

# BYLAWS

## HOLY CROSS LUTHERAN CHURCH OF LOS GATOS, CALIFORNIA

Revised: January, 1983; July, 1988; April, 1994; March, 2002; January, 2003; March, 2007; January, 2010

### **ARTICLE I - MEETINGS**

1. **Regular meetings:** Regular meetings of the voters will be held twice each year in January and June. Elections will be held and the budget will be adopted at the June meeting.
2. **Meeting Announcements:** Announcements of regular meetings shall be made in the services of the two previous Sundays. Announcements of special meetings shall be made in the services of the two previous Sundays or in the services of the previous Sunday when accompanied by notification by mail. Such special meetings may be called at the request of the pastor, President, Church Council, Board of Elders, or ten (10) voting members.
3. **Quorum and Voting:** A quorum for all voters meetings will consist of twenty-five (25) voting members or one-third (1/3) of the voting membership, whichever is less. A two-thirds majority of all votes cast by those present will be required for the adoption of any resolution authorizing a non-budgeted, major capital expenditure, the removal of a pastor or professional church worker, or the removal of a member from office or other position of authority and responsibility. Before final action can be taken on any of the matters set forth in the preceding sentence, the general nature of the proposed action must have been stated in the notice or notices required for such meeting.
4. **Order of Business:** The order of business for the regular Voters' Meetings will be at the President's discretion, but normally will include the following:
  - a. Devotion
  - b. Roll Call / attendance list
  - c. Reading and approval of minutes of previous meeting(s).
  - d. Unfinished Business
  - e. New Business
  - f. Reports of Officers and Boards
  - g. Adjournment
  - h. Prayer

The meetings will be conducted in an orderly manner. As a guide, a current edition of Robert's Rules of Order may be used, but always in Christian love and understanding.

### **ARTICLE II - CHURCH COUNCIL (OR BOARD OF DIRECTORS)**

Each member of the Church Council will be at least 18 years of age. The voting members of the Church Council will be composed of:

1. The Officers as specified in the Constitution
2. The Vice President of Children and Youth
3. The Chairman of the Board of Elders
4. The Chairperson of the Board of Directors of the Children's Center
5. The Chairperson of the Board of Trustees

The pastors and the immediate past-president will be ex-officio members, without a vote, of the Church Council and all committees and boards. The past-president's ex-officio membership will expire one year after leaving office.

The Church Council will meet at least once a month to consider and discuss all matters pertaining to the general welfare of the congregation as presented by the various boards and committees and to present recommendations to the congregation. The Church Council will have general charge of all the administrative and business affairs of the congregation, including the standard operation procedures for boards, committees, and special ministry groups. The President and/or Secretary are authorized to sign official documents; other people may be authorized by the Church Council to sign certain documents as needed.

### **ARTICLE III - TERMS OF OFFICE FOR OFFICERS AND ELECTED POSITIONS**

The term to which each Officer and other elected positions will be elected and the number of successions in the same office will be as follows.

<u>Office</u>	<u>Term</u>	<u>Succession**</u>
President	2 years	Twice
1 <sup>st</sup> Vice President - Ministry to Members	2 years	Twice
2 <sup>nd</sup> Vice President – Ministry to Non-members	2 years	Twice
Vice President of Children and Youth	2 years	Twice
Treasurer	2 years	Twice
Secretary	2 years	Twice
Elders*	3 years	Twice
Children's Center Board of Directors– Holy Cross members***	2 years	Twice
Chairperson of Board of Trustees	2 years	Twice

**NOTES:**

\* At least two Elders will be elected each year, in order to stagger terms.

\*\* Succession refers to consecutive terms after the initial one. Thus an office with a 2-year term and succession twice could be filled by the same person for two, four or six years in a row.

\*\*\* The Children's Center Board of Directors will elect a chairperson who will represent the board on the Church Council.

### **ARTICLE IV – RESPONSIBILITIES/DUTIES OF CHURCH COUNCIL MEMBERS**

In addition to the Officer's duties specified in the Constitution, the following duties also apply to each Council Member. A table indicating the various groups and committees that may be assigned to each Council Member is shown below.

