

FAITH EVANGELICAL LUTHERAN CHURCH  
OF COBB COUNTY, GEORGIA, INC.  
BYLAWS

Amendment of Bylaws  
April 2009

**FAITH EVANGELICAL LUTHERAN CHURCH  
OF COBB COUNTY, GEORGIA, INC.  
BYLAWS**

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**FAITH EVANGELICAL LUTHERAN CHURCH  
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**ARTICLE I – NAME**

The name of this organization shall be Faith Evangelical Lutheran Church of Cobb County, Georgia, Inc., hereinafter referred to as Faith Lutheran Church. It may be referred to as Faith Evangelical Lutheran Church, Faith Lutheran Church, Faith Lutheran Church and School, or Faith Lutheran School.

**ARTICLE II – MEMBERSHIP**

**Section 1. Classes of Membership**

A. Baptized membership

Baptized membership is held by all those who have been baptized in the name of the Triune God with water and who are under the spiritual care of the pastor.

B. Communicant membership

Communicant membership is held by all baptized members who have received instruction in the true meaning and intent of the Sacrament of Holy Communion and have been recommended by the pastor and Board of Elders to partake of Holy Communion.

C. Confirmed membership

Communicant members who meet the following conditions are eligible for confirmed membership: have declared their acceptance of the confessions of this congregation as contained in Article III of the Constitution; do not live in manifest works of the flesh (Galatians 5:19–21), but lead a Christian life according to God’s Word; do not support or adhere to any organization whose principles and practices conflict with the Word of God and the conduct of a Christian (II Corinthians 6:14–18); together with the congregation, partake frequently of the sacrament of Holy Communion; and grow in the Christian faith.

Confirmed membership is held by all communicant members who are eligible for confirmed membership and have been accepted in confirmed membership in accordance with Bylaw II.2.

D. Voting membership

Voting membership is held by all active confirmed members, where active membership is held by all members of the congregation whose membership has neither been placed in inactive status nor terminated in accordance with Bylaw VIII.1. The membership secretary shall be responsible for keeping an accurate record of the eligible voters (referred to collectively as the “Voting Membership”) and shall give the president of the congregation a list of the eligible voters before each meeting of voting members (“Voters Meeting”).

**Section 2. Application for Membership**

A. Baptized membership

Prospective adult members who have not been baptized are to consult with the pastor and express a desire to be baptized. Parents who want their children to be baptized shall meet with the pastor to discuss their child’s baptism. Acceptance as a baptized member is effective on the date of baptism.

B. Communicant membership

Adults or youth desiring to be received as communicant members should consult with the pastor for enrollment in an appropriate religious instruction class. Acceptance as a communicant member is effective upon completion of the appropriate rite.

C. Confirmed membership

1. Applicants for confirmed membership in this congregation shall consult the pastor, who shall determine whether such applicants are eligible for membership in accordance with Bylaw II.1. Applicants not familiar with the doctrines and confessions of the Evangelical Lutheran Church shall be required to attend a course of instruction and to profess their faith either before the congregation at their reception into membership or, if not possible, before the pastor.
2. Applicants from other Lutheran Churches shall submit a letter of transfer to the pastor from their former congregation to establish their eligibility for membership. In the case of applicants whose previous membership in a Lutheran congregation has lapsed, the pastor may arrange a period of instruction prior to reaffirmation of faith if he believes it necessary.
3. After applicants have given satisfactory evidence of their eligibility in accordance with the preceding paragraphs, their admission as confirmed members shall be accepted by the pastor and reported to the Board of Elders. Confirmed membership at Faith Lutheran Church occurs upon the public profession of faith as expressed in the membership or confirmation ceremony and shall be effective upon public acceptance of the rights and responsibilities of membership in Faith Lutheran Church. In the event that a profession of faith before the congregation is not possible, the pastor may affirm to the congregation that the individual has made a private profession and accepted the privileges and duties of a confirmed member as outlined in Bylaw II.3. The roster of new members shall be publicized in the various media of the congregation and presented by the pastor or director of the Board of Elders at the next Voters Meeting.

D. Voting membership

As further described in Bylaw II.1.D, voting membership is held by all confirmed members. Confirmed members need take no special action to become a voting member.

### **Section 3. Privileges and Duties of Confirmed Members**

A. The privileges and duties of confirmed members include the following:

1. To grow in the Christian faith and life through regular and faithful worship and through faithful use of the means of grace (Hebrews 10:25), to search the Scriptures at home and in fellowship with other members of the congregation and its agencies, and to partake of Holy Communion as often as possible;
2. To live a morally decent life before God and all people, abstaining from open works of the flesh (Galatians 5:19– 21) and so conducting themselves at all times as to bring credit rather than blame upon the name of Christ and the Church;
3. To provide for the proper Christian training of their children by instruction at home and through the agencies of the Church;
4. To contribute toward the maintenance of the congregation and the extension of the Kingdom of God at home and abroad in proportion to their financial ability; and
5. To support God's work at Faith Lutheran Church in Marietta, Georgia with a portion of their God-given time, talent, treasure, and spiritual gifts.

B. Any member that requests and receives any form of financial aid, including reduced tuition rates for a child or children in the school or day care program, agrees to support the work of God's Kingdom at Faith Lutheran Church regularly and to the best of his or her ability.

### **Section 4. Privileges and Duties of Voting Members**

The privileges and duties of voting members include the following:

- A. To exercise conscientiously and prayerfully their rights to vote in all measures that will connect people to Jesus and advance the work of Christ's Kingdom, both locally and in the church-at-large;
- B. To serve willingly in any office or capacity for which their talents and abilities equip them;

- C. To attend faithfully all Voters Meetings; and
- D. To assist with wholehearted diligence in administering the temporal and spiritual affairs of the congregation, working toward unity of the Spirit (Eph. 4:3).

## **ARTICLE III – MEETINGS OF THE CONGREGATION**

### **Section 1. Regular Meetings**

Regular Voters Meetings shall be held five times during each calendar year. These are guidelines, and the specific dates and times of all meetings shall be set by the Board of Directors. The general timing and nature of regular meetings are as follows:

- A. The first meeting of the year shall be of a general nature. This meeting will generally be held in January.
- B. The second meeting of the year shall include the presentation of the proposed budget for the fiscal year beginning on the immediately succeeding July 1. This meeting will generally be held in April.
- C. The third meeting of the year (the “Nominating Meeting”) shall include the formation of the Nominating Committee and the start of the election process, as described in Bylaw VI.2. This meeting will generally be held in August.
- D. The fourth meeting of the year (the “Annual Election Meeting”) shall include the election of officers, directors, and board members, as described in Bylaw VI.3. This meeting will generally be held in November.

Each regular Voters Meeting shall be announced and published at all divine worship services held during the two weeks preceding the date of the meeting. The budget and financial operations of the congregation, its boards, and its auxiliaries shall be subject to review by voting members on a continuing basis through these meetings.

### **Section 2. Special Meetings**

Special Voters Meetings may be called by the Board of Elders, the pastor, the president, or sixty-five or more voting members. Notice of the date and time of such a meeting, as well as the nature of the business to be transacted, shall be announced and published at all divine worship services held during the two weeks preceding the date of the meeting.

There shall be one scheduled special meeting each year, following the second regular meeting and before the first day of July of the same year, to consider and vote on the budget for the fiscal year beginning on the immediately succeeding July 1, and also such other items as may be properly announced in the agenda for the meeting. This meeting will generally be held in June.

