

**DESERT FOOTHILLS LUTHERAN CHURCH
SCOTTSDALE, ARIZONA**

BY-LAWS

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**SECTION I
ADMISSION TO MEMBERSHIP**

1.1 Baptized Membership

1.1.1 A person may be admitted to Baptized Membership by being Baptized into the Congregation or by giving evidence of Baptism that is satisfactory to the Pastor.

1.2 Communicant Membership

1.2.1 A person may be admitted to Communicant Membership by being Confirmed into the Congregation or by Transfer. Persons desiring admission with a Letter of Transfer from another Lutheran Congregation shall be accepted upon presentation of the Letter to the Pastor and his acceptance. The Pastor shall accept persons desiring admission without a Letter of Transfer, into membership upon profession of faith and appropriate instruction.

1.3 Associate Membership

1.3.1 Persons who have presented evidence satisfactory to the Pastor may be admitted to Associate Membership by declaring their interest in Membership and committing to support the Mission of the Congregation. Associate Members shall have all the rights and privileges of Communicant Members.

1.4 Voting Membership

1.4.1 Any Active, Communicant or Associate Member of the Congregation who has reached the age of 18 may attain Voting Membership by attending a Regular or Special Meeting of the Voting Members.

1.4.2 A member may be designated as an inactive member and ineligible to vote if they have not, at least, met one of the following criteria over a period of one year:

- attended church services;
- received communion; and,
- shared their time and talents.

1.4.3 It is the duty of Voting Members to attend Regular and Special meetings of the Voting Membership, and to sign in with the Director of Administration's provided signature roster before the start of the meeting. The sign-in will determine if a quorum exists for the meeting to commence.

1.5 Termination of Membership

1.5.1 Membership shall be terminated by: transfer to a sister congregation, death, joining a congregation outside the fellowship of this congregation, excommunication or self-exclusion. Self-exclusion includes Members: whose whereabouts are unknown, who have moved outside the geographic area, or who have decided to no longer be a Member of this Congregation. Special consideration will be made for illness, students and military service.

1.5.2 Pastor and Council will have the responsibility to enforce the criteria of Active Membership to determine Voting Membership.

1.5.3 Communicant Members who conduct themselves in an un-Christian manner shall be counseled by the Pastor, with advice and consent of the Church Council, according to Matthew 18:15-20. If a Member remains unrepentant, he or she may be placed in an inactive member status or removed from membership.

1.5.4 If Members remain impenitent after proper counseling, they may be excommunicated. In cases of excommunication, the President of the Congregation will present each case individually to the Voter's for a decision. A two-thirds majority ballot is required for excommunication.

1.5.5 In all disciplinary cases, the decisions are based on stated biblical grounds. The desired outcome of church counseling is to call a fellow Christian to repentance.

1.5.6 A person whose membership has been terminated or determined to be inactive, forfeits all rights including but not limited to, holding office, voting and all claims upon the property of the Congregation.

1.5.7 Persons who have been removed from membership for whatever reason may be restored with all rights and privileges upon the recommendation of the Pastor and the Church Council.

SECTION II VOTER ASSEMBLY MEETINGS

2.1 Regular Meetings

2.1.1 Regular meetings of the Voting Membership of the Congregation shall be held in April and November of each year on dates to be established by resolution of the Church Council. The November meeting in each year shall be the Election Meeting.

2.1.2 All meetings shall be announced in the Church Bulletin on the two Sundays previous, and shall be held at the hour, and at the location established by resolution of the Church Council.

2.2 Special Meetings

2.2.1 Special Meetings of the Voting Membership may be called by the Pastor, President of the Congregation, or by three or more members of the Church Council.

2.2.2 Special Meetings shall be announced in the same manner as Regular Meetings, except that announcements for Special Meetings shall contain a description of the subject of the meeting, and an explanation of the reason why a Special Meeting is necessary.

2.3 Quorum

2.3.1 Twenty percent (20%) of the total Voting Membership of record of the Congregation shall constitute a quorum sufficient for the proper conduct of business in any Regular, or properly called Special Meeting of the Voting Membership of the Congregation. Attending voters will sign in with the Director of Administration's provided signature roster before the start of the meeting. The sign-in will determine if a quorum exists for the meeting to commence.

2.3.2 In the event that there is insufficient attendance to constitute a quorum at any Regular, or properly called Special Meeting of the Voting Membership of the Congregation, that meeting may be adjourned, to reconvene on such date and time, as specified by the Pastor, President or three or more members of the Church Council. Any such reconvened meeting shall be announced in the same manner as the original meeting and be governed by the same quorum requirements.

2.3.3 If extraordinary circumstances should require an emergency meeting with shorter notice, at the request of the Council such a meeting may be properly held when the number of Voting Members present at that meeting constitutes a quorum, as defined above, and the Voting Members in attendance sign a statement waiving the normally required notice.

