

Voter's Meeting Minutes

February 26, 2017

11:55 a.m.

MLC members present: Paul Beckman, Darren Kelso, Matt Noel, Skip Raymond and Ann Roberts. Absent: Pam Hansen and Bryon Meyer

Opening Prayer - Skip Raymond

Introduction - Town Hall meeting became a Voter's Meeting because of items related to The Call. Pastor Frick was concerned over the governance structure at Salem. Structure at Zion is different. He asked that we change the bylaws so that he was a partner and a voting member of the MLC. MLC considered the request and after discussion, decided it was a reasonable request. In history, the Salem pastor had a vote. This was changed when Pastor Kelm came onboard. MLC recommends that we grant the request with a vote and make him a voting member of the MLC. The MLC feels that it is a practical and logical request and that it conforms to the new pastor. A change in the bylaws requires a Voter's Meeting.

Motion made to approve a change to the Bylaws of Salem Lutheran Church as proposed to include the Senior Pastor as a voting member of the MLC. Kim Violette - 1st, Jerry Aschoff- 2nd.

Questions/Discussion

Q - Is Pastor Frick's acceptance contingent on a yes vote?

A - It is the belief that yes, it is.

Q - What about when MLC members are missing? The pastor's vote becomes more important. The MLC deals with practical issues of the church. The Pastor is to oversee spiritual issues of the church. Pastor has much greater influence as just a spiritual leader, why is it so important to the pastor to be on the board?

A - The financial condition of the church has kept people up at night. Additionally, there is a unpleasant baggage at Salem. The outside world sees us a certain way. The fact that Pastor Molitoris and Pastor Frick agreed to consider this job given what they know about Salem was a God thing. The MLC doesn't feel that it's out of the line for Pastor Frick to ask to have a voice. He's only 1 vote out of 8. Even if members aren't there, if there isn't a quorum, there is no vote. Minimum, Pastor Frick is 1 vote in 5. It doesn't put us in jeopardy. He can be dismissed from the room if something needs to be discussed about him. Making the pastor a voting member

does not give up any control or drastically change how the board works. Pastor views this as a call for life and so should we by making him a voting member.

Q - It's not unreasonable for Pastor Frick to ask to be a part of the MLC. However, can we compromise that on conflict of interest items or instances where he would have more influence, that he would recuse himself from that vote?

A - That would be the practice. If it impacts the Pastor directly, he would be asked to excuse himself from the discussion.

Q - Where in the bylaws will it be addressed that we can ask the pastor to leave the room? Where in the bylaws does it say that you can ask a voting member of the MLC to leave the room?

A - The Pastor would be recused and excused when it has to do with his performance or compensation. It was suggested that the Salem Congregation direct the MLC to include this in the MLC policy.

- It was agreed by the MLC members attending this Voter's Meeting that it be a requirement for any member of the MLC to recuse and excuse themselves from discussion and voting on issues for which they would have a conflict of interest.

Q - Are 8 MLC members too many? Possibly have a 3 person Executive Committee who can deal with other issues. This would be defined in the same MLC policy. Putting the Pastor on the MLC will make the issues worse.

A - The recommendation will be considered.

Q - What happens if there is a tie?

A - Tie's fail. President only votes if there is a tie or if it's necessary to have a quorum.

Q - Would the other MLC member's please state the pro and cons of having the Pastor as a voting member on the MLC?

A - Paul Beckman: Noticed that having Pastor Pledger as an adviser is important as a voice to learn how we grow under him. His council is important. Does it change how we practice? No. When you look at how we use these advisers to move the congregation forward it helps.

It doesn't upset the process. Comfortable with having pastor as a voting member.

-Darren Kelso: Initially against. The more we discussed the request, it became understandable. It is not a veto vote. It's still one vote of 7. Hope that we could come to conclusions and that we can vote as a team. Doesn't see this as a life or death thing.

- Matt Noel: Ditto to first 3. Influence is only 1 vote. No veto to it. We should all be working towards one common mission. All due diligence shows it will be a good thing.
- Ann Roberts: Agrees with others. See it like a business. CEO has a seat, so should the Pastor. We are trusting him to lead our congregation. Pastor needs to feel that he has a voice. Trust the MLC and the Pastor to work as a team.

