

**GOOD SHEPHERD LUTHERAN CHURCH  
BYLAWS**

**CHAPTER 1 - MISSION STATEMENT**

B1.01 Love God, Love Others, Make Disciples.

**CHAPTER 2 - COMMUNION PARTICIPATION**

B2.01 This Congregation invites all people who believe and trust in Jesus Christ as Lord and Savior to receive the sacrament and to participate regularly in Holy Communion.

B2.01.01 Sacraments are special ways God allows us to experience his loving presence and power (grace). There are two sacraments commanded by Jesus and recorded in Scripture: Baptism (Matthew 28:19) and Holy Communion (Matthew 26:26-30). Sacraments use physical elements like wine, bread and water. When received with faith (Augsburg Confession, Article 13), they convey God's blessing and presence.

B2.02 Martin Luther read the Bible carefully and saw the idea of *real presence* clearly expressed in I Corinthians 10:16-17: <sup>16</sup>Is not the cup of thanksgiving for which we give thanks a participation in the blood of Christ? And is not the bread that we break a participation in the body of Christ? <sup>17</sup>Because there is one loaf, we, who are many, are one body, for we all partake of the one loaf. (NIV)

B2.02.01 The idea of participation is central to understanding *real presence*. I Corinthians 10:16 teaches we participate in the blood and body of Christ as we drink of one cup and eat from one loaf together. There is a great mystery here and unbelieving persons cannot understand how Jesus is really present in this eating and drinking. As we obey his command to eat and drink, we can experience a powerful sense of his presence. Participation means that we trust and often feel his presence. The altar is his table and he is the host of our feast. We receive from him forgiveness, joy, peace, and power for growing obedience as we eat and drink together with him.

B2.02.02 I Corinthians 10:17 tells us we partake of the one loaf of bread, and Luther observed that the bread remains bread. With this observation he rejected the Roman Catholic doctrine of transubstantiation (in which the bread changes material substance and actually becomes flesh), and affirmed the doctrine of consubstantiation (in which the body and blood of Christ are truly present with the bread and wine).

B2.02.03 I Corinthians 10:17 teaches also that we demonstrate we are one body (one with Christ and one with each other) as we partake together of one loaf. This idea is the key to properly understanding the Apostle Paul's teaching in I Corinthians 11:17-34.

B2.03 Christian churches have often taught that individuals must be worthy to receive the sacrament of Holy Communion. This teaching is grounded in a misunderstanding of I Corinthians 11:27-29, and terrifies the conscience of many tender-hearted saints. Those who believe they are worthy demonstrate profound arrogance.

B2.03.01 In and of ourselves, we can never be worthy of receiving Holy Communion. We come to the table as sinners. We receive communion only as sinners in the process of repentance and on-going conversion. We believe all of our worthiness is a gift from God. We receive this as we trust in Christ as Savior and Lord. Jesus shares his righteousness with us as we grow in our relationship with Him.

B2.03.02 I Corinthians 11:27-29 encourages the examination of one's heart in preparation to receive the sacrament. We affirm this Biblical teaching, but ask people to carefully consider the context. Paul is reaching back to I Corinthians 10:17 and understands that we demonstrate we are one body (one with Christ and one with each other) as we break one loaf together. He is angry with the Corinthian congregation for forgetting this, and he chastises them in I Corinthians 11:17-22 for making a mockery of

this unity. In the context of I Corinthians 11, we act in an unworthy manner (verse 27) when we fail to recognize and honour our unity in Christ. The body of the Lord in verse 29 is not the bread, but all people joined together with Christ. Communion is with Christ and with one another, and so we should examine ourselves and reconcile with one another (Matthew 5:23-24). We pass the peace before communion as an opportunity to express this forgiveness and unity. It prepares us to participate in a worthy manner in Holy Communion.

- B2.04 Parents will be responsible to make a decision regarding the readiness of their children to receive communion. Instruction in Scriptural teaching and sacramental theology will be given regularly by the Pastoral Office as a basis for parental decision making.

### CHAPTER 3 - MEMBERSHIP

B3.01 Baptized and Received Members:

- a. A baptized person, not previously a confirmed member of a Lutheran congregation, shall become a confirmed Member of this Congregation after having received instruction, having given evidence of adequate understanding of the teachings of the Word of God as confessed by the Lutheran Church, and having affirmed his or her faith in a membership class or interview with a pastor of this congregation.
- b. All living persons baptized in this congregation are members until the termination of their membership according to the provisions of the paragraphs under B3.03 of these Bylaws.
- c. Applicants from other congregations may submit a letter of transfer from their former congregation. Re-instruction may be necessary and required at the discretion of the Pastoral Office before acceptance of application.
- d. New Members shall normally be received publicly by affirmation of the congregation.

B3.02 Youth Members

A youth member is a person under age 18 who has been confirmed or received by transfer into this congregation. Youth members may participate in the affairs and activities of the Congregation but shall not have the right to hold office.

