

REVISED BYLAWS OF ST. TIMOTHY EVANGELICAL LUTHERAN CHURCH

Bylaw 1. Members

1.1 Types.

This congregation has three types of members:

(A) *Baptized members.* A baptized member is a member, including a child, who has been baptized and is under the spiritual care of the pastor of this congregation.

(B) *Communicant members.* A communicant member is a baptized member who also has been instructed in Luther's Small Catechism, accepts the confessional standard of Article III of the constitution, and has been determined by the pastor fit to be admitted to Holy Communion.

(C) *Voting members.* A voting member is a communicant member who is 18 years of age or older.

1.2 Reception.

An eligible person is received as a member of this congregation upon the recommendation of the pastor and a majority vote of the board of directors. A person is eligible to be received as a member if the person:

(A) has received the Sacrament of Holy Baptism in this congregation;

(B) has received Christian baptism outside this congregation and, in the case of an adult, has professed or reaffirmed his or her faith or, in the case of a child, a parent or guardian has consented to the child's becoming a member; or

(C) has presented a letter of transfer from a sister congregation or a congregation in fellowship with the Lutheran Church—Missouri Synod.

1.3 Member in good standing.

A member is in good standing if the member is not under discipline and, within the past year, the member has:

(A) received Holy Communion; and

(B) contributed financially to the congregational or participated in the life and worship of the congregation.

1.4 Voters assembly.

All voting members who are in good standing constitute the voters assembly of the congregation.

1.5 Termination of membership.

A person's membership is terminated upon the recommendation of the pastor and a majority vote of the board of directors for any of the following reasons:

- (A) transfer to, or becoming a member of, another congregation;
- (B) excommunication;
- (C) self-exclusion; or
- (D) death.

1.6 Discipline of a member.

A communicant member who conducts himself or herself in an un-Christian manner may be admonished according to Matthew 18:15 and any guidelines for discipline established by this congregation. If the member remains impenitent after proper admonition, he or she may be excommunicated. A case of excommunication must be presented to the voters assembly for a decision, and the voters assembly decides the case by a two-thirds affirmative vote.

Bylaw 2. Meetings of the Congregation

2.1 Regular meetings.

The congregation holds regular quarterly meetings on dates designated by the board of directors in accordance with these bylaws. At these meetings, the board of directors reviews the financial status and activities of the congregation and puts before the voters assembly matters that require its action. In addition, all members of the congregation should have the opportunity to ask questions of the board and raise concerns.

At the first and last meetings of the fiscal year certain matters must be put before the voters assembly for action:

- (A) *Annual meeting.* At the first quarterly meeting members of the board of directors are elected (to take office the following month), members of the nominating committee and, if necessary, the audit committee are appointed, and the annual report of the previous fiscal year is presented. This meeting should be held in August.
- (B) *Budget meeting.* At the last quarterly meeting the budget for the upcoming fiscal year is presented for approval. This meeting should be held in June.

2.2 Special meetings.

A special meeting of the congregation may be called by the board of directors and must be called by the board on the written request of ten voting members. The date of the meeting is designated by the board or by the voting members who requested the meeting, as the case may be. Only the business for which the special meeting was called may be transacted at the meeting.

2.3 Notice.

Notice of any meeting of the congregation must be given on the two Sundays immediately before the day of the meeting. This is done by printing in the service folder and announcing orally during the divine service the date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting has been called. This information should also be sent to the members of the congregation by email.

2.4 Quorum and voting.

The voters assembly decides all matters put before the congregation at a meeting of the congregation. A quorum for any meeting is ten percent of the voters assembly present in person. Each member of the voters assembly is entitled to one vote on each matter, which right may be exercised only in person.

Bylaw 3. Board of Directors

3.1 Board members.

The board of directors consists of five members: the three officers of the congregation and two at-large members. The pastor is a non-voting ex officio member of the board.

3.2 Qualifications and term of office.

(A) *Qualifications.* A board member must be a voting member of this congregation who is in good standing. The president must also be a man.

