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BYLAWS OF ST. MARK LUTHERAN CHURCH

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BYLAWS

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. It is recommended that new members complete a new member program.
3. **Active (voting)** members are confirmed members who, during the previous twelve (12) months, shall have worshiped in this Congregation and shall have made a contribution (time, talent, or treasure) to this Congregation, and attained the age of eighteen (18) years old. Council shall approve the list of Active (voting) members annually no later than sixty (60) days prior to the annual meeting.
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** (non-voting) members 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

THE PASTOR(S)

Part A: Call

1. When the Church Council desires to call a pastor, it shall authorize a Team 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. 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) Administer discipline in accordance with Matthew 18: 15-18;
 - i) Seek out and encourage qualified persons to prepare for the ministry of the Gospel;
 - j) Encourage the support of missions and strive to extend the Kingdom of God;
 - k) Make disciples who make disciples:

Therefore go and make disciples of all nations, baptizing them in the name of the Father and the Son and the Holy Spirit, and teaching them to obey everything I have commanded you. And surely I am with you always, to the very end of the age. Matthew 28: 19-20; and
 - l) Serve *ex officio* of all Ministry Teams.
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. For the current year and 5 preceding years, report the number of:

- i. New members added that year;
- ii. Members leaving during the year;
- iii. Active 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, but may be terminated for any of the following reasons:
 - a. Mutual agreement to terminate the call, or the completion of a call or contract for a specific term and not renewed;
 - 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 disciplinary action on grounds of doctrine, morality, or continued neglect of duty consistent with Article VIII, Section 4 of the Constitution; or
 - f. The dissolution of the Congregation.
2. When considering the termination of a call, the Church Council, shall exercise due diligence consistent with Article VIII, Section 3 of this Constitution.

OFFICERS, COUNCIL MEMBERS, AND MINISTRY TEAMS

Part A: Eligibility

Only active 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 Active members for a minimum of one year at the time of the election.

Part B: Nominations

1. Church Council will select from among Council members a Nominating Team. Potential nominees for Officers, and Council members will be considered in view of the spiritual qualifications described in Article IX of the Constitution.

2. The Nominating Team 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 Team 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 nominated officers (President, Treasurer, and Secretary). The term of office for officers shall be one year. Their terms shall begin on January 1st following the Annual Meeting at which they were elected. The President may serve no more than two consecutive one-year terms. For the purpose of elections and succession, the length of time served in this position shall not count as time served on the Church Council. There are no term limits for Treasurer or Secretary.
 - b. Elect the other members of the Church Council. 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 in the aggregate, regardless of Ministry Team affiliation. For the purposes of elections and succession, the length of time served as an elected Council member shall not count as time served as an officer. (see Part C. 1.a. above.)
 - c. Elections to the Church Council shall be conducted by secret ballot. When there is only one candidate for an office or Council Position, 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 legally called special meeting of the Congregation.

Part D: Church Council

1. The Church Council shall be the Officers of the Congregation, Pastor(s), and six elected Council members. 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 an Active member of the Congregation, or (b) is

absent from three consecutive regular meetings of the Church Council without sufficient cause.

- 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 shall be eligible for nomination and possible election to the allowable full term for that position.
3. A quorum for any regular or special meeting of the Church Council 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. Special meetings may be done virtually and electronic votes (email or text) are permitted.
6. Specific duties of the Church Council as a whole shall include the following:
 - a. Organize and oversee the process of calling a Pastor(s) and secure other necessary staff;
 - b. Provide for supervision, performance reviews and salary adjustments for Pastor(s) and all other staff;
 - 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, ministry teams, and goals for the coming year;
 - f. Adopt policies and procedures that govern the worship and business of the Congregation;
 - g. Appoint ad hoc ministry teams as needs arise; and
 - h. Act on all matters calling for judgment and decisions which are not specifically assigned to a Ministry Team.
7. The Church Council may enact continuing resolutions. Such continuing resolutions shall not conflict with the Constitution or Bylaws.

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) a member *ex officio* of all Ministry Teams; and b) 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 Vice President 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 Congregational meetings and shall ensure publication and post them within fifteen (15) days after approval. 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 Ministry Teams; and,
 - c. Approved Minutes of Congregational and Church Council meetings.

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 provide for oversight and support of all financial planning, financial records and funds of the Congregation, and shall ensure publication and post monthly financial statements. The Treasurer shall also oversee and provide oversight of the functions of the Financial Secretary and Controller/Bookkeeper (if any). The Treasurer shall give notice to Ministry Teams in the event of a budget shortfall so Ministry Teams may conduct their business accordingly.
5. The President, Vice President, Secretary and Treasurer, functioning as the Executive Board, shall oversee any ad hoc ministry teams, unless otherwise directed by the Church Council.
6. The Executive Board shall 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. The Executive Board shall ensure that the church has adequate liability and property insurance, based on an appraisal of the church's real property every five years.
8. The President, Vice President and Treasurer shall have sole signatory authority for any and all financial matters of the Church.
9. The President shall have the sole authority to bind the Church , as directed by Council when necessary to Contracts or to terminate Contracts as directed by Council.
10. The President shall have the sole authority to authorize legal action as directed by Council.

Part F: Duties of Council Members

Each Council member shall be a representative and member of one of the ministry teams listed in the Constitution. The responsibilities of sub-teams of each standing ministry team are detailed in church policies and require approval of only Council to add, delete, or amend the sub-team list.

Part H: Ministry Teams

1. Special or temporary ministry teams may be appointed by the Council.
2. The Council shall establish the mission and structure for each Ministry Team along with parameters for their authority and finances.
3. The Council shall approve Ministry Team members.
4. Ministry Team members shall serve a one-year appointment, which may be renewed annually each January, with no term limits.
5. A member's place on any Ministry Team may be declared vacant if the member is absent from a significant number of meetings of a Team without sufficient cause and is unable to contribute to the activities of the Team. The Church Council may adopt procedures for the removal of a Ministry Team member in other circumstances.
6. Ministry Teams shall submit minutes of any meetings to the appropriate Council representative within fifteen (15) days of each meeting and not less than three days prior to the Council meeting.
7. Ministry teams have the authority to act within their budget as approved at the Congregational Meeting without Council approval providing they are following existing policies and procedures of the Church. Council approval is necessary if any expenditure falls outside of the budget or if there is a budget shortfall.

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 fifteen (15) days preceding the date of the meeting. Such notice shall state the date, time, place, and purpose of 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 fifteen (15) 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, prior to posting the notice, of the date, time, place and purpose at which a special meeting of the Congregation is called.
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.

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 or special circumstances, the Church

Council may change the date of the meeting with a fifteen (15) 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. Voting for the annual budget shall be conducted by secret ballot.
5. Elections to the Church Council shall be conducted by secret ballot. When there is only one candidate for an office or Council Position, a vote of acclamation may be held.