Q - If the right person is in the right seat, it just works. Would like to hear personal input from people who have spent a lot of time with Pastor Frick.

A - No other pastor has done the due diligence that Pastor Frick has done. He knows everything

that's happened at Salem and still wants to be the Senior Pastor.

- Pastor is relational and wants to be collaborative. It unifies the church vs. having division in the church.
- Holy Spirit put Salem on Pastor Frick's heart. If you know him, you would understand.
- He is unlike any pastor we have ever had. In a good, positive way. We're going to have a different experience than we've had in the past.
- Salem is known as a clergy killer. Regardless, Pastor Frick would have risen to the top. He's a collaborative guy. He would like to be an advocate at the table. We're calling a Pastor, not an employee.

Q - Can we push out the vote 1 year?

A - No. The onus is on us. We need to make this work. Pastor Frick has never deviated from the fact that this was a call for life. This process has been entirely different.

Q - Does a pastor normally attend every MLC meeting?

A - Yes.

Q - Define congregation

A - Voting member of the church.

Q - The school is 2 ½ times the congregation. The school is the lifeblood of the church. Would like to see the conversation change to be "church and school". School feeds and impacts the church. MLC focusing on the church, not on the school. Needs to be integration of pastor in to the school. Why is the head of the school not on the MLC when the pastor is on the MLC?

A - 25-30% of each MLC meeting is focused on the school.

Q - Principal reports to BOE, which is all voluntary. Focus on the school needs to be 70% of the MLC meeting.

A - The MLC gives a good amount of time to school issues.

- A lot of conversation has happened with Pastor Frick. He felt our structure was out of balance at Salem, i.e. the pastor not having a vote. He's always had a vote at Zion. In the past, when we had that structure, it worked just fine. We're not giving up anything as a congregation. He just wants to be an equal member of the ministry team at the table.

- It is suggested that we focus on what the pastor is asking. Allow him to spend time here and have conversations with the principal as to how to change the system. We need to get a pastor here with school experience and allow him to get to know Salem and then have these conversations. There is huge value in a good pastor/principal relationship. Need time to continue to develop the relationship. The principal is thrilled to have a pastoral partner.

Q - Why were the bylaws changed after Dr. Meyer retired?

A - Pastor Kelm came in with policy based idea and everyone was an advisory member. We understand what Pastor Frick is asking. He is an amazing guy. This should be about how do we believe God is going to put the bylaws together.

- Call committee liked Pastor Frick's successful long term relationship with the board at Zion, which now has a PPC model. Pastor Frick is a Circuit Counselor and has years of experience and sees this change as an appropriate one.

Q - Question should really be why was it changed in the beginning? Everything ran beautifully when we had this model with Dr. Meyer. Why do we want to resist something that worked well in the past?

A - There was hurt and strife in the past MLC model. We've made great strides in everyone coming together to get us on the same path and have hung in here. What we still lack is a Senior Pastor. The Congregation is waiting.

Q - Are voting members all "confirmed" members?

A - They are confirmed like the kids or functionally a confirmed member. You qualify as a voting member if you went to the membership class.

No more questions/discussion. Call for vote:

All in favor of changing the Policy Manual and the By Laws of Salem Lutheran Church to include the Senior Pastor as a voting member of the MLC?

54 yes

3 opposed

None abstained

Motion passes

Meeting adjourned at 12:51 p.m.

**Bylaws of
Salem Lutheran Church of
Orange, California**

**Article 1
Baptized Membership**

Baptized members are all persons within the congregation who have been baptized in the name of the Triune God and come under the pastoral care of this congregation. It is expected that all baptized members will:

- A. Attend worship services faithfully and regularly, if at all physically possible;
- B. Strive to lead a Christian life as described in Galatians 5:19-26;
- C. Out of Christian love, submit to brotherly admonition, according to Matthew 18, when having erred or offended;
- D. Contribute, as God has blessed them, of their time, talents and treasure toward the maintenance of the congregation and the extension of the church at large; and
- E. In due time, take a course of instruction in preparation for confirmed membership in this congregation.

