

BYLAWS
OF
ASCENSION EVANGELICAL LUTHERAN CHURCH
Of
Thousand Oaks, California, Inc.

Presented at the July 9, 2013 Congregational Meeting
Ratified at the September 29, 2013 Congregational Annual Meeting
Revised at the October 9, 2016 Congregational Meeting

ARTICLE 1 – COMMUNION PARTICIPATION

- 1.01 This Congregation invites all of its members who have been prepared to receive the Sacrament, to participate regularly in Holy Communion.
- 1.02 Preparation for Holy Communion will be provided for persons who have reached the age as determined by the Congregation, from time to time, or as determined in coordination with each family's decision, and after the youngster and parent or sponsor receive instruction.
- 1.03 Participation in Holy Communion shall be open to those who accept the Lutheran teaching in regard to this Sacrament.
- 1.04 It shall be made known to prospective participants that the belief of this Congregation is:
Participation in the Lord's Supper is the reception of "the Body and Blood of our Lord Jesus Christ given with bread and wine, instituted by Christ, Himself, for us to eat and drink." We hold that a person is well prepared and worthy who believes these words, "given and shed for you for the remission of sins." But anyone who does not believe these words, or doubts them, is neither prepared nor worthy, for the words "for you," require simply a believing heart.
- 1.05 Record of participation in Holy Communion shall be entered upon the books of the Congregation. If a member of another Congregation communes, notice shall be sent to their church.

ARTICLE 2 – THE MEMBERSHIP

- 2.01 Admission to Baptized Membership
- a.** Children, shall, upon receiving Christian baptism, be received as baptized members of this Congregation. However, if there is an understanding that, for good reason, a child will be enrolled as a baptized member of another Congregation, then notice of the baptism shall be sent to the Congregation in which the child is to be enrolled as a baptized member.
 - b.** Un-baptized adults, or un-confirmed adults, who have received instruction and have given evidence of having an adequate understanding and acceptance of the teachings of the Word of God as confessed by the Lutheran Church, shall, upon confession of faith

and Christian baptism duly recorded as a ministerial act performed under the auspices of this Congregation, be received as baptized members of this Congregation.

2.02 Admission of Confirmed Membership

- a. Baptized adults, not previously members of the Congregation who have received instruction and have given evidence of having adequate understanding and acceptance of the teachings of the Word of God as confessed by the Lutheran Church, shall be admitted to confirmed membership through the new member class and approved by the Congregation Council.
- b. Children who are baptized members of the Congregation shall be admitted to confirmed membership who have received instructions and who have given evidence of having adequate understanding and acceptance of the teachings of the Word of God as confessed by the Lutheran Church
- c. Applicants for membership presenting Letters of Transfer or who present evidence of confirmation in a Lutheran Congregation but do not have Letters of Transfer, shall be admitted to confirmed membership upon acceptance by the Congregation Council and their report of their names to the Congregation.

2.03 Admission to Associate Membership

Persons holding membership in other Christian Congregations who wish to retain such membership but desire to participate in the life and mission of this Congregation, or persons who wish to retain a relationship with this Congregation while being members of other Congregations may be admitted as an associate member. They have all the privileges and duties of membership except voting rights and eligibility for elected offices or membership on the Congregation Council of this Congregation. They will not be counted in the membership statistics, but an appropriate printed Associate Membership card and certificate will be issued.

2.04 Admission to Voting Membership

The Congregation Council, the elected Congregational representatives of the Congregation, shall be responsible for determining the voting membership in accordance with the qualifications specified in the constitution.

2.05 Discontinuance of Membership

- a. Members who move away shall be encouraged to transfer their membership. A confirmed member in good standing desiring to change their membership to another Lutheran Congregation shall, upon request, receive a Letter of Transfer.
- b. A confirmed member who (in the judgment of the Pastor(s) and ratified by the Congregation Council) shows no interest in attending church services and/or association with the church as determined by Congregational records for a period of two (2) years, shall be presumed no longer to desire membership, shall lose the right to vote, and shall not be counted in the membership statistics of the Congregation. However, their name and record shall be kept in the files for a period of five years thereafter. If they resume activity within the five (5)-year period, they shall be restored to the active membership list; if not, they shall be dismissed from the Congregation, and if possible, notified of this action.

- c. Children, neither of whose parents or guardians are active members of the Congregation, shall be dropped from the baptized membership roll if they fail to participate in the Christian education program of the Congregation within 5 years after baptism.
- d. Members who have been ex-communicated, dismissed, resigned, died or who have transferred to another Lutheran Congregation have thereby terminated their membership in the Congregation and have surrendered all membership rights.
- e. Discipline will be conducted in accordance to Article 15 of the Constitution.

2.06 Membership Status

The Senior Pastor will report, on a regular basis, to the Congregation Council the status of the membership categories, including new, changed, baptized and discontinued memberships. The Senior Pastor will also work with the Congregation Council to make available the current voting roster for every Congregational Meeting.

