

**BY-LAWS OF  
RESURRECTION LUTHERAN CHURCH**  
*Updated at ~~12/08/24~~ 12/07/25 Congregational Meeting*

1. **PRINCIPAL OFFICES AND TERMINOLOGY.** These By-Laws shall set forth policy in addition to the Resurrection Lutheran Church Constitution as adopted, or as it may be amended from time to time. The principal office of Resurrection Lutheran Church in the State of Arizona shall be located in the County of Pima, at 11575 N. First Avenue. The Church may have such other offices, as the Congregation Council may, from time to time, require, and proper notice shall be given to the Arizona Corporation Commission.
2. **ANNUAL CONGREGATION MEETING.** The Congregation Council will designate any place as the place of the meeting for the annual meeting or for any special meeting called by the Congregation Council. If no place is designated for any annual or special meeting, then the meeting shall be held at the Church, to wit, 11575 N. First Avenue. The annual meeting may be held using remote communication as long as there is two-way communication.

The electronic notification of the annual meeting shall be considered the same as receiving the notification through the postal system. A member can request that a notice be mailed using the postal system.

The annual meeting shall be held no later than the ~~first~~ **second** Sunday of December with its stated purpose to elect Congregation Council members, and each third year, a Treasurer. The congregation will also approve **the Synod Assembly delegates, Nominating Committee members**, the annual budget for the following year, read presentations of the annual report from officers, organizations, and committees of the church, and conduct any other appropriate business as designated by the Congregation Council.

**If the Synod Assembly delegates and the alternates appointed by the Congregation are unable to attend a synod convention, the Senior Pastor shall have the authority to appoint substitute delegates.**

**If the Nominating Committee members appointed by the Congregation are unable to serve, the Church Council shall have the authority to appoint substitutes for the Nominating Committee.**

3. **CONGREGATION COUNCIL MEMBERSHIP.** The Congregation Council members shall serve and fulfill their duties and responsibilities and have the authority of keeping with the Constitution of Resurrection Lutheran Church.
  - 3.1 Congregation Council Election. The Congregation Council members shall be elected from
    - a) The names provided by the nominating committee, and
    - b) Nominations made at the Congregation meeting from the floor, so long as prior consent of the nominated individual was obtained. There will be at least one member on the Congregation Council from each satellite church community, i.e., SaddleBrooke. **Should there be only one nominee for a position, election shall be by acclamation of those attending the annual meeting.**

3.2 Number of Congregation Council Members. The Congregation Council shall consist of the Pastor(s), and nine other persons unless the congregation votes to change that number by a majority vote of the voting members present at any Congregation meeting. If so changed, the new number of members shall continue until again changed as provided for in the By-Laws.

3.3 Council Member Term. A regular council member's term and the Treasurer's term shall begin January 1 following his or her election and installation. His or her term shall continue through December 31 of the third year of his or her office.

All Council members shall be elected to a three-year term, such that one-third of the Congregation Council will be elected each year, one-third will be incumbents serving the second year of their three-year term, and the remaining one-third will be incumbents serving the third year of their three-year term.

In the event that the Congregation Council member has been elected by the Congregation at an annual meeting to fill an office prematurely vacated, his or her membership shall terminate on the date that the office would have normally expired had it not been vacated.

Council members shall serve no more than two consecutive three-year terms. **In the event that the Treasurer has served two consecutive three-year terms and a successor with the necessary skills has not been identified, the Treasurer's term can be extended for another year by majority vote of the Council.**

3.4 Council members at-large shall serve on the Congregation Council for the purpose of establishing policy and carrying out the mission of the congregation.

3.5 Council members at-large are responsible to the congregation and other members of the Congregation Council.

3.6 Duties of council members at-large include:

- Relating to one or more committees of the congregation that report to the Council.
- Attending monthly Council meetings
- Reviewing monthly council reports prior to the meetings so as to be prepared to discuss action items, policies, etc.
- Ensuring open communication for all standing committees. ~~to which they are responsible.~~
- ~~Assisting committee chairs to carry out their responsibilities as requested. Periodically attend committee meetings to provide two-way communication and develop an understanding of each committee's goals/process/working members and mission.~~
- Creating/enabling a spirit of good will and unity around the vision and mission of the congregation.
- Overseeing preparation of committee reports and attending annual meetings.