**Article 2
Confirmed Membership**

Baptized persons seeking to attain confirmed membership shall make that fact known to the Senior Pastor or any other pastor designated by the Senior Pastor. That pastor shall ascertain the person's understanding of and commitment to the Confession of Faith contained in Article III of the Constitution. That pastor will determine if additional training is needed and the appropriate method for that training. Upon approval by the Board of Deacons/Deaconesses, that pastor is authorized to extend confirmed membership to the person and shall announce that in a public service.

In addition to the duties of baptized members, it is expected of all confirmed members that they:

- A. Accept the Confession of Faith listed in Article III of the Constitution;
- B. Familiarize themselves with the doctrines of The Lutheran Church - Missouri Synod;
- C. Partake of the Lord's Supper regularly;
- D. Participate in continuing Christian education;
- E. Provide for the Christian training of their children; and
- F. Participate in the life of the Church.

**Article 3
Voting Membership**

All confirmed members 18 years of age or over shall be voting members. It is expected of all voting members that they will accept the Constitution and Bylaws.

**Article 4
Transfer and Termination of Membership**

- A. Membership shall be terminated by transfer to a sister congregation, by joining a congregation outside the fellowship of this congregation, by excommunication, by self-exclusion or by death. A member desiring transfer to another congregation shall make that fact known in writing to the Senior Pastor. The Senior Pastor shall cause the creating and mailing of a letter of transfer to the receiving congregation.
- B. The names of people whose whereabouts are unknown or who have moved from the area after a period of one year may be removed from membership.

- C. All discipline in this congregation shall be administered in accordance with Matthew 18:15-20. The purpose of any disciplinary action is to renew a member's relationship with the Lord and with the church.
- D. A member shall be considered self-excluded when unresponsive to the witness and ministry of the church as determined by the Senior Pastor and the Ministry Leadership Council.
- E. Communicant members who conduct themselves in an unchristian manner shall be admonished according to Matthew 18:15-20 and the congregation's stated guidelines. If they remain impenitent after proper admonition, they shall be excommunicated. Each case of excommunication shall be presented to the Voters Assembly for a decision. A two-thirds majority vote of the Voters Assembly shall be required.

Article 5

Voters Assembly

- A. The Voters Assembly shall meet at least once per year. The day and hour of the annual meeting shall be set by the Ministry Leadership Council and be publicized at least one month in advance. The agenda of items to be considered shall be distributed at least two Sundays prior to the date of the meeting. No agenda items may be added once the agenda is distributed.
- B. The Voters Assembly may meet at other times of the year subject to an action by the Ministry Leadership Council or at the written request of any twenty voting members of the congregation. Notice of any such special meeting shall be publicized as far in advance as possible but at least two Sundays prior to the date of the meeting. The notice shall contain an agenda of items to be considered. No agenda items may be added once notification of any meeting is publicized.
- C. The President, Vice President, or their designated Ministry Leadership Council member shall preside at all Voters Assembly meetings.
- D. A quorum of thirty voting members must be present to conduct the business of the Voters Assembly. However, considering the nature of the business, if the membership present deems the body too small to transact such business, the meeting shall be postponed.
- E. The rules contained in Robert's Rules of Order, Newly Revised shall guide the Congregation in all cases to which they are applicable and in which they are not inconsistent with this Constitution and Bylaws and any special rules of order the Congregation may adopt.

Article 6

Calling A Called Worker

- A. Calling a Pastor
 - 1. Calls will only be issued to such candidates who are approved by The Lutheran Church - Missouri Synod.
 - 2. For a pastor, after authorization is received from the Voters Assembly, the Ministry Leadership Council shall appoint a Call Committee, consisting of members of the Congregation and at least one member of the Ministry Leadership Council.
 - 3. The Call Committee shall give due consideration to the District guidelines for the calling of a Pastor.
 - 4. Every member of the congregation shall have the privilege of making one or more nominations for any Pastor.
 - 5. The Call Committee will present a final list of candidates to the Voters Assembly for issuance of the call. The Voters Assembly shall call the pastor by a majority vote and by secret ballot.
- B. Other Called Workers
 - 1. For other called workers, the specific method for identifying and recommending candidates shall be determined by the Ministry Leadership Council.
 - 2. The Voters Assembly shall call other called workers by majority vote.
- C. A pastor or other called worker may be removed from office by the Voters Assembly, with a two-thirds majority vote by secret ballot.

