

# **BYLAWS of**

## **Christ's Greenfield Lutheran Church**

### **RESTATEMENT**

This amended and restated Bylaws was approved by the Voting Members on \_\_\_\_\_.

### **ARTICLE 1: CONGREGATIONAL ORGANIZATION AND POWERS**

- 1.1 The congregation is organized as a religious corporation. Throughout the Bylaws the terms congregation and church are used interchangeably.
- 1.2 The following powers are the expressly reserved enumerated powers of the congregation through the Voting Members and shall not be delegated:
  - 1.2.1 Decision to issue a Divine Call to or to rescind a Divine Call of a minister of religion-ordained.
  - 1.2.2 Election and decision to remove a member of the Board of Directors – hereafter called the Board.
  - 1.2.3 Purchase, lease, mortgage, encumbrance, sale, or other disposition of real property, whether existing or to be constructed, if the price of the contract(s) exceed(s) 15% of the previous fiscal year's actual non-restricted operating revenue. Real property is defined as land and anything growing on land, structures, and fixed improvements to land and/or structures. Contracts for any single location or for any single project shall be aggregated for the purpose of determining the applicability of this provision.
  - 1.2.4 Excommunication of a member of the church.
  - 1.2.5 Decision for the church to be acquired by another legal entity or to dissolve the church.
  - 1.2.6 Decision for the school ministry to be acquired by another legal entity or to dissolve the school ministry.
  - 1.2.7 Amendment of the Constitution and Bylaws.
- 1.3 Other than the above expressly reserved enumerated powers of the congregation through the Voting Members, the congregation delegates its power to manage and administer its internal and external affairs to the Board as outlined in Article 4 of the Bylaws.
- 1.4 Any power delegated to the Board shall be subject to review, revision or revocation by the voting membership through the amendment process as outlined in Article 11 of these Bylaws.
- 1.5 All activities of the congregation shall be regulated and all controversies, doctrinal or otherwise, which may arise within the congregation, shall be resolved on the basis of Article 3 of the Constitution. Any decision made to the contrary shall be null and void.

## **ARTICLE 2: MEMBERSHIP ACCEPTANCE, TERMINATION, AND RESTORATION**

### **2.1. Acceptance into Communicant Membership**

- 2.1.1. All those desiring to become Communicant Members of the congregation shall be instructed in a manner that qualifies them for Communicant Membership as defined by the Constitution.
- 2.1.2. An applicant from another LCMS church, or from another church in altar and pulpit fellowship with the LCMS, shall submit a letter of transfer from his or her former church.
- 2.1.3. After an applicant has given satisfactory evidence of his or her eligibility in accordance with this sub-section, the Senior Pastor shall approve such persons into membership.

### **2.2. Termination of Membership**

2.2.1. The Senior Pastor shall terminate an individual's membership for one of the following reasons:

- Death;
- Personal request of the member for transfer of membership to another LCMS church or to another church in altar and pulpit fellowship with the LCMS;
- Personal request of the member for release from membership;
- "Location unknown" for a period of one year or longer.

2.2.2. The Senior Pastor shall terminate an individual's membership for reasons of self-exclusion as follows:

2.2.2.1. When a member of the congregation has not attended worship services or communed for at least twelve (12) consecutive months, after investigation or after admonition and encouragement to do so, the member's name may be removed from membership.

2.2.2.2. If said member is removed from membership, the individual shall be notified of such action by U.S. mail to the last known address on record at the church and shall be determined to have excluded himself or herself from membership in the church.

2.2.2.3. Such self-exclusion releases the individual from all responsibilities to this congregation.

2.2.2.4. Such an individual shall, however, at all times be cordially welcome to attend worship services and to seek restoration to church membership.

2.2.3. Excommunication is to be applied to any member who conducts himself or herself in an un-Christian manner and is impenitent after proper admonition is given according to and in the spirit of Matthew 18:15-20. Such impenitent un-Christian conduct includes but is not limited to openly adhering to false doctrine, evidencing an immoral life while remaining impenitent, or willfully disparaging and despising the preaching of the Gospel and the Lord's Supper.

2.2.3.1. The Senior Pastor shall administer church discipline on behalf of the congregation, and if necessary, recommend to the Voting Members the excommunication of a member.

### **2.3. Restoration of Membership**

2.3.1. For a person who has been removed from membership for reasons of self-exclusion or excommunication, the Senior Pastor shall restore said person with all rights and privileges of Communicant Membership when said individual meets the requirements of membership as defined in the Constitution and when the reasons for self-exclusion or excommunication no longer exist.

