

Introductory Notes from Congregation Council and the Constitution/Bylaw Review Committee
September 5, 2023

Dear Congregation Members,

The Constitution and Bylaw Review Committee has been working diligently to update our governing documents in order to reflect current practices, remove obsolete bylaws, and build in flexibility, especially pertaining to congregation meetings and the makeup of the Council. The Congregation Council is recommending approval of the Constitution and bylaw amendments in the “List of Amendments Document”.

Our goal is to have all the approved changes effective before the next election cycle in 2024. There are two steps in accomplishing this.

1) At the October 29, 2023 special congregation meeting, we will do the first vote on all the Constitution amendments. We’ll also vote on the two bylaws that need to be approved—C10.01.01 and C10.01.02—which will designate our traditional January/February congregation meeting as a “regular” meeting. The Constitution amendment process requires that the ratifying vote be held at a regular meeting. This will enable the ratifying vote on the Constitution amendments to be held at the Jan/Feb 2024 meeting.

Note--As bylaws, C10.01.01 and C10.01.02 need only one vote. They can be effective immediately.

2) At the January/February 2024 meeting, we will ratify the Constitution amendments, and then approve the remaining bylaw amendments. **The effective date for the Constitution Amendments will be immediately following the vote, or upon synod approval, whichever is later. Several of the bylaw changes are dependent on the Constitution changes; therefore, the bylaws will have the same effective date as the Constitution.**

If other bylaw amendments are approved by the Council after the list has been published, we’ll send out additional notices about them.

All members/member families will have access to electronic copies of the List of Amendments Document. For those who do not receive the Tidings electronically, copies will be mailed. Extra printed copies will be available to anyone who wants one.

The “List of Amendments Document” divides the changes into two parts—the amendments for the special congregation meeting on October 29, 2023, and the amendments for the Jan/Feb 2024 meeting. Additionally, each of the two parts is subdivided as to how significant the changes are in the Constitution and bylaws.

All of the amendments are included in the “List of Amendments Document” so that the congregation can see all of them in one package, even though we won’t be voting on most of the bylaws until January/February 2024.

Members of the Review Committee and the Council will be available during Fellowship time on September 24 and October 1 to answer your questions and help you understand the reasons for the proposed amendments.

Also, if you have questions, please reach out to any member of the Council, or the Constitution/Bylaw Review Committee:

Jim Lau
Tom Mueller
Lauren Heisel
Jason Bogner
Mark Walther
Cyndi Hayward
Pastor Erin
Chris Chason, editor

List of Amendments Document

PART ONE

Congregation vote on amendments at the Special Congregation Meeting October 29, 2023

Significant Bylaw Addition/Amendment

Current C10.01.01 Regular business of the congregation shall be conducted at the annual meeting and at such special meetings as called in accordance with C10.02.

Current C10.01.02 The annual meeting shall be held within 30 days prior to the start of the budget year.

Proposed C10.01.01 Regular meetings of this congregation shall be held twice each year:

- a. A regular meeting shall be held within 60 days of the beginning of the calendar year.
- b. The annual meeting shall be held within 30 days prior to the start of the budget year.

Proposed C10.01.02 The business of the congregation shall be held at the regular meetings and at such special meetings as called in accordance with C10.02.

Reason: C10.01 requires a bylaw stating when the regular congregation meetings are held. Naming our traditional January meeting a “regular” meeting allows us to vote to ratify Constitution Amendments at this meeting. To build in flexibility, the date of that meeting can be January 1 to February 28/29.

The order of the two bylaws was switched so that the required bylaw comes immediately after the Constitution requirement. **The effective date will be immediately upon congregation approval (bylaws only need one vote of approval).**

Significant Constitution Changes—first vote

Current C10.04. Fifty (50) voting members at a properly called congregational meeting shall constitute a quorum.

Proposed C10.04 The lesser of 50 voting members or 10% of the voting members shall constitute a quorum.

Reason—it gives us flexibility; if we don’t have 50 voting members at a congregation meeting, we can calculate the % of voting members who are present; if 10% are present, there is a quorum. (Voting members are confirmed members who are communing and contributing per *C8.02)

Current C12.01 . The voting membership of the Congregation Council shall consist of the Officers of this congregation, the full-time pastors under call to this congregation, and the Directors of the administrative boards.

a. Any voting member of this congregation may be elected as an Officer or Director of an administrative board, subject only to the limitation on the length of continuous service permitted in that office.

b. A member’s place on the Congregation Council shall be declared vacant if the member

1. ceases to be a voting member of this congregation, or
2. is absent from three (3) successive regular meetings of the Congregation Council without cause, or
3. is absent from six (6) meetings of the Congregation Council in any twelve (12) month period without

cause.

Consistent with the laws of the state in which this congregation is incorporated, this congregation may adopt procedures for the removal of a member of the Congregation Council in other circumstances.

Proposed C12.01 . The voting membership of the Congregation Council shall consist of the Officers of this congregation, the full-time pastors under call to this congregation, and not more than 10 nor fewer than 6 members of the congregation.

- a. Any voting member of this congregation may be elected as an Officer or Congregation Council member, subject only to the limitation on the length of continuous service permitted in that office.