(B) *Term of office.* Each board member is elected for a two-year term. Board members are elected so that roughly one-half of their terms expire in alternate years (although this may require some board members to be elected for only a one-year term). A term ordinarily begins on the first day of September and ends on the last day of August.

(C) *Consecutive terms.* The president may serve up to three consecutive terms. The secretary and the treasurer may serve an unlimited number of consecutive terms. And an at-large board member may serve up to two consecutive terms.

3.3 Nomination and election.

(A) The nominating committee nominates a slate of candidates for the expiring terms and

submits it to the members of the congregation at least 14 days before the annual meeting. The slate should normally provide one or more names for each office.

(B) If the slate provides only one name for each office, the slate may be approved by the voters assembly. Otherwise, a ballot vote is held and the candidate receiving the most votes is elected.

(C) New board members should be publicly installed during a divine service before their terms begin.

3.4 Removal.

Any member of the board of directors may be removed from office for just cause and in Christian and lawful order by a two-thirds affirmative ballot vote of the voters assembly at any meeting of the congregation. Matthew 18 should be followed in such circumstances. The voters assembly may appoint a replacement to fill the vacancy for the unexpired term. This appointment is not considered in determining eligibility for consecutive terms.

3.5 Vacancy.

The office of a board member becomes vacant if, before the member's term expires, the member dies, resigns, ceases to be a member of the congregation, or is incapacitated. The remaining board members may fill the vacancy for the unexpired term. The appointment is not considered in determining eligibility for consecutive terms.

3.6 Meetings.

(A) *Regular meetings.* The board of directors holds regular monthly meetings on a date that the board designates. A regular meeting may be waived by unanimous consent of all board members.

(B) *Special meetings.* A special meeting of the board of directors may be called by the president and must be called by the president on the written request of three board members. Only the business for which the special meeting was called may be transacted at the meeting.

(C) *Notice.* Notice of any meeting of the board of directors must be given to all directors at least ten days before the meeting. The notice must state the date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting has been called. This information should also be sent to the board members by email.

(D) *Quorum and act of the board.* At any meeting of the board of directors, a majority of the directors present in person or participating other than in person under division (E) of this bylaw constitutes a quorum for the meeting, except that a majority of the directors in office constitutes a quorum for filling a vacancy in the board.

The act of a majority of the directors present at a meeting at which a quorum is present is the act

of the board, unless the act of a greater number is required by the constitution, these bylaws, or the board.

(E) *Participation in meeting other than in person.* A board member may participate in any meeting of the board of directors by conference telephone or video or similar communications equipment, so long as all the board members participating in the meeting can hear one another. A board member participating in this way is considered present at the meeting.

3.7 Action without meeting.

The board of directors may take any action required or permitted to be taken at a meeting of the board without a meeting if all board members consent in writing to take the action without a meeting and to approve the specific action. This consent has the same force and effect as a unanimous vote of the board.

3.8 Limitation of liability.

No member of the board of directors is personally liable for the congregation's debts, liabilities, or other obligations.

3.9 Duties of the Board.

The duties of the board of directors include those tasks that belong to the common administration of the congregation, except those reserved for the voters assembly. The board's duties include:

- (A) strategic planning and implementation;
- (B) establishing policies and procedures in accordance with the congregation's purpose and mission and the budget approved by the voters assembly;
- (C) developing job descriptions for all employee and staff positions;
- (D) selecting, supervising, and removing the congregation's non-called employees and staff;
- (E) deciding disputes as to responsibilities, duties, and authority in the congregation.

To assist it in the performance of its duties, the board may delegate the exercise of any power or authority or the performance of any duty to an officer or other member of the congregation.

Bylaw 4. Officers

4.1 Designation.

The officers of this congregation are a president, a secretary, and a treasurer.

4.2 Authority and duties of officers.

An officer generally has the authority and performs the duties customary to his or her office. Each officer has the specific authority and performs the specific duties stated in these bylaws, listed in the officer's job description, or assigned to the officer by the board of directors.