SECTION III ORDER AND RULES OF BUSINESS

3.1 Congregational and related business shall be considered in the order outlined in a printed Agenda. The Agenda for a Regular Meeting shall provide for reports that may be given by Officers and Directors charged with responsibility for the affairs of the Congregation, and shall also provide for General Forum discussion. Minutes will be available in the church office and on the church website for congregational review.

3.2 The Agenda for a Special Meeting shall provide for the orderly introduction, discussion and resolution of the subject identified by the person or group initiating the request for a Special Meeting.

3.3 The Rules of Procedure outlined in the latest *Roberts Rules of Order* shall govern all meetings where applicable, and when not inconsistent with the Constitution or By-Laws of

the Congregation, which shall otherwise hold precedence in the event of conflict.

SECTION IV ORGANIZATION OF THE CONGREGATION

4.1 OFFICERS AND DIRECTORS

4.1.1 The Officers and Directors elected by the Congregation shall be as follows:

- President
- Vice President
- Secretary and Director - Administration
- Treasurer
- Financial Secretary
- Director - Worship
- Director - Outreach and Assimilation
- Director - Education
- Director - Stewardship
- Director - Facilities
- Director - Spiritual Care and Support
- Director - Family Life Ministry

4.2 CHURCH COUNCIL

4.2.1 The Church Officers: President, Vice President, Secretary and Director Administration, and Treasurer; the Financial Secretary, Directors and Pastor will constitute the Church Council of the Congregation. The Pastor shall be an ex-officio member of the Council. Others may be added as ex-officio members as determined by the Council. An ex-officio member does not have a vote.

4.2.2 Voting Members of the Church Council shall not receive remuneration for any position associated with Desert Foothills Lutheran Church or Desert Foothills Lutheran Pre-School.

4.2.3 The Church Council shall manage and administer the property, operations, business and affairs of the Congregation. The Church Council shall be responsible for exercising on behalf of the Congregation all of the powers, rights and privileges that are delegated to it by the Constitution and By-Laws of the Congregation, and those that are conferred upon persons holding the office of Trustee under applicable Statute or Law, or as may otherwise be delegated by the Voting Members of the Congregation.

4.2.4 Meetings of the Church Council shall be held regularly, or as needed, on a schedule adopted by resolution and announced to the Congregation. The Pastor, President, or three Church Council Members may call Special Meetings.

4.2.5 Church Council Meetings shall be open to attendance by the Congregation. Discussion from the floor shall be by invitation from the person acting as Chair, or at the conclusion of the Regular Business of the Meeting.

4.2.6 Minutes of the meeting will be available in the Church Office.

4.2.7 An Executive Session can be called anytime there is a requirement to discuss the following topics: pending or contemplated litigation, legal advice from an attorney, personal, health or financial information about a member and matters related to job performance or compensation of paid staff.

4.2.8 Only Voting Members of the Church Council are entitled to attend Executive Session; non-voting Council Members may only attend by invitation.

4.2.9 Any Member who violates the confidentiality of the Executive Session can be subject to disciplinary action including removal from Membership on the Church Council. Motions of the Council in Executive session will not be recorded and minutes will not be taken. Executive sessions must be adjourned and actions taken in open sessions of the Council.

4.2.10 A majority of the members of the Church Council present at a meeting shall constitute a quorum. Resolutions may be adopted by a majority vote of Church Council Members present at a meeting where a quorum exists.

4.2.11 Unless prohibited by the Constitution and By-Laws of the Congregation, or by law, the Church Council may convene a meeting by electronic means, where at least a quorum exists, and all of the participants are in audio, or audio and video communication. Resolutions and actions of such an electronically conducted meeting shall have the same force and effect as if at least the quorum had physically met together.

SECTION V TERM OF OFFICE

5.1 The Term of Office for all Church Officers and Directors shall be two years, effective January 1st following the election. Installation shall be scheduled on the second Sunday of the new calendar year after election. Each Officer and Director will continue to hold office thereafter, until a successor has been elected by the Congregation or appointed by the Church Council.

5.2 If a vacancy occurs on the Church Council in the interim between regular elections, the Church Council shall appoint a successor to fill the unexpired term from a list of candidates provided by the Nominating Committee. Service for more than one-half of a term shall constitute a full term.

5.3 No Church Officer or Director shall serve more than two full terms in succession in any office or combination thereof. After a person has served on Church Council for a period of two full terms, that person may not be elected or appointed again to the Church Council until an interim of at least one full year has passed. Any such new election shall then be subject to another limit of two consecutive terms.

