

**LUTHERAN CHURCH OF THE GOOD SHEPHERD**

**BEL AIR, MARYLAND**

**BYLAWS**

**APPROVED SEPTEMBER 19, 2004**

**RATIFIED JANUARY 16, 2005**

**ENDOWMENT FUND(S)**

- B5.05.01 All gifts received in the Endowment Fund in the form of property other than cash may be converted to cash at its fair market value as soon as practicable, with such conversion to be recommended by the Endowment Committee and approved by Congregation Council. All assets are to be held in the name of "The Lutheran Church of the Good Shepherd Endowment Fund."
- B5.05.02 Gifts received under which life income is retained by the donor are to be referred to the proper office of the ELCA Foundation, 8765 W. Higgins Rd., Chicago, IL 60631, for professional administration.
- B5.05.03 Income from the Endowment Fund shall be used by this congregation to provide equal annual distributions beyond the operating budget of this congregation to the following ministries: parish enrichment (including, but not limited to, scholarships for education for church-related vocations, camping, leadership conferences, etc.); community outreach (works of the church at home and abroad); and facilities improvement (improvements to the existing facility). Disbursement of the income from the Endowment Fund need not occur if causes and programs are not deemed sufficiently warranted by the Endowment Committee or if, in the judgment of the Endowment Committee, total annual disbursement of income is not recommended. If there is no need for the current distribution in any of the three mission areas, the income shall be left to accrue in that account(s).
- B5.05.04 When, in the opinion of the Congregation Council, circumstances are dire and of an emergency nature that the future of the congregation is in question, the Congregation Council, with the support of the Endowment Committee, may recommend authorizing action to the congregation to use the Endowment Fund principal. Notice of a special congregational meeting to be held for the sole purpose of voting on the use of the principal or any part of the principal of the Endowment Fund shall be sent to all members in accordance with this constitution and bylaws. A three-fourths majority vote of voting members attending the special congregation meeting is necessary for distribution of Endowment Fund principal.
- B5.05.05 In the event this congregation ceases to exist, disposition of or transfer of the Endowment Fund shall be in accordance with this constitution and bylaws.

**MEMORIALS AND SPECIAL GIFTS FUNDS**

- B5.06.01 Memorials and special gifts funds shall be established under "Dedicated Accounts" of the financial records of the congregation. Funds donated under this category may be designated gifts in memory of or in honor of individual(s) or any designated or undesignated special gifts to The Lutheran Church of the Good Shepherd.
- B5.06.02 These funds shall be administered by The Endowment Fund Committee, which shall make recommendations to the Congregation Council for expenditure of funds. A written request for use of donated funds must be made in writing to the Endowment Committee, which, in turn shall make written request to the Congregation Council for authorization to spend these fund(s).

- B5.06.03 Disbursement of undesignated memorial funds in excess of \$100 shall be given prayerful consideration and respect when input is received from a relative/friend of the deceased. Appropriate individual(s) shall be notified in writing by the Endowment Fund Committee of the amount in the deceased's fund three months and 11 months after the death requesting input on disposition of the fund. In the event funds remain in a memorial or special gift account one year after inception of such account, the Endowment Fund Committee has full power to make recommendations to the Congregation Council for expenditure or transfer of these funds.

## **MEMBERSHIP**

- B8.05e.01 When a confirmed member has failed to commune or make a contribution of record during the current or preceding calendar year, that member shall be considered an inactive member. A letter advising the member of inactive status shall be sent.
- B8.05e.02 When a confirmed member has been in inactive status for a period of 12 months, the Congregation Council may remove that member from the roll of membership. Within 10 days of the Congregation Council's action, a letter shall be sent advising the Council's action. The member shall have 60 days from the date of the letter to respond by communing or making a contribution of record to avoid final removal from the congregation's membership roll.

## **THE PASTOR**

- B9.01.01 Written ballots to elect and to call a pastor and to decide the merger or separation of congregations shall be a "Yes" or "No" ballot.

## **CONGREGATION MEETING**

- B10.01.01 An annual meeting of the congregation shall be held in November for the purpose of transacting the business of the congregation, including the approval of the annual budget for the next fiscal year, election of Congregation Council members, and election of delegates to the next year's Synod Assembly.
- B10.01.02 The congregational fiscal year shall be from January 1 through December 31 of the same year.
- B10.03.01 Written notices of congregational meetings or constitution and bylaw amendments shall be sent by mail, and shall be either a specially written (and reproduced) letter or a church newsletter, which is sent to all members.
- B10.03.02 Written notices to an individual for other than notification of congregational meetings shall mean written on letterhead stationery and signed by the Church Council President or Secretary.

