

Proposed Additions to the Bylaw Provisions of the Prince of Peace Lutheran Church

Stephen Crofton, Jack Ranby, Marilyn Schmidlin, and Peter Westby, as members of the Bylaw Drafting Committee established by the Congregation Council and as individual members of the congregation of Prince of Peace Lutheran Church, submit to the Congregation Council for its recommendation and referral to the congregation, pursuant to paragraph *C16.03 of the constitution, the following proposed additions to the Bylaws of Prince of Peace Lutheran Church.

Bylaw C12.11.02 Congregation Council Executive Sessions. General Policy

It is the policy of this congregation that the Congregation Council must conduct the business of the church in as open and transparent way as possible. When conducting the church's affairs, members of the Congregation Council as Christians have a special duty to engage in open and honest dialogue with the congregation and church staff. To further this policy of transparency, there is a presumption and general rule that the Congregation Council will conduct its activities in regularly scheduled meetings open to members of the congregation. However, when the values of openness and transparency are outweighed, in particular circumstances, by a risk that discussing a situation or item in an open meeting would cause substantial deleterious effects on the well-being (financial or otherwise) of the church or an individual, the Congregation Council may meet in executive session in accordance with the provisions of Bylaw C12.11.03.

Bylaw C12.11.03 Congregation Council Executive Sessions, Specific Guidance.

Notwithstanding bylaw C12.11.01, when the deleterious effects standard set forth in bylaw C12.11.02 for overcoming the presumption of transparency is satisfied, the Congregation Council may meet in executive session in accordance with the following provisions:

- a. **Definition.** Executive session means a gathering of a quorum of members of the Congregation Council from which other members of the congregation are excluded for one or more of the reasons prescribed in subsection d. In addition to the members of the Congregation Council, only persons whose presence is reasonably necessary, in the judgment of the Congregation Council, in order for the Congregation Council to carry out its executive session responsibilities may attend the executive session.
- b. **Notice of Executive Session.** When the need for an executive session is anticipated, notice that an executive session may be convened shall, if practical, be given to the congregation in an agenda or a supplement to an agenda. The notice shall include a general description of the matters to be considered. The agenda shall provide more than just a recital of the constitution and bylaw provisions authorizing the executive session, but shall not contain information that would defeat the purpose of the executive session, compromise the privacy interests of an interested person, or compromise the attorney-client privilege.
- c. **Approval.** The executive session may occur only when approved by a majority vote of the members of the Congregation Council present and voting at a meeting open to members of the congregation.
- d. **Purpose of Executive Session.** The Congregation Council may hold an executive session only for the following purposes:
 - 1.) Discussion or consideration of employment, including duties and responsibilities, appointment, compensation, promotion, discipline, demotion, or dismissal.
 - 2.) Discussion or consideration of discipline or resignation of membership of a member of the congregation or member of the Congregation Council.
 - 3.) Discussion or review of records to the extent necessary to maintain confidentiality required by law.
 - 4.) Discussion or consultation for legal advice with an attorney representing the church.
 - 5.) Discussion to consider the potential purchase, sale or lease of real property.
 - 6.) Discussion regarding proprietary matters the disclosure of which would disadvantage the church.
- e. **Official action.** Official action by the Congregation Council, including adopting a plan of action, providing instructions to attorneys or agents of the church, or making a decision based on the information received

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during the executive session, shall be conducted during an open meeting of the Congregation Council; provided, however, that when an executive session is held, actions may be taken during that session, instead of in a subsequent open meeting, to the extent necessary to avoid substantial deleterious effects on the church or an individual.

- f. Attendance. If a member of the Congregation Council has a conflict of interest because of the subject matter of a proposed executive session, that person may be excluded from the executive session.
- g. Executive session minutes and confidentiality.
 - 1.) Minutes of the executive session, including any action taken during the session, shall be prepared.
 - 2.) Except as provided below in subsection h, executive session materials, discussions, and minutes shall be kept confidential except from members of the Congregation Council who were authorized to attend the executive session, and their successors who would have been eligible to attend the executive session.
 - 3.) The person presiding at the executive session shall instruct persons who are present at the executive session regarding the confidentiality requirements of this bylaw.
- h. Public reporting. Following any executive session, and in any event no later than the next public meeting of the congregation or of the Congregation Council, the president or secretary shall report to the congregation or the Congregation Council on the executive session. The report and the minutes of that public meeting shall include the following information:
 - 1.) Date, and starting and ending time of the executive session.
 - 2.) Names of persons attending the executive session.
 - 3.) General purpose for which the executive session was held.
 - 4.) A summary of any action taken, but the content of the summary shall be limited to the extent necessary to avoid substantial deleterious effects on the church or an individual.
 - 5.) A description of the motion to adjourn the executive session.
- i. Exemption. If the Congregation Council determines that a situation is so extraordinarily sensitive that full compliance with subsections g and h is likely to cause substantial deleterious effects on the church or an individual, the Congregation Council may exercise its judgment to limit the contents of the minutes and associated report or delay disclosure, but only to the extent necessary to avoid such effects.

Bylaw C13.01.01. Existing.

- a. Existing.
- b. Existing.
- c. Existing.
- d. Existing.
- e. Executive Session. An executive session of the Executive Committee may occur only when approved by a majority vote of the members of the Executive Committee present and voting at a meeting. An executive session of the Executive Committee may only be convened for the same reasons as an executive session of the Congregation Council. Official action by the Executive Committee, including adopting a plan of action, providing instructions to attorneys or agents of the church, or making a decision based on the information received during the executive session, shall be conducted during a regular meeting of the Executive Committee; provided, however, that when an executive session is held, actions may be taken in that session, instead of a subsequent open meeting, to the extent necessary to avoid substantial deleterious effects on the church or an individual. The provisions of subparagraph d are superseded to the extent that executive session

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materials, discussions, and minutes shall be delivered to the Congregation Council in executive session. Thereafter, the provisions of bylaw 12.11.02 and bylaw 12.11.03 shall apply. If a member of the Executive Committee has a conflict of interest because of the subject matter of a proposed executive session, that person may be excluded from the executive session. Executive session materials, discussions, and minutes shall be kept confidential except from members of the Congregation Council who would have been authorized to attend an executive session of the Congregation Council on the same topic, and their successors who would have been eligible to attend the Council's executive session.