5.4 The Church Council positions will be set up on a rotating basis with elections held annually.

In the even numbered years beginning with 2012, the positions elected are:

- Vice President
- Treasurer
- Education
- Spiritual Care and Support
- Outreach and Assimilation
- Family Life Ministry

In the odd numbered years beginning with 2013, the positions elected are:

- President
- Secretary and Director Administration
- Financial Secretary
- Facilities
- Stewardship
- Worship

SECTION VI ELECTION PROCEDURE

6.1 Nominating Committee

6.1.1 During January of each year, the Church Council by a majority vote of its members shall appoint a Nominating Committee consisting of three Communicant Members who are not then incumbent Church Council members or paid staff. It is expected that the Nominating Committee Chair, or delegate, attend Church Council Meetings.

6.1.2 The responsibility of the Nominating Committee shall be to prepare a slate of at least one candidate for each Church Office and Director of the congregation. Each Nominee must be a Voting Member who has been selected on the basis of outstanding qualifications, and has personally confirmed the willingness to serve if elected.

6.1.3 The names of the nominees selected by the Nominating Committee shall be announced to the Congregation not less than fourteen (14) days prior to the election meeting of the Voting Membership to be held in November of each year.

6.2 Other Nominations

6.2.1 At the election meeting, nominations for each Office shall be brought to the floor by the Nominating Committee separately, and nominations of other candidates for the Church Office then being considered may be made by any Voting Member present at the meeting. A person nominated from the floor must be a Voting Member who will become eligible for election to that Office upon being seconded, by another Voting Member then present, and upon the personal acceptance of the nomination.

6.3 Balloting

6.3.1 The results of any contested nomination shall be decided by secret ballot before the next nomination by the Nominating Committee is brought to the floor. The winner will be the nominated candidate who receives a majority of the votes cast. In the event that any balloting shall fail to result in a majority of the votes being cast in favor of only one candidate, a run-off contest shall be balloted between the two candidates receiving the highest number of votes.

SECTION VII DUTIES AND RESPONSIBILITIES OF CHURCH COUNCIL AND PASTOR

7.1 Official Duties

7.1.1 Church Officers and Directors shall perform the duties in the By-Laws. The Congregation shall also have the privilege from time to time of modifying these responsibilities by majority vote of the Voter's Assembly. The Church Council may also call such other boards and committees into being, as may be needed, to accomplish specific tasks.

7.1.2 The detailed descriptions of the duties of Pastor, Church Officers and Directors will be listed in the job description for each position.

7.1.3 All Directors will operate in accord with the current operating plan and budget approved by the Congregation.

7.1.4 The Council will be responsible for establishing yearly goals for the Church and the Pastor. It will be responsible for the monitoring of performance against these goals and providing periodic as well as an annual assessment of the performance against these goals. This will include an annual performance review of the Pastor and all staff personnel.

7.1.5 The President and one selected Council member will conduct the performance review of the Pastor, after receiving input from the entire Council.

7.2 Pastor

7.2.1 The Pastor is the spiritual leader of the Church and has the responsibility to implement all policies and programs defined by the Congregation and Church Council. The Pastor is responsible to the Congregation through their elected representatives on the Church Council.

7.2.2 The Pastor is authorized, with the approval of the Church Council, and within the approved annual budget to create the infrastructure necessary to accomplish the church mission.

7.2.3 All paid and volunteer staff are accountable to the Pastor or someone delegated by the Pastor.

7.2.4 The Pastor shall ensure all conflicts are resolved quickly and in a Christian manner, being open to the views of all parties involved, so that the ministry and mission of Desert Foothills Lutheran Church are not adversely affected.

7.3 President

7.3.1 The President shall work with the Pastor and the Church Council in fulfilling the responsibilities of this office. The President shall be the Chief Executive Officer of Desert Foothills Lutheran Church, an Arizona non-profit corporation.

7.4 Vice President

7.4.1 The Vice President shall work with the Pastor, President and Church Council in fulfilling the responsibilities of this office. This position will be responsible for the Council following Robert's Rules of Order. In the absence of the President, the Vice President shall act for and on behalf of the President.

7.5 Secretary and Director - Administration

7.5.1 The Director is the Secretary of the Corporation, which is the legal entity of the Congregation. The Secretary is responsible for filing the necessary annual reports with the Arizona Corporation Commission and coordinating any legal matters for the Congregation. This position also ensures that proper minutes are prepared and maintained for any properly called meeting of the Church Council or Congregation.

7.5.2 The Director may establish Standing or Special Committees such as Fellowship Hall management in collaboration with the Church Council. The Director shall have responsibility for planning, directing and coordinating all of the administrative, public relations, advertising and related functions of the Congregation including the Monthly Newsletter, website, and information technology systems.