- b. Other than the Officers and the pastor(s), the Council members should be directors of the administrative boards. In the event a director of an administrative board declines a seat on the Congregation Council, or a director's seat is unfilled, an at-large member shall be elected. Additional at-large members may be elected up to the above maximum.
- c. Congregation Council members shall participate faithfully as voting members of the Congregation Council. A member's place on the Congregation Council shall be declared vacant if the member
 - 1. ceases to be a voting member of this congregation, or
 - 2. is absent from three (3) successive regular meetings of the Congregation Council without cause, or
 - 3. is absent from six (6) meetings of the Congregation Council in any twelve (12) month period without cause.

Consistent with the laws of the state in which this congregation is incorporated, this congregation may adopt procedures for the removal of a member of the Congregation Council in other circumstances.

Reason—allows flexibility in Council membership-- at-large Council members can be elected to fill Council seats if board directors are unwilling to serve on the Council, or if board director positions are vacant, or there are fewer boards. The total Council positions would range from 11 to 15 (15 is our current number) giving flexibility in case fewer nominees are found to fill Council spots.

This will necessitate separate elections for Council positions and board director positions, which will be spelled out in other sections of the Constitution/Bylaws.

C12.05. regarding the Council's responsibility for the financial and property matters:

Current C12.05c The Congregation Council may expend up to \$7,500.00 for any necessary items that exceed a budgeted line item. The Congregation Council shall notify the congregation, by mail or electronic means, no later than 30 days from the date of approval.

Proposed C12.05c The Congregation Council may expend up to \$10,000.00 for any necessary items that exceed a budgeted line item. The Congregation Council shall notify the congregation, by mail or electronic means, no later than 30 days from the date of approval.

Reason—inflation, with higher costs for materials and repairs...

Minor Constitution Changes—first vote

Current C11.02. Election of officers shall be conducted at a regular meeting of this congregation in accordance with the procedures specified in the bylaws. The term of office shall commence on July 1 or at the close of the meeting at which they are elected, whichever is later. The officers shall serve for two (2) years, until June 30, or until their successors are elected, whichever is later.

Proposed C11.02. Election of officers shall be conducted at a regular meeting of this congregation in accordance with the procedures specified in the bylaws. The term of office shall commence on July 1 or at the close of the meeting at which they are elected, whichever is later. The officers shall serve for two (2) years.

Reason—we have deleted the reference to serving until a successor is elected, because in practice, it does not work.

Current C12.02. The members of the Congregation Council except the pastor(s) and deacon(s) shall be elected to serve for two (2) years or until their successors are elected, whichever is later. Their terms shall begin on July 1 or at the close of the meeting at which they are elected, whichever is later. Such members shall be eligible to serve no more than two full terms consecutively in the same position.

Proposed C12.02. The members of the Congregation Council except the pastor(s) and deacon(s) shall be elected by this congregation to serve for two (2) years. Their terms shall begin on July 1 or at the close of the meeting at which they are elected, whichever is later. Such members shall be eligible to serve no more than two full terms consecutively in the same position.

Reason—we have added that the congregation elects the Council, and deleted the reference to serving until a successor is elected, because in practice, it does not work.

Current C12.03. Should a member's place on the Congregation Council be declared vacant, the Congregation Council shall elect, by majority vote, a successor who shall complete the term.

Proposed C12.03 Should a member's place on the Congregation Council be declared vacant, the Congregation Council shall appoint a successor who shall complete the term.

Reason: this allows a person who has filled a vacancy, by being appointed to a partial term, to be eligible for election to 2 full terms in that same position.

Current C13.02. A **Nominating Committee** of six (6) voting members of this congregation, two of whom, if possible, shall be outgoing members of the Congregation Council, shall be elected by the congregation for a term of two years. The Pastors shall serve as non-voting members and conveners of the committee. Members of the Nominating Committee are not eligible for consecutive reelection.

Proposed C13.02. A **Nominating Committee** of six (6) voting members of this congregation, two of whom, if possible, shall be outgoing members of the Congregation Council, shall be elected at an annual meeting for a term of two years. The Pastors shall serve as non-voting members and conveners of the committee. Members of the Nominating Committee are not eligible for consecutive reelection.

Reason—adding clarity as to when the Nominating Committee is elected; with the addition of “at an annual meeting”, the words “by the congregation” are not necessary and are being deleted.

Current C13.03. An **Audit Committee** of three (3) voting members shall be elected by the congregation. Audit Committee members shall not be members of the Congregation Council. Term of office shall be three years, with one member elected each year. Members shall be eligible for reelection.

Proposed C13.03. An **Audit Committee** of three (3) voting members shall be elected by the congregation. Audit Committee members shall not be members of the Congregation Council. Term of office shall be three years, with one member elected each year at the annual meeting. Members shall be eligible for reelection.

Reason—specifying that they are elected at the annual meeting.

Current C13.04 Mutual Ministry Committee(s) (in the absence of a mutual ministry committee, the duties shall be fulfilled by the executive committee) shall be appointed jointly by the Executive Director¹ and the rostered minister. Term of office shall be two years, with three members to be appointed each successive year. (2016 and 2022)

Proposed C13.04 A **Mutual Ministry Committee** may be appointed by the president and the rostered minister.

Reason—we are not currently using this committee, but may again in the future.

Non-consequential Constitution word changes—first vote

Proposed amendments will change the titles of leadership throughout the Constitution, to be consistent with those in the Model Constitution. We are already using the terms president, vice president, and secretary in all the required sections.