B3.03 Termination of Membership

- a. Resignation: The resignation of any Member of the Congregation shall be acknowledged in writing by the Pastoral Office.
- b. Transfer: A Member desiring transfer to another Lutheran congregation shall apply to the Pastoral Office. Upon approval a letter of transfer shall be issued.
- c. Joining other churches: In cases where Members of the Congregation have joined a non-Christian congregation or religious association, they shall be deemed to have terminated their Membership in this Congregation, forfeiting all rights and privileges of such Membership. Their name(s) shall be removed from the Membership list.
- d. Whereabouts Unknown: The names of Members whose whereabouts are unknown and cannot be established within an eighteen (18) month period shall be removed from the Membership list and placed in a file designated "whereabouts unknown."
- e. Self-Exclusion by Inactivity: Inactive Members, other than those who are debilitated or shut-in, shall be encouraged to become active by the Pastoral Office. If, a Member declines to worship, commune or make a contribution of record for eighteen (18) months, such a person has indicated by his/her behavior a lack of obedience to Jesus Christ and an indifference to church Membership, privileges and responsibilities, and their Membership shall be terminated. The individual shall be notified of such action by mail at last known address.
- f. Removal of membership: If attempts by the Church leadership to restore a Member of this Congregation are unsuccessful, steps of reconciliation modeled after Matthew 18:15-20 shall be applied:
  - (1) An individual one-on-one private meeting between a Pastor or a member of the Support Committee.
  - (2) If Step 1 above is not successful in restoring fellowship, then a small group meeting between a Pastor, a member of the Board of Trustees, and a member of the Support Committee.

- (3) If Step 2 above is not successful in restoring fellowship, then a large group meeting between the Pastor and another member of the Pastoral Office, three members of the Board of Trustees, and the Staff Support Committee.

If these steps are unsuccessful, the Board of Trustees may, by majority vote, terminate the Membership of the Member and remove him/her from the rolls of the Congregation.

## **CHAPTER 4 - THE PASTORAL OFFICE**

### **B4.01 The Pastoral Office**

- a. The Pastoral Office is the authority conferred upon Pastors by God through the call of the people of God, and is exercised in a relationship of mutual ministry with the members of this Congregation.
- b. Within the Pastoral Office, we recognize both ordained Pastors who function in word and sacrament, and those commissioned to have pastoral oversight of specific age groups or major ministries of the Congregation.
- c. If a member of the Pastoral Office receives a letter of call to another ministry, this member of the Pastoral Office will consult with the Board of Trustees before reaching a decision. Thereafter, the Senior Pastor will announce a decision to the Congregation within twenty-one (21) days. Following acceptance of the call, the ministry of this member of the Pastoral Office in this Congregation shall usually terminate within an additional thirty (30) days.

### **B4.02 Procedure for Securing a Pastor:**

- a. In the event of (i) a vacancy in the Pastoral Office, or (ii) a need to increase the Pastoral Office, it shall be the duty of the President of the Congregation to see that the call process is carried out according to the Constitution and By-laws.
- b. Candidates may be proposed by any Voting Member of the Congregation.
- c. The Call Committee shall select a candidate to recommend to the Congregation.
- d. Election of a Pastor by written ballot shall require a two-thirds total of the votes cast by voting Members of the Congregation. Compensation arrangements shall be determined by the Board of Trustees.
- e. After the Congregation has voted to Call a Pastor, it shall send a letter of Call to the Pastor-elect. The letter of Call shall be signed by the President and Secretary of the Congregation.
- f. The Call shall normally be for an indefinite time.
- g. When a Pastor is called to serve in company with another Pastor or Pastors, the privileges and responsibilities of each Pastor shall be specified in documents to accompany the Call and to be drafted in consultation involving the Pastors, the Congregation, and the Board of Trustees. As occasionally required, the documents may be revised through a similar consultation.

### **B4.03 Procedure for Securing a Minister:**

- a. The Board of Trustees shall appoint Ministers to serve non-ordained positions within the Congregation.
- b. As a member of the Board of Trustees, and as head of staff, the Senior Pastor may ask for additional involvement from the Call Committee in identifying and verifying candidates.
- c. The terms of Call, compensation, etc., will be set in accordance with the needs of the Minister and Congregation.

### **B4.04 Performance Review of the Pastor(s) and Minister(s)**

The Board of Trustees shall conduct a performance review of the Pastor(s) in accordance with the Staff Handbook of the Church.

### **B4.05 Steps of Reconciliation for the Pastoral Office**

In the event a Pastor is subject to leadership disqualification, under the provisions of this Congregation's Constitution or Bylaws, the following Steps of Reconciliation will be followed:

- a. The Steps of Reconciliation shall be modeled after Matthew 18:15-20 which shall include at least a three-step process:
  - (1) An individual one-on-one private meeting between the Pastor and a member of the Board of Trustees,
  - (2) If Step 1 above is not successful in resolving the issue or issues of disqualification, then a small group meeting between the Pastor and the Staff Support Committee or the Board of Trustees and

- another member of the Pastoral Office or Board of Trustees,
- (3) If Step 2 above is not successful in resolving the issue or issues of disqualification, then a large group meeting between the Pastor and another member of the Pastoral Office, the Board of Trustees and the Staff Support Committee.
- b. If necessary, after the above Steps of Reconciliation have been applied and were unsuccessful in resolving the issue or issues of disqualification, a final step shall be a meeting between the Pastor and the Congregation in a specially called meeting. Such a meeting is undesirable and should be called only in rare and extreme circumstances.
- c. If these steps are unsuccessful in resolving the issue or issues of disqualification, the Congregation may act to terminate the Call of the Pastor in accordance with Matthew 18:15-20. Such termination shall be recommended by a majority vote of the Board of Trustees. The termination of the Call of a Pastor must be approved by the Congregation by at least a 2/3 majority on a written ballot. Should both the Board of Trustees and the Congregation vote to terminate a Pastor's Call, the Human Resources Trustee shall terminate the employment of the Pastor in compliance with then current federal and state employment law.