### **Section 3. Conditions Pertaining to Voters Meetings**

- A. At least thirty (30) Voting Members attending a properly called regular or special meeting of the Voting Membership shall constitute a quorum.
- B. Such a meeting, whether regular or special, and having met the quorum requirements, shall be known as a Voters Meeting.
- C. Minutes shall be kept of all regular and special Voters Meetings.
- D. The voting members present at a properly called regular or special Voters Meeting shall be referred to as the Voters Assembly.
- E. Unless specified otherwise in the Constitution, Articles of Incorporation, or Bylaws, a *majority vote* is the majority of the legal votes cast and is the number of votes necessary to pass a motion or elect a candidate.
- F. Unless specified otherwise in the Constitution, Articles of Incorporation, or Bylaws, voting by voice will determine passage of a motion. If there is doubt as to how the majority voted, the presiding officer may call

for a standing vote (*a division of the assembly*) or a show of hands. A request from the floor for a secret ballot shall also be honored.

#### **Section 4. Order of Business for Regular Meetings**

- A. Regular Voters Meetings shall proceed as follows:
  - 1. Scripture reading or prayer
  - 2. Determination of quorum
  - 3. Approval of previous meeting minutes, including those from any special meetings
  - 4. Treasurer's report
  - 5. Reports of committees
  - 6. Reports of administrative boards
  - 7. Pastor's State of the Parish report
  - 8. Unfinished business
  - 9. New business
  - 10. Adjournment
- B. Subject to the general consent of the Voters Assembly,<sup>1</sup> the president or the meeting's presiding officer may vary the above order in the interest of efficiency.

#### **Section 5. Order of Business for Special Meetings**

Special Voters Meetings shall proceed in the same manner as regular meetings except that the reading of minutes and reports of committees and administrative boards may be eliminated. Only those matters for which a meeting is called and for which notice is properly given may be acted upon in a special meeting.

### **ARTICLE IV – PROCEDURE FOR CALLING A PASTOR AND OTHER CALLED CHURCH WORKERS**

#### **Section 1. Definitions**

- A. A called professional church worker serving as a pastor, principal, teacher, or other called professional church worker shall be referred to in these Bylaws as a Called Professional.
- B. A Called Professional called to fill a position not specifically covered in Bylaw IV.1–3 shall be referred to in these Bylaws as an Other Professional.

#### **Section 2. Procedure for Calling a Pastor**

- A. When a vacancy occurs in the Pastoral Office, defined in Bylaw V.1, the director of the Board of Elders shall appoint a Call Committee. This committee shall be composed of four members of the Board of Elders and three members from the congregation, appointed by the president, with representation from diverse interests of the congregation. The pastor, principal, or both may serve as ex-officio members of the Call Committee. The Board of Directors must approve all members of the Call Committee.
- B. The director of the Board of Elders or chairperson of the Call Committee shall consult with the president of the Florida-Georgia District (the "District") or his representative to obtain a list of candidates for the Pastoral Office from among pastors on the clergy roster of the Lutheran Church—Missouri Synod (the "Synod"). The director of the Board of Elders or chairperson of the Call Committee shall also solicit

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<sup>1</sup> For an action to be taken by *general consent*, there must be no one who objects to the action. If any voting member objects, a majority vote shall be required for the action in question to be taken.

candidates from members of the congregation. The Call Committee shall compile personal data information on each candidate. Such information shall be furnished by the District president or his representative.

- C. The duty of the Call Committee is to establish a profile of pastoral qualifications required for the work of the Lord at Faith Lutheran Church, to evaluate pastoral candidates on the basis of these qualifications, and to present the committee's findings to the voting members. At the next regular Voters Meeting, the voters shall adopt a list of candidates as presented by the Call Committee. At that meeting or one subsequent, the voters shall cast ballots to decide which proposed candidate to call. The candidate receiving a majority of the ballots cast shall be issued a call. It shall be the duty of the president to notify the candidate of the election promptly and to execute appropriate call documents in a timely manner.

### **Section 3. Procedure for Calling a Principal**

- A. When a vacancy occurs in the office of principal of Faith Lutheran School, the director of the Board of School Ministry, in consultation with the president and pastor, shall appoint a Call Committee. This committee shall be composed of four members of the Board of School Ministry and three members from the congregation, appointed by the president, with representation from diverse interests of the congregation. A pastor may serve as an ex-officio member of the Call Committee. The Board of Directors must approve all members of the Call Committee.
- B. The director of the Board of School Ministry or chairperson of the Call Committee shall consult with the District president or his representative to obtain a list of candidates for the office of principal from among candidates on the appropriate worker roster of the Synod. The director of the Board of School Ministry or chairperson of the Call Committee shall also solicit candidates from members of the congregation. The Call Committee shall compile personal data information on each candidate. Such information shall be furnished by the District president or his representative.
- C. The duty of the Call Committee is to establish a profile of qualifications required for the work of the Lord at Faith Lutheran Church, to evaluate candidates on the basis of these qualifications, and to present the committee's findings to the voting members. At the next regular Voters Meeting, the voters shall adopt a list of candidates as presented by the Call Committee. At that meeting or one subsequent, the voters shall cast ballots to decide which proposed candidate to call. The candidate receiving a majority of the ballots cast shall be issued a call. It shall be the duty of the director of the Board of School Ministry to notify the candidate of the election promptly and to execute appropriate call documents in a timely manner.

### **Section 4. Procedure for Calling a Teacher**

- A. When a teacher vacancy occurs, the director of the Board of School Ministry, in consultation with the president, pastor, and principal, shall appoint a Call Committee, or, in the event that a teaching vacancy occurs without sufficient time to conduct the call process, may contract for a teacher in accordance with Bylaw IV.6. The Call Committee shall be composed of four members of the Board of School Ministry, appointed by the director of the Board of School Ministry, and three members from the congregation, appointed by the president, with representation from diverse interests of the congregation. The pastor, principal, or both may serve as ex-officio members of the Call Committee. The Board of Directors must approve all members of the Call Committee.
- B. The congregation shall seek to fill the teacher vacancy in the following manner and order of priority:
  - 1. To call a synodically trained teacher currently on the teaching roster of the Synod;
  - 2. To contract a synodically trained teacher currently on the teaching roster of the Synod;
  - 3. To contract a teacher from the membership of Faith Lutheran Church;
  - 4. To contract a Lutheran teacher; and
  - 5. To contract a Christian teacher.
- C. The director of the Board of School Ministry, or Chairman of the Call Committee, shall consult with the District president or his representative to obtain a list of candidates for the teacher vacancy from among candidates on the appropriate teacher roster of the Synod. The director of the Board of School Ministry shall also solicit candidates from members of the congregation. The Call Committee shall compile personal



data information on each candidate. Such information shall be furnished by the District president or his representative.

- D. The duty of the Call Committee is to establish a profile of candidate qualifications required for the work of the Lord at Faith Lutheran Church, to evaluate candidates on the basis of these qualifications, and to present the committee's findings to the voting members. At the next regular Voters Meeting, the voters shall adopt a list of candidates as presented by the Call Committee. At that meeting or one subsequent, the voters shall cast ballots to decide which proposed candidate to call. The candidate receiving a majority of the ballots cast shall be issued a call. It shall be the duty of the director of the Board of School Ministry to notify the candidate of the election promptly and to execute appropriate call documents in a timely manner.

## **Section 5. Procedure for Calling Other Professional Church Workers**

- A. When a new position is created or a vacancy occurs in a position to be filled by an Other Professional, the director of the appropriate Board shall appoint a Call Committee. This Committee shall be composed of three members of the Board of Elders, a member of the appropriate Board, and three members from the congregation appointed by the president, with representation from diverse interests of the congregation. The pastor, principal, or both may serve as ex-officio members of the Call Committee. The Board of Directors must approve all members of the Call Committee.
- B. The priority for obtaining an Other Professional shall be: (1) Call a Synodically trained Other Professional currently on the appropriate roster of the Synod; (2) Contract a Synodically trained Other Professional currently on the appropriate roster of the Synod; (3) Contract an Other Professional from the membership of Faith Lutheran Church; (4) Contract a Lutheran Other Professional; (5) Contract a Christian Other Professional.
- C. The director of the Board of Elders or the chairperson of the Call Committee shall consult with the District president or his representative to obtain a list of candidates for the Other Professional vacancy from the appropriate Synod roster. The director of the Board of Elders and the chairperson of the Call Committee shall also solicit candidates from among members of the congregation. The Call Committee shall compile personal data information on each candidate as is furnished by the District president or his representative.
- D. The duties of the Call Committee are to establish a profile of candidate qualifications required for the work of the Lord at Faith Lutheran Church, to evaluate candidates on the basis of these qualifications, and to present its findings to the Voting Membership. At a Voters Meeting, the voters shall adopt a list of candidates as presented by the Call Committee, and, at that or the subsequent Voters Meeting, the voters shall elect one of the proposed candidates in accordance with the procedure outlined in Bylaw IV.5. It shall be the duty of the director of the appropriate administrative board to ensure that the chosen candidate is notified promptly of his or her call and to execute the appropriate call documents in a timely manner.