Current C10.02 A special Congregation Meeting may be called by the senior pastor, the Congregation Council, or the Executive Director of this congregation, and shall be called by the Executive Director of this congregation upon the written request of 10 of the voting members. The Executive Director of the Congregation Council shall call a special meeting upon request of the synod bishop. The call for each special meeting shall specify the purpose for which it is to be held, and no other business shall be transacted.

¹ For use if the pastor is president of the congregation under two of the options in C11.02.

Proposed C10.02 A special Congregation Meeting may be called by the senior pastor, the Congregation Council, or the president of this congregation, and shall be called by the president of this congregation upon the written request of 10 of the voting members. The president of the Congregation Council shall call a special meeting upon request of the synod bishop. The call for each special meeting shall specify the purpose for which it is to be held, and no other business shall be transacted.

Current C11.01. The officers of this congregation shall be an Executive Director, an Assistant Executive Director, an Executive Secretary and the Treasurer.

Proposed C11.01. The officers of this congregation shall be a president, vice president, secretary and treasurer. (Side note—in the model, they are not capitalized)

Current C12.11. The Congregation Council shall normally meet once a month. Special meetings may be called by the pastor or the Executive Director, and shall be called by the Executive Director at the request of at least one-half of its members. Notice of each special meeting shall be given to all who are entitled to be present.

Proposed C12.11 The Congregation Council shall normally meet once a month. Special meetings may be called by the pastor or the president, and shall be called by the president at the request of at least one-half of its members. Notice of each special meeting shall be given to all who are entitled to be present.

Current C13.08. The senior pastor of this congregation shall be *ex officio* a member of all committees and boards of this congregation. The Executive Director shall be *ex officio* a member of all committees and boards of this congregation, except the Nominating Committee.

Proposed C13.08. The senior pastor of this congregation shall be *ex officio* a member of all committees and boards of this congregation. The president shall be *ex officio* a member of all committees and boards of this congregation, except the Nominating Committee.

PART TWO

Amendments for Congregation vote at the January/February 2024 Congregation Meeting will include ratification (second vote) of the above Constitution amendments, and voting on the remaining bylaw amendments.

The ratified Constitution amendments will be effective upon congregation approval, or synod approval, whichever is later. The bylaw amendments will be effective on the same date as the Constitution amendments.

Minor Bylaw Changes

Current C8.01 bylaws related to C8.01, which describes members

C8.01.01 The congregation is commissioned to baptize candidates for membership into the Body of Christ with water and the Holy Spirit in the name of the Triune God. The baptized member is therefore privileged to live in that Sacrament forever.

C8.01.02 It is recognized that entrance into the Kingdom of God comes through Baptism. For the baptism of children or infants, parents or guardians shall consult with the Pastor, who shall instruct the parents and/or sponsors of their commitment to Jesus Christ by faith and the nature of responsibilities of Baptism. Sponsors shall be asked to assist parents in their ministry with the baptized child by praying, guiding, loving, and befriending the child. In any event of special circumstances, the pastor may be consulted.

C8.01.03 This congregation accepts the responsibility for assisting the parents and/or sponsors in nurturing the baptized children into a saving faith. This congregation promises to:

- a. Provide Bible studies to train parents to teach and to live the truths of God's Word.
- b. Provide regular worship services, to which parents can bring their children.
- c. Provide a fellowship of believers who will pray for the family.
- d. Provide teachers to assist the parents by instructing the children in the church school.
- e. Provide special instruction to prepare them to receive Holy Communion.

C8.01.04 Adults not previously baptized shall show evidence of faith, and shall be instructed in God's Word, before being baptized. When an adult is baptized, he/she is confirming God's gift, and is received into the church as a confirmed member.

Proposed: delete all the bylaws under C8.01: C8.01.01 through C8.01.04 Reason—they are not needed

Current C8.03 bylaws related to C8.03, which is about applications for confirmed membership

C8.03.01 Baptized youth who have been instructed in the congregation's Confirmation program are asked to affirm their faith in the public rite of Affirmation of Baptism, which will be offered on dates set by the Board of Worship. Each candidate shall be reviewed periodically according to guidelines set by the Board of Youth Ministries.

C8.03.02 Applicants for membership presenting letters of transfer showing them to be confirmed members in good standing in other Lutheran congregations, shall be admitted to confirmed membership upon acceptance of their letter of transfer by the pastor(s), and the report of their names to the congregation.

C8.03.03 Applicants for membership who present evidence of Confirmation in a Lutheran congregation, but do not have letters of transfer, shall be admitted to confirmed membership following interview with the Pastor(s), and reaffirmation of their faith before the congregation.

C8.03.04 All other applicants for confirmed membership in this congregation shall consult the pastor, and shall be required to attend a course of instruction and to make profession of their faith, either at a worship service, or privately, witnessed by members of the congregation before being received as members.

Proposal: delete all the bylaws under C8.03: C8.03.01 through C8.03.04 Reason—they are not needed

Current C8.04 bylaws relating to duties and privileges of members

C8.04.01 It shall be the privilege and duty of a voting member of this congregation to:

- a. Conscientiously and prayerfully exercise his/her right to vote on all measures that will advance the

work of Christ's Kingdom, both locally and in the Church at large.

- b. Willingly serve in any office or capacity for which his/her talents and abilities equip him/her.
- c. Faithfully attend general meetings of the congregation.