**B4.06 Steps of Reconciliation for Ministers**

- a. In the event a Minister is subject to disqualification, the steps of Reconciliation are as follows:
- (1) An individual one-on-one private meeting with the Senior Pastor.
  - (2) If Step 1 above is not successful in resolving the issue of disqualification, then a small group meeting between the Minister, the Senior Pastor and the Human Resources Trustee
  - (3) If Step 2 above is not successful in resolving the issue of disqualification, then a large group meeting between the Minister, the Pastoral Office and the Board of Trustees.
- b. If these steps are unsuccessful in resolving the issue of disqualification, the Minister's employment may be terminated by consensus of the Pastoral Office and the Board of Trustees.

**B4.07** The Congregation shall make satisfactory settlement of all financial and property obligations to a former Pastor or Minister before calling a successor. Upon separation from this Congregation a Pastor or Minister shall make satisfactory settlement of all financial and property obligation to this Congregation.

## **CHAPTER 5 - MEETINGS OF THE CONGREGATION**

**B5.01 Congregational Meetings**

- a. At least two Congregational Meetings shall be held each year: The Regular Meeting of the Congregation and the Annual Meeting of the Congregation. The Board of Trustees shall give notice of the Regular Meeting, the Annual Meeting, and any properly called Special Meeting in accordance with the provisions of Chapter 10 of the Constitution and these Bylaws.
- b. All Members in the Congregation may attend Congregational Meetings and participate in a discussion of any given item of business before the Congregation.
- c. The current roster of Voting Members (as defined in Section C6.03 of the Constitution) shall be available at each Congregational Meeting.
- d. All actions by this Congregation shall be decided by majority vote except:
1. In accordance with Section C8.01 of the Constitution, authority to call or dismiss a pastor shall require a two-thirds majority vote.
  2. In accordance with Section C14.02 of the Constitution, ratification of a proposed amendment to the Constitution shall require a two-thirds majority vote.
- e. In the following cases voting shall be by ballot:
1. To elect members of the Board of Trustees;
  2. To elect members of the Call Committee
  3. To adopt or amend the Articles of Incorporation, Constitution or Bylaws of the Congregation;
  4. To call a Pastor or request his resignation;
  5. To sever affiliation with the present Lutheran organization;
  6. To dispose of, encumber, or purchase real property; or,
  7. When requested by ten (10) or more Voting Members present.

**B5.02 Regular Meeting of the Congregation**

- a. The Regular Meeting of the Congregation shall be held in the Spring of each year, wherein reports from all the Committees, Councils and Board of Trustees of the Congregation shall be given.
- b. Unless varied by the acting chair in the interest of efficiency, the order of business at the Regular Meeting of the Congregation shall be:
  1. Scripture Reading and/or Prayer
  2. Determination of Quorum
  3. Ratification of Minutes of the Previous Meeting(s) including Special Meetings.
  4. Unfinished Business
  5. Reports of Board of Trustees
  6. Reports from the Pastoral Office including state of the Congregational Records Report by Pastor(s)
  7. Special Reports
  8. New Business
  9. Treasurer's Report
  10. Adjournment

**B5.03 Annual Meeting of the Congregation**

- a. The Annual Meeting of the Congregation shall be held on the first available Sunday in November and shall include elections and consideration and acceptance of the budget for the following year.
- b. Unless varied by the acting chair in the interest of efficiency, the order of Business at the Annual Meeting shall be:
  1. Scripture Reading and/or Prayer
  2. Determination of Quorum
  3. Ratification of Minutes of the Previous Meeting(s) including Special Meetings
  4. Unfinished Business
  5. Treasurer's Report
  6. Report of Board of Trustees and Pastoral Office on Measurements of Growth
  7. Report from Financial Review Committee
  8. Presentation of the proposed Budget
  9. Discussion of the proposed Budget by any Voting Members of the Congregation
  10. Consideration and approval of the proposed Budget
  11. Election of the Call Committee
  12. Election of the Board of Trustees
  13. Adjournment

**B5.04 Special Meetings**

- a. Special Meetings of the Congregation shall be held when properly requested, called, and noticed in accordance with Chapter 12 of the Constitution.
- b. Unless varied by the president in the interest of efficiency or nature of the special issue at hand, the order of business at the Special Meeting shall be:
  1. Scripture Reading and/or Prayer
  2. Determination of Quorum
  3. Minutes of the Previous Special Meeting(s), if appropriate
  4. Special Reports, if appropriate
  5. Discussion of special issue at hand
  6. Ballot on special issue at hand, if appropriate
  7. Adjournment

**B5.05 County, State or National State of Emergency Issuance:**

In the case where a County, State or National State of Emergency has been issued:

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In the case where a County, State or National State of Emergency has been issued:

- a. Board of Trustees meetings may be held remotely by video and/or audio conferencing if necessary.
- b. Congregational Meetings:
  1. Every attempt will be made to meet in person within three months of a regularly scheduled congregational meeting.