## **Section 6. Voting Procedure for Filling Called Offices**

The president shall authorize a vote during a Voters Meeting for the calling of a candidate for any vacant office specified in Bylaw IV. The vote by the Voters Assembly shall be by a secret ballot and shall be tallied by persons selected by the president. When more than three candidates are available for any position, the first ballot shall identify the three candidates with the most votes, eliminating the remainder of the candidates. On the subsequent ballot, the two candidates with the most votes shall be identified. Voting shall then continue in this manner until one candidate receives a majority of the votes cast by the Voters Assembly.

## **Section 7. Procedure for Contracting a Teacher**

In the case of contracting a teacher, the Board of School Ministry shall work with the Personnel Committee to recommend qualified candidates to the Board of Directors for approval. The Board of School Ministry shall contract the teachers as needed following approval by the Board of Directors. Priority for contracting teachers shall be as specified in Bylaw IV.3.B.

# ARTICLE V – DUTIES AND RESPONSIBILITIES OF PASTORS, WORKERS, AND CONGREGATION

## Section 1. The Office of Pastor

- A. The Pastoral Office, or Office of Public Ministry, is the authority God confers upon pastors through a divinely inspired call of the congregation (the holder of the priesthood and all congregational authority) to exercise in public office the common rights of spiritual priesthood on behalf of all members. In calling a pastor, the congregation authorizes and obligates him to do the following:
  - 1. To preach and teach to them the Word of God in its full truth and purity as contained in the Sacred Scriptures of the Old and New Testaments and as set forth in the confessional writings of the Evangelical Lutheran Church as found in the *Book of Concord* of 1580;
  - 2. To administer the Holy Sacraments in accordance with their divine institution;
  - 3. To discharge the functions of a pastor in an evangelical manner, including visiting the sick and dying and admonishing indifferent and erring members;
  - 4. To guard and promote faithfully the spiritual welfare of the members of the congregation, including instructing adult and non-adult catechumens in the Word of God and preparing them for communicant membership;
  - 5. To guide the congregation in applying the divinely ordained discipline of the Church in accordance with the Word of God;
  - 6. To promote and guide the mission activity of the congregation as it relates to the local community and to District and Synod endeavors, including training and guiding workers in evangelism activities and enlisting the support of the congregation for mission work generally;
  - 7. To employ effective administrative principles in the business affairs of the congregation, including leading the congregation in forming policies and procedures that allow the congregation to carry out the mission of Faith Lutheran Church efficiently;
  - 8. To serve the congregation as an example of Christian conduct and to endeavor earnestly to live in brotherly unity with the members of the congregation and fellow workers and sister congregations in the District and Synod, and, by the grace of God, to do everything possible within the sphere of his calling to edify the congregation and build up the Church of Christ, both locally and generally; and
  - 9. To supervise all staff members, called and contracted, in their work and ministry so that there is unity and consensus centered on the mission of the congregation.
- B. The congregation obligates itself to do the following:
  - 1. To receive its minister as a servant of Jesus Christ; to give him the honor, love, and obedience prescribed by the Word of God; to aid him through word and deed; and to support him with faithful assistance and prayers;
  - 2. To make faithful and regular use of the means of grace so that God's enabling power may have free course among congregants and thereby enable them to carry out their God-given ministry for the service and glory of God and the welfare of all; and
  - 3. To provide for the pastor's proper maintenance according to their ability and, to that end, to review his salary, housing arrangements, and allowances annually.
- C. There may be more than one person holding the Pastoral Office at a given time. Such individuals, separately or together, are referred to in these Bylaws using the singular form of pastor.

## **Section 2. The Office of Principal, Teacher, or Other Called Professional**

- A. The office of a Called Professional other than a pastor is the authority conferred upon an individual by God to perform the duties of the office in all its parts according to the Word of God and the needs of the congregation, either by call or contract, as an extension of the Pastoral Office.
- B. The Called Professional is authorized and obligated as follows:
  - 1. To instruct and train the people under his or her care diligently and faithfully in the Word of God as contained in the canonical books of the Old and New Testaments and as set forth in the confessional writings of the Evangelical Lutheran Church as found in the *Book of Concord* of 1580;
  - 2. To accord the people under his or her care a thorough Christian education in branches of learning prescribed by a course of study adopted or approved by the congregation;
  - 3. To maintain Christian discipline in the school or parish and, to this end, to employ such means as are in accord with the Holy Scriptures and within the bounds of Christian reason and justice;
  - 4. To serve the congregation as an example of Christian conduct, to endeavor earnestly to live in harmony with the pastor and other staff members, to work appropriately under the supervision of the pastor, the principal, or the appropriate board, and, by the grace of God, to do everything possible within the sphere of the teaching ministry to promote the school and parish and generally advance the Kingdom of Christ, both locally and generally;
  - 5. To perform such other offices as are in the interest of Christian education and for the welfare of the church and school, as such have been mutually agreed upon or as the circumstances of the congregation may require and time and ability may permit.
- C. The congregation obligates itself as follows:
  - 1. To receive the Called Professional as a servant of Jesus Christ, to give him or her the honor and love which the Word of God prescribes, to aid the Called Professional by word and deed, and to support his or her work with diligent, faithful assistance and prayers, to the end that he or she shall carry out his or her God-given ministry to the service and glory of God and the welfare of all; and
  - 2. To provide for the Called Professional's proper maintenance according to his or her ability, and, to that end, to review his or her salary and allowances annually.

## **ARTICLE VI – ELECTION OF OFFICERS AND BOARD MEMBERS**

### **Section 1. Eligibility for Elective Office and Directorships**

Officer and directors must be voting members who are 18 years of age or older.

### **Section 2. Nominating Committee**

- A. At the Nominating Meeting each year, the president shall submit for approval his selection of eight voting members who, together with the pastor, shall serve as the Nominating Committee. At this meeting, the Voters Assembly may submit to the Nominating Committee the names of prospective candidates for office. Within ten days following the selection of the Nominating Committee, the Board of Stewardship shall provide the Nominating Committee a list of voting members who desire and are qualified to assist with the work of the administrative boards. The Nominating Committee shall consult with the directors of the administrative boards to determine those positions which must be filled during the next term of office and to solicit the names of candidates to fill these positions. The Nominating Committee shall prepare a list of all candidates for the positions on the various administrative boards, drawn from among the voting members of the congregation who are qualified for the position to which they are nominated.
- B. Rather than being submitted by the Nominating Committee, candidates for the Board of Elders shall be recommended by current members of the Board of Elders and by members of the congregation. Each name for someone not currently an elder shall be prayed for by the entire board for thirty days, and then brought

back before the Board of Elders. The elders shall vote on candidates to be interviewed by the pastor and director of the Board of Elders. Upon an individual's selection by the pastor and director, and with the understanding and agreement of the role of an elder at Faith Lutheran Church, their names shall be placed with the current slate of Elders on the list of candidates,

- C. The list of available candidates shall be published and available to voting members throughout the four weeks preceding the Annual Election Meeting. The Nominating Committee shall publish the list in the church bulletin or by special mailing. Following the publication of the Nominating Committee's list, each voting member may submit to the committee additional names to include on the list of nominees. Such names must be submitted at least twenty days before the date of the Annual Election Meeting and, if so, shall be placed in nomination provided the following conditions hold:
  - 1. Each person named consents to the nomination; and
  - 2. The Nominating Committee, through consultation with the pastor and Board of Elders, shall have investigated the status of the proposed candidates and found them eligible for office and willing to serve.
- D. The Nominating Committee shall publish any updates to the list of available candidates for the various offices and boards in the church bulletin or by special mailing at least two weeks before the Annual Election Meeting.
- E. Additional nominations may be made from the floor at the Annual Election Meeting. All such nominations are subject to the nominated individual's consent to the nomination and his or her eligibility to serve.