C8.04.02 Voting members under legal voting age shall have all privileges and responsibilities with the exception of:

- a. voting on such issues in which state or federal law might render such vote invalid or illegal,
- b. holding office in which their action might be in conflict with state or federal law.

C8.04.03 Prince of Peace practices eucharistic hospitality. All baptized persons who believe in the forgiveness of sins through the real presence of Jesus Christ are welcome at the table.

C8.04.04 Communion participation shall be entered into the records of the congregation, and when appropriate, notice regarding members of other congregations sent to the respective pastors of the congregations of which they are members.

C8.04.05 Members of the congregation are obligated to accord the pastor(s) honor, love, and obedience in his/her ministry to God's Word, and to support his/her ministrations with diligence and faithful prayers; to help him/her in the discharge of his/her duties by cordial one-mindedness, by willing readiness, by peaceable conduct, and in every other way possible; and to provide for his/her maintenance according to the ability of the congregation. In calling a pastor to preach the Word of God, and to administer the sacraments on their behalf, the members of the congregation exercise their priesthood and by no means relinquish it. This is the privilege and responsibility of all members of the congregation.

Proposed bylaws under C8.04:

C8.04.01 Voting members under legal voting age shall have all privileges and responsibilities with the exception of:

- a. voting on such issues in which state or federal law might render such vote invalid or illegal,
- b. holding office in which their action might be in conflict with state or federal law.

C8.04.02 This congregation practices eucharistic hospitality. All children of God are welcome at God's table.

Reason -- the current C.8.04.01, C8.04.04 and C8.04.05 are deleted—not necessary or not current practice; current C8.04.02 is retained and is renumbered C8.04.01; current C8.04.03 is amended to reflect the simplified statement during worship, and renumbered to C8.04.02

Current bylaws relating to C8.05, regarding membership removal

C8.05.01 A member desiring transfer to another Lutheran congregation shall notify the church office. A letter of transfer shall be issued by the pastor. The Senior Pastor shall report all transfers to the Congregation Council.

C8.05.02 In cases where Confirmed Members of this congregation have joined a non-Lutheran congregation, they shall be deemed to have terminated their membership in this congregation, forfeiting all rights and privileges of such membership. Their name(s) shall be removed from the membership list of the congregation.

C8.05.03 When a member of Prince of Peace Lutheran Church has not communed for six (6) months, nor notified the church office of their intent to continue membership, they shall be considered inactive. If such inactivity continues for a total period of twelve (12) months, the member shall be removed from the church rolls. Such removal releases the individual from all responsibilities to this congregation and excludes the individual from the privileges of church membership. Such a person will, however, at all times be welcome to attend all worship services in this church.

C8.05.04 Persons who have been removed from membership for whatever reasons may be restored with all rights and privileges upon completion of requirements for Confirmed Membership per Section C8.03.03.

Proposed bylaws under C8.05.

C8.05.01 A member desiring transfer to another Lutheran congregation shall notify the church office. A letter of transfer shall be issued by the pastor.

C8.05.02 When a member of this congregation has not communed for six (6) months, nor notified the church office of their intent to continue membership, they shall be considered inactive. If such inactivity continues for a total period of twelve (12) months, the member shall be removed from the church rolls. Such removal releases the individual from all responsibilities to this congregation and excludes the individual from the privileges of church membership. Such a person will, however, at all times be welcome to attend all worship services in this church.

Reason—the last line of C8.05.01 is deleted—not current practice; bylaws 8.05.02 and 8.05.04 are deleted—they are not necessary; bylaw C8.05.03 is amended and renumbered C8.05.02

Bylaw in Chapter 9, regarding rostered ministers

Current C9.05.01 Procedure for Subsequent Calls — Since the pastor ministers to the congregation primarily in the public preaching of the Word and in the administration of the sacraments, and since both pastor and congregation are parties to the call, no pastor shall announce his/her decision on any subsequent call without first having consulted with the congregation or at least with the Congregation Council. Should the pastor thereupon resign to accept another call, his/her resignation shall be presented to the congregation and mutually satisfactory arrangements sought for terminating his/her services, normally within thirty (30) days.

Proposed—delete—not needed, since synod and ELCA guidelines are used

Current C10.07.01 Order of business at the annual Congregational Meeting shall include:

- a. Registration and establishment of a quorum to conduct business
- b. Scripture reading and/or prayer
- c. Minutes of previous meeting(s), including special meetings.
- d. Treasurer's Report
- e. Unfinished Business
- f. State of the Parish Report by the pastor(s)
- g. Reports from Special Committees, as necessary
- h. Presentation and approval of budget
- i. New Business
- j. Election of Officers, Directors, Board Members and Standing Committees, as applicable
- k. Adjournment

The Executive Director may, with the consent of the voting membership, vary the above order in the interest of efficiency.