2. If we are unable to meet in person due to the declared emergency:
  - a. Reports will be distributed to the congregation and copies will be posted at the church and on the website.
  - b. Any items requiring a vote will either be moved to a special congregational meeting, the next scheduled congregational meeting, OR may be voted on through mail or by participation in an online meeting if the item is urgent and an in-person meeting cannot be scheduled and safely attended as determined by the Board of Trustees.
3. Financial Concerns:
  - a. The financial limits of the Board of Trustees (<3% of the total budget outlined in Section B7.05) are suspended only to the extent that the church may be adequately funded to carry out church business during the declared emergency.
  - b. In the event a new budget cannot be voted on, the existing budget shall remain in place until such a time that a new budget can be presented and voted on.
4. Electronic Meetings. If the Congregation is unable to hold a regular meeting due to a National, State or Local emergency, the Congregation may hold an electronic meeting (as defined in Roberts Rules of Order Newly Revised) provided the parameters of advance notice and establishing a quorum is met. At such a meeting the Congregation may receive reports of officers and committees, elect officers, approve a budget, and conduct any other business that may arise.

## **CHAPTER 6 - ELECTION OF MEMBERS OF THE BOARD OF TRUSTEES & APPOINTMENT OF OFFICERS**

### **B6.01 Members of the Board of Trustees - Election Procedures:**

- a. The Call Committee, elected in accordance with Chapter 11 of these Bylaws, together with the Senior Pastor, will meet at least two months prior to the Annual Meeting of the Congregation of the year following their election, to select a chairperson for the Call Committee and begin the process for recommending Members for pending vacancies on the Board of Trustees to the Congregation. The Call Committee will also publish a request to the Congregation for names to be considered in the recommendation process. Any Voting Member may present either himself/herself, or another Voting Member, to the Call Committee for consideration, provided that candidates shall not be called professionals, members of the Board of Trustees, or paid staff members of the Congregation.
- b. The Call Committee shall review all candidates whose names have been presented. The recommendation process shall include evaluation of the candidates through a process that at a minimum includes:
  1. Establishing that the candidate meets the requirements listed in Section C6.03 of the Constitution for a Voting Member of the Congregation, and
  2. An interview or interviews with the Call Committee, a member of the Board of Trustees, and the Senior Pastor, and
  3. An affirmation by the candidate that he or she wishes to serve in the position for which he/she is being considered.
- c. After the recommendation process detailed above has been completed for all such candidates, the Call Committee shall prepare a list of all such qualified candidates for whom this process has been successfully completed (the "Candidates").
- d. A list of the Candidates shall be made available to all Members of the Congregation at least four (4) weeks prior to the Annual Meeting of the Congregation.
- e. The newly elected Members of the Board of Trustees shall be installed on the first Sunday after the Annual Meeting of the Congregation at which they were elected.

### **B6.02 Officers – Appointment Procedures, Term of Office**

- a. At the first meeting of the Board of Trustees after the Annual Meeting of the Congregation the Board of Trustees shall appoint, from its current members, the following officers:
  1. A President.

2. A Vice President
- b. The term of office for the President and Vice President shall be two (2) years, unless the officer is serving a partial term, terminating at the first meeting of the Board of Trustees after the Annual Meeting of the Congregation of the second year of their terms. The President and Vice President may succeed themselves in the same capacity only once. No Officer shall hold more than one office at a time.

## **CHAPTER 7 - DUTIES OF BOARD OF TRUSTEES AND OFFICERS**

### **B7.01 The Board of Trustees**

- a. Terms of office for Members of the Board of Trustees shall be elected every three (3) years on the following schedule: Year A: Treasurer and Human Resources; Year B: Mission/Ministry, Marketing and At-Large; Year C; Legal, Facilities and Secretary. Members of the Board of Trustees shall be eligible to serve no more than two (2) consecutive three (3) year terms.
- b. A quorum for any Regular or Special Meeting of the Board of Trustees shall be at least one half of its membership.
- c. Should a member's place on the Board of Trustees be vacant, the Call Committee shall appoint a successor until the next Annual Meeting.
- d. A designated President shall be elected by majority vote within the existing Members of the Board of Trustees. The President of the Board of Trustees shall serve as the President of this Congregation.