## ARTICLE 3: MEETINGS OF THE CONGREGATION

- 3.1. **Definitions:** A meeting of the congregation where the agenda calls for voting to occur shall be referred to as a Voters' Meeting. Any meeting where the agenda does not call for voting to occur shall be referred to as a Congregational Town Hall. A Special Meeting is any meeting of the congregation other than the Annual Voters' Meeting, and may be either a Voters' Meeting or a Congregational Town Hall.
- 3.2. **Annual Voters' Meeting**
- 3.2.1. The congregation shall hold a Voters' Meeting at least once each calendar year.
- 3.2.2. The date, hour, and place of the meeting shall be set by the Board.
- 3.2.3. The date, hour, and place of the meeting shall be publicized during worship services and communicated through methods most commonly used to widely disseminate information to Voting Members, at least sixty (60) days in advance of the meeting.
- 3.2.3.1. The agenda shall be established by the Board and shall include, but is not limited to, reporting on the Ends, reporting on the church's financial condition by the Senior Pastor or his delegate, and Board elections.
- 3.2.3.2. Any one hundred (100) Voting Members of the congregation, by written request to the Secretary of the Board at least thirty (30) days prior to the meeting, may request an item be included on the agenda.
- 3.3. **Special Meetings**
- 3.3.1. The Board, the Senior Pastor, or any one hundred (100) Voting Members of the congregation; by written request to the Secretary of the Board; may call a Special Meeting of the congregation provided that proper notification is given.
- 3.3.2. The time and place of a Special Meeting shall be publicized during worship services and communicated through methods most commonly used to widely disseminate information to Voting Members at least two (2) weeks prior to such meeting, and the notification shall contain an agenda of items to be considered.
- 3.3.3. No agenda items requiring a vote may be added once notification of any Special Meeting is publicized.
- 3.4. **Quorum, Voting, and Minutes**
- 3.4.1. Whenever a Voters' Meeting has been properly called, the number of Voting Members of the congregation present constitutes a quorum. Proxy voting is prohibited.
- 3.4.2. All decisions shall be by simple majority vote of the Voting Members present with the exception of the following, which shall be decided by two-thirds majority vote of the Voting Members present:
- amendment of the Constitution,
  - the amendment of the Bylaws,
  - the removal of a Divinely Called minister of religion-ordained,

- the removal of a member of the Board,
- excommunication of a member,
- the decision for the church to be acquired by another legal entity or to dissolve the church,
- the decision for the school ministry to be acquired by another legal entity or to dissolve the school ministry,
- the conformity to the Confessional Basis in Constitution Article 3, if challenged.

3.4.3. Minutes of Voters' Meetings shall be retained by the church in a manner chosen by the Senior Pastor or his delegate, subject to any legal requirements.

## **ARTICLE 4: BOARD OF DIRECTORS**

4.1. The Board shall be composed of no less than seven (7) and no more than nine (9) members who meet the qualifications below, elected at a Voters' Meeting.

4.1.1. The members of the Board shall be Voting Communicant Members of the congregation.

4.1.2. No employees of the church nor an immediate family member of the Senior Pastor shall be considered for Board membership.

4.1.3. No spouses, children, parents, in-laws, or siblings of current Board members shall be considered for Board membership.

4.1.4. No Associate Communicant Members shall be eligible for Board membership.

4.1.5. Any additional qualifications stipulated in Board policies.

4.2. Board members shall not receive remuneration from the congregation for serving on the Board.

4.3. Board members shall have a term of office of three (3) years, renewable for two additional consecutive terms.

4.3.1. Vacancies on the Board shall be filled by Board appointment, with the appointed term lasting only until the next scheduled election for the term for which the person is being appointed to complete.

4.3.2. If appointed to fill a vacancy, such a Board member may not stand for a subsequent re-election if another term would extend that Board member's service to more than ten (10) consecutive years.

4.3.3. Board member terms shall be staggered to assure continuity of service and experience on the Board.

4.3.4. The term of office of Board member shall commence as of August 1, which is the beginning of the fiscal year, following such individual's election.

4.4. A quorum shall consist of a majority of the total number of Board members, including officers.

4.5. The Board shall meet at least four times each calendar year at a time and place determined by the Chairperson.

4.5.1. The time and place of each regular meeting of the Board for the upcoming calendar year shall

be published by the Board, using the method most commonly used to communicate widely with the membership, at least one (1) weekend prior to the first meeting of the calendar year.

4.5.2. The Chairperson, any three (3) other Board members, or the Senior Pastor, may call a special meeting of the Board by notifying Board members of the time and place of such meeting no less than two (2) days prior to such meeting, using the method most commonly used to communicate with the Board.

4.5.3. Minutes of all meetings of the Board shall be retained by the church in a manner chosen by the Senior Pastor or his delegate, subject to any legal requirements.

4.6. The Board shall exercise those powers and accomplish those responsibilities entrusted and delegated to it by the Voting Members in these Bylaws, endeavoring to govern in accordance with the Policy Governance® system.