4.3 President.

The president controls the day-to-day affairs of the congregation, in accordance with the policies and directives of the board of directors. The president's duties include:

- (A) presiding (in person or through a designee) at all meetings of the congregation and meetings of the board of directors; and
- (B) timely submitting to the board of directors an annual written report on the status of the congregation.

4.4 Secretary.

The secretary is the custodian of the congregation's records and is responsible for keeping an accurate record of the proceedings of all meetings of the congregation and meetings of the board of directors. The secretary's duties include:

- (A) maintaining the list of all substantive motions and resolutions passed by the voters assembly or the board of directors;
- (B) maintaining the governing documents of the congregation (e.g, articles of incorporation, constitution, bylaws, statements of belief, policies and procedures, position descriptions); and
- (C) maintaining the lists of baptized, communicant, and voting members (both current and former).

4.5 Treasurer.

The treasurer is responsible for all funds and securities of the congregation. The treasurer's duties include:

- (1) keeping or causing to be kept complete and accurate accounts of receipts and disbursements of the congregation;
- (2) ensuring that the books and financial records of the congregation are properly kept so that information is readily available for reports and the congregation's finances can be accurately audited;
- (3) exhibiting to the board of directors, at any reasonable time, the books and accounts of the congregation;

(4) timely submitting to the board of directors complete financial statements for the fiscal year; and

(5) giving a bond or security for the faithful performance of his or her duties, if required by the board of directors, for which the treasurer is reimbursed.

Bylaw 5. Board of Elders

5.1 Members.

The board of elders consists of at least three members and the pastor. The number of elders may be increased by the board of directors on the recommendation of the pastor.

5.2 Qualifications, selection, and term of office.

(A) *Qualification.* An elder must be a man who is a voting member in good standing.

(B) *Selection.* An elder is appointed by the pastor and approved by the voters assembly.

(C) *Term of office.* Each elder is appointed for a two-year term. An elder may serve an unlimited number of consecutive terms.

5.3 Removal.

An elder may be removed from office, in Christian and lawful order, by the pastor with the consent of the board of directors for persistent adherence to false doctrine, scandalous life, willful neglect of the duties of office, the inability to perform those duties, or failure to worship and commune regularly.

5.4 Vacancy.

The office of an elder becomes vacant if the elder dies, resigns, ceases to be a member, is removed, or is incapacitated before the elder's term expires. The vacancy may be filled for the unexpired term by the pastor with the consent of the board of directors.

5.5 Responsibilities and duties.

The board of elders assists the pastor in the spiritual care of the congregation. It also helps the pastor make decisions on sensitive issues and develop plans and approaches for increasing the spiritual growth and overall mission of the congregation. The board of elders performs the duties assigned to it by the pastor or by the board of directors with the pastor's approval and the duties listed in the position description for the board of elders.

Bylaw 6. Committees

The board of directors creates the committees established in these bylaws and may authorize the creation of others. The board oversees the work of all committees and, except as otherwise stated in these bylaws, retains plenary authority over them, which includes filling any vacancy.

6.1 Nominating committee.

The nominating committee consists of at least three members of the congregation and the pastor, who is an advisory member. The members are appointed by the board of directors and approved by the voters assembly. The committee nominates suitable candidates for offices in the congregation and, upon request, assists the board of directors in finding suitable individuals to serve in other positions in the congregation.

6.2 Audit committee.

The audit committee consists of at least three members of the congregation, one of whom must be a member of the board of directors. The members are appointed by the board of directors and approved by the voters assembly. After the close of each fiscal year, the audit committee reviews the congregation's financial records for the previous fiscal year and its current insurance coverage and timely submits its findings and recommendations in writing to the board of directors.

6.3 Call committee.

A call committee is created when the congregation decides to call a minister of religion. The committee consists of at least five members of the congregation elected by the voters assembly, one of whom must be a member of the board of directors and another of whom must be an elder. The committee organizes and leads the call process for the congregation and screens potential candidates.

6.4 Other committees.

Other committees may be created for specific purposes by the board of directors or by a member of the congregation, subject to review by the board of directors.

