

BYLAWS of OUR SAVIOR LUTHERAN CHURCH of AUBURN
Revisions approved unanimously by the OSLC congregation
at its annual meeting on Sunday, November 13, 2016

1. Name and Incorporation

The name of this congregation shall be Our Savior Lutheran Church of Auburn and is incorporated as a non-profit corporation under the laws of the State of California, by Articles of Incorporation filed with the Secretary of State, State of California, on March 11, 2014.

- 1.2. This Corporation is a religious corporation and is not organized for private gain of any person. It is organized under the Nonprofit Religious Corporation Law exclusively for religious purposes.
- 1.3. For the purpose of these bylaws, the congregation of "Our Savior Lutheran Church of Auburn" is hereinafter designated as "this congregation".

2. Confession of Faith

- 2.1. As a fully accepted congregation of the North American Lutheran Church (the "NALC"), we confess the Triune God – Father, Son, and Holy Spirit.
- 2.2. This congregation confesses Jesus Christ as Lord and Savior and the Gospel as the power of God for the salvation of all who believe:
 - a. Jesus Christ is the Word of God incarnate, through whom everything was made and through whose life, death, and resurrection God fashions a new creation.
 - b. The proclamation of God's message to us as both Law and Gospel is the Word of God, revealing judgment and mercy through word and deed, beginning with the Word in creation, continuing in the history of Israel, and centering in all its fullness in the person and work of Jesus Christ.
 - c. The canonical Scriptures of the Old and New Testaments are the written Word of God. Inspired by the Holy Spirit speaking through their authors, they record and announce God's revelation centering in Jesus Christ. Through them the Holy Spirit speaks to us to create and sustain Christian faith and fellowship for service in the world.
- 2.3. 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, "according to which all doctrines should and must be judged." (Formula of Concord, Epitome, Part I.)
- 2.4. This congregation accepts the Apostles', Nicene, and Athanasian Creeds as true declarations of the faith of the Church.
- 2.5. This congregation accepts the Unaltered Augsburg Confession as a true witness to the

Gospel, acknowledging as one with it in faith and doctrine all churches that likewise accept the teachings of the Unaltered Augsburg Confession.

- 2.6. This congregation accepts the other confessional writings in the Book of Concord, namely, the Apology of the Augsburg Confession, the Smalcald Articles and the Treatise, the Small Catechism, the Large Catechism, and the Formula of Concord, as further valid interpretations of the faith of the Church.
- 2.7. This congregation confesses The Gospel, recorded in the Holy Scriptures and confessed in the ecumenical creeds and Lutheran confessional writings, as the power of God to create and sustain the Church for God's mission in the world.

3. Church Affiliation

- 3.1. This congregation is a member of the NALC, subscribes to the constitution of the NALC, including the Common Confession, and will act in accordance with it.
- 3.2. This congregation acknowledges its relationship with the NALC in which:
 - a. This congregation is responsible for its life as a Christian community.
 - b. This congregation pledges its participation in the life and mission of the NALC, including the prayerful consideration of appropriate financial support.
 - c. This congregation shall call only pastors who are members of the NALC or otherwise are authorized by the NALC to serve.
- 3.3. This congregation's affiliation with the NALC may be terminated as follows:
 - a. This congregation is dissolved or ceases to exist.
 - b. This congregation is removed from membership in the NALC according to the procedures for discipline of the NALC.
 - c. This congregation, at a legally called and conducted special meeting of this congregation by a two-thirds majority of voting members present and voting a resolution directing that this congregation withdraw from the NALC. If this congregation adopts a resolution withdrawing from the NALC, all provisions of these bylaws referring to the NALC shall be immediately ineffective. This congregation shall promptly deliver a copy of the withdrawal resolution to the NALC General Secretary.
- 3.4. This congregation is an independent legal entity with rights to purchase, hold, and convey real and personal property in accord with applicable law. The NALC shall have no right to or interest in the property of this congregation unless this congregation expressly conveys such a right or interest to the NALC. If this congregation dissolves, its assets remaining after payment or provision for payment, of all debts and liabilities of this congregation shall be distributed to a Christian nonprofit fund, foundation, or corporation which is organized and operated exclusively for religious purposes and which has established its tax-exempt status under IRC Section 501 (c) (3).

