

# **BYLAWS OF ST. MARK LUTHERAN CHURCH**

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## BYLAWS

### Sections 1 – 5

(No applicable Bylaws)

### Section 6 – MEMBERSHIP

#### **Part A: Membership Classification**

1. **Baptized** members are those persons who have been received by the Sacrament of Holy Baptism in this Congregation. In addition, this Congregation may receive as baptized members those persons who have been baptized elsewhere in the name of the Triune God.
2. **Confirmed** members are baptized persons who have been confirmed in this Congregation, or those who have been received by public affirmation of faith. All new members shall complete a new member program.
3. **Voting** members are confirmed members who, during the previous twelve (12) months, shall have communed in this Congregation and shall have made a contribution of record to this Congregation, and attained the age of eighteen (18) years old.
4. **Associate** members are non-voting members who desire to participate in the life and mission of this Congregation. They have all the privileges and duties of membership except voting rights and eligibility for membership on the Church Council. Associate members may include persons who hold membership in other Christian congregations and wish to retain such membership, or members who cannot participate in the regular life and mission of this Congregation due to leave of absence such as military service, job assignment, health, etc.
5. **Inactive** members are voting members who have not participated in the life and mission of the Congregation for more than two (2) years. For a person who is on the inactive membership list to be reinstated to voting membership, they must recommit to participation in the life and mission of this Congregation.

#### **Part B: Discontinuance of Membership**

Membership in this Congregation may be terminated by any of the following:

1. Transfer or release;
2. Disciplinary action; or
3. Death

## **Section 7 – DISCIPLINE**

(See Sections 8 and 9)

## **Section 8 – THE PASTOR(S)**

### **Part A: Call**

1. When the Church Council desires to call a pastor, it shall authorize a Call Committee to identify potential candidates. When the Church Council has approved the candidate and the terms for the Call, this Congregation shall vote on the Call as set forth in Article VIII, Section 2 of the Constitution.
2. A Letter of Call shall be issued to the pastor-elect. It shall be signed by the President and the Secretary of the meeting at which the Call was voted.
3. A Call to fill an additional pastoral position shall be issued only with the approval of the Church Council.
4. This Congregation has the authority to ordain a pastor-elect if needed.

### **Part B: Duties**

1. The Pastor(s) shall perform duties as assigned by the Church Council, and shall:
  - a) Preach the good news of Jesus Christ and the whole counsel of God as revealed in the Old and the New Testaments;
  - b) Administer the sacraments of Baptism and the Lord's Supper;
  - c) Conduct public worship;
  - d) Provide Christian counsel and encourage individual growth in grace and in the knowledge of our Lord Jesus Christ;
  - e) Offer instruction, confirm, marry, visit the sick and distressed, and assist with the proper disposition of remains;
  - f) Install members of the Church Council;
  - g) Supervise any assigned personnel;
  - h) With the Board of Elders, administer discipline;
  - i) Seek out and encourage qualified persons to prepare for the ministry of the Gospel; and
  - j) Encourage the support of missions and strive to extend the Kingdom of God.
2. These responsibilities may be divided among the Pastors with the approval of the Church Council.

3. The Pastors shall report on their ministry at each regular meeting of the Church Council and provide an annual report to the Congregation. The annual report shall include:
  - a. Goals for the coming year;
  - b. The number of:
    - i. New members added that year;
    - ii. Members leaving during the year;
    - iii. Total membership;
    - iv. Baptisms, confirmations, marriages and funerals;
    - v. Counseling sessions; and
    - vi. Visitations.

### **Part C: Termination**

1. The Call of the Congregation, when accepted by a Pastor, shall constitute a continuing mutual relationship and commitment, and may be terminated for any of the following reasons:
  - a. Mutual agreement to terminate the call, or the completion of a call for a specific term;
  - b. Resignation of the Pastor, which shall become effective, unless otherwise agreed, thirty (30) days after the date on which it was submitted;
  - c. Inability to conduct the pastoral office effectively in view of local conditions, without reflection on the competence or the moral or spiritual character of the Pastor;
  - d. The physical or mental incapacity or death of the Pastor;
  - e. Disqualification of the Pastor through discipline on grounds of doctrine, morality, or continued neglect of duty; or
  - f. The dissolution of the Congregation.
2. When considering the termination of a call, the Board of Elders, together with the Church Council, shall exercise due diligence to gather competent testimony, hear all concerned persons, and preserve the dignity of all involved. If the Church Council concludes that the call should be terminated, it shall make its recommendation the Congregation for action according to Article VIII, Section 3 of this Constitution.

## **Section 9 – OFFICERS AND BOARDS**

### **Part A: Eligibility**

Only voting members who accept the Statement of Faith of the Congregation as defined in Article II of the Constitution shall be eligible for election to the Church Council.

Candidates must be voting members for a minimum of one year at the time of the election.