Proposed C10.07.01 Business at the annual Congregational Meeting shall include:

- a. Registration and establishment of a quorum to conduct business
- b. Scripture reading and/or prayer
- c. Minutes of previous meeting(s), including special meetings.
- d. Treasurer's Report
- e. Unfinished Business
- f. State of the Congregation Report by the pastor(s)
- g. Reports from Special Committees, as necessary
- h. Presentation and approval of budget
- i. New Business
- j. Election of Officers, Council members, Directors, Board Members and Standing Committees, as applicable
- k. Audit Committee Report
- l. Adjournment

Reason—delete references to the order in which the business items are done, to allow flexibility; subsection f is amended because this congregation is not in a parish situation; Council members were added to subsection j; Audit Committee Report was added and numbered subsection k; Adjournment was renumbered to subsection l

Current C11.01.01 The Executive Director shall:

- d. oversee all boards, committees, auxiliaries, and groups, etc. which shall be responsible to the Executive Director
- e. call and preside over the meetings of the Congregation Council
- f. coordinate the functions, plans, and activities of the congregation in all its parts for the total furtherance of the work of Christ's Kingdom in our midst.

Proposed C11.01.01 The president shall:

- d. oversee all boards, committees, auxiliaries, and groups, etc. which shall be responsible to the president
- e. call and preside over the meetings of the Congregation Council
- f. coordinate the functions, plans, and activities to fulfill the mission of this congregation.
- g. if the position of secretary becomes vacant, the president shall appoint another Council member to act as temporary secretary, until the vacancy is filled; the temporary secretary shall retain their original Council position.
- h. endeavor to convene the Audit Committee by September 1st of each year
- i. endeavor to coordinate with the treasurer and the Board of Finance director to post a detailed budget for the next fiscal year by May 20th"

Reasons—change in title in the first line and in subsection d; amend subsection f to simplify the wording; subsection g was added because the state of Illinois requires a corporation to have a president and a secretary; subsection h was added to provide a clear expectation that the Audit Committee begins its work and has enough time to complete the audit by the end of December (per proposed bylaw C13.03.03, within 6 months of the close of the fiscal year); subsection i was added to provide a clear expectation of what should be delivered to the congregation and when it should be delivered; to give the budget process more time than in the past, while still providing ample time for the congregation to be informed prior to the annual meeting. (historical note: it was traditionally expected, but not mandated, that the budget would be posted 30 days in advance of the annual meeting)

Current C11.01.02 The Assistant Executive Director shall:

- a. in the absence of the Executive Director, act for and in the stead of the Executive Director
- b. be available for whatever duties the Executive Director shall assign to him/her as his/her representative
- c. in the event the office of Executive Director becomes vacant, the Assistant Executive Director shall act as Executive Director until a successor is elected per C12.03.

Proposed C11.01.02 The vice president shall:

- a. in the absence of the president, act for and in the stead of the president
- b. be available to perform whatever duties are assigned by the president
- c. in the event the office of president becomes vacant, the vice president shall act as president until a successor is appointed per C12.03.

reason for the change in c—bylaws need to be consistent with the Constitution

Current C11.01.03 The Executive Secretary shall:

- a. be present at all voter's meetings of the congregation and at all the meetings of the Congregation Council
- b. enter the minutes of all meetings of said groups in a permanent record book.
- c. conduct all official correspondence of the Administrative Boards and the Executive Director
- d. perform all duties normally pertaining to the office and such additional duties as the Executive Director may delegate to him/her
- e. ensure that current copies of the constitution and bylaws are part of the permanent records

- f. have the authority to certify bylaws, resolutions of the members and Board of Directors and committees thereof, and other documents of the Corporation as true and correct copies thereof and do all other acts as are normally and customarily assumed and performed by an elected corporate secretary, all pursuant to Section 108.50 of the General Not-For-Profit Corporation Act of the State of Illinois, as amended from time to time.

Proposed C11.01.03 The secretary shall:

- a. be present at all voter's meetings of the congregation and at all the meetings of the Congregation Council
- b. enter the minutes of all meetings of said groups as a part of the permanent records
- c. perform all duties normally pertaining to the office and be available to perform additional duties as assigned by the president
- d. ensure that current copies of the constitution and bylaws are part of the permanent records
- e. have the authority to certify bylaws, resolutions of the members and Board of Directors and committees thereof, and other documents of the Corporation as true and correct copies thereof and do all other acts as are normally and customarily assumed and performed by an elected corporate secretary, all pursuant to Section 108.50 of the General Not-For-Profit Corporation Act of the State of Illinois, as amended from time to time.

Reasons: subsection b is revised to reflect current practice; subsection c is deleted-not current practice; subsection d is amended and renumbered subsection c; subsection e is retained and renumbered subsection d; subsection f is retained and renumbered to subsection e

Current C11.01.04 The Treasurer of the congregation shall:

- a. be responsible for accurate recording of all congregational receipts, disbursements, budgeted and actual expenses according to proper accounting procedures.
- b. present a written, financial report at the annual meeting detailing the financial condition of the congregation as of no earlier than March 31 in the current year.
- c. provide interim financial reports including trends and year-to-date comparisons of congregational giving to the Congregation Council on a monthly basis.
- d. submit permanent financial records for annual audit.
- e. be responsible for monthly remission of offerings for mission and church agencies and for prompt payment of salaries and bills authorized by the congregation or the Boards and Directors as duly constituted sources. This shall be done per the approved budget and constitution of this congregation.
- f. sign all checks for payment of bills, salaries, or other financial commitments of the congregation.
- g. have available for all Boards a current record of their accrued disbursements and budget allotment.