### **B7.02 Meetings of the Board of Trustees**

- a. The Board of Trustees shall normally meet monthly, on the second Tuesday of each month subject to change as needed. Special meetings of the Board may be called by the Senior Pastor or the President of the Board of Trustees or at the request of at least one-half of this Congregation's voting Members. Notice of each special meeting shall be given to all members of the Board of Trustees, posted at the church in the Narthex and posted online at the GSLC website at least one (1) week prior to the date of the special meeting.
- b. Regular meetings of the Board of Trustees shall be open to attendance and observation by any Voting Member(s) of the Congregation. A portion of any meeting may be closed due to confidential Human Resources and/or legal discussions.
- c. The President of the Board of Trustees shall call and preside over all meetings of the Board of Trustees.
- d. The Board of Trustees shall approve the previous meeting minutes. If this is an Annual or Congregation meeting, the Board shall approve the minutes and the congregation shall ratify these minutes at the next congregation meeting.

### **B7.03 Officers**

- a. President
  1. The President of the Congregation shall preside at all meetings of the Voting Members and, with majority consent of the Board of Trustees, enforce the Constitution and Bylaws of this Congregation.
  2. The President shall call and preside over the meetings of the Board of Trustees.
  3. All Committees, Boards, Auxiliaries, Councils, Groups, etc. in the Congregation shall be responsible to the President of the Congregation. The President shall be welcomed at any and all meetings of such groups, either in person or as represented by such appointed person or persons.
- b. The Vice President shall be available for whatever duties the President shall assign him/her as his/her representative. The Vice President shall serve as President of the Board of Trustees in the absence of the President.
- c. The Secretary shall be present at all Regular, Annual and Special Meetings of the Congregation and at all meetings of the Board of Trustees, and shall record the minutes of all meetings of said groups and keep digital and paper copies in the church office. The Secretary shall perform all of the duties normally pertaining to the office and such additional duties as the Voting Membership shall delegate.
- d. The Treasurer shall perform the duties of the Financial Trustee as set forth in this Chapter.

### **B7.04 The Board of Trustees shall be accountable for the personnel, ministry, financial, legal and property matters of this Congregation. It shall be the specific function of the Board of Trustees to:**

- a. Support the Pastoral Office, Committees and Congregation with daily prayer, encouragement, and

counsel.

- b. Assist the Pastoral Office, staff, and Committees in promoting the overall well-being of the Congregation.
- c. Serve as the point of liaison between the Pastoral Office, and the various Committees in planning the total work of the Congregation.
- d. Present to the Congregation at its Annual Meeting a yearly plan of activities for the entire Congregation as well as long-range plans for the development and expansion of Christ's work in our midst.
- e. Ensure the financial affairs of this Congregation are being conducted efficiently, giving particular attention to the prompt payment of all obligations.
- f. Prepare an annual budget for submission to the Congregation at its Annual Meeting, and supervise the expenditure of funds in accordance therewith following its adoption. The annual budget shall be presented in writing to the Congregation at least 30 days before the Annual Meeting, and members of the Board shall make themselves reasonably available to receive comment from the Congregation after presentation of the budget.
- g. Ensure that the Treasurer and others who have access to the funds of the Congregation are trustworthy and have put adequate procedures in place to prevent the misuse of these funds.
- h. Prepare an agenda for the meetings of the Congregation.
- i. Set the dates and time for the Congregational meetings.
- j. Fill vacancies in Standing Committees by appointment unless otherwise required by the Constitution or Bylaws.
- k. Conduct at least an annual review of the Congregational Records in cooperation with the Pastoral Office to determine which members are active or non-active and what appropriate follow-up action should be taken or communicated.
- l. Keep a permanent set of recorded minutes for each meeting, and such records shall be the property of the Congregation.
- m. Conduct with the Pastoral Office the long-term planning of the Congregation in areas of programs, facilities, major equipment items, and real estate sale or purchase.
- n. Select delegates to any group or meeting in which the Congregation is entitled to representation.
- o. The Board of Trustees may incur obligations in excess of the anticipated receipts only after approval by a Congregation Meeting.
- p. Except as otherwise provided in the Constitution and Bylaws, the Board of Trustees may enter into contracts for items not included in the budget, provided the said contracts do not exceed three percent (3%) of the budget approved for the current year. Revenue-exceeds-expenses ventures sanctioned by the Board of Trustees and operating under this Congregation's 501(c)(3) designation are exempt from this provision.

#### B7.05 Trustee Areas of Responsibility

All but one of the Trustees shall have been elected to a designated area of responsibility:

Facilities, Financial, Human Resources, Legal, Marketing, Mission/Ministry, and Secretarial.

- a. The Facilities Trustee shall oversee the general use, maintenance, and repair of the buildings and premises of the Congregation. The Facilities Trustee shall coordinate the acquisition of real property on behalf of the Congregation, and present to the Congregation opportunities for such acquisition. Any acquisition of property and funding for same shall be approved by the Congregation at any properly called congregational meeting.
- b. The Financial Trustee shall serve as the Treasurer of the Board of Trustees. In that capacity, the Financial Trustee shall ascertain that the Congregation's expenditures are within the budget approved by the Congregation. Except as otherwise provided in the Constitution and Bylaws, annual expenditure(s) in excess of three percent (3%) of the total budget must be approved by the Congregation. In addition, the Financial Trustee shall:
  1. Provide fiscal records of the congregation for audit by the Call Committee appointed Financial Review Committee composed of three (3) members, none of which are presently serving on the Board of Trustees, and report its findings in writing to the Annual Meeting of the Congregation.
  2. Be responsible for this Congregation's investments and its total insurance program.
  3. Work with the Senior Pastor, Departmental Heads and Congregational Accountant to review congregational receipts, disbursements, budgeted and actual expenditures according to proper accounting procedures, and as deemed advisable, shall suggest for Congregational consideration to the Board of Trustees improved methods and systems for keeping financial records.