**Responsible Church Council Member**

**Areas of Responsibility (See Article V)**

President

Church Staff  
Church Council  
Implementation of Current Congregational Focus

Treasurer

Business Administrator\*  
Bookkeeper\*  
Financial Secretary  
Stewardship  
Finance Committee

1<sup>st</sup> Vice President – Ministry to Members

Young Adult Ministry  
Adult Ministry  
Older Adult Ministry  
Fellowship  
Sports & Recreation  
Care Ministry (Service)

2<sup>nd</sup> Vice President – Ministry to Non-members

Evangelism  
Community Outreach  
Missions  
Welcoming Team

Vice President of Children and Youth

Children's Ministry  
Youth Ministry\*\*

Chairman of the Board of Elders

Board of Elders  
Worship Coordinator(s)  
Worship Committee  
Confirmation  
Music Groups  
Altar Guild  
Care Ministry (Spiritual)  
Ushers  
Lectors  
Acolytes  
Multi-media Ministry  
Conflict Resolution

Chairperson of Children's Center Board of Directors

Children's Center Board

Chairperson of Board of Trustees

Board of Trustees

## NOTES:

\* A Business Administrator and/or Bookkeeper may be contracted by the congregation to assist the Treasurer in the performance of those duties.

\*\*The Director of Christian Education, if present, will be the chairperson of this area of responsibility. If there is no Director of Christian Education, a contracted youth worker may hold this position.

## Duties of Council Members:

1. **President:** The President will preside at all meetings of the Voter's Assembly and Church Council, and will be the chief officer of the congregation. The President will assist the Pastor in working with the church staff in regularly scheduled meetings. The President will direct each Church Council member to give at least an annual report to the congregation about accomplishments from the past year and upcoming plans.
2. **1<sup>st</sup> Vice President:** The 1<sup>st</sup> Vice President will report monthly to the Church Council and/or voters' meetings regarding the plans and activities of the groups and committees as shown in the above table and will meet regularly with these groups. .
3. **2<sup>nd</sup> Vice President:** The 2<sup>nd</sup> Vice President will report monthly to the Church Council and/or voters' meetings regarding the plans and activities of the groups and committees as shown in the above table and will meet regularly with these groups.
4. **Vice President of Children and Youth:** The Vice President of Children and Youth will be a member of the Church Council. If the congregation has called or contracted a Youth Worker, the Vice President of Children and Youth will meet regularly with and work closely with that person in promoting Spiritual growth and activities of the youth. The Vice President of Children and Youth will report monthly to the Church Council and/or voters' meetings regarding the plans and activities of the groups and committees as shown in the above table and will meet regularly with these groups.
5. **Treasurer:** The Treasurer will oversee the Business Administrator in writing checks and in the payment of all bills authorized by those persons in the congregation having budget or financial authority and responsibility. The Treasurer will also be authorized to sign checks and pay bills. If there is no Business Administrator on the church staff, then the Treasurer will serve in that capacity. The Treasurer will keep accurate records of the receipts and disbursements of the congregation in books, which will be and remain the property of the congregation. The Treasurer will report monthly to the Church Council and/or voters' meetings regarding the finances of the congregation. Such report will show actual receipts and disbursements compared with budgeted accounts. The Treasurer will report monthly to the Church Council and/or voters' meeting regarding the plans and activities of the groups and committees as shown in the above table and will meet regularly with these groups. The Treasurer will submit an annual budget to the Church Council and voters for approval. The Treasurer will organize an annual financial review of the congregation's and Children's Center finances and report the results to the Church Council and Congregation. This financial review will be performed by a person who is not currently a member of the Holy Cross Finance Committee.
6. **Secretary:** The Secretary shall keep at the church's office a book of minutes of all Church Council meetings and Voters meetings, recording the time and place of holding, whether regular or special, and the names of those present at the meeting.
7. **Chairman of the Board of Elders:** The Chairman of the Board of Elders will be a member of the Church Council. The Chairman of the Board of Elders will oversee the Board of Elders in the performance of their duties and report monthly to the Church Council and/or Voters meeting regarding the plans and activities of the groups and committees as shown in the table. In the event of the simultaneous absence of the President and all Vice-Presidents, or their inability to continue in their offices, the Chairman of the Board of Elders will become the acting presiding officer of the Church Council.

8. **Chairperson of the Children's Center Board of Directors:** The Chairperson of the Children's Center Board of Directors will be a member of the Church Council. The Chairperson of the Children's Center Board of Directors will oversee the Board of the Children's Center in the performance of their duties and report monthly to the Church Council and/or voters' meetings.
9. **Chairperson of the Board of Trustees:** The Chairperson of the Board of Trustees will be a member of the Church Council. The Chairperson of the Board of Trustees will report monthly to the Church Council and/or voters' meetings regarding the plans and activities of the groups and committees as shown in the above table and will meet regularly with these groups.