ARTICLE 3 - THE PASTOR

- 3.01 The Congregation requires that its Pastor shall be loyal to the faith and purpose of the Congregation, as stated in the Constitution.
- 3.02 Qualified clergy may occasionally perform pastoral functions in this Congregation with the approval of the Pastor, or, in case of a pastorate vacancy, with the approval of the Congregation Council and the Synod Bishop.
- 3.03 The call of a new pastor shall be done in accordance with Chapter 9 of the Constitution. A call committee shall be formed as described in Article 7.07.
- 3.04 If the Pastor receives a call to another Congregation, he or she shall consult with the Congregation, or at least with the Congregation Council, before coming to a decision. He or she should attempt to reach a decision as quickly as possible, normally within three weeks. He or she shall thereupon notify the Congregation and the Synod Bishop. When a release has been granted and the call accepted, the Pastor shall terminate their ministry and transfer to the new field of service as quickly as feasible, normally within one month.
- 3.05 A desire for a change in pastorate by either Congregation or Pastor shall be brought to the attention of the Bishop of the Synod, who shall advise in the matter in accordance with the Constitution and with the established procedures of the ELCA.

ARTICLE 4 – THE CONGREGATIONAL MEETINGS

- 4.01 The power and authority of this Congregation shall be exercised through Congregational meetings, called and held in conformity with civil laws and the provisions of the Constitution and Bylaws of the Congregation.
- 4.02 Procedures for Congregational Meetings
 - a) Parliamentary Procedure - Unless otherwise ordered, parliamentary procedures shall be in accordance with The Standard Code of Parliamentary Procedures.

- b) Notice - Except as provided for in the Constitution for Special Meetings, the time and place of Congregational Meetings shall be announced in the public services held prior to the meeting and in such publications as the Congregation or the Pastor may periodically issue. If no services are held prior to the meeting, notice of the meeting shall be made to all voting members at least five days in advance of the meeting.
- c) Quorum - A quorum for conducting business at Congregational Meetings shall consist of the voting members in attendance. The current roster of voting members as defined in the Constitution Section *C8.02C shall be available at each Congregational Meeting.
- d) Voting - Voting by proxy or absentee ballot shall not be permitted. All matters shall be decided by majority vote of those present and voting, except as otherwise provided in the constitution and bylaws. Sections of the Constitution which require a two-thirds vote include:

- 1) Section 6.05a - Church Affiliation
- 2) Section 7.03 - Property Ownership
- 3) Section 7.04 - Property Ownership
- 4) Section 9.01 - The Pastor
- 5) Section 9.05d - The Pastor
- 6) Section 14.03 - Organizations within the Congregation
- 7) Section 14.04 - Organizations within the Congregation
- 8) Section 17.02b - Amendment (to the Constitution)

- e) Written Ballot - In the following cases voting shall be by written ballot. The requirement for a written ballot may be waived by a two-thirds vote if not in conflict with the Constitution.

- 1) To elect the members of the Congregational Council and Congregational Officers
- 2) To adopt or amend the articles of incorporation, constitution, or bylaws of the Congregation
- 3) To call a Pastor or to request his/her resignation
- 4) To sever membership in the ELCA
- 5) To excommunicate a member from the Congregation or to remove a member from office in the Congregation
- 6) To dispose of, encumber, or purchase real property
- 7) When requested by at least ten voting members present or by the presiding chairman in situations where a voice vote is not conclusive

4.03 Elected Positions - No one shall be declared elected unless he or she has received a majority of the votes cast. If more than one ballot is required in an election, a motion shall be in order to limit the balloting after the first ballot to the three (3) candidates receiving the highest number of votes on the first ballot; and after the second ballot to limit the balloting to the two (2) candidates receiving the highest number of votes.

- 4.04 The Congregation shall hold at least two called Congregational Meetings each fiscal year, the **Regularly Called Congregational Meeting** and the **Annual Meeting**. Any other Special Congregational Meeting may be called in accordance with the Constitution Section 10.04.
- 4.05 The **Regularly Called Congregational Meeting** shall be held prior to the beginning of the fiscal year. The purpose of the meeting will be to prepare the Congregation for ministry in the following year including (1) the election of members of the Congregational Council, related officers and other church leaders as required by the Constitution and Bylaws, (2) provide the Congregation with the Ministry objectives for the coming fiscal year and (3) approve an operating budget to support the Congregation and the ministry mission for the upcoming fiscal year. The agenda for this meeting shall be as follows:
- a) Opening devotion
 - b) Approval of the minutes of meetings not previously approved.
 - c) Election of candidates as nominated by the Nominating Committee for offices on the Congregational Council, chairman of the Standing Committees and board members of the various divisions of the Congregation and other positions required by the Constitution and Bylaws.
 - d) Presentation by the Church leaders of the plan for ministry in the coming year
 - e) Presentation of and approval of proposed fiscal budget setting forth the Congregations Commitment to Ministry for the coming year The approval of such fiscal budget will authorize the expenditure of Congregational resources in accordance with the Congregations Commitment to Ministry.
 - f) Any unfinished business from prior Meetings
 - g) New Business
 - h) Closing Prayers