### **Part B: Nominations**

1. The Board of Elders shall serve as the Nominating Committee, carefully considering potential nominees for Officers, Board of Elders, and Board of Trustees in view of the spiritual qualifications described in Article IX of the Constitution.
2. The Nominating Committee shall announce to the Congregation the opening of the nomination process no less than three months prior to the Annual Meeting at which the election is to take place.
3. The Nominating Committee shall communicate the names of the nominees, with brief biographies, to the Congregation no less than four weeks prior to the Annual Meeting at which the election is to take place.
4. No nominations shall be made from the floor.

### **Part C: Elections and Terms of Office**

1. At its Annual Meeting, the Congregation shall:
  - a. Elect from its own voting membership a President, Treasurer, and Secretary. The term of office for these positions shall be one year. Their terms shall begin on January 1<sup>st</sup> following the Annual Meeting at which they are elected. There is no restriction on the number of terms a President, Treasurer, or Secretary may serve. For the purposes of elections and succession, the length of time served in these positions shall not count as time served on the Church Council.
  - b. Elect the other members of the Church Council. Each shall be elected by the Congregation to one of the following Boards: Elders or Trustees. Their term of office shall be three years, with one-third of the positions expiring annually. No member of the Church Council shall be eligible to serve more than two consecutive full terms.
  - c. Elections to the Church Council shall be conducted by secret ballot. When there is only one candidate for an office, a vote of acclamation may be held.
2. At the January Council meeting following the Annual Meeting, the Church Council shall elect from its own membership a Vice President who shall also be the Vice President of the Congregation. The Vice President shall serve for a term of one year.
3. An elected official can be recalled by majority vote at a duly called meeting of the Congregation.

## Part D: Church Council

1. The Church Council shall be composed of the Officers, Board of Elders, and Board of Trustees. It shall have general oversight of the life and activities of the Congregation, to the end that everything is done in accordance with the Word of God.
2. Vacancies
  - a. A member's place on the Church Council shall be declared vacant if the member: (a) ceases to be a voting member of the Congregation, or (b) is absent from three consecutive regular meetings of the Church Council without sufficient cause. The Congregation may adopt procedures for the removal of a member of the Church Council in other circumstances.
  - b. Should a member's place on the Church Council be declared vacant, the Church Council shall elect, by majority vote, an interim replacement until the next Annual Meeting, at which time the Congregation shall elect a successor to fill out the term. A successor who serves less than one-half of a regular term shall be eligible for nomination and possible election to the allowable full terms for that position.
3. A quorum for any regular or special meeting of the Church Council, or of any Board or Committee, shall be a majority of its membership.
4. All meetings shall be conducted under the current edition of Robert's Rules of Order.
5. A special meeting of the Church Council may be called by a Pastor, the President, or any three members of the Church Council. Notice of such meeting shall be given not less than five days prior to the meeting and shall be announced at a public worship service if one is held during that period. The requirements for calling a special meeting may be waived in the event of an emergency.
6. Specific duties of the Church Council as a whole shall include the following:
  - a. Organize and oversee the process of calling a Pastor, review annually the salary of the Pastor(s) and make adjustments from time to time within the limits of the budget approved by the Congregation;
  - b. Secure necessary staff other than the Pastor(s), establish and review annually their salaries, and provide for supervision and performance reviews;
  - c. Approve all missionary and benevolence activities of the Church, and review them annually;
  - d. Prepare a budget for submission to the Annual Meeting;
  - e. Assemble and present to the Congregation an annual report of finances, activities, committees, and goals for the coming year;
  - f. Adopt policies and procedures that govern the worship and business of the Congregation;
  - g. Appoint ad hoc committees as needs arise; and
  - h. Act on all matters calling for judgment and decision which are not specifically assigned to a Board or Committee.

7. The Church Council may enact continuing resolutions. Such continuing resolutions shall not conflict with the Constitution or Bylaws.
8. The Best Practice Committee shall serve as an advisory committee to Council.

### **Part E: Duties of the Officers**

1. The President shall preside at meetings of the Church Council and of the Congregation. The President shall be: a) the chief administrative officer of the church; b) a member *ex officio* of all Boards and Committees; and c) shall at the first Council Meeting following the Annual Meeting give each new Council member a copy of the Council Handbook.
2. The Vice President shall preside at the meetings of the Church Council and of the Congregation in the absence of the President. The V.P. shall assume all duties of the President when he/she is incapacitated or unavailable.
3. The Secretary shall keep the minutes of the Church Council and of the Congregation and shall publish and post them within fifteen (15) days of each meeting. The Secretary shall also oversee the maintenance of the archives of the Congregation. These records shall include:
  - a. The annual reports of the Pastors;
  - b. The annual reports of the Congregation; and,
  - c. Minutes of the meetings of the Congregation and of the Church Council.All records of the Congregation shall remain the property of the Congregation and shall be stored only on church property. All legal documents shall be stored in a fireproof safe or vault.
4. The Treasurer shall oversee and support all financial planning, financial records and funds of the Congregation, and shall publish and post monthly financial statements. The Treasurer shall also oversee the functions of the Financial Secretary and Controller/Bookkeeper (if any) and shall serve on the Board of Trustees.
5. These four, functioning as the Executive Board, shall oversee any ad hoc committees, unless otherwise directed by the Church Council.
6. Ensure that records are kept of all church equipment and furniture that has value in excess of \$5,000, listing date of purchase and amount expended.
7. Ensure that the church has adequate liability and property insurance, based on an appraisal of the church's real property every five years.