### **Section 3. Election Procedure**

- A. The election shall be held at the Annual Election Meeting each year.
- B. For each elective office and board position under consideration at the Annual Election Meeting, only voting members in attendance at the time of a ballot vote shall be eligible to vote for a nominated candidate (i.e., voting by proxy shall not be permitted). A majority of the legal votes cast in each election shall be required for a candidate to prevail. If a ballot vote results in no such majority, the candidate receiving the lowest number of votes on that ballot shall be eliminated from the succeeding ballot, and ballot voting shall continue until a candidate receives a majority of the ballot votes cast. To maintain continuity, the officers and board members shall be elected in alternating years as follows:
  - 1. Elected during the Annual Election Meeting of even-numbered years in the following order:
    - a. First vice-president
    - b. Financial secretary
    - c. Membership secretary
    - d. Board of Evangelism: the director and two board members
    - e. Board of Christian Education: the director, assistant director in charge of Christian growth, and two board members
    - f. Board of Youth Ministry: the director and two board members
    - g. Board of Social Ministry: the director and two board members
    - h. Board of Family Life Ministry: the director and two board members
    - i. Board of Church Properties: the director and two board members
    - j. Members of the following boards:
      - (1) Elders: six
      - (2) Stewardship: four
      - (3) Public Relations: two

- (4) School Ministry: four
- k. Additional board members as may be required to fill the needs of each administrative board
- 2. Elected during the Annual Election Meeting of odd-numbered years in the following order:
  - a. President
  - b. Second vice-president
  - c. Treasurer
  - d. Board of Elders: the director and five board members
  - e. Board of Stewardship: the director and three board members
  - f. Public Relations: the director and one board member
  - g. Board of Christian Education: two assistant directors, one in charge of Sunday School and the other Adult Education, as well as two other board members
  - h. Board of School Ministry: the director and three members
  - i. Members of the following boards:
    - (1) Youth Ministry: two
    - (2) Church Properties, three
    - (3) Social Ministry: two
    - (4) Evangelism, three
    - (5) Family Life Ministry, two
  - j. Additional board members as may be required to fill the needs of each administrative board
- C. No individual shall serve concurrently in more than one of the positions listed in this section.

#### **Section 4. Installation of Officers and Terms of Office**

- A. The newly elected officers, directors, and board members of the congregation shall be installed at a divine worship service in January and shall assume their duties on the first day of February each year. The term of office of each officer, director, and board member shall be two years, terminating on the last day of January of the second year of their terms. Officers, directors, and board members may serve two consecutive terms in the same office, and two terms in another office of the same board, or for no more than eight consecutive years on the same board. At least one two-year term must lapse before an officer or board member may return to the board previously occupied. At the request of individual members of each administrative board, or by the request of the pastor or principal, term limits may be extended upon majority vote of the Board of Directors. Approval by the Board of Directors shall be required for each subsequent term so requested. Members whose term limit extension request has been approved by the Board of Directors shall be subject to the nominating and election process required of all officers, directors, and board members.
- B. Members of the Board of Elders shall be exempt from term limits, serving for as many terms as they are elected and for which they are willing, able, and otherwise eligible to serve.

#### **Section 5. Vacated Offices and Special Elections**

- A. If an elective office or board directorship is vacated during the term of that office or directorship, a special election shall be held to fill the vacancy as soon as possible. The Board of Directors shall nominate a candidate or candidates for the vacated position. The candidate or candidates shall then be approved by the Board of Elders, and the special election for that position shall be at the next Voters Meeting. The member may serve in the position to which he or she was nominated during the interim between his selection by the Board of Directors and election by the Voters Assembly. Those persons elected under this procedure shall serve the balance of the vacated term. Service for more than half of a term shall be considered a full term when calculating the number of terms served.

- B. If a position on an administrative board is vacated or additional board positions are required, the director of the administrative board shall notify the Board of Directors and congregation of the vacancy or need for a new board position, and that administrative board shall then vote to recommend to the Board of Directors a person to fill the position. Church members may also recommend candidates for open positions to the Board of Directors, who shall nominate the most qualified candidate by majority vote. The action of the Board of Directors, the position vacated, and the name of the individual nominated for that position are to be published, and the special election for that position shall be at the next Voters Meeting. The member may serve in the position to which he was nominated during the period between the action of the Board of Directors and the election by the Voters Assembly. Those persons elected under this procedure shall serve the balance of the vacated term, or, for a newly created position, the balance of the initial term. If more than half of the term remains, the person shall be considered to have served a full term when calculating the number of terms served.

## **ARTICLE VII – DUTIES OF OFFICERS, BOARDS, AND COMMITTEES**

### **Section 1. Duties of the Officers**

#### **A. President**

1. The president shall preside at all Voters Meetings and enforce the Constitution and Bylaws of the congregation. He shall carry out the expressed will of the congregation as embodied in the resolutions of the voting members.
2. Boards, committees, auxiliaries, circles, guilds, and groups in the congregation are responsible to the president through their respective directors or chairpersons for the proper function of their board and compliance with Scripture and the Constitution and Bylaws of this congregation.
3. The president or his designated representative may attend all meetings of church organizations and must be notified of such meetings by the director or chairperson of each organization within the church organization.
4. The president shall call and preside over the meetings of the Board of Directors and the Executive Board, and shall coordinate the functions, plans, and activities of the congregation for the furtherance of Christ's Kingdom in our midst.
5. The president shall appoint a recording secretary immediately after taking office who shall continue in office until the president's term of office expires. The recording secretary shall be present at Voters Meetings and all meetings of the Board of Directors, shall record the minutes of all such meetings in a permanent book, and shall submit a summary of these minutes to the Board of Directors for distribution to the congregation. The recording secretary shall execute all official correspondence of the voting membership, Board of Directors, and Executive Board. The recording secretary shall additionally perform such duties pertaining to this office as the president or voting membership may direct.
6. The president shall appoint annually a committee to perform, or oversee the performance of, a financial review of the congregation's books of original entry (the "Financial Review Committee").

#### **B. First vice-president and second vice-president**

1. The first vice-president shall assume all duties of the president should the president be absent or his office vacated. The second vice-president shall assume all duties of the first vice-president should the first vice-president be absent or his office vacated.
2. The first vice-president shall be the liaison between the Executive Board and the Boards of Stewardship, Church Properties, Public Relations, School Ministry, and Social Ministry.
3. The second vice-president shall be the liaison between the Executive Board and the Boards of Elders, Evangelism, Christian Education, Youth Ministry, and Family Life Ministry.