The **Annual Meeting** shall be held within 120 days of the end of the fiscal year. The purpose of the meeting will be to present the Annual report of the Church to the Congregation and approve any changes to the operating budget that may be required since the budget was approved at the Regularly Called Congregational Meeting. The agenda for the Annual Meeting shall be as follows:

- a) Opening devotion
- b) Approval of the minutes of meetings not previously approved.
- c) Presentation of the Annual Report - the Annual Report will contain:
 - 1) Financial statements of the Church and related divisions
 - 2) Reports from each of the Pastors on Ministry from the just concluded fiscal year
 - 3) Reports of Standing Committees of the church describing ministry activities in the just concluded fiscal year
 - 4) A report from the Congregational Council
 - 5) The Congregation's Parochial Report as submitted to the Synod
 - 6) A report of insurance coverage of the Church
- d) Approval/ratification of the annual budget with any proposed changes
- e) Any unfinished business from prior meetings
- f) New Business

g) Closing Prayer

Any other Congregational Meetings shall be considered a Special Meeting and shall be called in accordance with the Constitution Chapter 10.

ARTICLE 5 – THE CONGREGATION COUNCIL

5.01 Membership of the Congregation Council

- a) The Congregation Council shall consist of the following nine elected members:
 1. The President
 2. The President-Elect
 3. The Secretary
 4. The Treasurer
 5. The Immediate Past President (IPP)
 6. The Council Member at Large #1
 7. The Council Member at Large #2
 8. The Council Member School Representative
 9. The Council Member Foundation Representative
- b) The Congregation Council shall act as the Board of Directors of the Ascension Evangelical Lutheran Church, a non-profit Religious California corporation.
- c) In addition to the requirements of Congregational membership stated in the constitution, qualifications for membership on the Congregation Council shall include such practical ability as is needful in promoting the various interests of the Congregation as outlined in the duties of each elected officer of the council.
- d) A vacancy on the Congregation Council shall be filled by action of the Congregation if the remaining term is greater than one (1) year. If the term is less than one (1) year, then the vacancy shall be filled by the Congregation Council.
- e) The Pastor(s) shall be an ex-officio member of the Congregation Council.

5.02 Meetings

- a) The Congregation Council shall not transact any business unless a majority of its members are present.
- b) Meetings of the Congregation Council shall be set by the Congregation Council and shall be held not less than monthly. Exceptions may be at the discretion of the Congregation Council.
- c) A special meeting of the Congregation Council may be called by notifying all members at least three (3) days before the meeting. A special meeting may be called by the Pastor, or the President, or by any three (3) members of the Congregation Council.

5.03 Duties

- a) The Congregation Council shall be empowered to secure such staff as is needed to carry on the work of the Congregation, and shall fix their salaries.
- b) Adjustments in the salary of the pastor(s) shall be the responsibility of the Congregation Council, subject to the Congregation's approval of the annual budget.
- c) The Congregation Council shall, as far as possible, operate within the limits of the approved budget of the Congregation. Any expenditure in excess of the total voted budget must be approved by the Congregation Council.
- d) The Congregation Council shall, not less than annually, examine all insurance policies to determine the amount and kind of insurance in force and include this report in its statement to the Congregation.
- e) The Congregation Council shall be responsible for the operation of all Boards, Committees and Divisions of the Church.
- f) The Congregation Council shall be empowered to establish a **Policy and Procedure Manual** that will allow them the flexibility to govern and conduct the business of the Congregation Council expeditiously.
 1. The Policy and Procedure Manual shall be reviewed annually by the Congregation Council.
 2. Additions, deletion or changes to the Policy and Procedure Manual can be made at any time by a member of the Congregation Council and voted on by the members of the Congregation Council at a regularly scheduled meeting of the Congregation Council. Additions, deletions or changes to the Policy and Procedure Manual must be decided by a majority of the voting members present at the regularly scheduled meeting of the Congregation Council.
 3. Notwithstanding 5.03, subsection f), the Policy and Procedure Manual shall not be in conflict with the Constitution or Bylaws of the Ascension Lutheran Church.
- g) The Congregation Council shall be responsible for the **Use of Real Property**.
 1. The real property of the Congregation shall be for the use of the Congregation in its normal function as a Lutheran Church, and may be used in any way in harmony with the purpose and for the benefit of the Congregation.
 2. Buildings which are the property of the Congregation may be lent or rented to any group or individual not affiliated with the Congregation with the application for such use being approved in accordance with the policies and procedures established by the Congregation Council from time to time.
- h) The Congregation Council shall be responsible for the performance of an **Annual Certified Audit** of the financial records of the Congregation, including but not limited to the church or any organization therein. The President, with approval of the Congregation Council, shall engage the services of a Certified Public Accountant for the purpose of performing the certified audit. The cost of the certified audit shall be accounted for and apportioned by the Congregation Council.