### **Part F: Duties of the Board of Elders**

Specific duties of the Board of Elders shall include the following:

1. Encourage the spiritual growth of the Congregation;



2. Conduct an annual performance review of the Pastor(s) welcoming and taking into consideration input from Council and Staff;
3. Oversee and support the following standing Committees: Worship & Music, Parish Education, and Evangelism;
4. Oversee and support all outreach ministries of the Church as defined in the Council Handbook;
5. Seek out and encourage qualified persons to prepare for the ministry of the Gospel;
6. Elect the Superintendent(s) of the Sunday School, upon nomination by the Committee on Parish Education;
7. Oversee church membership including approval and welcoming of new members and approval of the removal of members; and,
8. Exercise church discipline.

### **Part G: Duties of the Board of Trustees**

Specific duties of the Board of Trustees shall include the following:

1. Oversee and support the following standing Committees: Property & Maintenance, Stewardship, and Congregational Life.
2. Receive reports regularly from the Treasurer to ascertain that expenditures are within the budget approved by the Congregation. Any non-budgeted expenditure in excess of 3% of the total voted budget must be approved by the Congregation.
3. Ensure that the Treasurer and others who have access to the funds of the Congregation are adequately bonded.
4. Appoint annually an auditing committee composed of five members (at least two with financial backgrounds) which shall audit the fiscal records of the Congregation and report its findings in writing at the Annual Meeting. The auditing committee shall not include anyone serving on the Church Council or holding an administrative position within the Church.
5. Consider all requests for benevolence activities and make recommendations to the Church Council.
6. The Finance Committee, Safety & Security, and the Human Resources Committee shall serve as advisory committees to the Board of Trustees.

### **Part H: Committees**

Standing, special, or temporary committees shall be appointed by the Council.

1. The Council shall establish the mission and structure for each committee along with parameters for their authority and finances.
2. The Council shall select, review backgrounds and qualifications, and appoint committee members subject to approval by the Church Council.

3. Committee members shall serve a one-year appointment, which may be renewed annually each January, with no term limits.
4. A member's place on any committee may be declared vacant if the member: (a) ceases to be a voting member of the Congregation, or (b) is absent from three consecutive meetings of a committee without sufficient cause. The Church Council may adopt procedures for the removal of a committee member in other circumstances.
5. Committees shall appoint a member to submit minutes of any meetings, except for executive sessions, to the appropriate Board within fifteen (15) days of each meeting.

## **Section 10 – MEETINGS OF THE CONGREGATION**

### **Part A: Calling a Congregational Meeting**

1. Official notice of an annual or special meeting of the Congregation shall be in writing and shall be posted conspicuously in the place where the Congregation customarily worships and on the Congregation's website ten (10) days preceding the date of the meeting. Such notice shall state the date, time, place, and purpose of the meeting. It shall be signed by the President and the Secretary of the Congregation, or by the person or persons who have called the meeting.
2. Notice of an annual or special meeting shall also be read at all public worship services of the Congregation held during the ten (10) days preceding the date of the meeting. If no public services are held, the written notice mentioned in paragraph 1 is the only notice required.
3. The Pastor(s) shall be notified of the date, time, place and purpose at which a special meeting of the Congregation is to be held.
4. Only the business for which a special meeting has been called shall be transacted at the meeting.
5. An annual or special meeting of the Congregation may recess and reconvene at a specified time and place by a majority vote. A meeting may also recess to reconvene upon call; provided however, that the time and place of such a reconvened meeting must be announced at a public service of the Congregation, and not less than three days written notice be given of the reconvened meeting.

### **Part B: The Annual Meeting**

1. The Annual Meeting of the Congregation shall be held on the second Sunday in November. In the case of an emergency, the Church Council may change the date of the meeting with a 10-day notice being sent to the membership.
2. All meetings shall be conducted under the current edition of Robert's Rules of Order.
3. In considering the budget for the next year, the Congregation shall accept or reject the budget presented by the Council in its entirety.

4. All voting for Council members and the budget shall be conducted by secret ballot. A vote of acclamation may be held if there is only one candidate for a Council office.

**Sections 11 – 13**  
(No applicable Bylaws)