Proposed C11.01.04 The treasurer of the congregation shall:

(Retain subsections a through g; add subsections h and i:)

- h. be available to perform whatever duties are assigned by the president.
- i. endeavor to coordinate with the president and the Board of Finance director to post a detailed budget for the next fiscal year by May 20th

Reason for i.—to provide a clear expectation of what should be delivered to the congregation and when it should be delivered; to give the budget process more time than in the past, while still providing ample time for the congregation to be informed prior to the annual meeting. (historical note: it was traditionally expected, but not mandated, that the budget would be posted 30 days in advance of the annual meeting)

Current C11.02.01 From the list of candidates for each elective office submitted by the Nominating Committee, the voting membership shall, at its annual meeting in odd-numbered years, elect by simple majority, the following Officers, Board Directors, Board members and Standing Committee members in the order herein indicated:

- a. An Executive Director
- b. An Assistant Executive Director
- c. An Executive Secretary
- d. A Treasurer
- e. Five (5) Directors, specifically nominated for the directorship of one of the following boards: Communication, Evangelism, Finance, Stewardship and Worship.
- f. Board members, to the number required to complete the membership of each of the five boards specified above.
- g. Standing Committee members, as required.

Proposed C11.02.01 From the list of candidates for each elective office submitted by the Nominating Committee, the voting membership shall, at its annual meeting in odd-numbered years, elect by simple majority, the following Officers, Council members, Board Directors, Board members and Standing Committee members in the order herein indicated:

- a. A president
- b. A vice president
- c. A secretary
- d. A treasurer
- e. Council members
- f. Five (5) Directors, specifically nominated for the directorship of one of the following boards: Communication, Evangelism, Finance, Stewardship and Worship.
- g. Board members, for each of the five boards listed above.
- h. Standing Committee members, as required.

Reason: in subsection e, Council members are being added to the election list as a separate category; current subsections e, f, and g are renumbered to subsections f, g, and h; subsection g is amended to remove the reference to required numbers members on the boards (there is no requirement for the number of members on any board)

Current C11.02.02 From the list of candidates for each elective office submitted by the Nominating Committee, the voting membership shall, at its annual meeting in even-numbered years, elect by simple majority, the following Board Directors, and Board members, Standing Committee members in the order herein indicated:

- a. Five (5) Directors, specifically nominated for the directorship of one of the following boards: Fellowship, Preschool, Property, Serving Ministries, and Youth Ministries.
- b. Board members, to the number required to complete the membership of each of the five boards specified above.
- c. Standing Committee members, as required.

Proposed C11.02.02 From the list of candidates for each elective office submitted by the Nominating Committee, the voting membership shall, at its annual meeting in even-numbered years, elect by simple majority, the following: Council members, Board Directors, Board members, and Standing Committee members in the order herein indicated:

- a. Council members
- b. Five (5) Directors, specifically nominated for the directorship of one of the following boards: Fellowship, Preschool, Property, Serving Ministries, and Youth Ministries.
- c. Board members for each of the five boards listed above.
- d. Standing Committee members, as required.

Reason: Council members are added and become subsection a; current subsections a, b, and c are renumbered to b, c, and d; subsection c is amended by deleting the reference to required numbers of members on a board

Current C11.02.03 The determination of the number of members required on each Board shall be a function of the Congregation Council.

Proposed C11.02.03: delete it—the Council does not require a certain number of members on the boards

Current C12.01.01 Administrative Board Directors shall:

- a. Participate faithfully as voting members of the Congregation Council.
- b. Plan, schedule and conduct regular meetings of their board.
- c. Inform the Nominating Committee of vacancies on their board.
- d. Create a plan of proposed activities.
- e. Submit a budget proposal to the Congregation Council by April 1
- f. Submit an Annual Report to the Board of Communication of board accomplishments for publication to the congregation for the annual meeting no later than May 1.

Proposed C12.01.01 Administrative Board Directors shall:

- a. Plan, schedule and conduct regular meetings of their board.
- b. Submit a monthly report to the Congregation Council summarizing their board's discussions, activities, and progress.
- c. Inform the pastor and the Congregation Council of vacancies on their board.
- d. Create a plan of proposed activities.
- e. Submit a budget proposal to the Congregation Council by the date prescribed by the Congregation Council.
- f. Submit an Annual Report of board accomplishments to the president of the Council no later than May 1, for publication in the congregation's Annual Report

Reason—deleting subsection a, because board directors will not be required to be on the Council; adding new subsection b to state that monthly reports to the Council are required; amending the details in subsections c, e and f due to current practice.

Current C12.04.05 The Congregation Council shall keep a permanent set of minutes for each meeting, and such minutes shall be the property of the congregation.

Proposed: not needed--delete—it is the secretary's responsibility

Current C12.04.06 Additional responsibilities of the Congregation Council include:

- a. preparation of agendas for all meetings of the congregation.
- b. determination of dates and times for the congregational meetings.
- c. authority to fill Board Director vacancies by election from a candidate name submitted by the Nominating Committee.
- d. authority to fill unexpired terms or shortages of board personnel (other than Directors) by simple majority vote of the Council from a candidate name submitted by the Nomination Committee or a recommendation of the Board Director.