3.7 Council members at-large will be committed to attending the monthly council meeting, retreats and planning meetings held for church leadership and attending other meetings and tasks as required.

3.8 Other Council Representation. **Up to two (2) confirmed members of high school age, selected by the Pastoral Staff, the youth may represent the youth on Council for a one-year term and can serve no more than two (2) consecutive one-year terms. There may be some years when there are not any youth representatives.** The congregation members will vote for the youth representatives at the Annual Meeting. ~~If the Congregation Council chooses to include elected presidents of other Resurrection Lutheran Organizations and/or chairpersons of committees as members, this shall be done by a continuing resolution.~~ The **youth** representatives shall serve with voice **and vote**.

**3.9 The pastors will be members of the Church Council with voice but without vote.**

4. **COUNCIL MEETING ATTENDANCE.** Voting, confirmed, and associate members of the Congregation shall have the right to attend any meeting of the Congregation Council with the exception stated below. Other individuals may attend Council meetings at the invitation of a majority of the Council.

By a vote of three quarters of the Congregation Council members present at any meeting, a meeting may be declared closed to all except voting Congregation Council members. This action to close a meeting shall be taken only in circumstances where the Congregation Council feels, in its opinion, that closing said meeting is in the best interest of the Congregation and/or a member thereof. Other individuals may attend the closed Council meeting at the invitation of at least three quarters of the then present Congregation Council members.

5. **OFFICERS.** The officers of the Corporation shall be President, Vice-President, Secretary and Treasurer, each of whom shall be elected pursuant to the Resurrection Lutheran Church Constitution. With the exception of the Treasurer, an officer's term shall begin January 1, following his or her election and installation. His or her term shall continue through December 31 of the year of his or her office.

**A meeting will be held after the congregational meeting and prior to the end of the fiscal year to elect the President, Vice-President and Secretary for the upcoming year. This meeting will be convened by the Congregational Council members and the newly appointed members. The newly appointed members will be able to vote for these officer positions.**

The President, Vice-President, and Secretary shall be elected by the Congregation Council, from its membership by written ballot, **if there is more than one candidate**, and their term shall be for one year. The Treasurer shall be elected by the Congregation by written ballot; the term of the Treasurer shall be for three years. Candidates for the office of Treasurer must possess significant experience and/or advanced training or education in accounting and/or finance.

- 5.1 President. The President shall be the principal executive officer of the Congregation and subject to the control of the Congregation Council, shall, in general, supervise all of the business and affairs of the Congregation. He or she shall, when present, preside at all meetings of the members of the Congregation and of the Congregation Council. He or she may sign, with the Secretary or any other proper officer of the corporation, any deeds, mortgages, bonds, contracts and other instruments which the Congregation Council have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the congregation Council or by these By-Laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed: and, in general, shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Congregation Council from time to time.
- 5.2 Vice-President. In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice-President shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him or her by the President or by the congregation Council.
- 5.3 Secretary. The Secretary shall keep the minutes of the Congregation meetings and Congregation Council meetings, a separate log of all current Continuing Resolutions, see that all notices are duly given in accordance with the provisions of the Resurrection Lutheran Church Constitution of these By-Laws, and such other duties as from time to time may be assigned to him or her by the President or by the Congregation Council.
- ~~5.4 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Congregation, receive and give receipts for monies due and payable to the congregation from any source whatsoever, and deposit all such monies in the name of the congregation in such banks, trust companies or other depositories as shall be selected in accordance with the wishes of the Congregation Council, and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Congregation Council.~~
- 5.4 Treasurer. The Treasurer shall participate with Church Administration and the pastors in preparation of the annual budget. Monthly, the Treasurer shall review and analyze the financial statements against the budget and bring large or unusual transactions to the Finance Committee and the Congregation Council for review and approval. The Treasurer shall ensure that adequate reserves are maintained and are reviewed by the Congregation Council whenever significant transactions are considered. In general, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Congregation Council.
- 5.5 Executive Committee. The executive committee shall consist of the officers of the congregation, **the Senior Pastor** and the Pastor(s) **Executive Pastor**. The primary purpose of the executive committee is to set the agenda for the monthly council meeting, to act on

