

FOUNTAIN OF LIFE EVANGELICAL LUTHERAN CHURCH

MATERIAL CHANGES TO PROPOSED CONSTITUTION AND BYLAWS

March 23, 2021

1. **Introduction.** The Special Committee – Governance (the “Governance Committee”) of Fountain of Life Evangelical Lutheran Church (“FOL”) presented changes to the governance structure of FOL to the Members of FOL. That structure was also presented to the Board of Administration of FOL which approved the concepts for the changes and directed the Governance Committee to proceed with changes to the Governance Documents of FOL. After developing Amended and Restated Bylaws to present to the Pacific Southwest District of The Lutheran Church – Missouri Synod (the “District”), the Governance Committee concluded changes to the Constitution were also needed. The Amended Bylaws were presented to the District and further changes to both the Bylaws and Constitution were suggested by the District. Those changes included clarifications, elimination of duplication and simplification. The changes are generally summarized herein to assist the reader of the proposed Amended Constitution and Bylaws.

2. **Constitution.**

2.1 Items are addressed in substantive provisions of the Constitution rather than in general references in the document. (i.e. In Section 1 the reference to being a member in LCMS is deleted and expressly required in Section 4 which fully addresses Synodical issues).

2.2 Defined terms are used throughout for consistency (i.e. “Congregation”).

2.3 Member classifications are referenced in Constitution but fully set forth only in Bylaws.

2.4 References to “Board of Administration” and “Elders” are removed and reference to “Board of Directors” and defined term “Board” is used throughout.

2.5 Officers and their duties are set forth in Bylaws.

2.6 Board composition and duties are set forth in Bylaws.

3. **Amended and Restated Bylaws.**

3.1 Introduction included to show primacy of Articles, Constitution and Bylaws in that order.

3.2 Member provisions are exclusively spelled out.

3.3 Called Staff provisions including Pastor as the lead executive in Ministry with support for administrative staff with Pastor selecting the Ministry Team Leader.

3.4 Call process is spelled out in greater detail than in the past.

3.5 Business Manager and Ministry Team Leader roles and duties.

3.6 Board qualifications and election process.

3.7 Executive Committee function specifically addressed.

3.8 Committee appointment and standing Financial Review Committee with audit requirements.

3.9 Voter’s Meeting to include Annual Meeting and Annual All Member Meeting with elements of both meetings addressed.

3.10 Indemnification provisions added.