Article 7
Professional Workers and Staff

- A. The offices of Pastor, Principal, Director of Christian Education, Called Teacher, and other called staff shall be conferred only upon such persons who profess and adhere to the Confession of Faith (Article III of the Constitution) and who have been declared eligible by The Lutheran Church – Missouri Synod. Called Workers shall, in the call extended to and accepted by them, be pledged to this confessional standard.
- B. Approval to establish any new staff position shall be obtained from the Ministry Leadership Council.
- C. The hiring of non-called church staff shall be the responsibility of the Senior Pastor with guidance from the staff member requesting such a position(s), subject to final approval of the Ministry Leadership Council. All church staff members shall accept the Confessions of Faith (Article III of the Constitution).
- D. Contract Teachers and school staff shall be hired by the principal with the approval of the Ministry Leadership Council. All contract teachers and non-called school staff shall accept the Confessions of Faith (Article III of the Constitution).
- E. Non-called workers are at will employees and may be removed at any time by the Senior Pastor subject to final approval of the Ministry Leadership Council. The well-being of the church and Christian compassion shall guide any decision to remove a non-called worker.
- F. Called workers may only be removed by the congregation in accordance with these bylaws. However, should the Ministry Leadership Council determine that the called worker's presence at the workplace could impact the well-being of the church; the Ministry Leadership Council may place the called worker on temporary leave of absence until the congregation can take appropriate action in accordance with these Bylaws.

Article 8
Officers

- A. President - The duties of the President shall be as follows:
 - 1. Preside at all meetings of the Voters Assembly and the Ministry Leadership Council;
 - 2. Sign all legal documents, with the Secretary, on behalf of the congregation; and
 - 3. Uphold and defend the Constitution and Bylaws and perform the general duties as are common for the office, including such additional duties as may be directed by the Voters Assembly or the Ministry Leadership Council from time to time.
- B. Vice President - The duties of the Vice President shall be as follows:
 - 1. Perform all of the duties of the President in the President's absence; and
 - 2. Perform other additional duties that may be directed by the Voters Assembly, the Ministry Leadership Council, or the President.
- C. Secretary - The duties of the Secretary shall be as follows:
 - 1. The duties shall be those commonly required of that office, especially the keeping and preserving of accurate records of all Voters Assembly meetings, and handling such correspondence as the congregation may require;
 - 2. Sign all legal documents, with the President, on behalf of the congregation; and
 - 3. Keep minutes of all Ministry Leadership Council meetings.
- D. Treasurer - The duties of the treasurer shall be as follows:
 - 1. Keep and preserve the accurate records of all receipts and disbursements, and submit a monthly written report of them at all regular meetings of the Ministry Leadership Council, and at all regular meetings of the Voters Assembly; and
 - 2. Assure accuracy and propriety of all financial transactions of the congregation through appropriate internal controls and division of duties.
- E. Term of Office
Each officer shall serve for a term of two years and shall serve no more than two full successive terms in that position without a break of at least one year. The term of office commences the first day of the month following the election.

Article 9

Ministry Leadership Council

A. Membership

The Ministry Leadership Council shall consist of the congregational officers listed in Article 8 of these Bylaws, plus three members elected at large by the Voters Assembly, and the Senior Pastor. The three at large members, ~~and~~ the congregational officers, and the Senior Pastor shall all be voting members of the Ministry Leadership Council. The ~~Senior Pastor and the~~ School Principal shall be an advisor~~advisors~~ to the Ministry Leadership Council.

B. Term of Office of Members at Large

The term of office of the at large members shall be three-year staggered terms with approximately one-third being elected each year. At large members shall serve no more than two full successive terms in that position without a break of at least one year. The term of office commences the first day of the month following the election.