ARTICLE 6 – DUTIES OF OFFICERS AND ELECTED COUNCIL MEMBERS

The duties of officers and elected council members of Ascension Evangelical Lutheran Church shall be:

6.01 President

The term of office shall be the second year of a three-year commitment of office with the first as President-Elect and the third year as Immediate Past President. The President shall:

- a) Preside over all meetings of the Executive Committee, Congregation Council, and the Congregation unless a vote of members present at the meeting decides otherwise.
- b) Together with the Secretary sign all legal documents on behalf of the Congregation
- c) Sign checks as prepared by the Controller in the absence of the Treasurer
- d) Appoint all special committees as authorized by the Congregation Council
- e) Encourage and assist all Boards, Committees and Divisions in carrying out their responsibilities as ex-officio member.

6.02 President-Elect

The term of office shall be a three-year commitment of office with the first as President-Elect, the second as President, the third as Immediate Past President. The President-Elect shall:

- a) Preside in the absence of the President or unless a vote of members present at the meeting decides otherwise
- b) Be an ex-officio member of all committees of the Church and encourage and assist the committees in carrying out their functions and responsibilities.
- c) Sign checks as prepared by the Controller in the absence of both the Treasurer and the President
- d) Be responsible for reviewing the Policy and Procedure Manual

6.03 Secretary

The Secretary shall serve for a two year term. The Secretary shall:

- a) Oversee recording the proceedings of the Congregation meetings, the Congregation Council meetings, and the Executive Board meetings
- b) Be responsible for the safekeeping of all permanent minutes, past and present, of the Congregation
- c) Keep an accurate attendance record of members at the Council and Congregation Meetings
- d) Be responsible for notifying members of all regular and special meetings
- e) Conduct all official correspondence of the Congregation and the Council
- f) Together with the President sign all legal documents of the Congregation

6.04 Treasurer

The Treasurer shall serve for a two year term. The Treasurer, as Chief Financial Officer of the Congregation shall:

- a) Serve as chairman of the Finance Committee
- b) Oversee and sign all checks prepared by the controller
- c) Be responsible for and exercise oversight of all funds of the Congregation and its organizations in accordance with the decisions of the Congregation Council

- d) Oversee the preparation of the monthly financial reports for the Council and quarterly reports for the Congregation

6.05 Immediate Past President

The Immediate Past President (IPP) shall succeed to the IPP after serving as the President and Vice-President. The IPP shall:

- a) Act as the parliamentarian of the Congregation Council and Congregation at their meetings and advise on the correct parliamentary procedures
- b) Be chairman of the Nomination Committee
- c) Be responsible to work with the Church Administrator to review all insurance policies and to determine the amount and kind of insurance in force
- d) Be responsible for reviewing the Ascension Constitution and Bylaws and to recommend any required changes
- e) Be responsible for reviewing the acceptance of all gifts to the church

6.06 Member-at-Large #1

Council Member-at-Large #1 shall serve for a two year term.

6.07 Member-at-Large #2

Council Member-at-Large #2 shall serve for a two year term.

6.08 School Board Representative

The Council Member School Board Representative shall be elected for a one year term.

- a) The School Board Representative shall be a member of the Ascension Lutheran Church School Board appointed to represent the School on the Congregation Council.

6.09 Foundation Representative

The Council Member Foundation Representative shall be elected for a one year term.

- a) The Foundation Representative shall be a member of the Ascension Lutheran Church Foundation appointed to represent the Foundation on the Congregation Council.

ARTICLE 7 – THE CONGREGATION COMMITTEES

7.01 Congregation Committees

- a) The following Congregation Committees shall be the Standing Committees of the Ascension Evangelical Lutheran Church.
 1. The Executive Committee
 2. The Community Concerns Committee
 3. The Evangelism Committee
 4. The Finance Committee
 5. The Joy-of-Giving Committee
 6. The Missions Committee
 7. The Nominating Committee
 8. The Property and Management Committee
 9. The Worship Committee
 10. The Youth Committee

- b) In addition to the requirements of Congregational membership stated in the constitution, qualifications for each committee shall include such practical ability as is needful in promoting the various interests of the Congregation as outlined in the duties of the various committees of the council.
- c) All committee chairmen shall serve for two years, except where noted, and may be re-elected.
- d) Those Committee responsibilities and functions not defined herein are defined in the Ministry in Motion Manual and Job Descriptions for Ascension Lutheran Church which Are updated and reviewed by the Congregation Council each year.
- e) A vacancy of any committee chairman shall be filled by action of the Council if the Remaining term is less than one year. If greater than one year, then the vacancy shall be filled by election at the next Congregation Meeting.