Proposed: amend C12.04.06 and renumber it to C12.04.05

Proposed C12.04.05 (renumbered) Additional responsibilities of the Congregation Council include:

- a. preparation of agendas for all meetings of the congregation.
- b. determination of dates and times for the congregational meetings.
- c. authority to fill Board Director and committee vacancies by appointment
- d. authority to fill unexpired terms or shortages of board personnel by appointment.
- e. appointing a Constitution and Bylaw Review Committee after each Churchwide Assembly as outlined in C13.06.02

Reasons—subsection c is amended to provide guidance on filling committee vacancies; to be consistent with C12.03 in vacancies being filled by appointment; to remove the requirement that the names have been submitted by the Nominating Committee; subsection d is amended to be consistent with C12.03 in vacancies being filled by appointment; to remove the requirement that the names be submitted by the Nominating Committee or the Board Director; subsection e is added to fulfill C13.06.02

Section 13.02 refers to the Nominating Committee

Current C13.02.01 The role of the Nominating Committee is to select, evaluate and recommend candidates for elected positions including Officers, Administrative Board Directors, Board members and Committee members.

Proposed C13.02.01 The role of the Nominating Committee is to select, evaluate and recommend candidates for elected positions including officers, Council members, board directors, board members, and committee members

Reason: Council members are added here; they will not necessarily be board directors

Current C13.02.03 The Nominating Committee shall review the qualifications for positions on the Council and other elective board positions under C11.02.01 and C11.02.02 as well as additional skills which may be contained in ministry descriptions to recommend candidates for each position. All candidates shall be regular communing members of the congregation.

The Nominating Committee may enlist the help of the Congregation Council for an updated or new ministry description to help clarify the role of specific positions.

Proposed C13.02.03 The Nominating Committee shall review the qualifications for positions on the Council and other elective board positions under C11.02.01 and C11.02.02 as well as additional skills which may be contained in ministry descriptions to recommend candidates for each position. All candidates shall be members of the congregation.

Reason—the reference to regularly communing is deleted—not necessary; the last sentence is deleted—not necessary

Current C13.02.04 The Nominating Committee shall, together with the called staff, prepare a list of candidates drawn from among voting members of the congregation. The list then shall be made available to members of the congregation by posting the candidate list on the church bulletin board at least four (4) weeks prior to the election and notifying the congregation via bulletin announcements that the list has officially been published.

The candidate list shall include one person for each available position.

Proposed C13.02.04 The Nominating Committee shall, together with the called staff, prepare a list of candidates drawn from among voting members of this congregation. The Nominating committee shall endeavor to make this list available to members of the congregation on or by May 20.

The candidate list shall have no more than one nominee for any specific position.

Reason—an exact date makes it more clear of when the list should be posted. The amended last sentence removes the interpretation that every position must be filled by the Nominating Committee.

Current C13.02.05 Members of the Nominating Committee are not eligible to be considered as candidates for Officer's positions or Administrative Board Director positions.

Proposed C13.02.05 Members of the Nominating Committee shall resign their positions in order to be eligible to be considered as candidates for Officer, Council, or board director positions.

Reason: precedent—this situation has occurred several times in the past

Current C13.02.06 Following the publication of the Nominating Committee's list, any voting member of the congregation may submit to the Committee additional names for inclusion on the list, and such names shall be placed in nomination by the Committee along with the candidates already chosen, provided:

- a. that such names shall be submitted at least 10 days before the date of the election, and
- b. the Nominating Committee, through consultation with the Pastor(s), has investigated the status of the proposed candidate(s) to ascertain eligibility for elected office as outlined in C13.02.03 and has contacted the proposed candidate(s) to confirm their willingness to serve.

Proposed C13.02.06a that such names have been submitted on or before May 30th, and

Reason—the amended posting date is May 20th per C13.02.04 above; the May 30th submission deadline for additional nominations gives clarity and eliminates having to count backward 10 days from the annual meeting date to calculate the deadline; the rest of the text in this bylaw is retained

C13.03 refers to the Audit Committee

Current C13.03.01 The role of the Audit Committee is to examine and verify the accuracy of the financial records of the congregation.

Proposed C13.03.01 add “The president shall endeavor to convene the Audit Committee by September 1st of each year.”

Reason-- to provide a clear expectation that the Audit Committee begins its work and has enough time to complete the audit by the end of December (per proposed bylaw C13.03.03, within 6 months of the close of the fiscal year).

Current C13.03.02 An Audit Committee member shall be elected at the annual meeting each year and should have the following general qualifications:

- a.They should be familiar with basic accounting principles.
- b.They should be regular communing members of the Congregation.

Proposed C13.03.02 An Audit Committee member shall be elected at the annual meeting each year. They should be familiar with basic accounting principles.

Reason –subsection b is being deleted, so subsection a is included in the opening paragraph.

Current C13.03.03 Within three months of the end of the fiscal year, the Audit Committee shall confirm to the congregation that the following have been accomplished during the fiscal year:

- a.That all receipts have been properly recorded.
- b.That all bank statements have been reconciled.
- c.That all benevolence amounts have been properly disbursed.
- d.That the budgeted expenses by each board have not been exceeded, except as authorized by the congregation.
- e.That the cash position of the congregation, as reported by the Treasurer, is accurate.

Proposed C13.03.03 Within 6 months after the close of the fiscal year, the Audit Committee shall confirm to the Executive Committee that the following have been accomplished during the fiscal year:

- a.That all receipts have been properly recorded.
- b.That all bank statements have been reconciled.
- c.That all mission support to the synod has been properly disbursed.
- d.That the budgeted expenses by each board have not been exceeded, except as authorized by the congregation.
- e.That the cash position of the congregation, as reported by the Treasurer, is accurate.