#### **C. Treasurer**

1. As the chief financial officer and controller of the congregation, the treasurer is responsible for directing the overall financial program of the congregation in accordance with resolutions of the congregation and policies approved by the Executive Board. Accordingly, the treasurer should have experience in bookkeeping and accounting.
2. The treasurer is responsible for the following:
  - a. Establishing appropriate fiscal controls to safeguard the financial assets of the congregation, including safekeeping all funds, securities, and fiduciary documents of the congregation;
  - b. Disbursing congregation funds as directed by the Executive Board and in accordance with resolutions of the congregation and approved budgets;
  - c. Investing all funds as directed by the congregation or Executive Board;
  - d. Overseeing the preparation of an annual operating budget and presenting it to the congregation for its consideration;
  - e. Monitoring, on an ongoing basis, ministry operating activities in relation to the approved budget and periodically reporting to the Voters Assembly and Board of Directors a comparison of actual and budgeted results;
  - f. Preparing written financial reports on a quarterly basis;
  - g. Presenting quarterly financial reports at each regular Voters Meeting and preliminary versions thereof at the Board of Directors Meeting immediately preceding each Voters Meeting;
  - h. Providing such other financial information as requested by the congregation or Executive Board;
  - i. Establishing and monitoring all financial accounting procedures;
  - j. Maintaining the general ledger, subsidiary ledgers, and necessary accounting journals;
  - k. Maintaining all records for designated funds and trusts and administering such monies in accordance with the desires of donors as set forth by the Executive Board or congregation voters;
  - l. Filing all federal, state, and city tax forms by the appropriate due dates;
  - m. Keeping informed of changes in tax and financial reporting requirements;
  - n. Maintaining the treasurer's manual with updates provided by the District or Synod office;
  - o. Presenting a preliminary financial report at the Board of Directors Meeting and a written financial report at the regular Voters Meeting;
  - p. Completing the financial portion of District and Synod reports as may be required;
  - q. Submitting all financial records when requested by the Financial Review Committee;
  - r. Reviewing the teller report provided by the financial secretary;
  - s. Presenting monthly records of the accrued disbursement and budget allocation to the directors of all administrative boards; and
  - t. Serving as an advisory member of the Board of Stewardship and Finance Committee.
3. The treasurer may appoint one or more assistant treasurers to perform tasks associated with the duties of this office.

D. Financial secretary

1. The financial secretary reports directly to the treasurer and performs his or her responsibilities under the supervision and guidance of the treasurer.
2. The financial secretary should have experience in the handling of receipts and the maintenance of orderly records.

3. The financial secretary is responsible for the recording of receipts and posting of these funds to the proper individual and church accounts. This is to include all funds collected during regular and special worship services and from such other sources as may apply.
4. The financial secretary is responsible for the recording of all members' pledges and for the issuance of quarterly statements to each envelope holder. A year-end statement shall include detailed information suitable for IRS purposes.
5. The financial secretary shall order, label, and distribute offering envelopes to each congregational giving unit so as to be available before the first Sunday of each calendar year.
6. The financial secretary shall furnish such reports and statements as are necessary for the financial planning of the Board of Stewardship, the various administrative boards, the treasurer, and the Board of Directors.
7. The financial secretary shall appoint and supervise the work of the recording secretaries and the tellers. The tellers shall:
  - a. Promptly count Sunday offerings and other receipts of the congregation;
  - b. Deposit offerings and other receipts in a designated financial institution;
  - c. Complete a teller's report and deposit slip, assuring that these documents balance with the actual funds received;
  - d. Distribute a teller's report to the treasurer, pastor, financial secretary, and the designated individual in the Church Office.

E. Membership secretary

The Membership Secretary shall be responsible for maintaining records pertaining to the membership status of all members of the congregation. For this purpose, the membership secretary may appoint assistants as may be necessary. The membership secretary reports directly to the president and works directly with the pastor when recording a change of status of any member. Duties of the membership secretary include the following:

1. Maintaining a current list of all members of Faith Lutheran Church, including their status of membership, spouse and children, and their address and telephone number;
2. Posting the attendance of members at divine worship services and their participation at the sacrament of Holy Communion;
3. Recording the receiving of new members through confirmation, affirmation of faith, baptism, transfer, or any other source;
4. Recording the loss of members due to transfer or any other reason;
5. Advising appropriate board directors (e.g., directors of Boards of Stewardship, Elders, and Evangelism) of new members, the loss of members, and any changes in the status of existing members;
6. Preparing an absentee report of members who have not been active and supplying copies of this report to the pastor and Board of Elders if requested;
7. Providing information to prepare an annual membership directory;
8. Assisting the pastor and the Board of Elders in reporting current membership numbers and meeting-to-meeting changes in membership at regular Voters Meetings and in compiling necessary membership data for Synod and District reports.

- F. All officers have the responsibility to ensure that the financial activities of the church are carried out correctly.

## **Section 2. Board of Directors**

- A. The Board of Directors consists exclusively of the following members:



1. Voting members
    - a. President<sup>2</sup>
    - b. First and second vice-presidents
    - c. Treasurer
    - d. Financial secretary
    - e. Director of each administrative board
  2. Non-voting members
    - a. Pastor
    - b. Principal
    - c. Recording secretary
- B. Functions of the Board of Directors:
1. It shall be the principal duty of the Board of Directors to coordinate the programs and activities of the various administrative boards, officers, and directors of the congregation. The Board of Directors shall have power to act on behalf of the congregation in the interim between Voters Meetings.
  2. The Board of Directors is the primary decision-making body of the congregation and serves as a forum to coordinate the activities of the administrative boards. The Board of Directors shall discuss and evaluate all activities for integration into the overall congregational program and provide recommendations to the voting membership.
  3. The Board of Directors shall develop long-range plans for the development and expansion of Christ's Kingdom and present these plans during the third quarter Voters Meeting.
  4. The Board of Directors shall coordinate with the administrative boards the future activities of the Church and its organizations.
  5. The Board of Directors shall ensure that each administrative board is operating within its budget, which may be adjusted from time to time to reflect the current financial situation of the congregation,. The Board of Directors shall have the power to direct that each administrative board adjust its spending accordingly.
  6. The Board of Directors shall be responsible for maintaining the personnel manual for the congregation.
  7. The Board of Directors shall supervise the preparation of a policy manual, or other appropriate document, by each administrative board. The purpose of the manual shall be to specify the responsibilities of the board, the duties of each board member, and the appropriate method of completing the board's assigned function. Documents are to be prepared and formatted so that appropriate revisions may be made efficiently.
- C. The Board of Directors shall meet monthly. Additional meetings may be called by the president.
- D. The recording secretary shall maintain a permanent set of minutes for each meeting and make the minutes available to members of the congregation by posting them on the Official Church Bulletin Board and by such other means as requested or considered reasonable (for example, a member-accessible web site).
- E. Board of Directors meetings shall be open to any member or organization of the congregation. When, however, there is business of a confidential nature to be conducted by the Board of Directors, guests shall be excused from such portions of the meeting.

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<sup>2</sup> The president serves as the chairman of the Board of Directors and votes if and only if a vote of other Voting Directors results in a tie.

### **Section 3. Administrative Boards**

- A. Executive Board
  - 1. Voting members
    - a. President
    - b. First and second vice-presidents
    - c. Treasurer
  - 2. Non-voting members
    - a. Recording secretary
    - b. Pastor
    - c. Principal
  - 3. The functions of the Executive Board are as follows:
    - a. To supervise and administer secular matters of the church, including Voters Meetings, monthly Board of Directors meetings, and committee meetings;
    - b. To provide a conduit to the congregation for the accountability and communication of all administrative boards and auxiliary organizations represented in these Bylaws;
    - c. To be a liaison among the various administrative boards and the auxiliary organizations, the professional staff, and the entire congregation;
    - d. To prepare the agenda for and conduct all Voters Meetings;
    - e. To establish and publish to the congregation the date, time, and location for all Voters Meetings;
  - 4. Members of the Executive Board shall have the authority to review, negotiate, and execute contracts, deeds, powers of attorney, and other legal documents pursuant to the direction of the Voters Assembly according to Article V, Paragraph B, of the Constitution.
  - 5. Upon election, the voting members of the Executive Board must review and sign signature cards for the bank accounts and the safety deposit box.
- B. General duties and powers of administrative boards
  - 1. Each administrative board shall do the following:
    - a. Submit a report of its activities at each regular Voters Meeting, and on other occasions as may be required by the Board of Directors or the Voters Assembly, which report may include specific recommendations for action by the Voters Assembly;
    - b. Be responsible for submission of an annual budget of its operations to the Board of Directors prior to the second quarterly Voters Meeting;
    - c. Administer funds designated for its use by the Voters Assembly, except that such funding may be modified by action of the Board of Directors, or the Executive Board, to conform with the actual financial condition of the congregation;
    - d. Be jointly and severally liable for all expenditures not authorized either by the budget or by special resolution of the Voters Assembly, as may be modified by the Board of Directors or the Executive Board, to conform with the actual financial condition of the congregation;
    - e. Keep a permanent set of minutes from each meeting, publish such minutes, and make such minutes available for review by the congregation;
    - f. Prepare and maintain a policy manual, or other appropriate document, to specify the responsibilities of the board, the duties of each board member, and the appropriate method of completing the board's assigned function;