employee-related issues, and to respond to emergent matters that need to be addressed before the next council meeting.

6. **WORSHIP SERVICE RESPONSIBILITY.** The pastor shall have final responsibility and authority for the Sunday worship service. This authority shall include the delegation of responsibilities to other individuals and/or committees.
7. **CHURCH ORGANIZATION AND COMMITTEES.** In addition to the organizations and committees described in the Constitution chapters 13.0 and 14.0, the Congregation Council shall direct the formation of others as deemed necessary. The purpose, responsibilities, duties, authority and organization of these bodies shall be described by continuing resolutions.

The Pastor(s) and Congregation Council President shall be ex-officio members of these bodies with voice but without vote. An exception to this shall be any building committee or building organization where both will have voice and vote.

8. **CONFLICT OF INTEREST.** To properly conduct the mission and business of Resurrection Lutheran Church the following conflict of interest policy shall be in effect:

While all members of the congregation are eligible to be members of the Congregation Council, congregation members who are staff members (with the exception of the pastor(s) who is (are) member(s) of the Congregation Council in accordance with Section C12.01 of the Constitution) or who are related to a program staff member or a pastor by blood or marriage are strongly encouraged to seek other areas of service besides serving on the Congregation Council. Service of such individuals on the Congregation Council may be or may be perceived to be a conflict of interest and may diminish the effectiveness of the Congregation Council. In the unlikely event a member who is a program staff member or is related to a program staff member or a pastor by blood or marriage is elected to the Congregation Council, that member would be ineligible to:

- Participate in any discussion regarding the ministry of, budget of, or personnel matter involving that program staff member
- Vote on any motion or resolution regarding the ministry of, budget of, or personnel matter involving that program staff member

Any person who is a program staff member or who is related to a program staff member or a pastor by blood or marriage is not eligible to be a member of the following: the Call Committee for a pastor, the Audit Committee, the Human Resources Committee, and the Finance Committee.

For the purposes of this section a program staff member is defined as a non-rostered employee holding a position reporting directly to a pastor and having responsibility for budget and/or personnel matters relating to one or more ministries of the church.

9. **DEFINITION OF INACTIVE MEMBER.** Failure of a member to participate in Holy Communion for one calendar year and failure to be a contributor of record in the same calendar year shall result in that member being defined as an “Inactive Member.”

**10. LIMITATION ON NON-BUDGET ITEMS.** If the Net Income of RLC is expected to be below the budgeted Net Income by an amount greater than 5% of total budgeted expenses, the Congregation Council will provide to the congregation in writing an explanation of the variation, its causes, and actions taken, as soon as possible after the shortfall becomes apparent.

**11. LIMITATION ON CAPITAL PROJECT EXPENDITURES.** Proposed capital expenditures not included in the annual budget must be approved by the Congregation Council. In addition, the Congregation Council must approve any capital expenditure in excess of the budget for that expenditure by 10% or more. If capital expenditures are expected to exceed the annual budget by 10% or more, the Congregation Council will provide the congregation, in writing, an explanation of the overrun, its causes, and actions taken as soon as possible after the overrun becomes apparent. If capital expenditure additions or overruns are expected to exceed 5% of total budgeted expenses, the Congregation Council must obtain congregation approval for the increase.

**12. UNRESTRICTED FUND BALANCE.** The Church Council must strive to retain an unrestricted fund balance equal to three months of budgeted operating expenses.