Reason—3 months isn't enough time to complete the audit. The report will be given first to the Executive Committee, and will then be on the agenda for the congregation to receive it at the annual meeting; in subsection c, mission support is the preferred term

Current bylaws related to the Mutual Ministry Committee

C13.04.01 The role of the Mutual Ministry Committee is to affirm the ministry of the staff through listening, reflecting and praying.

C13.04.02 The Mutual Ministry Committee shall meet at least once a year or as asked to assemble by the Senior Pastor or the Executive Director.

C13.04.03 The chair of the Mutual Ministry Committee shall serve as the liaison to the Congregation Council.

C13.04.04 The Mutual Ministry Committee shall function under the general guidelines published by the Evangelical Lutheran Church in America.

Proposal—delete all 4 bylaws--C13.04.01, C13.04.02, C13.04.03, and C13.04.05

Reason-- we are not currently using the committee

C13.05 refers to the Call Committee

Current C13.05.04 The Call Committee shall cease to exist at the time of installation of the pastor or other rostered minister who has accepted the call. Any vacancies on the Call Committee during its term shall be filled by appointment of the Congregation Council.

Proposed C13.05.04 Any vacancies on the Call Committee during its term shall be filled by appointment of the Congregation Council.

Reason for deleting the first sentence—it is redundant—the term of office is stipulated in C13.05: “Term of office will terminate upon installation of the newly called rostered minister”.

Current C13.06.02 The Congregation Council shall appoint a **Constitutional Review Committee** at least every 5 years to ensure that the constitution and bylaws of the congregation are in compliance with the Model Constitution of the Evangelical Lutheran Church in America, as amended, and that all articles and provisions contained herein are current, relevant to the administration and organization of the parish, and support the mission of the congregation.

Proposed C13.06.02 The Congregation Council shall appoint a **Constitution and Bylaw Review Committee** within 2 months after each Churchwide Assembly to ensure that the constitution and bylaws of the congregation are in compliance with the Model Constitution of the Evangelical Lutheran Church in America, as amended, and that all articles and provisions contained herein are current, relevant to the administration and organization of the congregation, and support the mission of the congregation.

Reasons—the current “at least every 5 years” is easy to overlook; the Churchwide Assembly is currently every 3 years, and there are always model constitution changes that require updating our documents; since we are not in a parish situation, the word “congregation” is being substituted.

C13.06.03 refers to the Personnel Committee

Current C13.06.03 A **Personnel Committee** consisting of at least 3 voting members of the congregation shall be elected by the congregation. Term of office will be 3 years and members are eligible for re- election.

- a. The role of the Personnel Committee is to establish and maintain the congregation’s personnel policies. The Senior Pastor is the supervisor of staff for reporting purposes and this committee will support the Senior Pastor in this role.
- b. When a support staff vacancy occurs, the Personnel Committee, along with the Senior Pastor and Executive Director, shall determine the method of hiring a new or replacement candidate.
- c. The Personnel Committee shall meet every 6 months or as asked to assemble by the Senior Pastor or the Executive Director.
- d. The chair of the Personnel Committee will serve as a liaison to the Senior Pastor and Executive Director of this congregation.

Proposed C13.06.03 A **Personnel Committee** consisting of at least 3 voting members of this congregation shall be elected by this congregation. Term of office will be 3 years and members are eligible for re- election.

- a. The role of the Personnel Committee is to establish and maintain this congregation’s personnel policies. The senior pastor is the supervisor of staff for reporting purposes and this committee will support the senior pastor in this role.
- b. When a support staff vacancy occurs, the Personnel Committee, along with the senior pastor and president, shall determine the method of hiring a new or replacement candidate.
- c. The Personnel Committee shall meet as asked to assemble by the senior pastor or the president.
- d. The chair of the Personnel Committee will serve as a liaison to the senior pastor and the president of this congregation.

Reason—title changes; current practice

Non-consequential bylaw word changes

Proposed amendments will change the titles of leadership throughout the bylaws, to be consistent with those in the Model Constitution. We are already using the terms president, vice president, and secretary in all the required sections. Model Constitution changes previously approved included ministry titles that need to be changed in our bylaws.

Current C4.04.01a Called Staff shall include the Senior Pastor and other associate pastors and/or associates in ministry (AIM's), deaconesses and diaconal ministers as designated by Letters of Call issued from the congregation.

Proposed C4.04.01a Called staff shall include the senior pastor, associate pastors, and deacons as designated by letters of call issued from this congregation

Current C10.06.01 (regarding votes at a congregation meeting) In the event of a tie vote, the Executive Director shall cast the deciding ballot. In the instance where "Co-Executive Directors" exist, one party shall be designated as the Executive Director for a given meeting; the other party shall vote only as a general member of the congregation.

Proposed C10.06.01 In the event of a tie vote, the president shall cast the deciding ballot. In the instance where "co-presidents" exist, one party shall be designated as the president for a given meeting; the other party shall vote only as a general member of the congregation.

Current C13.02.02 Three Nominating Committee members shall be elected at each annual meeting, and should have the following general qualifications:

- a. They should be familiar with the operation and lay leadership organization of the congregation.
- b. They should have been active in church lay leadership in this or another congregation.

Proposed C13.02.02a They should be familiar with the operation and lay leadership organization of this congregation.

Reason-- "this congregation" is the recommended wording in the model constitution; subsection b is retained