4. Present written, duplicated financial reports at both the Regular and Annual Meetings of the Congregation and a preliminary financial report at the Board of Trustees meetings.
  5. Submit permanent financial records for annual audit.
  6. Make monthly remission of offerings for missions and church agencies, the prompt payment of salaries and bills authorized by the Congregation, or the Ministries as duly constituted sources.
  7. Coordinate the flow of monies for the treasury to the various vendors such that an adequate balance is retained for the payment of salaries and other regular recurring expenses.
  8. Remit to the professional workers or lay members of the church for documented expenses while attending professional workshops, conventions, conferences, etc., approved by the Ministry under whose jurisdiction they function.
  9. Receive from the Accounting Manager a report of all monies received through worship services, special offerings, or any other source and duly record same, according to agreed upon receipt reporting formats.
  10. Sign all checks for payment of bills, salaries, or other financial commitments of the Congregation of any sort. In the absence of the Treasurer, the President or the Vice President may sign checks.
  11. Make available for all Ministries a current record of their accrued disbursements and budget allotment.
  12. Provide the salaried staff of the Congregation a breakdown of the employees total compensation into salary and fringe benefits as the employee requests.
  13. Advise the Board of Trustees if short-term anticipated income might result in a short-term cash flow problem.
  14. Timely prepare and submit all tax and corporate reports and filings as required by local, State, and Federal government agencies.
  15. Make timely payment of all insurance premiums required for the protection of members and property belonging to the Congregation.
  16. Maintain the integrity of the dedicated accounts.
- c. The Human Resources Trustee shall secure necessary staff other than the Pastor(s) in accordance with Chapter 8 of these Bylaws, review annually the salary(s) of the Pastoral Office and make adjustments from time to time within the limits of the budget approved by the Congregation, and with the assistance of the Senior Pastor, review and update the Employee Handbook. The Board of Trustees shall set salary ranges, establish hiring, evaluation and firing guidelines for the compensated lay workers of this Congregation.
  - d. The Legal Trustee shall advise the Board of Trustees (if the Trustee is a member of a local or regional Bar Association), or secure legal counsel to advise the Board of Trustees, regarding legal matters that arise in the regular course of the Congregation's business.
  - e. The Marketing Trustee shall coordinate and supervise the Congregation's overall communication strategy, including interaction with and approval of external advertising and internal marketing and branding activities.
  - f. The Mission/Ministry Trustee shall coordinate the ministry and mission efforts of the Congregation and serve as the primary liaison between the Board of Trustees, and Mission/Ministry Committee., The pastoral office shall maintain direct supervision of the staff and called ministers (i.e., Youth, Children, Worship).
  - g. The Secretarial Trustee shall serve as the Secretary of the Board of Trustees and as the Secretary of the Congregation. He or she shall record, and upon approval, publish the minutes of the Annual, Regular, and called Special Meetings of the congregation. In addition, the Secretarial Trustee will record and publish the minutes of the Board of Trustees.
  - h. The At-Large Trustee position shall have no specifically assigned area of responsibility other than the duties of the Trustees as described in Section B7.04. The At-Large Trustee shall serve and assist the other trustees in carrying out their responsibilities as necessary.

## **CHAPTER 8 – ADMINISTRATION AND STAFF**

- B8.01 The Board of Trustees, as set out in these Bylaws, will aid in the communication and coordination of the administration and staff of the Congregation.

- B8.02 The Employed Staff shall report ultimately to the Senior Pastor.
- B8.03 The staff requirements may change from time to time depending on the needs of the Congregation, programs and budget constraints. However, each person on the staff shall be compensated fairly and in accordance with applicable laws and regulations governing employment. Staff positions may be full or part time.
- B8.04 Members of the Congregation, the Senior Pastor, and other staff leaders may suggest additions to staff to the Board of Trustees for its consideration. All staff additions must be considered and approved in writing by the Board of Trustees prior to any prospective candidate receiving an offer of employment. The Board of Trustees shall use available market analyses to determine fair and reasonable compensation for the position and shall consult with the Senior Pastor as to compensation, reporting lines and duties.
- B8.05 The hiring, employment and review of staff members shall be carried out under generally acceptable good business practices. Specific policies and practices shall be governed by the Staff Handbook of the Church, which shall be updated from time to time.
- B8.06 The Board of Trustees, in conjunction with the Senior Pastor and the Office Manager (as appropriate) shall ensure performance reviews, compensation, and fringe benefits (as appropriate for staff and budget) are administered properly.
- B8.07 Should groups or individuals not associated with the Congregation desire to use church property, application shall be made to the Office Manager and in cooperation with the Pastoral Office, decisions will be made based on the approved facility use policy.