7.6 Treasurer

7.6.1 The Treasurer shall work with the Pastor, President and Church Council in fulfilling the responsibilities of this office. The Treasurer shall be responsible for the financial records of the Church and Preschool; accurate recording, and disbursements of all Congregation funds; and timely reporting to the Church Council and Congregation. In addition, the Treasurer shall be responsible for developing and presenting a proposed annual budget to the Council. A fidelity bond shall cover the Treasurer.

7.7 Financial Secretary

7.7.1 This position is responsible for receiving, counting, recording and depositing all contributions to the Church and Preschool including tuition and fees collected. The Financial Secretary will maintain the records of the individual contributors and issue quarterly statements. This position is also responsible for forecasting expected revenues for budgetary purposes based on input from the Council members. A fidelity bond shall cover the Financial Secretary.

7.8 Director - Worship

7.8.1 The Director shall be responsible for assisting the Pastor in planning, directing and coordinating the operations relating to worship services including weddings and funerals. Activities/committees under this Director include but are not limited to: Altar Guild, ushers, readers, music, acolytes and communion assistants.

7.9 Director - Outreach and Assimilation

7.9.1 The Director is responsible for reaching out to the community and Church Members with services and support offerings that can be provided by the Church. They will also coordinate activities to identify and secure additional congregational members. The Director will work closely with the Pastor and Church Council in planning, directing and coordinating these activities.

7.9.2 The responsibilities include working with new members to assimilate them into the congregation and have them involved with Church programs. Some of the committees would include Sunday morning social activities and visitor's kiosk.

7.10 Director - Education

7.10.1. The Director shall be responsible for assisting the Pastor and Preschool Director in planning, directing and coordinating the operations of the education functions. These functions would include Christian and secular education.

7.10.2 The Director of Education will establish Standing or Special Committees that would include Sunday School, Youth, Children's Church and Adult Bible studies, in collaboration with the Church Council.

7.11 Director - Stewardship

7.11.1 This position is responsible for the financial and operational stability of the Church through programs designed to encourage the use of Member's time, talents, and treasure to fulfill the mission of Desert Foothills Lutheran Church.

7.11.2 The Director will coordinate with the Pastor and Church Council in maintaining timely records of the talents of Members.

7.11.3 The Director will also work with the Church Council in developing plans to help ensure the long-term financial well being of the Church. This will be accomplished through initiatives such as endowments, estate planning, programmed giving, and fund-raising activities.

7.12 Director - Family Life Ministries

7.12.1 The Director of Family Life Ministries shall be responsible for providing direction and support for programs and policies that will support growth and involvement in Family Ministries. This position will work in cooperation and collaboration with all other Council members to maximize effectiveness in this ministry.

7.13 Director - Facilities

7.13.1 The Director shall be responsible for planning, directing and coordinating all activities concerning the grounds, construction and maintenance functions of the Church Campus. The Director may establish Standing or Special Committees for such tasks as landscape, security, and janitorial services in collaboration with the Church Council.

7.14 Director - Spiritual Care and Support

7.14.1 The Director shall be responsible for assisting the Pastor in providing spiritual care and nurturing to all Members, supporting the expansion of Small Groups, coordinating support of associated Lutheran entities such as Lutherans for Life and LWML, and providing liaison between such activities and the Church Council.

7.14.2 The Director may establish Standing or Special Committees such as Visitation (homebound, sick, grieving, absentee members), and Grief Counseling, and other support activities.

SECTION VIII CALLING OF A PASTOR

8.1 In preparation for the Calling of a Pastor or Commissioned Minister, the President, in collaboration with and approval of the Church Council, shall appoint a Call Committee composed of five or more Voting Members. The initial function of the Call Committee shall be to assemble a list of Candidates who have been suggested by the District President or the Congregation.

8.2 The investigation by the Call Committee shall include all actions reasonably necessary to present a list of Recommended Eligible Nominees to the Church Council for its review, together with a synopsis of all significant information for each individual recommended.

8.3 After review by the Church Council, the Call Committee shall submit the list of Recommended Eligible Nominees and the synopses of information prepared, and present

to the Voter's Assembly one or more candidates for its consideration of extending a Call. The presentation and any recommendation to the Voter's Assembly shall include appropriate background information for the Candidate(s).

8.4 The vote on the Calling of a Pastor for the Congregation shall be a two-thirds vote taken by secret ballot at a Regular, or properly called Special Meeting of the Voting Members of the Congregation.

SECTION IX AMENDMENTS AND REPEAL OF BY-LAWS

9.1 Amendments to, or repeal of any Section, or all of the Sections of these By-Laws may be adopted by majority vote of the Voting Members of the Congregation, provided that the Meeting Notice given on each of the two Sundays previous included a notice and description of the change(s) in the By-Laws that are to be considered at the Meeting.