4.6.1. The Board shall issue a Divine Call to or shall rescind a Divine Call of a minister of religion-commissioned.

4.6.2. In order to ensure appropriate organizational performance, the Board shall develop, maintain, and enforce the following sets of written policies which shall be available to the congregation:

4.6.2.1. Ends policies delineating the intended results to be achieved for the intended recipients for a certain value, worth, or priority;

4.6.2.2. Board Governance Process policies specifying how the Board conceptualizes, executes, and monitors its own task. These policies include but are not limited to Board member responsibilities and qualifications and Board committee responsibilities;

4.6.2.3. Senior Pastor Limitations policies which establish prudence and ethics limits regarding the means he may use to achieve the Ends;

4.6.2.4. Board-Senior Pastor Delegation policies which delineate the authority and roles of the Board and Senior Pastor and the relationship between the Board and the Senior Pastor. This set of policies shall include but is not limited to the Board's manner of delegating to the Senior Pastor, the Senior Pastor's accountability to the Board, and the process by which the Board monitors the Senior Pastor's accomplishment of the Ends and compliance with the Senior Pastor Limitations policies.

4.6.3. The Board shall seek input from the members and communicate back to them regarding the Ends.

4.6.4. The Board shall assure organization performance on the Ends and Senior Pastor Limitations by ensuring continuity in the Senior Pastor function and through the structured monitoring of the Senior Pastor as described in the Board-Senior Pastor Delegation policies.

## **ARTICLE 5: BOARD OFFICERS**

5.1. The officers of the Board shall consist of a Chairperson, Vice Chairperson, and Secretary.

5.1.1. The officers shall be elected by the Board from among the Board members, at the discretion of the Board.

5.1.2. The Chairperson shall be accountable for the integrity of the Board's governance process as further provided in Board policies.

- 5.1.3. The Vice Chairperson shall perform the duties of the Chairperson in the Chairperson's absence, upon the Chairperson's disability, at the Chairperson's request, or in case of a vacancy in the office of Chairperson.
- 5.1.4. The Secretary shall ensure the integrity of the Board's documents.

## **ARTICLE 6: BOARD COMMITTEES**

- 6.1. The Board shall establish a Senior Pastor Call Committee to serve as a Board committee for the purpose of assisting the congregation in its decision to issue a Divine Call to a Senior Pastor, as needed. This committee shall include as committee voting members at least five (5) Board members and no more than two (2) other congregation Voting Members appointed by the Board. The Senior Pastor Call Committee shall consist of an odd number of members who may vote on the committee, not to exceed seven (7).
- 6.2. The Board shall annually appoint five (5) Voting Members of the congregation to serve one year terms on the Nominating Committee, which shall be considered a Board committee.
  - 6.2.1. This committee shall be comprised of five (5) voting members of the congregation, including the Vice-Chairperson, at least two (2) other Board members, and no more than two (2) members of the congregation not currently serving on the Board.
  - 6.2.2. The Vice Chairperson shall serve as the chairperson of this committee.
  - 6.2.3. This committee shall nominate individuals to serve on the Board, consistent with any further Board policy.
- 6.3. The Board may appoint additional committees it considers necessary to assist it in fulfilling its governance responsibilities.

## **ARTICLE 7: ELDERS**

- 7.1. Elders shall meet the primary Biblical qualifications as outlined in 1 Timothy 3:1-7 and Titus 1:5-9.
- 7.2. Elders shall be appointed and removed at the discretion of the Senior Pastor.
- 7.3. The Elders shall assist the Senior Pastor in providing spiritual care, with specific responsibilities determined by the Senior Pastor.

## **ARTICLE 8: ENDOWMENT FUND**

- 8.1. The church may have an Endowment Fund. If the church establishes an Endowment Fund, the Fund shall be called Christ's Greenfield Lutheran Church and School Endowment.
- 8.2. The Fund's purpose shall be to receive gifts and bequests and may use them for the mission and ministry of Christ's Greenfield Lutheran Church and School, and the Lutheran Church-Missouri Synod, its Districts, seminaries, colleges, institutions and/or agencies.
- 8.3. Both the principal and income from unrestricted gifts and bequests to the Fund are to be used in accordance with policies established by the Board, provided the uses, projects, and programs will be consistent with the general purpose for which this Fund has been established.
- 8.4. Gifts and bequests may be made upon special terms or conditions or containing limitations or directions as to the investment or use of the substance of the gift or the use or accumulation of the income, provided that such gifts and bequests are acceptable in accordance with policies established by the Board.
- 8.5. The Fund will continue in existence and be used as herein provided so long as the congregation will continue to exist. If the congregation should cease to exist, then the assets constituting the Fund when

the congregation ceases to exist will become the property of a successor Lutheran Church or, if no successor Lutheran Church, then it will become the absolute property of the District of the Lutheran Church-Missouri Synod in which the congregation holds membership.