- g. Obtain the approval of the Finance Committee, or the Executive Board in the case of an emergency, prior to obligating the congregation for any budgeted expenditure over one-thousand dollars (\$1,000);
  - h. Select an assistant director who shall complete the director's term if that position is vacated.
2. The pastor, principal, president, or any board director having supervisory responsibility for a church employee, worker, or volunteer shall have the authority to suspend immediately the services of any such employee, worker, or volunteer suspected of abuse, molestation, any other crime, or any violation of Article III of the Constitution. Such suspension is to be reviewed expeditiously by the Personnel Committee. The Personnel Committee shall determine the length of the suspension and whether to suspend pay during the suspension. These decisions may be appealed to the Board of Directors, to a Voters Assembly, or to both.
- C. Organization and meetings of administrative boards
- 1. Each administrative board shall be under the direct control and supervision of the Director of the Board. The Director of each board shall be under the direct control and supervision of the president.
  - 2. The time and frequency of the board meetings shall be at the discretion of the directors of the board and the majority board members, except that, for good and sufficient reason, the president, or the Board of Directors acting on behalf of the congregation, may call a meeting of the board at any time. Meetings thus called shall be classified as Special Meetings, and each person involved shall be notified by the president of the date, time, and purpose of the meeting. The president of the congregation shall preside at such called Special Meetings unless he delegates this responsibility to another officer or administrative board member.
  - 3. Any organization or group within the church whose services relates to these board's activities is encouraged to be represented at the board meetings and be placed on the agenda.

## **Section 4. Duties of Administrative Boards**

- A. Board of Elders
- 1. The nature of the duties of this Board requires that men noted for their Christian dedication, experience in the faith, and commitment to the spiritual work of the Kingdom of Christ shall be elected to membership.
  - 2. The Board of Elders shall consist of the following voting members:
    - a. Director;
    - b. At least eleven other elected members.
  - 3. The Board of Elders is responsible for the following:
    - a. The spiritual welfare of each member of the congregation, workers, and pastor.
    - b. The supervision of the worship activities of the congregation. In the administration of this responsibility, the Board of Elders has overall supervision of the following:
      - (1) Musicians, including organists and choir directors
      - (2) Ushers
      - (3) Lectors
      - (4) Altar guild
      - (5) Worship committee
      - (6) Confirmation classes
      - (7) Acolytes and banner bearers
      - (8) Stephen's Ministry programs

- c. An annual review and evaluation of the work of the pastor, other Called Professionals, and all other personnel in their care.
  - d. The preparation of an annual budget for that portion of the congregation's ministry under its supervision.
  - e. The continual review of worship attendance and sacramental participation of each member of the congregation, and the administration of church discipline as may be appropriate under Bylaw VIII.
- B. Board of Evangelism
- 1. The Board of Evangelism shall consist of the following voting members:
    - a. The director
    - b. At least five other elected members
  - 2. The Board of Evangelism shall do the following:
    - a. Develop and implement plans and programs toward bringing the Gospel of Christ to the unchurched in our community;
    - b. Evaluate the spiritual needs of the community and advise the congregation of these needs and methods by which they may be met;
    - c. Enlist and train laity to witness for Christ in our community;
    - d. Be responsible for contacting visitors to the church and newcomers in the community, and witness to the programs available at Faith Lutheran Church for the strengthening of their faith; and
    - e. Prepare an annual budget for that portion of the ministry of the congregation under its supervision.
- C. Board of Christian Education
- 1. The Board of Christian Education shall consist of the following voting members:
    - a. The director
    - b. Three assistant directors
      - (1) Assistant director A—Sunday School
      - (2) Assistant director B—Adult education
      - (3) Assistant director C—Christian growth programs
    - c. At least four other elected members
  - 2. The Board of Christian Education shall include the following non-voting advisory members:
    - a. Director of Christian Education, if such position is filled
    - b. Principal
    - c. Pastor
  - 3. The objectives of the Board of Christian Education are to plan and administer the educational programs of the congregation, other than the programs of the day school. The board shall determine policies and recommend personnel for the educational agencies and provide necessary means, materials, and facilities for each program, and to direct and supervise these programs.
- D. Board of School Ministry
- 1. The Board of School Ministry shall consist of the following voting members:
    - a. The director
    - b. At least seven other elected members
  - 2. The Board of School Ministry shall consist of the following non-voting advisory members:

- a. One member of the Executive Board of the Parent Teacher Lutheran Schools (PTLS), appointed by the Director of the Board of School Ministry, who is a voting member of Faith Lutheran Church
  - b. One member of the PTLS, appointed by the Director of the Board of School Ministry, who is not a member of Faith Lutheran Church
  - c. Principal, who shall also advise committees of the Board of School Ministry
  - d. Pastor
3. The objectives of the Board of School Ministry are to determine policies and to plan the necessary means for carrying out this ministry. To this end, the Board of School Ministry is responsible for the following activities:
- a. Planning and overseeing the administration of the educational program of the day school and all its related programs, including the day care, lunch program, model classroom, summer camp, and other related programs;
  - b. Recommending and assigning personnel to the appropriate day school programs in consultation with the principal; and
  - c. Preparing an annual budget for the portion of the congregation's ministry under its supervision.
- E. Board of Youth Ministry
- 1. The Board of Youth Ministry shall consist of the following voting members:
    - a. The director
    - b. At least two other adult elected members
    - c. At least two appointed high school youth
  - 2. The Board of Youth Ministry shall consist of the following non-voting advisory members:
    - a. Director of Christian Education, if such position is filled
    - b. Pastor
  - 3. The objectives of this board are to involve the young people of the congregation and community in the work of Christ, provide for their spiritual growth and nurturing, provide them opportunities for Christian service, and promote Christian fellowship among them.
- F. Board of Stewardship
- 1. The Board of Stewardship shall consist of the following voting members:
    - a. The director
    - b. At least seven other elected members
  - 2. The Board of Stewardship shall consist of the following non-voting advisory members:
    - a. The treasurer
    - b. The financial secretary
  - 3. The Board of Stewardship shall be responsible for the following:
    - a. To impress on the congregation a clear vision of the world's need of Christ and the responsibility of each member in meeting that need;
    - b. To promote programs to encourage each member in proportionate giving to God for the furtherance of His plans through the work of Faith Lutheran Church, the District, and the Synod;
    - c. To plan, prepare, and implement the annual pledge program in the congregation so as to develop Christian attitudes in members regarding the giving of their time, talent, and treasure;
    - d. To recommend policies and procedures for special fund drives within the congregation;

