education shall consist of a chairperson (elected for a two year term) and such other members as are provided for in Article V-C.

It shall aid the pastor and principal in their supervision of the day school and Sunday School and give its fostering care to both institutions.

Its members shall visit the schools several times during the year. They shall see to it that the children are thoroughly instructed in the Word of God and also advanced in secular knowledge as far as may be justly expected, and that good discipline be maintained, and that the necessary supplies and equipment be provided.

It shall receive complaints which may arise against the teachers and schools, conscientiously examine them, and adjust the difficulty with due regard and weight given to the views of the principal in such matters.

It shall provide substitute teachers for teachers incapacitated by illness.

It shall supervise the preparation of teacher contracts and recommend compensation levels and school budgetary requirements to the Budget and Finance Committee and Voters Assembly.

It is empowered to authorize the Treasurer to pay for all books and supplies ordinarily recognized to be necessary to operate the day school and charge each to the General Fund. The Board shall also disburse moneys for any purpose deemed necessary for the promotion of the Sunday School or congregation and not contrary to the Constitution or By-Laws of this congregation. Notwithstanding the foregoing expenditure authorization, the Board shall not exceed the budgeted amounts (as designated in the Budget approved by the Voters' Assembly) by more than \$300 without first obtaining the approval of the Voters' Assembly.

In consultation with the Pastor, it shall supervise the confirmation program.

In consultation with the Pastor, it shall appoint a general superintendent of the Sunday School and such other officers as may be deemed necessary for the efficient operation of the Sunday School.

In consultation with the Pastor, it shall appoint a Director of Bible Study and shall oversee and give direction to home bible studies.

B. BOARD OF ELDERS: The Board of Elders shall consist of the elders elected by the congregation.

They shall watch over the purity of doctrine and life of the pastor, of the principal and of the teachers, and, in case of a vacancy in the pastoral office, illness or absence of the pastor, provide for the pastoral care of the congregation to the best of their ability.

They shall aid the pastor in the spiritual affairs of the congregation, admonish the negligent and erring members (Matthew 18), assist in maintaining good order and discipline in the congregation.

They shall see to it that the pastor, the Church staff, the principal and teachers are treated with due respect and that their physical needs are provided for according to the Word of God.

The elders shall serve on the Boards constituted under Article V.

They shall provide the necessary assistance to the pastor during the public services, and especially in the administration of the Holy Sacraments, so that decency and order may at all times be maintained.

It shall be the duty of the elders to assist the pastor with their counsel and talents in difficult pastoral cases.

The elders shall hold in strictest confidence all matters of a private nature that are discussed in their meetings.

The elders shall perform such other duties as may be imposed upon them by the By-Laws or resolution of the congregation.

The elders may appoint associate elders to assist them in their duties provided that each such associate elder must be a voting member of the Congregation.

C. BOARD OF TRUSTEES AND CHRISTIAN PARISH LIFE: The Board of Trustees and Christian Parish Life shall consist of a chairperson (elected for a two year term), three trustees appointed for staggered three year terms (Article VII) and such other members as are provided for in Article V-C. Representatives from LWML, LYF and Men's Club may be designated by such organizations (or their successors) to attend meetings of the Board; however, such representatives (unless otherwise appointed or elected pursuant to Article VII) shall be non-voting members.

The Board shall be the legal representative of the congregation and the legal custodian of all property of the congregation.

Within the Board, the trustees shall be responsible for the proper maintenance and repair of the buildings and grounds, and shall supervise the work of the custodian and yard men.

The Board shall be responsible for coordinating the Church calendar and shall oversee all auxiliary organizations.

The Board shall see to it that all insurance that is authorized by the congregation is kept up to date and in force.

The Board shall be accountable to the congregation for all its transactions and shall act only in accordance with valid resolutions and orders of the congregation. Whenever they proceed upon this authority (and only in such event), the latter must protect them against personal loss. Every decision of the Board may therefore be appealed to the congregation.

The Board shall not order the withdrawal of moneys from the Treasury in an amount exceeding the sum of \$2,000.00, unless specifically authorized by the congregation acting through the Voters' Assembly.