**CHAPTER 9 – STAFF DISCIPLINE AND REMOVAL PROCEDURES**

- B9.01 The Pastors and other staff leaders shall exercise and administer careful, loving and consistent leadership of all staff and ministry leaders. The attention of the leadership of the Church shall be directed toward successful performance of each employee, which starts with a clear description of expectations and acceptance by each employee of those expectations.
- B9.02 From time to time an employee may not meet expectations, and in such cases formal steps for identifying and managing areas of improvement shall be instituted together with, if necessary, progressive discipline as outlined in the GSLC Staff Handbook. Such mentoring and discipline shall be consistent with scriptural teachings and conducted in a spirit of love. The final resolution for the Church and the employee is termination. Termination shall only be imposed with the prior approval of the Senior Pastor, except in the case of termination of another Pastor, which will also require the approval of the Board of Trustees.

**CHAPTER 10 - MINISTRY COUNCIL OF ELDERS**

- B10.01 The Ministry Council of Elders may be organized to facilitate the connection, growth, and service of our members in this community and world to our Lord and Savior, Jesus Christ.
- B10.02 The Ministry Council of Elders may function in two workgroups; one serving children and youth, and one serving adults.
- B10.03 Each workgroup may be organized under the direction of an assigned member of the Pastoral Office with ideally 6-8 members.
- B10.04 A Member of the Pastoral Office shall be assigned to each workgroup and will serve as convener and Chair of that workgroup's meetings. Each workgroup will appoint a secretary to record minutes and action items to be submitted to the church office.
- B10.05 Workgroups may meet at least every six (6) months and will submit such reports and financial requests as are needed to the Board of Trustees.

## CHAPTER 11 - CONGREGATION COMMITTEES

B11.01 Our Lutheran understanding of the Church sees ministry as being shared by all baptized people of God. At no time can we assume that only the Pastors are responsible for ministry. The whole people of God have a ministry with and to one another, and it is for these reasons the various committees exist.

### B11.02 Call Committee

- a. The Call Committee will consist of seven (7) certified voting Members of the Congregation. The Senior Pastor may attend in an advisory position.
- b. The Call Committee shall:
  1. Review, test, and prove all nominees for election to pending vacancies on the Board of Trustees in accordance with general standard of maturity in faith as described in Titus 1 and 1 Timothy 3 (the "Standard");
  2. The proving process shall include the following:
    - i. Establish that the nominee meets the requirements of the Standard Background check (criminal)
    - ii. Known substantial and material conflicts between a nominee and any member of the Call Committee is required to be disclosed by the member and nominee. The Call Committee shall determine how to handle such conflicts, if any, and whether such committee member should be recused from the deliberations concerning a nominee.
    - iii. Interview, deliberations and consensus vote: The interview will be arranged in advance and communicated to the nominee as part of the proving process for a pending vacancy on the Board of Trustees. A follow up interview, if necessary, may also be arranged. Interviews or consultations with the nominating person and the nominee may also be conducted. Additionally, the Senior Pastor and other third parties may be consulted. The interview with the nominee will begin and end in prayer. The Chair's responsibility will be to move the evaluation to completion, ensure its timeliness, and to communicate with the nominee. During the evaluation, the Call Committee will ask questions to surface and/or verify information and test and prove whether a nominee meets the Standard and has a commitment to satisfy the duties of a member on the Board of Trustees. Upon completion of the proving process, the Call committee will enter into prayerful deliberation of whether the nominee satisfies the Standard and whether to certify to the Congregation that the nominee meets the Standard and is a qualified candidate for election. All certifications to the Congregation must be made by consensus vote of all the members of the Call Committee. To protect privacy, the deliberations of the Call Committee shall be confidential.
    - iv. The Chair will promptly communicate (in person) to the nominee the committee's decision of whether to certify him or her as a candidate for election.
    - v. A nominee denied certification may request in writing an opportunity for reconsideration by the Call Committee. The nominee may also request that such reconsideration be in person. The Call Committee shall grant such a request for reconsideration. Consensus decisions upon reconsideration by the Call Committee shall be final.
    - vi. In cases where multiple nominees are approved as candidates for a smaller number of vacancies, the Chair will promptly contact each nominee to determine whether the nominee desires to continue to pursue election. Nominees may withdraw their names, in writing, from the proving process or from the election process at any time.
  - (3) Certify to the Congregation each nominee who is proven to meet the Standard as a candidate for election and possible appointment to the Board of Trustees in accordance with the procedures set forth in B6.01;
  - (4) Recommend candidates to this Congregation for the Pastoral Office and the Board of Trustees;
  - (5) Select a candidate for the Pastoral Office to recommend to the Congregation in accordance with B4.02.c.
  - (6) The Financial Review Committee members shall be appointed by the Call Committee and will consist of three (3) Voting Members who are not members of the Board of Trustees.
- c. Terms of service for members of the Call Committee shall be staggered, such that two or three members are elected each year.
- d. Members shall be eligible to serve no more than two (2) consecutive three (3) year terms.

- e. Call Committee members are to be nominated by the Board of Trustees. The Board of Trustees shall review, test, and prove all nominees for election to pending vacancies of the Call Committee in accordance with general standard of maturity in faith as described in Titus 1 and Timothy 3 (the "Standard").