- e. To provide the Nominating Committee, within ten days of its selection or at its request, a report of the talents of members so that these talents may be used in determining member participation on boards and committees; and
  - f. To provide for the training and utilization of members for the work of Christ's Kingdom.
- G. Board of Church Properties
- 1. The Board of Church Properties shall consist of the following voting members:
    - a. The director
    - b. At least five other elected members
  - 2. The objectives of the Board of Church Properties are as follows:
    - a. To maintain the church and school facilities and surrounding grounds properly;
    - b. To provide needed repairs to the church and school facilities promptly and within allotted budget constraints;
    - c. To provide improvements and additions to the church and school facilities within allotted budget constraints;
    - d. To ensure the facilities are available for use by church members and school faculty to assist in the preaching, teaching, and learning of the Lord's ministry;
    - e. To ensure the facilities are used by non-members in an appropriate manner, supporting local community needs and providing revenues to Faith Lutheran Church and School;
    - f. To ensure that Faith Lutheran School meets city and county codes for the operation of a day school and an elementary/secondary school; and
    - g. To provide for the general protection of the congregation against property loss or damage using the most appropriate and cost-efficient insurance available.
- H. Board of Public Relations
- 1. The Board of Public Relations shall consist of the following voting members:
    - a. The director
    - b. At least three other elected members
  - 2. The Board of Public Relations shall work with all other boards and organizations, including Faith Lutheran School, to implement programs that promote a favorable public view of the ministry of Christ and of Faith Lutheran Church and School.
  - 3. The Board shall publicize the work of the congregation through appropriate channels.
- I. Board of Social Ministry
- 1. The Board of Social Ministry shall consist of the following voting members:
    - a. The director
    - b. At least four other elected members
  - 2. The Board of Social Ministry shall implement programs to extend Christian compassion and helpfulness to the ill, the aged, the orphaned, the underprivileged, the imprisoned, and, in general, to persons of all ages in need of aid in body and soul.
- J. Board of Family Life Ministry
- 1. The Board of Family Life shall consist of the following voting members:
    - a. The director
    - b. At least four other elected members
  - 2. The Board of Family Life shall include as a non-voting advisory member the Director of Christian Education, provided such position is filled.

3. The Board of Family Life shall plan programs to accomplish the following objectives:
  - a. Strengthening the spiritual and social fellowship between congregation members;
  - b. Integrating new members into the life of the congregation, including involving such members in Bible study groups available within the congregation; and
  - c. Building mutual cooperation, trust, and fellowship among members of the congregation.
4. The Board of Family Life shall use Biblical principles to educate, facilitate, and motivate people toward a God-pleasing family lifestyle. The board shall use the following methods to accomplish the objectives above:
  - a. Teaching people how to apply Biblical principles in their family relationships;
  - b. Identifying hurts and needs within the family structure;
  - c. Providing opportunities for families to enter into a healing process; and
  - d. Providing guidance in developing wholesome family relationships.

## **Section 5. Committees**

### **A. Constitution and Bylaws Committee**

1. The Constitution and Bylaws Committee shall consist of three or more members appointed by the president to serve during his or her term in office. The committee chairman shall also serve as parliamentarian.
2. The Constitution and Bylaws Committee shall, under the direction of the president, prepare recommended changes to the Constitution and Bylaws.
3. The parliamentarian shall, upon request or as needed, advise the president upon parliamentary procedure and in interpretation of the Constitution or Bylaws.

### **B. Personnel Committee**

1. The Personnel Committee shall consist of the members of the Executive Board plus those board directors having authority over paid personnel, including the directors of Church Properties, School Ministry, and the Board of Elders.
2. The Personnel Committee shall have oversight responsibilities for all paid staff of the church and school.
3. The Personnel Committee shall review policy with respect to salary and benefits, vacations, and other matters pertaining to church and school personnel.
4. The Personnel Committee shall review all requests for additional staff members from each administrative board, which shall be prepared to justify each request and to identify a source of funding for the position.
5. The voting members of the Personnel Committee, excluding any directors having authority over aggrieved personnel, shall arbitrate any disputed personnel matters.
6. The Personnel Committee shall meet at the discretion of the president.

### **C. Finance Committee**

1. The treasurer shall serve as chairperson of the Finance Committee. Other members of the Finance Committee are the assistant treasurer(s); the president, first vice-president, or second vice-president; and the pastor, who shall serve as an ex-officio member. In addition, the treasurer, at his or her discretion, may appoint non-voting, advisory members to assist the committee in accomplishing its objectives.
2. The Finance Committee shall meet at the discretion of the treasurer, the Board of Directors, the president, or the Voters Assembly.

3. The Finance Committee shall give attention to all financial questions related to the work of the congregation and shall propose solutions that glorify God and provide resources for the missions of the congregation. The committee shall advise the treasurer, assisting, for example, in establishing a priority for payment of bills if required.
4. The Finance Committee shall assist in preparing the annual church budget and in presenting the budget at the appropriate Voters Meeting.

D. Financial Review Committee

1. The Financial Review Committee shall consist of three or more members independent of the treasurer, financial secretary, and any other individuals responsible for counting contributions, receiving or disbursing monies, recording financial transactions, or reconciling bank statements. The purpose of the financial review is as follows:
    - a. To support the treasurer in his or her duties;
    - b. To help the treasurer perform his or her duties effectively and efficiently through suggestions generated through the financial review process;
    - c. To verify that the financial records are being maintained in an acceptable and consistent manner;
    - d. To verify that cash receipts and disbursements are posted consistently, correctly, and reconciled with the bank; and
    - e. To verify that the financial reports that have been issued to the congregation are in agreement with the official records (general ledger) of the congregation.
  2. A financial review should be performed on the following occasions: at the end of each fiscal year, when a new treasurer is elected or appointed, when misuse of funds is suspected, and any other time the church's Board of Directors so requests. The Financial Review Committee should share its results with the pastor, Board of Elders, and Board of Directors before presenting them to the congregation. The annual financial review occurring at the end of each fiscal year shall cover the period from July 1 to June 30 of that fiscal year, and its results shall be presented at the Voters Meeting held in the third calendar quarter of each year. A financial review undertaken for other reasons shall be completed within three months of its initiation and its results presented at the first regular Voters Meeting after its completion.
- E. The president shall appoint other committees and chairpersons as may be required, subject to the approval of the Board of Directors, for the expediency of the work of the church.
- F. The president and the pastor shall be ex-officio members of all committees. All committees and boards shall render reports of their activities to the Board of Directors and, as required, at Voters Meetings.

## **Section 6. Other Duties of Officers, Boards, and Committees**

Church officers and members of boards and committees shall perform their duties as described in the Bylaws. The congregation shall have the right to detail and expand upon those responsibilities through the development of job descriptions by the Board of Directors and the approval of such descriptions by the Voters Assembly.

## **ARTICLE VIII – DISCIPLINE IN THE CONGREGATION**

All discipline in the congregation shall be administered in accordance with the order of discipline stated in Matthew 18:15–20 and other related New Testament passages. This charges Christians to take personal responsibility and care in their relationships. When it is necessary for the church leadership to act, the following procedure shall be followed under the direction of the pastor and Board of Elders.

### **Section 1. Confirmed Membership Termination**

- A. Transfers



A member desiring transfer to another Lutheran congregation shall apply to the pastor. The pastor shall prayerfully consider the transfer request and, if approved, shall issue a letter of transfer. The pastor shall report all transfers to the Board of Elders and to the congregation via church publications and at the next regular Voters Meeting.

B. Joining other churches

In cases where confirmed members of this congregation have joined a non-Lutheran congregation, they shall, upon the decision of the pastor and the Board of Elders, be deemed to have terminated their membership in this congregation, forfeiting all rights and privileges of such membership. Their names shall be removed from the membership list of the congregation and shall be reported at the next regular Voters Meeting. Should the member desire to return to active status, they shall be welcomed with open arms in accordance with Bylaw VIII.1.F.

C. Inactive members

In cases where a member has not attended church for one year or his or her location cannot be determined, he or she may be removed from membership by the Board of Elders upon recommendation by the pastor or placed in inactive status. Such membership action shall be reported at the next regular Voters Meeting. The pastor and elders shall continue to maintain contact with these members, gently encouraging them and working toward restoration to membership or active status.