D. BOARD OF CHRISTIAN FELLOWSHIP AND MISSION:
The Board of Christian Fellowship and Mission shall consist of a chairperson (elected for a two year term) and such other members as are provided for in Article V-C hereof.

The Board shall endeavor to acquaint the community with Church activities and may appoint such non-voting members as it deems appropriate to carry out this function.

The Board shall aid the Pastor in promoting and strengthening Christian fellowship with other Missouri Synod Lutheran Churches in the District of which this congregation is a part and with other synodical bodies and denominations. In addition, the Board shall promote community involvement by the congregation with other Christian Churches, synagogues, and charitable organizations --all with due care given to Article Two of the Constitution.

The Board shall seek out members who have strayed from the fold and shall propagate the mission of this Church to others in the Community so as to cause this congregation to grow both in numbers and in spirit according to the Word. The Board may appoint members of the congregation to aid in its evangelical mission.

The Board shall promote Christian fellowship and shall create such special ministries as shall be deemed necessary to accomplish its objectives.

The Board shall direct the social ministry of the Church.

Annually, the Board shall prepare a statement of the long range mission of the congregation and shall report on the progress of the congregation in achieving its mission.

The Board shall supervise the congregational program for youth and appoint such people as it deems necessary to carry out that program. In that connection, the Board shall create and govern Christian programs for junior high school age youth, high school youth (LYF) and young adults.

E. Worship Ministries

The Worship Ministries shall consist of a chairperson (elected for a two year term) and such other members as are provided for in Article V-C hereof.

The Board shall direct the music and worship program of the congregation.

ARTICLE XI

Annual Meeting

The Board of Christian Fellowship and Mission shall call a congregational meeting at least once a year prior to the preparation of the budget for the succeeding year. All baptized members at least fourteen years in age shall be entitled to attend. The Board shall present its statement of the long range mission of the congregation and shall report on the progress of the congregation in achieving its mission. All members present shall have the right to vote on the adoption (or amendment, if necessary) of this statement which shall then guide the Budget Committee and the

congregation in the succeeding year. The annual meeting shall not be run in a formal manner, however, rules of good Christian comity and germaneness shall be enforced.

ARTICLE XII

Parliamentarian

The President or the presiding officer at any duly called meeting may appoint a parliamentarian to rule on points of order, motions and other matters of procedural concern. If the President or the presiding officer accepts the ruling of the parliamentarian, such ruling shall stand unless overridden by a two-thirds vote of those present and voting.

ARTICLE XIII

Budget and Finance Committee

The Budget shall be prepared annually and submitted to the Voters' Assembly for approval no later than the last month of the fiscal year, provided that the Budget and Finance Committee is authorized to receive and act upon recommendations from the Board of Christian Growth and Education concerning teachers' salaries for the Christian day school at an earlier time to facilitate the execution of employment contracts. To facilitate budget preparation, the President, Chairmen of the Parish Boards, Treasurer, Financial Secretary and at least one trustee shall automatically be members of a Budget and Finance Committee. The President may appoint no more than three other Budget and Finance Committee members. The Budget and Finance Committee shall meet as necessary throughout the year to handle financial matters as and when they arise.

ARTICLE XIV

Audit

The President, Treasurer or Voters' Assembly may in their discretion require that the books of the Church or any auxiliary organization or any particular expenditures thereof be audited.

ARTICLE XV

Creation of Special Committees

The Parish Boards shall have the right to create special committees to deal with matters within the scope of such Parish Board's authority. Committee members shall be appointed by such Parish Board. The trustees shall have the right to appoint associate trustees to assist them in their duties. Each such special committee member or associate trustee must be a baptized member of the Congregation who is at least fourteen years of age or, with the consent of the Pastor and the Board of Elders, a non-member who is at least eighteen years of age and who professes the Christian faith.

ARTICLE XVI

Transition Period

The Church Council will disseminate procedures to effect an orderly transition from the old Constitution and By-Laws. As of the effective date of the Constitution, the congregation shall operate under the new Constitution and By-laws.