## **ARTICLE V- DUTIES OF BOARDS, COMMITTEES, AND AREAS OF RESPONSIBILITY**

1. **Board of Elders:** The Board of Elders will consist of at least six male voting members. The number of Elders will be recommended by the Board of Elders and approved by the Church Council. The Board will:
  - a. Organize annually and elect a chairman who will represent the board on the Church Council.
  - b. Together with the Pastors, minister in all matters pertaining to the spiritual welfare of the congregation.
  - c. Together with the Pastor and 1<sup>st</sup> Vice President, request qualified people of the congregation to serve in the Care Ministry, and promote the activities of this department.
  - d. Establish Conflict Resolution procedures. Consider complaints and grievances of members of the congregation if Matthew 18:15-16 has been fully observed, and report to the congregation those which cannot be otherwise adjusted, in accordance with Matthew 18:17-18.
  - e. Make every effort to induce members who have been negligent in their attendance of services and in the use of the Sacraments to mend their ways and fully follow the commands of the Lord.
  - f. See that all services are conducted in such a manner as to avoid needless disturbance and to foster an attitude conducive to worship among those in attendance.
  - g. Arrange for pulpit assistance, special services, and guest speakers as necessary.
  - h. Appoint head usher and supervise ushering service.
  - i. When a called position is vacant, be responsible for the Call process as set forth in Article VI.
  - j. Support worship by participating in worship as needed, e.g. serving communion or leading worship in the absence of a pastor.
  - k. Determine the compensation of the called staff members.
2. **Financial Secretary:** The Financial Secretary will receive, record in books kept for such purpose, and deposit in the congregation's designated depository, all congregational moneys, including offerings, contributions, special collections, loans, subsidies, bequests, etc. A report of all receipts will be submitted to the Treasurer and Business Administrator at regular weekly intervals. The Financial Secretary will establish a team of Counters to aid in the recording of the weekly contributions. The Financial Secretary will provide members with a record of their contributions at least annually. The Financial Secretary will prepare a report for each meeting of the voters and of the Church Council.
3. **Board of Trustees:** The Board of Trustees, with the assistance of the Business Administrator, is responsible for the following:
  - a. Administering the property of the church in such a manner that it is kept in good repair and in neat appearance, and arrange for and supervise the janitorial services.
  - b. Seeing that the property of the church is at all times protected against loss and damage through adequate insurance.
  - c. Provide an overview of facility use and recommend major changes to the Church Council for approval.

4. **Business Administrator:** The Business Administrator oversees the daily operation of the church and the facilities. The Business Administrator is responsible under the supervision of the Church Council and/or Board of Trustees for:
  - a. The administration of employee benefits
  - b. The development, maintenance and interpretation of personnel policies for all staff.
  - c. Ensuring that Holy Cross is in compliance with all applicable laws.
  - d. Maintaining important legal documents such as agreements, deeds, tax records, personnel files
  - e. Monitoring the care and maintenance of all church equipment.
  - f. Managing the building and grounds staff (or contractors).
  - g. The approval of and payment of all bills.
  - h. The purchase of goods and services to meet church ministry needs.
  - i. Serving as staff liaison to the Finance Committee and the Board of Trustees.
  - j. File, annually, the tax exemption application with the County Assessor.

In the absence of an on-staff bookkeeper, the Business Administrator may also be called upon to run payroll, manage accounts payable, and prepare monthly/quarterly/annual financial statements, reconciliations and budget analyses.

5. **Board of Directors of the Children's Center:** The Board of Directors of the Children's Center (CC) will consist of five voting Holy Cross members (a member at least six months) plus one or two Children Center parent(s). The five members from Holy Cross will be elected by the voters and the one or two parent members will be selected by the parents of children attending the CC. The chairperson will be a member of Holy Cross and will be selected by the CC Board of Directors. The chairperson will attend and be a voting member of the Church Council. The term of office of the board members elected by the voters will be two years; whereas the parent members will be selected for a one year term. The Board of Directors of the Children's Center will:
  - a. Be responsible for the establishment of policy and the administration of the Children's Center.
  - b. Oversee the operations of the Children's Center. This will include staffing, performance against budget, and approval of non-routine expenditures.
  - c. Establish policy in accord with Holy Cross congregational policy and federal and state laws.
  - d. Ensure that the Children's Center remains an integral part of the mission and ministry of the Holy Cross congregation.
  - e. Submit a budget annually for CC operations to the Church Council.
  - f. Develop a set of goals and annual objectives for CC operations.
  - g. Work with the church's bookkeeper who will be responsible for producing separate monthly financial statements, maintaining appropriate checking and savings accounts and paying CC expenses promptly. The bookkeeper will also have reporting responsibilities to the Holy Cross Treasurer, who will ensure that all financial responsibilities are correctly executed.
6. **Areas of Responsibility:** The leader of each Area of Responsibility in the Table in Article IV is established by appointment by the responsible Church Council member and is confirmed by the Church Council. Committees or teams may also be formed at the discretion of the respective Council member. Each committee or team has the responsibility to determine its own charter and direction. Each leader, committee, or team will report to the appropriate Church Council member.