7.02 The Executive Committee

- a) The Executive Committee shall consist of the elected officers of the Congregation. These shall include the President serving as the Chief Executive Officer, the President-Elect serving as the Vice-President of the Congregation, the Treasurer serving as the Chief Financial Officer, and the Secretary.
- b) The Executive Committee shall meet from time to time and any member of the committee may call a meeting upon notifying all members and agreeing upon a meeting time.
- c) The Executive Committee shall conduct whatever business is necessary and convenient to the operation of Ascension Evangelical Lutheran Church.
- d) The Secretary shall keep all minutes of the Executive Committee meetings.

7.03 The Finance Committee

The Finance Committee is responsible for managing the finances of the congregation receiving contributions and disbursing money through the church controller. It reviews monthly finance reports from the Finance Director and submits monthly reports to the Congregation Council meetings. It is responsible for preparing the annual ALC budget and submitting it along with recommendations to the ALC Congregation Council prior to the Congregational meetings. The Finance Committee also has oversight of the Finance Counters. The Finance Director, the School Board Treasurer, the Foundation Treasurer, and a representative of the Joy of Giving Committee serve on the Finance Committee with the Treasurer and any additional members in accordance with the Finance Committee Operations Statement Policies and Procedures.

7.04 The Nominating Committee

- a) The Nominating Committee shall consist of seven (7) members. The chairman shall be the Immediate Past President. The other members shall include one other past president and five at-large members two of whom may be members of the Congregation Council. The Immediate Past President, serving as chairman, and the former Congregation president appointed by the Congregation Council, shall not stand for election. The Immediate Past President shall serve by virtue of the office held and the past president member shall be appointed by the Congregation Council.
- b) The names of the committee nominees and the appointed past president member shall be presented at the annual meeting or at a special meeting of the Congregation.

- c) The members of the Nominating Committee are all congregationally elected positions. They shall serve for the year following their election and continue during that year up to the installation of the newly elected officers.
- d) Any candidates recommended by the Nominating Committee shall be made known to the Congregation at the regularly called congregational, special or annual meeting at which the election is to take place.
- e) In addition to the candidates submitted by the Nominating Committee, additional nominations may be made from the floor with the prior consent of the person(s) nominated.
- f) The Senior Pastor shall serve as convener and as an advisory member.

7.05 Other Church Ministries

All other ministries and their responsibilities shall be defined in the Ministry in Motion Manual.

7.06 Committee Reports

All budgeted activities, committees, and organizations within the Congregation shall submit accounts to the Treasurer at least quarterly and a final year-end report at least forty five (45) days prior to the **Annual Meeting**. The Treasurer shall include such accounts in his report to the Congregation.

7.07 The Call Committee

- a) A Call Committee of at least six voting members shall be elected by the Congregation when a pastoral vacancy occurs or it is desired to call another pastor. The Call Committee shall consist of the ministry cross section of the Congregation.
- b) The term of office of the members will terminate upon installation of the newly called pastor.

7.08 Other Special Committees

Other special committees, sometimes called ad hoc committees, may be appointed as required by the Congregational Council to perform special tasks. The committee automatically ceases to exist when its final report to the Council is received and the task has been completed.

ARTICLE 8 – THE DIVISIONS OF THE CHURCH

- 8.01 In addition to the activities, committees and organizations within the Congregation, the Congregation may establish divisions of the corporation to carry out certain specific responsibilities, duties and ministries of the Congregation.
- 8.02 A new division may be formed by a two-thirds vote of the voting members present at any annual, regularly called, or special Congregational meeting of Ascension Evangelical Lutheran Church.
- 8.03 The dissolution of any existing division of Ascension Evangelical Lutheran Church shall be in accordance with Ascension Evangelical Lutheran Church Constitution, Chapter 14.04.
- 8.04 The Ascension Lutheran School is one division of the Congregation. The bylaws of the Ascension Lutheran School are included in Article 10.

8.05 Ascension Lutheran Church Foundation is a second division of the Congregation. The bylaws of the Ascension Lutheran Church Foundation are included in Article 11.

ARTICLE 9 – AMENDMENTS

9.01 Amendments to the Bylaws must be presented and adopted in accordance with the Ascension Evangelical Lutheran Church Constitution Chapter 16.

Article 10 - THE ASCENSION LUTHERAN SCHOOL

10.01 Purpose

- a.** There shall be a separate division of this corporation known as the Ascension Lutheran School of Thousand Oaks, California. The School is comprised of the Infant Care Center, the Early Childhood Center, and the K-8 Day School.
- b.** The purpose of this school shall be to offer academic excellence in a Christian environment. The educational and co-curricular programs shall strive to foster religious, intellectual, emotional, physical, and social development.
- c.** The Ascension Lutheran School teachers and professional staff shall lead classes in a spirit of love and discipline with a personal commitment to Jesus Christ, and set a strong Christian example.
- d.** This philosophy of service, love and discipline enhances the community, serves the church, strengthens the family and enriches the student. To this end, the Ascension Lutheran School Board, the Principal, and faculty dedicate their time, talents, and resources.