## **OFFICERS**

- B11.01.01 The Congregation Council may elect non-council, voting members of the congregation for the offices of Secretary and Treasurer. Prior approval of the council nominee must be obtained and that approval made known to the council at the time that the person's name is placed in nomination. The term for offices of Secretary and/or Treasurer shall be three years. The Secretary and/or Treasurer may be elected for a second three-year term.

B11.01.02 The primary duties of the council officers are listed as follows.

- a. The president shall preside at meetings of the congregation and the Congregation Council and assumes responsibility that all officers and committees of the congregation, mission groups and ministry teams are functioning properly and fulfilling their obligations.
- b. The vice-president shall learn the duties and responsibilities of the mission groups, ministries, committees and organizations within the congregation that serve to achieve our mission and goals in order to be adequately prepared to serve as president. The vice-president shall assume all duties of the president in the event that he/she cannot perform them.
- c. The secretary shall keep accurate minutes of all meetings of the congregation and council meetings in a volume provided by the congregation, which shall be preserved permanently in its archives at the congregation's offices. The secretary shall maintain the official copy of the Constitution, Bylaws, and Continuing Resolutions kept at the congregation's offices, to ensure that these documents are up to date. The secretary will ensure that up-to-date copies of the Constitution and Bylaws have been filed with the synod office. The secretary shall sign all legal papers requiring the signature of the secretary of the corporation.
- d. The treasurer shall maintain the books of account of the congregation and shall receive all funds and disburse them on proper orders, making monthly remittance of benevolence receipts to the treasurer of the synod. The treasurer shall analyze monthly financial statements and report monthly to the Council and to the congregation when appropriate. The treasurer shall provide financial information to those individuals and/or groups approved by council to receive such information.

B11.02.01 The president and vice-president shall be elected by the Congregation Council by ecclesiastical ballot. The secretary and treasurer shall be elected by written, majority ballot. Retiring members of the council shall not have the right to vote for officers for the following year.

- a. The president of the council shall serve for one year and may be elected for a second, consecutive term.
- b. The vice-president of the council shall be elected for a one-year term with the knowledge that he/she might assume the presidency the year following his/her election. The vice-president may be elected for a second consecutive term.

#### **CONGREGATION COUNCIL**

B12.01.01 A congregation council member may be removed from Council, by a majority vote of Council, if a judgment of conviction imposed upon that member for a crime defined as a felony (or its equivalent) under the law of the convicting jurisdiction is filed with the secretary of the congregation.

B12.02.01 Newly elected council members are invited to attend council meetings starting with the one immediately following their election. They shall participate in the election of council officers for the following year at the December meeting. They shall have voice but no vote in all other council matters prior to their installation.

B12.02.02 Approval of the nominee shall be obtained before his or her name is entered on the ballot for election as a Congregation Council member at the annual congregational meeting. Similar

approval shall be obtained prior to the nomination from the floor of a candidate for office of Congregation Council member at the annual congregational meeting.

- B12.02.03 No two members of the same immediate family shall serve as Congregation Council members concurrently.
- B12.02.04 A three-member Board of Electors shall be elected by the Congregation Council for each election of council members. The chairperson of this board shall be one of the congregational members of the Nominating Committee. The board shall:
- a. Receive instructions from the Congregation President as to the conduct of the election in accordance with the Constitution and Bylaws.
  - b. Prepare, distribute, collect and count the ballots.
  - c. Deliver the election results, in written form, to the presiding officer of the congregational meeting.
  - d. Prepare and deliver to the Secretary of the Congregation Council a written report of the results of the election. This report is to be signed by each member of the Board of Electors and is to be delivered to the Secretary prior to the next regularly scheduled council meeting.
- B12.03.01 In the event that a vacancy occurs in the membership of the Congregation Council, that vacancy shall be filled as follows:
- a. A successor shall be elected by majority vote of Council members present at a meeting for the unexpired portion of an elected term.
  - b. A person who is elected to fill a vacancy on or prior to December 31 of the first year of the term may not be re-elected to a succeeding term.
  - c. A person who is elected to fill a vacancy on or subsequent to December 31 of the first year of a regular term may be elected to a succeeding term.
  - d. Elections to fill council vacancies must be made no later than the date of the second regular council meeting following the creation of the vacancy.
- B12.05f.01 The Congregation Council may elect a Financial Secretary. Prior approval from the nominee must be obtained and that approval made known to Council at the time that person's name is recommended to Council. The Financial Secretary shall serve for a three-year term and may be elected for a second three-year term. The Financial Secretary shall provide appropriate information to those individuals and/or groups approved by Congregation Council to receive such information.