4. Membership

- 4.1. Members of this congregation shall be those baptized persons who support the work of this congregation and the NALC through contributions of time, abilities, and financial support as biblical stewards. Members are those who affirm their faith by baptism, and have met with the pastor or designee to discuss their faith and their desire to carry out the aspirations of the NALC prior to recommendation to the Church Council for addition to the roster of active members.
- 4.2. Those baptized members accept the responsibilities of membership by setting an example of Christian Love and Benevolence and pledge to support this congregation and its Spiritual and Missionary work in which this congregation becomes involved.
- 4.3. A charter member is a person who on or before December 7, 2014 demonstrated an expressed desire to affiliate with this congregation through their active participation, attendance, contributions and willingness to accept the aspirations of the NALC.
- 4.4. Voting members are defined as those individuals who are in good standing, as described herein, are at least 18 years of age, and are listed on the roster of active members.
- 4.5. Membership shall be terminated by any of the following: a) death; b) resignation; c) transfer or release; or d) inactivity as defined by absence for a period of one (1) year or more, without financial contribution or documented communication indicating a desire to remain a member.

5. Congregational Meetings

- 5.1. Congregational meetings shall be held as needed. Congregational meetings shall be announced by the Church Council President during the two consecutive Sunday services prior to the scheduled meeting. In addition, meeting notices shall appear in the weekly newsletter and be prominently posted on the church bulletin board. Meeting notices shall state the time, place and purpose of the meeting. Only the business for which a special meeting has been called shall be transacted at that meeting. Unless otherwise specified in the bylaws, at least 30% of members on the active membership roster must be present to constitute a quorum, and voting by proxy or absentee ballot shall not be permitted. Paper ballots shall be used for elections and pastoral calls, and may be employed for other votes as needed.
- 5.2. The annual meeting of this congregation shall be held on a Sunday in November each calendar year at the direction of the Church Council. At the annual meeting, members of the Council shall be elected and a budget shall be presented for approval. The annual reports of the church president, treasurer, the pastor and other ministries shall be published by the last Sunday in the following January.

6. Church Council

- 6.1. The Church Council shall consist of the president, immediate past president, vice president, secretary, treasurer, and a member at large. No member shall receive any compensation for their services. The Pastor shall act as an advisory member of the Church Council. In the event of a tie the Pastor may provide a tie-breaker vote. The terms of positions shall be for two years beginning on the first day of the following January. To provide for continuity, no more than half of the terms shall expire in any one year.
- 6.2. The Church Council shall be the board of directors of this congregation and as such shall be responsible for maintaining and protecting its property and the management of its business and fiscal affairs.
- 6.3. The Church Council shall approve Mission Teams and Committees to carry out the congregation's mission and responsibilities. These teams include but are not limited to: Worship; Missions and Outreach; Hospitality; Finance; and Facilities. Additional teams or committees may be appointed as needed. All Teams and Committees report to the Church Council via meeting minutes and work under the authority of the Church Council.
- 6.4. The Church Council may enter into one-time expenditures for emergency items not included in the approved budget without specific approval by a congregational vote. Such expenditures may include but not be limited to a facility emergency, a membership need, or community concern. Any such expenditure shall not exceed \$10,000. Congregational notification about such an expenditure will take place as soon as possible, but no later than the next scheduled worship meeting.
- 6.5. Working with the various Mission Teams and Committees, the Finance Committee shall prepare an annual budget for Church Council review and approval, prior to proposal at the annual congregational meeting. Expenditure of funds shall be monitored by the Finance Committee using the fiscal period January 1 through December 31. The Treasurer may, with written justification and in consultation with the Church Council, authorize Mission Team or Committee expenditures that exceed the forecasted/budgeted amount by more than 10%. Budget reviews shall take place quarterly to ensure that anticipated revenues are being met and, if not, the Finance Committee shall develop and submit a revised budget. With the exception of dedicated or restricted funds, unspent budget balances shall not roll over to the next year, but rather shall be added to the Operating Expense fund and allocated according to the next year's approved budget. A minimum of ten percent (10%) of tithes and offerings exclusive of dedicated funds shall be budgeted for benevolences. The budget shall also reflect a contingency fund of a minimum of \$10,000.
- 6.6. Church Council meetings and congregational meetings are generally conducted by consensus. When necessary, Robert's Rules of Order Newly Revised shall govern this congregation's meetings as applicable and in which they are not inconsistent with these bylaws and any special rules of order the Church Council may adopt.