10.02. School Board

- a.** The Ascension Lutheran School Board, with guidance from the Pastors, shall have the responsibility to oversee the operation of the School and shall make recommendations to the Congregation Council.
- b.** The Ascension Lutheran School Board structure shall be comprised of nine (9) voting members elected by the Congregation of Ascension Evangelical Lutheran Church at an annual, a regularly called, or special Congregational meeting by a majority vote of Congregational members present. The School Board positions shall be elected to a full term of two (2) or three (3) years, and each member shall be eligible to succeed him or herself twice for two (2) additional two- or three-year terms. It is required that one (1) full year must pass following the expiration of the third term before an individual may become eligible for re-election to the School Board.
- c.** Employees and and/or immediate family members of employees of Ascension Lutheran School and Early Childhood Center are not eligible for nomination to the Ascension Lutheran School Board.
- d.** The School Board may, at its own discretion, form special subcommittees from time to time to serve the ALC School's purpose and needs. Such special subcommittees may consist of members of the Congregation who are not members of the School

Board. All special subcommittees, however, shall be chaired by a School Board member who has sole responsibility for the subcommittee's actions.

10.03. Organizational Structure

- a.** The officials of the Ascension Lutheran School Board shall be a Chairperson, acting as President, Vice-Chairperson, Secretary, and Treasurer, who shall each serve for two (2) years or until their successors are selected. They shall be elected at a meeting of the Ascension Lutheran School Board.
- b.** The Chairperson shall preside over meetings of the School Board unless the Chairperson is unavailable or a vote of Board members present at the meeting decides otherwise.
- c.** The Vice-Chairperson may preside in the absence of the Chairperson, unless the Vice-Chairperson is unavailable or a vote of School Board members present at the meeting decides otherwise.
- d.** The Ascension Lutheran School Board Secretary shall issue notices for all meetings, shall keep the minutes and records, and sign with the Chairperson such instruments as require such signatures.
- e.** The Ascension Lutheran School Board shall designate a Treasurer who shall be responsible for and exercise oversight of all funds of the school in accordance with the decisions of the school board. The Treasurer shall also serve as a member of the Ascension Lutheran Church Finance Committee.
- f.** Board Members

The responsibility of the Ascension Lutheran School Board shall be set forth in the Ascension Lutheran School – School Board Handbook; or as amended, modified, and or updated from time to time by the Ascension Lutheran School Board. Each School Board member shall have insurance for the faithful performance of his or her duties in such sum and with such sureties as may be required by the Congregation Council.

10.04. Nominating Committee

Prior to the regularly called meeting of the Ascension Evangelical Lutheran Church, the Nominating Committee shall meet and nominate candidates to fill vacancies on the Ascension Lutheran School Board and one (1) committee member to serve as a Congregational Council member-at-large. Said nominations shall be submitted to the Congregation Nominating Committee for election at the regularly called meeting of the Congregation. In addition to the names of candidates presented by the Nominating Committee, nominations from the floor may also be presented, provided the nominee has given prior consent to the nomination. The Nominating Committee may consist of the following:

- a.** Up to four (4) officers of the Congregation,
- b.** Up to three (3) members of the School Board to be selected by the School Board by majority vote,
- c.** Two Ex-officio Members

1. Senior Pastor, serving as convener and advisor,
2. School Principal, as an advisor.

10.05. Principal, Teachers, and Staff

- a. The candidate for position of Principal shall be submitted by the Ascension Lutheran School Board, for approval by the Congregation Council.
- b. The Teachers and Staff shall be selected by the Principal and the Ascension Lutheran School Board, and installed at a designated worship service.
- c. The duties of the Principal, Teachers, and Staff shall be as set forth in the Ascension Lutheran School – School Board Handbook; or as amended, modified, and or updated from time to time by the Ascension Lutheran School Board.

10.06. Financial Responsibilities and Reporting

- a. The Ascension Lutheran School Board shall prepare the annual budget of the school, including but not limited to faculty and staff salaries, student tuition, and fees. They shall submit the above to the Treasurer of the Congregation for submittal to the Congregation Council for approval and subsequent ratification by the Ascension Evangelical Lutheran Church Congregation at the Annual Congregational meeting.
- b. The Ascension Lutheran School Principal shall regularly report the current financial operations of the school to the Ascension Lutheran School Board, which shall in turn report same to the Congregation Council.
- c. The Ascension Lutheran School Principal and Ascension Lutheran School Board shall prepare an annual written report of the academic and financial operations of the school, which shall be submitted to the Congregation Council for the Annual Congregational report.
- d. The Ascension Lutheran School Board and the Congregation Council shall meet at least twice annually to discuss any necessary business.

10.07. Ownership

Ascension Evangelical Lutheran Church of Thousand Oaks, California, Inc., shall hold title to all real or personal property acquired by the Congregation for use by the Ascension Lutheran School.