#### **CONGREGATION COMMITTEES, MISSION AND MINISTRY GROUPS**

- B13.00.01 Pastors shall have voice and vote in all congregation committees (except the Audit Committee), mission groups and ministry teams. Lay staff shall support these groups as directed by the congregation council through the senior pastor.
- B13.01.01 The Executive Committee shall meet monthly, or as needed, to consider any or all of the following:
- a. Receive and evaluate issues to be placed on the agenda for Congregation Council monthly meetings.
  - b. Establish the agenda for Congregation Council meetings.

- c. Monitor integration of committee and mission group oversight for new proposals and/or projects.
  - d. Monitor LCGS compliance with requirements and processes of the ELCA.
  - e. Provide appropriate legal and liability oversight for the activities and procedures of LCGS.
  - f. Determine if any business of the Congregation Council must be conducted between scheduled Council meetings, and conduct e-mail voting of such business with Council members.
  - g. Develop and implement a plan for the annual leadership retreat for the incoming Congregation Council.
- B13.00.02 Each congregation committee chair, mission group leader and ministry team leader shall submit a roster of members to be approved by the congregation council on an annual basis.
- B13.02.01 The nominating committee must place at least one nominee on the ballot for each existing congregation council vacancy.
- B13.04.01 The president shall chair the senior pastor's Mutual Ministry Committee and the vice-president shall chair the associate pastor's Mutual Ministry Committee. Four congregational members shall serve on each committee. Term of office shall be two years, with two members appointed annually. No member may serve on more than one Mutual Ministry Committee concurrently. Committee members cannot be appointed for a second consecutive term.
- B13.06.01 The Endowment Fund Committee shall consist of seven congregation members elected by the Congregation Council with staggered three-year terms. A member may be re-elected for one additional consecutive three-year term. Representatives from mission groups, the treasurer, one Council member, and at-large congregation members shall be represented on the Endowment Fund Committee. The Congregation Council president shall be an advisory member of the Endowment Fund Committee team.
- B13.06.02 The Endowment Fund Committee shall meet as needed, but at least semi-annually. The Endowment Fund Committee shall report to the Congregation Council each month there is activity to report, but at least semi-annually. The committee shall make an annual report to the congregation. A quorum shall consist of four members and when only four members are present, a unanimous vote is required to carry any motion or resolution.
- B13.06.03 The Endowment Fund Committee may request other members of the congregation to serve as advisory members and, at the expense of the Endowment Fund income, may provide for such professional counseling on investments or legal matters as it deems to be in the best interest of The Lutheran Church of the Good Shepherd.
- B13.06.04 Members of the Endowment Fund Committee shall not be liable for any losses, which may be incurred upon the investments of the assets of the Endowment Fund except to the extent such losses shall have been caused by bad faith or gross negligence. No member shall be personally liable as long as he/she acts in good faith and with ordinary prudence. Each member shall be liable only for his/her own willful misconduct or omissions, and shall not be liable for the acts or omissions of any other member. No member shall engage in any self-dealing or transactions with the Endowment Fund in which the member has direct or indirect financial interest and shall at all times refrain from any conduct in which his/her personal interest would conflict with the interest of the Endowment Fund.
- B13.06.05 The Endowment Fund Committee shall be responsible for publicizing the Endowment Fund to educate members about its purpose in order to encourage additional gifts.
- B13.07.01 a. Each mission group shall have a leader who is an elected member of Council. Within the group, there will be ministry teams; each ministry team will have a leader. Ministry team leaders will comprise the specific mission group. The mission group leader will articulate

and interpret the congregation's mission, vision and values to ministry team leaders, and help identify needs for new ministries. The mission group leader will attend ministry team meetings on an as needed basis only.

- b. At its first meeting in each congregational year, the congregation council shall review each mission group and ministry team and make changes needed to better achieve our mission.
- c. The duties of the mission groups and associated ministry teams shall be outlined in continuing resolutions reviewed at the beginning of each congregational year.
- d. Each mission group leader, after consulting with ministry team leaders, will submit, not later than August meeting of the council, a proposed budget for the following fiscal year. Proposed budgets will be itemized as necessary; full justification will be given for any proposed expenditures, which is other than routine; and every effort will be made to base proposed budgets on planned or proposed programs.
- e. Each mission group leader will submit a year-end report covering the activities of the group to the council secretary by the September council meeting. This report shall be included in the report to the congregation at its annual meeting.