- 6.7. A congregational form of church governance exists in this congregation, with final authority in all matters resting with the congregation.

7. Duties and Responsibilities of the Church Council Members

7.1. The **president** shall:

- a. oversee the administrative programs and mission of this congregation;
- b. convene and preside at meetings of the Church Council and congregational meetings; and
- c. be a member ex-officio of all committees.
- d. In the event of a Church Council vacancy, the president shall nominate a person for consideration and approval by the Council who will serve for the remaining term of that vacant position.

7.2. The **immediate past president** shall:

- a. be responsible for convening and presiding over the meeting of past presidents or a group of five (5) members for the purpose of nominating the next year 's slate of officers.

7.3. The **vice-president** shall:

- a. preside at the meetings of the Church Council or this congregation in the absence of the president;
- b. serve as parliamentarian to ensure that all actions of this congregation and Church Council are in accordance with the bylaws; and
- c. perform other duties as delegated by the president.

7.4. The **secretary** shall:

- a. be responsible for recording, keeping and posting for congregational access the minutes of this congregation and Church Council meetings;
- b. have responsibility for all legal documents, corporate papers, and the archives of this church;
- c. coordinate all official correspondence of this congregation;
- d. maintain and keep current the list of active members (to be used to establish quorum for congregational meetings of this congregation).

7.5. The **treasurer** shall:

- a. coordinate and administer the budget to ensure that an adequate balance is retained for the payment of salaries and other regularly recurring expenses;
- b. obtain an authorized co-signature for checks on items exceeding \$250.00 that are not specified in the approved church budget;
- c. require receipts, providing documented evidence and accountability, for all reimbursed expenditures.
- d. serve as chair of the finance committee;
- e. coordinate with the finance committee the preparation and submission to the Church Council of a proposed budget for the following year;
- f. send out yearly contribution statements (may be sent by designee); and

- g. be responsible for securing, counting and depositing all monetary contributions (may be performed by designee).

7.6. **The member at large** shall:

- a. participate in all Church Council discussions and fill any officer vacancies as needed, including calling and leading Church Council and congregational meetings in the absence of the president and vice-president; and
- b. serve in additional capacities as delegated by the Council.

7.7. **Pastoral Search Committee**

A group of individuals selected by the Church Council, consisting of one member of the Church Council, one member of the Worship Team, and at least three members at large, shall be formed for the sole purpose of identifying, interviewing, and nominating a Pastor (see Section 3.2).

- a. The Search Process: This Committee shall announce opening, review candidates, interview and nominate a candidate to the Church Council for a candidacy visit with this congregation.
- b. Using a 50% quorum of the active membership roster, a congregational vote with a 75% majority is necessary for a call to be extended to a prospective pastor.
- c. Upon a successful vote, the Church Council, in consultation with the Pastoral Search Committee, will issue a call and negotiate the final compensation package.

8. Memorials and Other Gifts To This Church

8.1. Financial gifts such as memorials may be given to this church designating the following funds without restrictions on their use:

- a. Operating Expense Fund.
- b. Building Fund.
- c. General Memorial Fund. These monies may be combined with the gifts of other donors and used for special purchases, projects, and/or events approved by this congregation.
- d. Monetary and financial gifts to the church which the donor wishes to designate or restrict for a specific purpose must be approved by the Church Council. If funds are not spent during the current and subsequent fiscal year, they may be reallocated to the unrestricted General Memorial Fund, unless otherwise expressly defined by the donor.

8.2. Non-Monetary Gifts: To avoid misunderstandings with individuals resulting from any well-intentioned non-monetary gifts to this church, such gifts shall require review and approval by the Church Council with the recommendation from an appropriate Mission Team prior to acceptance of the gift from the donor.

9. Amendments

Changes to these bylaws may be proposed by any active member of this congregation or by the Church Council. Amendment proposals must be filed in writing with the Church Council president six weeks before a congregational meeting. Amendments must be available for the members of this congregation to review at least two Sundays prior to the congregational meeting. Amendments require approval by at least two-thirds of a quorum present and voting.

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These Bylaws were first adopted on December 7, 2014; revised and approved on January 24, 2016; and most recently revised and approved on November 13, 2016.