D. Self-exclusion

1. When a member has not communed or attended worship services for an extended period of time and has not informed the pastor of his or her intent to be absent, at the pastor's direction, he or she shall be contacted by a member of the Board of Elders, lovingly admonished and encouraged, and informed of his or her self-exclusion and its seriousness.
2. The elder shall ask the member what his or her intent or desire is. If it is to cease to associate with the congregation, the elder shall bring that information back to the pastor, who shall then contact the member and either restore or release the member.
3. Should the erring member state that he or she wants to remain in membership but continues to avoid the preaching and teaching of God's Word and to decline to receive the Sacraments, the member's name shall be transferred to inactive status. The pastor and elders shall continue to maintain contact with these members, gently encouraging them and working toward restoration. After a period of time, with prayerful consideration and determination, the pastor and Board of Elders shall remove the erring member. The member then forfeits all the rights and privileges of church membership, including, among other things, the right to participate in Holy Communion and to receive any school tuition discounts that derived from his or her membership at Faith Lutheran Church.
4. Such a person, however, shall at all times be cordially welcomed to attend all divine services in the church and allowed to return to full membership in accordance with Bylaw VIII.1.F.

E. Excommunication

Excommunication is to be applied to any member who conducts himself or herself in an unrepentant, un-Christian manner. Should any member be accused of an excommunicable act by the pastor or another member, the member may request a full hearing before, at his or her option, either the pastor or Board of Elders. Excommunicable acts include, but are not limited to, adhering to false doctrine, rejecting the Confessional Standards in Article III of the Constitution, leading an immoral and offensive life, and willfully despising the pure teaching of the Gospel or correct administration of the Sacraments. The hearing itself shall be confidential, but the decision of the person or persons hearing the appeal (i.e., the pastor or Board of Elders) shall be announced at the next regular Voters Meeting. The subject member may then appeal the decision to the Voters Assembly at the Voters Meeting thereafter. The member must inform the Executive Board of his or her intent to appeal the decision at least three weeks before this Voters Meeting. A vote of two-thirds of the legal votes cast shall be required to override the decision of the pastor or the Board of Elders.

F. Restoration of membership

Persons who have been removed from membership, for whatever reason, shall be restored with all rights and privileges when they repent and ask forgiveness through the pastor or the Board of Elders. Both acts of discipline and of restoration shall be announced at the next regular Voters Meeting and otherwise made known to all voting members by a method the pastor or Board of Elders, as applicable, deems suitable.

## **Section 2. Provisions Pertaining to Church Officers, Directors, and Elders**

- A. Any officer other than the president who willfully neglects or abuses the duties of his or her office, does not adhere to the Confessional Standards of Article III of the Constitution, or is guilty of malfeasance in office, shall be temporarily removed from that office by the president after consultation with the pastor. In cases where the president is accused of such misconduct in office, the Board of Elders shall temporarily remove the president from office after consultation with the pastor. Either upon receiving notification from the president of his action or upon the Board of Elders temporarily removing the president from office, the Board of Elders shall propose appropriate disciplinary action. In the event that charges are made against a director or member of the Board of Elders, the Executive Board shall propose appropriate disciplinary action. A motion shall be made at the next regular or special Voters Meeting to approve the proposed disciplinary action, and the motion's passage shall require a two-thirds majority of the legal votes cast. When an office is made vacant due to an officer's, director's, or elder's removal, resignation, health, or excommunication, a temporary successor shall be appointed by the Board of Directors until either a permanent successor is elected at the next Voters Meeting in accordance with the provisions governing special elections in Bylaw VI.5 or the officer is restored to his or her office due to the failure of the motion to approve proposed disciplinary action against the officer.
- B. Should the position of the president be vacated for any reason, his duties shall be assumed in accordance with Bylaw VII.1.B.1.

## **Section 3. Provisions Pertaining to Called Professional Church Workers**

- A. Sufficient grounds for removing a Called Professional from office shall be his or her persistent adherence to false doctrine, leading of a scandalous life, willful neglect of official duties, or evident and protracted incapacity to perform the function of the sacred office. Charges on any of these counts shall be carefully investigated by the Board of Elders or, in the case of the principal or a teacher, by the Board of Christian Education and Board of School Ministry. The investigating board or boards shall consult with the District and, in cases not involving potential removal of the pastor, the pastor.
- B. If the charges are substantiated by clear evidence, the individual involved shall first be given an opportunity to resign his or her position in the congregation. If such opportunity is given to and declined by the individual, the above mentioned board or boards, after consultation with appropriate District officers, shall notify the Voting Membership of the situation and submit the matter for action at a special Voters Meeting.
- C. A two-thirds majority of the legal ballots cast by the Voters Assembly shall be required to remove a Called Professional from office. Should the occasion to remove a Called Professional from office ever arise, the intended removal from office shall be announced by the Director of the Board of Elders at regular divine services on the two Sundays preceding a special Voters Meeting called for that purpose. All voting members shall be notified by mail at least two weeks in advance of this special meeting.

# **ARTICLE IX – LIABILITY AND INDEMNIFICATION**

## **Section 1. Volunteer Directors and Officers**

Those directors and officers duly elected or appointed to the Board of Directors who, during their terms of office, receive nothing of tangible value from Faith Lutheran Church for serving as a director or officer other than reasonable per diem compensation or reimbursement for actual, reasonable, and necessary expenses incurred by such director or officer in service of the capacity as a director or officer shall be deemed a "volunteer director" or "volunteer officer," respectively, for all purposes hereunder.

## **Section 2. Liability of Volunteer Directors and Officers**

- A. A volunteer director or officer shall not be personally liable to Faith Lutheran Church, its membership, or any of its members for monetary damages due to any breach of the director's or officer's fiduciary duty except for liability arising from or relating to the following:
  - 1. A breach of director's or officer's duty of loyalty to Faith Lutheran Church or its members;
  - 2. Actual omissions not in good faith or the involvement of intentional misconduct or a knowing violation of law;
  - 3. An act in violation of the provisions of state laws;
  - 4. Any transactions from which a director or officer derives improper personal benefit;
  - 5. Any act or omission resulting in liability occurring before the director's or officer's term of office; and
  - 6. Any act or omission that is grossly negligent.
- B. Faith Lutheran Church shall assume all liability to any person or entity other than Faith Lutheran Church or its members for all acts or omissions of a volunteer director or officer occurring on or after the effective date of these Bylaws in the good-faith performance of the volunteer director's or officer's service to Faith Lutheran Church.

## **Section 3. Indemnification**

- A. Faith Lutheran Church shall indemnify, to the fullest extent permitted by the Georgia Nonprofit Corporation Code, any individual who is or was, or at the request of Faith Lutheran Church is or was serving as, a director, officer, trustee, committee member, employee, or agent of Faith Lutheran Church against expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, actually and reasonably incurred by, or imposed upon, such individual in connection with any actions, suits, or proceedings, formal or informal, relating to the service of such individual on behalf of Faith Lutheran Church if such individual acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interest of Faith Lutheran Church or its members, and, with respect to any criminal action or proceeding, such individual had no reasonable cause to believe such individual's conduct was unlawful. Faith Lutheran Church, through its Board of Directors, shall have such further or other authority to indemnify directors, officers, trustees, committee members, employees, or agents consistent with the provisions of the Georgia Nonprofit Corporation Code.
- B. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any volunteer director or officer or former volunteer director or officer may be entitled. Faith Lutheran Church shall maintain adequate general liability insurance and, if obtainable, officers' and directors' liability insurance to fund the obligation hereunder.

## **ARTICLE X – PARLIAMENTARY AUTHORITY**

In general, rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall guide the conduct of regular and special meetings, provided such rules are not inconsistent with Scripture or the Constitution, Bylaws, or Articles of Incorporation of Faith Lutheran Church.

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