10.08. Dissolution

- a. In the event of dissolution of Ascension Lutheran School, the assets and properties belonging thereto shall be assigned, turned over, and remain with Ascension Evangelical Lutheran Church of Thousand Oaks, California, Inc.
- b. In the event of the dissolution of Ascension Evangelical Lutheran Church, or the Congregation ceases to exist, the assets and properties of the Ascension Lutheran School shall be held and administered by an independent court approved or appointed Trustee as designated in the Ascension Evangelical Lutheran Church Constitution chapter **6.04.a.** pending a determination of the successor entity to maintain and operate the assets.

Article 11 - THE ASCENSION LUTHERAN CHURCH FOUNDATION

11.01. Purpose

- a.** There shall be a separate division of this corporation known as the Ascension Lutheran Church Foundation, hereinafter designated as "Foundation." The purpose of the Foundation shall be to receive gifts and endowments, and unless otherwise specifically designated by the donor thereof, hold the principal of such gifts in perpetuity, investing such gifts as defined by the Foundation written investment policies and to distribute a portion of the income there from, less proper expenses. Distributions shall be made in accordance with the Foundation's written policies and procedures. In compliance with the written instructions of the donor(s)-there shall be distributed at least such part of the previous year's income or past accumulation of income as is necessary to avoid unreasonable accumulations within the meaning of the Internal Revenue Code.
- b.** It is intended that this organization shall be entitled to exemption from Federal Income Tax under the Internal Revenue Code, and the funds expended herein shall be limited to and shall include only those purposes which qualify under the provisions of the Internal Revenue Code as modified from time to time.

11.02. Foundation Board of Trustees

- a.** The Ascension Lutheran Church Foundation Board of Trustees for the Ascension Lutheran Church Foundation, a division of Ascension Evangelical Lutheran Church of Thousand Oaks, California, Inc., hereinafter designated as the "Foundation Board," shall have the responsibility for the management and oversight of the property and affairs of the Foundation, and shall make recommendations to the Congregation Council.
- b.** The Foundation Board structure shall be comprised of thirteen (13) voting members of Ascension Evangelical Lutheran Church, one of whom shall be the President of the Church Congregation Council, who shall have both voice and vote. The Congregation of the Ascension Evangelical Lutheran Church, in the manner provided in the bylaws, shall elect the remaining twelve (12) board members.
- c.** Each Foundation Board member, with the exception of the President of the Church Congregation, shall be elected to a full term of four (4) years, or until their successor shall be chosen. Any vacancy occurring on the Foundation Board may be filled by the majority vote of the Foundation Board members present at the meeting of said Board until the next meeting of the Congregation. Each Board member shall be eligible for two consecutive four (4) year terms. Thereafter, two (2) years must pass before said Board member is eligible for re-election to the Foundation Board.
- d.** One (1) Foundation Board member shall be presented for nomination to the Congregation to serve concurrently on the Congregation Council for a term of one (1) year during his or her term on the Foundation Board. No other Foundation Board member, other than the aforesaid nominee and the President of the Church, shall hold concurrent terms of office on the Congregation Council and the Foundation Board.
- e.** One (1) Pastor selected from the Pastors currently called and serving the Congregation shall be an *ex officio* member of the Foundation Board.

11.03. Organizational Structure

- a.** The officers of the Foundation shall be the Immediate Past President (IPP), President, Vice President, Secretary, and Treasurer, who shall each serve a one (1) year term or until their successors are selected. They shall be elected at the Annual Meeting of the Foundation.
- b.** The President shall preside over meetings of the Foundation Board unless the President is unavailable or by a vote of Board members present at the meeting decide otherwise.
- c.** The Vice-President shall preside in the absence of the President, unless the Vice-President is unavailable or by a vote of Foundation Board members present at the meeting decide otherwise.
- d.** The Foundation Secretary shall issue notices for all meetings, shall keep the minutes and records, and sign with the President such instruments as require such signatures.
- e.** The Foundation Treasurer shall oversee the receipt of all money, title papers, and investment securities of the Foundation and disburse the same as shall be designated in writing by the Foundation Board. The Foundation Treasurer shall sign or countersign such instruments as require their signature. The Treasurer shall be a member of the Ascension Lutheran Church Finance Committee.
- f.** The Immediate Past President (IPP) shall have the responsibility as advisor to the Foundation Board and shall also be vested with the establishment, review and maintenance of the current policy and procedures of the Foundation. The IPP may following section 11.10 **a.** constitute a special subcommittee to assist with this.