C. Meetings

The Ministry Leadership Council will meet monthly, at least ten times per year. Meetings may be called more frequently at the request of the President or any three Ministry Leadership Council members. An elected officer shall preside at all meetings. A majority of the voting members of the Ministry Leadership Council shall constitute a quorum for any meeting. Notice of each meeting shall be posted in a convenient location. Minutes of the meetings shall be available to voting members of the congregation upon request and shall be posted in a convenient location or electronically. The minutes shall fully disclose all actions taken except for confidential employment actions or other actions deemed by the Ministry Leadership Council to be of a nature which, if made public, could be detrimental to the church or school. Confidential matters will be dealt with in Executive Session. Executive session is defined as a meeting consisting of only the members of the Ministry Leadership Council and persons deemed by the Ministry Leadership Council as being necessary to the deliberation of matters.

Article 10

Powers and Duties of the Ministry Leadership Council

- A. The Ministry Leadership Council, as the chief governing council of the congregation, shall act in all matters pertaining to the legal and general welfare of the congregation, except those reserved for the Voters Assembly in Article VI.B of the Constitution.
- B. The Ministry Leadership Council shall see to it that all activities of the church reflect the mission of the congregation.
- C. The Ministry Leadership Council shall maintain the financial integrity of Salem, including the expenditures of monies.
- D. The Ministry Leadership Council shall encourage and empower the Senior Pastor and the ministry staff in their work through prayer, word, and action and provide for the spiritual and physical health and welfare of the ministry staff and their families.
- E. The Ministry Leadership Council shall be responsible for the receiving of and acting upon, if necessary, feed-back and/or complaints from members of the congregation regarding aspects of its operations.
- F. The Ministry Leadership Council shall establish and change as needed any committees, action teams, or other entities to accomplish the mission of the congregation.
- G. The Ministry Leadership Council shall have the power to develop policies as required to execute its responsibilities under the Constitution, Bylaws or as otherwise approved by the Voters Assembly. Written policies shall be available to voting members upon request and posted electronically.

- H. The Ministry Leadership Council shall be available for any additional functions that the Voters Assembly may confer on it.
- I. The Ministry Leadership Council in concert with the Senior Pastor shall provide a written annual state of the Church and School report to the congregation by August 15 of each year.

Article 11

Election, Removal from Office, and Vacancies

A. Nomination

The Ministry Leadership Council shall annually appoint a Nominating Committee whose responsibility will be to develop a slate of candidates for officers and Ministry Leadership Council members at large to be elected each year. The committee shall contain a majority who are not Ministry Leadership Council members, shall function for one year only, and shall report the nominations to the election meeting of the Voters Assembly. The Senior Pastor shall be an advisory member of the Nominating Committee.

All nominees shall be active voting members noted for their Christian knowledge, zeal, and experience in the spiritual work of the church. Specific criteria for elected officials shall be outlined by the Nominating Committee prior to accepting any nominations. In addition to the Nominating Committee's slate of candidates, any voting member may nominate candidates. A call for nominations will be distributed to the congregation no less than one month prior to the election meeting. The list of nominations will be closed at the time that the meeting agenda and slate of candidates are distributed.

Those elected by the voters may not receive compensation from the congregation. All staff and employees are not eligible to serve as elected members of the Ministry Leadership Council.

B. Election voting shall be by secret ballot. Nominees who receive the greatest number of votes cast at the Voters Assembly shall be elected.

C. Removal from Office of Elected Officials

Any elected official may be removed from office by the Voters Assembly, with a two-thirds majority vote by secret ballot.

D. Vacancy

The Ministry Leadership Council shall be authorized to appoint a person to fill an unexpired term of an elected official.

Article 12

Annual Financial Review and Audits

- A. The President shall annually appoint a financial review committee to review the financial statements and records of the congregation.
- B. The Ministry Leadership Council may initiate the audit of financial statements and records.
- C. The results of all written financial reviews will be available to voting members upon request, except that information about individual contributions shall remain confidential.

Article 13

Amendments

These Bylaws may be amended by a two-thirds majority of the votes cast in a meeting of the Voters Assembly. The wording of the proposed amended Bylaws shall be distributed to all members in a mailing as far in advance as possible, but no less than two Sundays in advance. In addition, the revisions will be distributed to the congregation assembled for worship on two different Sundays prior to the date upon which the amendment is presented for action.