- 8.6 The Board shall establish policies as may be necessary for the operation of the Fund including those regarding the raising of funds for, the acceptance of gifts and bequests to, and the use of gifts and bequests made to the Fund subject to the overall purpose noted herein.
- 8.7 The Board shall establish policies as may be necessary for the investment of and accounting for any funds and assets of the Fund.

## **ARTICLE 9: REMOVAL OF CALLED MINISTER OF RELIGION-ORDAINED, CALLED MINISTER OF RELIGION-COMMISSIONED, AND BOARD MEMBER**

- 9.1. Sufficient grounds for rescinding the Divine Call of a minister of religion-ordained shall be any of the following:
- persistent adherence to false doctrine,
  - scandalous life,
  - willful neglect of official duties,
  - evident and protracted incapacity, or
  - evident and protracted incompetency to perform the functions of the office in which the individual has accepted a Divine Call to serve.
- 9.1.1. Charges on any of these counts above shall be investigated by the Board.
- 9.1.1.1. The Board shall charge the Board Chairperson, Vice Chairperson, Secretary, and two Board members appointed by the Board to serve as the Board's investigative committee. This investigative committee shall choose its Chair.
- 9.1.1.2. The Board shall appoint other persons as needed to serve as non-voting advisors to this investigative committee.
- 9.1.1.3. Investigation of these matters shall be in consultation with the appropriate representative of the District of The Lutheran Church-Missouri Synod in which the congregation holds membership.
- 9.1.2. If such investigation provides clear and substantiated evidence supporting such a charge and after consultation with the District of the Lutheran Church-Missouri Synod in which the congregation holds membership, the Board shall notify the congregation of the matter and submit the matter for action at a Voters' Meeting.



- 9.2. Sufficient grounds for rescinding the Divine Call for a minister of religion-commissioned or for the removal of any member of the Board shall be the following:
- persistent adherence to false doctrine,
  - scandalous life,
  - willful neglect of official duties,
  - evident and protracted incapacity,
  - evident and protracted incompetency to perform the functions of the office in which the minister of religion-commissioned has accepted a Divine Call to serve,
  - evident and protracted incompetency to perform the functions of the office to which the Board member has been elected or appointed.
- 9.2.1. Charges on any of these counts above shall be investigated by the Board.
- 9.2.1.1. The Board shall appoint five (5) Voting Members who may or may not be Board members to serve as the Board's investigative committee. This investigative committee shall choose its Chair.
- 9.2.1.2. The Board shall appoint other persons as needed to serve as non-voting advisors to this investigative committee.
- 9.2.2. With respect to a minister of religion-commissioned, if such investigation provides clear and substantiated evidence supporting such a charge, the Board may rescind the Divine Call of that minister of religion-commissioned.
- 9.2.3. With respect to a Board member's removal, if such investigation provides clear and substantiated evidence supporting such a charge, the Board shall notify the congregation of the matter and submit the matter for action at a Voters' Meeting.
- 9.3. The Board may establish, in its written Governance Process policies, a Board Code of Conduct providing the grounds for disciplining one of its members, as well as the process by which such discipline, other than that of removal, may occur.

## **ARTICLE 10: INDEMNIFICATION**

- 10.1. The church shall indemnify through its own resources, or through insurance, any individual who is or may be a party of any proceeding, other than a proceeding by or in the right of the church, because of his/her position as a Board member, officer, a Divinely Called minister of religion (ordained or commissioned), or an employee of the congregation, against liability incurred in the proceeding if:
- (a) he/she did not knowingly act contrary to policies or procedures of the church;
  - (b) he/she acted in good faith as a reasonably prudent person that his/her actions were in the best interests of the church, or in the case of any criminal proceeding that he/she had no reasonable grounds to believe his/her conduct was unlawful.
- 10.2. Any person seeking indemnification shall, as soon as reasonably possible, notify the Board of any circumstances which may give rise to a claim, and further agree to cooperate in the defense of such claim.

## **ARTICLE 11: AMENDMENTS**

### **11.1. Amendments to the Bylaws**

An amendment to the Bylaws may be adopted at a Voters' Meeting under the following conditions:

#### **11.1.1 The proposed amendment:**

- has been submitted in writing, by the Board of Directors or by at least one hundred (100) Voting Members who are Communicant Members and who have signed the petition for the proposed amendment, and
- has been presented at a previous Voters' Meetings or Congregational Town Halls, and
- has been communicated through methods most commonly used to widely disseminate information to Voting Members prior to the meeting at which action will be taken, with opportunity for discussion, on the proposed amendment(s).

#### **11.1.2 An affirmative vote of two-thirds majority of the Voting Members present is required to amend any of these Bylaws.**