**B11.03 Financial Review Committee**

- b. The Financial Review Committee shall review the accounting records and practices of the Congregation consistent with standard accounting and business principles and practices, report to the Board of Trustees at one or more Board meetings, and report to the Congregation at the Regular Meeting.
- c. The Financial Review Committee, in consultation with the Board of Trustees, may call for an independent audit of the records of the Congregation.
- d. Terms of service for members of the Financial Review Committee shall be one (1) year. Members shall be eligible for reappointment.

**B11.05** The Staff Support Committee shall be composed of three (3) to five (5) voting Members appointed as needed by the Board of Trustees. The Support Committee shall investigate, review and advise the Pastoral Office and the Board of Trustees with regard to internal congregational disputes.

**B11.06 Missions Committee**

- a. The Missions Committee will be appointed by the Board of Trustees and will consist of five (5) to ten (10) Voting Members who are not members of the Board of Trustees. Members of the Board of Trustees may serve as additional Missions Committee members if desired or appropriate. The Senior Pastor will have an advisory relationship with the Missions Committee.
- b. GSLC Endowment Fund Committee ("The Spirits of Titus") shall implement the guidelines of the GSLC Endowment Fund to augment the mission work of Good Shepherd Lutheran Church.
- c. The Missions Committee shall review requests for mission grants and award such grants from the dedicated mission funds supplied by the Congregation. Such grants shall be reviewed by the Financial Trustee and subject to the veto of the Board of Trustees.
- c. The Missions Committee shall distribute the Congregation's benevolence. Such awards shall be reviewed by the Financial Trustee and subject to the veto of the Board of Trustees.
- d. The Missions Committee shall report directly to the Financial Trustee, furnish a monthly report to the Board of Trustees, and report to the Congregation at the Annual Meeting.
- f. Terms of service for members of the Missions Committee shall be two (2) years. Members shall be eligible for reappointment by the Board of Trustees upon review.

**B11.07** Other congregational committees may be formed as the need arises, by decision of the Board of Trustees and in accordance with this Constitution, the Bylaws and Continuing Resolutions.

**CHAPTER 12 - CONGREGATIONAL RECORDS AND GROWTH MEASUREMENTS**

**B12.01** The records of this Congregation shall be properly stored and be available to the Congregation for review upon request.

**B12.02** The Pastoral Office shall assure the regular maintenance of the Congregational Records. Upon the termination of the service of the Senior Pastor to the Congregation, he/she shall assure that the Congregational Records are current prior to his/her departure.

**B12.03** The records of the Congregation shall consist of:

- a. The roster of Baptized, Confirmed, and Voting Members and include:
  - (1) general family name
  - (2) contact information as provided-
  - (3) individual dates of birth, if provided
  - (4) member status, i.e. active or non-active
  - (5) financial contribution
  - (6) attendance

- b. The date, time, and location of ministerial acts performed by the Pastoral Office including:
  - (1) Baptisms
  - (2) Confirmations
  - (3) Funerals or Memorial Services
  - (4) Marriages or Renewal of Vows
  - (5) Visitations (hospital, hospice or home)
- c. The minutes of the meetings of the Congregation and the Board of Trustees, for which the Secretary of the Congregation shall be responsible.
- d. The financial records of the Congregation, for which the Treasurer of the Congregation shall be responsible.

B12.04 The Senior Pastor shall annually report to the Congregation a summary of ministerial acts.

B12.05 Should the Congregation be dissolved; the official records of the Congregation shall be deposited with the national office of the organization of Lutheran Churches to which the Congregation is then affiliated.

B12.06 Measurements of Growth:

- a. The success of the Church will be measured and evaluated by the Board of Trustees, the Senior Pastor and the Pastoral Office according to many kinds of measurements, both objective and subjective. The definable measurements of growth may include:
  - (1) Membership including existing Members, new Members, transferring Members and exiting Members
  - (2) Attendance of Members and others
  - (3) Amount contributed from Members and others
  - (4) Number of new Members
  - (5) Positive Results from a Satisfaction Survey
- b. Other measurements of growth may be adopted by the Board of Trustees, in conjunction with the Senior Pastor, from time to time.

B12.07 The Board of Trustees and Senior Pastor will report their findings with respect to these measurements to the Congregation at the Annual Meeting.

### **CHAPTER 13 – AMENDMENT OF THESE BYLAWS**

13.01 This Congregation is a dynamic community and strives to achieve sufficient flexibility to meet the needs of its Members and its missional goals in the Kingdom of God. These Bylaws are intended to reflect current ministry practice and administration of the Congregation's business.

13.02 These Bylaws may be amended as follows:

- a. Amendments may be proposed by at least five percent (5%) of voting Members in signed petition or by the Board of Trustees. Proposals must be filed in writing with the Board of Trustees 60 days before formal consideration by this Congregation at its Annual Meeting, Regular Meeting, or a Special Meeting called for that purpose. The Board of Trustees shall notify the Members of the proposal with their recommendations at least 30 days in advance of the meeting.
- b. A proposed amendment to these Bylaws shall be passed by a simple majority vote of those present and voting.
- c. Amendments to these Bylaws approved by this Congregation shall take effect immediately.