## ***ARTICLE VI - CALLING OF PASTORS, TEACHERS, AND OTHERS***

1. **Preparation:** When a called position is vacant, the Voters shall elect a Call Committee consisting of at least two Elders. The Circuit Counselor shall be an ex officio member of the Call Committee. The Call Committee will solicit nominations from the congregation. The nominations will be submitted to the District President. The Call Committee will receive the list of eligible candidates from the District President.

2. **Nominations:** The Call Committee will study the list and present it to the voters at a Call meeting of the congregation with their findings. Any voter may make additional nominations from the floor; however any new nominations would need to be screened by the District President before the election can proceed.
3. **Elections:** The election, by the Voters, of a pastor or a professional church worker from the list of candidates will be by ballot. The candidate receiving a simple majority of all votes cast by those present will be considered elected.
4. **Call:** A divine call or contract issued by the congregation will be signed by the President, an elder, or one other officer. If the senior pastor is in office, he too will sign all calls and contracts, except for the calling of his successor.

## ***ARTICLE VII – NOMINATIONS, ELECTIONS & VACANCIES***

The Church Council will appoint a nominating committee, annually. The nominating committee will provide to the voters, at the regular June meeting, a proposed list of one or more nominees for each expiring and/or vacant position on the Church Council, except for the position of Chairman of the Board of Elders and the Chairperson of the Board of Directors of the Children's Center. The Nominating Committee will also provide a list of nominees for the positions on the Board of Elders and Board of Directors of the Children's Center, which will become vacant at the end of the year so that they can elect their own chairperson. The list of proposed nominees will be placed in nomination by the Nominating Committee at the election meeting. Additional nominations may be made from the floor, provided that the nominee has given their consent and assurance that they will serve if elected. The election will be by written ballot cast by those present at the election.

Those persons elected will assume their respective duties immediately. Vacancies may be filled by appointment, with the exception of the President, until the next election. Should a presidential vacancy occur, the 1<sup>st</sup> Vice President will succeed to that office for the remainder of the term.

## ***ARTICLE VIII - RULES AND REGULATIONS***

The Church Council may from time to time adopt, alter or amend rules and regulations for the guidance of officers, boards and committees in the performance of their duties.

## ***ARTICLE IX – ELECTRONIC BUSINESS / VOTING***

The Church Council, Board of Elders and any other voting boards/committees may make motions and vote on motions by electronic proxy (i.e., e-mail or other suitable means) when time is of the essence in conducting church business. The following rules shall govern and guide members when conducting their business in this manner:

1. All Church Council members and called staff must be notified and given at least 48 hours to respond to any motion or proxy distributed electronically.
2. Non-responding members will be contacted by other means if necessary to establish a quorum of voters. Otherwise, non-responding members will be considered abstaining from the vote.
3. Any member of the Church Council, Board of Elders or other board/committee may veto the proxy vote within 48 hours of the proxy being circulated for their group and ask that the matter be taken up at a special or regularly scheduled meeting.
4. The motion shall be entered into minutes and confirmed by the approval of said minutes at the next available meeting.
5. Any vote called in this manner shall be conducted prayerfully and with the Lord's guidance.

## ***ARTICLE X – SYNODICAL & CIRCUIT COUNCIL PARTICIPATION***

1. **District Convention of the Synod:** The congregation will send its pastor and a lay delegate to the District Convention of the Synod. The President will be the lay delegate, and the Church Council will elect a Vice President as the alternate to District Conventions. If these are unable to attend, the delegate will be the Chairman of the Board of Elders or any member elected by the Church Council.
2. **Circuit Council:** This congregation will be a member of the Santa Clara Circuit Council, (Circuit 18). The 2<sup>nd</sup> Vice-President and a Pastor or Lay Minister will be the delegates of this congregation to the Circuit Council. The committee chairpersons of this congregation will represent this congregation in the corresponding committees of the Circuit Council.

## ***ARTICLE XI - AMENDMENTS***

These by-laws may be amended at any legally called and conducted meeting of the voters by a two-thirds majority of all votes cast by those present.