Bylaw 7. Pastoral Office

7.1 Summary of ministerial acts.

The pastor must timely submit to the board of directors a written summary of all the ministerial acts (e.g., baptisms, confirmations, marriages, funerals) that occurred during each fiscal year.

7.2 Vacancy in the pastoral office.

(A) When a vacancy occurs or will occur in the pastoral office, the president of the congregation must notify the president of the Ohio District and ask for his help in temporarily filling the vacancy and his counsel in calling a new pastor.

(B) During a vacancy in the pastoral office, the board of elders arranges for pastoral services.

7.3 Calling a pastor.

The following procedure should be used in calling a pastor:

- (A) The board of directors creates a call committee.
- (B) Members of the congregation should be given an opportunity to suggest names for consideration. The call committee then submits all suggested names to the district president for information and evaluation.
- (C) Following the congregation's call policy, the call committee evaluates all potential candidates and selects the best candidate or candidates. And the committee and the board of directors together determine the compensation to offer each candidate.
- (D) The call committee then publicly presents the selected candidate or candidates to the congregation, along with each candidate's proposed compensation, giving the congregation as much information as possible about each candidate.
- (E) At a special meeting of the congregation called by the board of directors for the purpose of calling a pastor, the voters assembly selects the candidate to call by a two-third affirmative ballot vote.

All applicable guidelines established by the Synod or the Ohio District should be followed during the call process.

Bylaw 8. Financial Administration

8.1 Fiscal year.

The fiscal year of the congregation begins on the first day of July and ends on the last day of June.

8.2 Budget and spending.

- (A) *Budget.* The board of directors recommends a budget for each fiscal year that must be approved by the voters assembly at the congregation's budget meeting.
- (B) *Spending.* The board must ensure that spending is in accordance with the approved budget and that total spending does not exceed 103% of the total spending budgeted. But spending beyond the limits of the budget may be authorized by the voters assembly. Any single expenditure that exceeds \$5,000, even if it is in accordance with the budget, must be authorized by the voters assembly.

8.3 Non-called employees.

The board of directors determines the compensation of non-called employees of the congregation. A non-called employee has the authority and performs the duties assigned to him or her by the board of directors, or the board's designee, and the authority and duties listed in a position description.

8.4 Called ministers.

The board of directors annually reviews the compensation of each called minister and determines whether to adjust it. In its determination, the board should consider the recommendation of the board of elders.

8.5 Bonding.

The board of directors ensures that the treasurer and others who have access to the funds of the congregation are adequately bonded. The board must cover the cost of any bond that it requires.

Bylaw 9. Reports and Records

9.1 Annual report.

The board of directors must compile a written annual report for the previous fiscal year and present it to the congregation at the annual meeting. The report should include:

- the president's report on the status of the congregation;
- information about the leadership of the congregation;
- the pastor's summary of ministerial acts;
- reports of activity in administrative areas;
- the findings and recommendations of the audit committee;
- summaries of the congregation's programs, activities, and accomplishments;
- minutes from all meetings of the congregation;
- the budget; and
- complete financial statements for the fiscal year.

9.2 Records of the congregation.

Correct and complete records of this congregation must be kept. The records of the congregation include:

- governing documents (constitution, bylaws, statements of belief, policies and procedures, position descriptions);
- lists of members, including all information maintained about members;
- minutes of meetings of the board of directors;
- financial records of the congregation; and
- annual reports.

A record may be inspected, at any reasonable time, by any member of the congregation or other proper person. With respect to information maintained about members, this right applies only to member names. No information maintained about a member, other than his or her name, may be inspected.

Bylaw 10. Amendment

These bylaws may be amended by a majority affirmative vote of the voters assembly at any meeting of the congregation. An amendment not in conflict with Article III or VIII of the constitution may be proposed by the board of directors and must be proposed by the board on the written petition of ten voting members. The proposed amendment must be submitted to the board of directors in writing and distributed to the members of the congregation at least 30 days before the meeting at which the proposed amendment will be put before the voters assembly.