11.04. Nominating Committee

Prior to the regularly called Meeting of the Ascension Evangelical Lutheran Church, the Foundation Nominating Committee shall meet and nominate candidates to fill vacancies on the Foundation Board and one (1) member to also serve on the Congregation Council. Said nominations shall be submitted to the Congregation nominating committee for election at the regularly called Commitment to Ministry Meeting of the Congregation. In addition to the names of candidates presented by the nominating committee, nominations from the floor may also be presented, provided the nominee has given prior consent to the nomination. The nominating committee may consist of the following:

- a.** Up to four (4) officers of the Congregation,
- b.** Up to three (3) members of the Ascension Lutheran Church Foundation Board to be selected by the Foundation Board by majority vote,

11.05. Principal Office

The principal office of the Foundation shall be located at the Ascension Evangelical Lutheran Church in the City of Thousand Oaks, Ventura County, California, and at such place therein as may be selected and designated from time to time by the Church Board of Directors.

- a.** Meetings and Elections

1. Meetings of the Foundation Board may be called at any time or place by the President or by three (3) Foundation Board members.
2. Seven (7) of the Foundation Board members shall constitute a quorum for the purpose of doing business at any meeting.
3. Officers of the Foundation shall be selected by ballot of the Foundation Board members.

11.06. Gifts

All gifts to the Foundation shall be received, held, administered, and disbursed as follows:

- a. All gifts given to the Foundation shall be acceptable to the Foundation Board at the sole discretion of the Board in accordance with the policy and procedures of the Foundation
- b. Any and all gifts given to the Foundation shall be liquidated (as necessary) into currency for investment in a timely manner
- c. Any gift given without a designation shall be distributed within the investments and assigned as per the policy and procedures of the Foundation

11.07. Investments and Disbursements

- a. All funds and property of the Foundation shall be invested or reinvested (as applicable) per the policies and procedures of the Foundation
- b. The money of the Foundation shall be deposited in the name of the Foundation in such bank or trust company as allowed by the policy and procedures of the Foundation. Any disbursement of these funds shall be with the written documentation signed by an officer of the Foundation Board other than the officer whose signature is affixed to the check-
- c. The Foundation Board shall authorize, out of the income or non restricted reserves of the Foundation, the payment of such expenses as may become necessary. No member of the Foundation Board shall receive any salary for their services.
- d. In the investment or reinvestment of the funds of this Foundation, the Foundation Board shall be governed by the rules prescribed by any one or more of the statutes of the State of California having to do with investments by fiduciaries, the prudent man rule, and retention of securities as to assets.
- e. The Foundation Board shall not create or allow any overdraft of undistributed income. It shall not disburse restricted reserves or the current income of designated funds. The Foundation Board shall not give principal funds nor pledge nor commit income funds to Ascension Evangelical Lutheran Church of Thousand Oaks, California, prior to the actual receipt thereof in cash. Profits realized from the sale or transfer of securities or other assets in the principal account shall remain as principal, and losses from sale or transfer securities and other assets in said principal account may, at the discretion of the Foundation Board, be charged to either the principal account or the income account. Stock dividend or dividends received in the form of capital stock shall be treated and considered as principal. Any portion of the income may, at the discretion of the Foundation Board, be transferred to the principal account and then shall remain permanently a part thereof.

- f.** The income from any property of the Foundation shall be expended for such purpose referred to in these bylaws.
- g.** The Foundation Board may cause to be recommended to the Congregation Council a competent and experienced administrator and/or such personnel as are, in the sound judgment and discretion of the Foundation Board, necessary for the proper operation and management of the Foundation and the accomplishment of its purpose and objectives, and to pay any fees, costs, or expenses incurred thereby. The final disposition shall rest with the Congregation Council.
- h.** Any other provisions of this instrument notwithstanding, the Foundation Board shall distribute its income each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by the Internal Revenue Code, or Federal Tax Laws.
- i.** Any provisions of this instrument notwithstanding, the Foundation Board shall not engage in any act of self-dealing, return any excess business holdings, make any investments, or make any taxable expenditure as defined in the Internal Revenue Code or Federal Tax laws.

11.08. The Foundation shall maintain an official “Book of Gifts and Memorials.” It shall be the responsibility of the Foundation Secretary to maintain this record. A copy of this book shall be readily available to members of the Congregation.

11.09. Special Subcommittees and Consultants

- a.** The Foundation Board may, at its own discretion, form special subcommittees from time to time to serve the Foundation’s purpose and needs. Such special subcommittees may consist of members of the Congregation who are not members of the Foundation Board. All special subcommittees, however, shall be chaired by a Foundation Board member who has sole responsibility for the subcommittee’s actions.
- b.** The Foundation Board may, from time to time as necessary, obtain consultants or other advisors that are not members of the Congregation with the prior approval of the Congregation Council or the Executive Committee of the Congregation Council.

11.10. Dissolution

- a.** In the event of dissolution of Ascension Lutheran Church Foundation, the assets and properties belonging thereto shall be assigned, turned over, and remain with Ascension Evangelical Lutheran Church of Thousand Oaks, California, Inc.
- b.** In the event of the dissolution of Ascension Evangelical Lutheran Church, or the Congregation ceases to exist, the assets and properties of the Ascension Lutheran Church Foundation shall be held and administered by an independent court approved or appointed Trustee pending a determination of the successor entity to maintain and operate the assets.