

# BYLAWS

## Article I

### **Voters' Assembly**

#### A. Meetings

1. Regular meetings of the Voters' Assembly shall consist of a meeting held at least once a year to conduct whatever business may be necessary. The day shall be set by the Board of Directors and publicized at least two weeks in advance. The notification shall include the major agenda items to be considered as well as a slate of nominees for election when elections are held.
2. Other special meetings of the Voters' Assembly may be called by the Board Chairperson as necessary.

#### B. Quorum

Ordinarily the voters present shall constitute a quorum to do business. However, for amending the Constitution or Bylaws, for extending a call, for the purchase or sale of property, for the erection of buildings, for the relocation of the congregation, or for the removal from office of called persons, eligible voters numbering not less than five percent (5%) of the total voting members listed in the congregation's Annual Report shall be required for a quorum. Motions related to these topics require a 2/3 majority of voting members present for passage. Meetings called for these above topics will be announced at least two weeks in advance of the meeting time. In the absence of such a quorum, those present may fix the date and time for an adjourned meeting which at least five days public notice shall be given. The members who are present at this adjourned meeting shall constitute a quorum.

#### C. Business

1. At every Voters' Assembly meeting, the congregation shall have the right to take up any items of business that are brought forward at these meetings.
2. The reason(s) for and subject item(s) of any special meeting shall be announced or published at least four weeks prior to the date of such meeting. Whenever possible, resolutions to be introduced at such meeting shall be published and made available in advance of the meeting. Items of business not part of or clearly related to the subject(s) of the special meeting shall not be taken up by the congregation and any discussion of such items shall be ruled out of order.

#### D. Order of Business

1. Regular and Special meetings of the Voters' Assembly shall be conducted in accordance with the Constitution and Bylaws. The agenda shall be established by the Board of Directors.
2. In questions of parliamentary procedure not covered by this Constitution and Bylaws, "Robert's" Rules of Order shall prevail.

## Article II

### **Procedure in Issuing a Call to a Pastor**

#### A. Nominations and Election

When the Board of Directors (working with the Staff and Board of Elders) determines that a pastoral call is necessary, the Board shall appoint a call committee whose function is to recommend a qualified pastoral candidate for approval by the Voters' Assembly. The committee shall be constituted as described in Article VII 'Committees'. Public notification of the determination to extend a call, the appointment of the Call Committee and solicitation of the names of potential candidates from the membership at large shall be given at least three weeks before the list of candidates is determined to be final. Any voting member is entitled to submit names of potential candidates in writing to the Call Committee. The committee may also consult the Eastern District office in preparation of the list of nominees.

The Call Committee's recommended candidate, along with biographical, educational, work experience and any other eligibility information the Call Committee deems pertinent shall be published and distributed to the congregation at least two weeks prior to the voters' assembly at which a vote to extend the call is to be held.

Following formal submission of the recommended candidate by the Call Committee to the congregation at the Voters' Assembly, a vote to extend the call shall be conducted by written ballot with a two-thirds majority being required for passage. If possible, the call resolution shall be unanimous.

### Article III

#### **Leadership**

##### A. Officers

The officers of this congregation shall consist of a Chairperson, Vice-Chairperson, Secretary and Treasurer. They shall serve as the Executive Committee with duties as described in the Constitution.

##### B. Eligibility

Only voting members shall be eligible to hold these offices. Women who are voting members shall be eligible to hold these offices as well as serve as members of all boards and committees of the congregation which do not call upon them to carry out the specific functions of the pastoral office. Accordingly, women shall not serve as pastor or member of Board of Elders because this Board shall carry out the functions of the pastoral office when there is a pastoral vacancy.

### Article IV

#### **The Board of Directors**

##### A. Membership

The Board of Directors shall consist of the Executive Committee, previously defined, along with the following positions: Head Elder and Lead Pastor. These positions are non-voting members of the Board. Also, three additional Members-At-Large will be included on the Board, chosen from the voting membership. These voting members may be added to or subtracted from, as ministries dictate, subject to Voters' Assembly approval. Additional non-voting members may be added to or subtracted from, subject to Board of Directors approval.

##### B. Meetings

The Board shall normally meet in regular session at least quarterly.

##### C. Duties

1. The Board of Directors, working in conjunction with the Board of Elders, shall assist the Pastor(s) and staff in all matters of ministry.
2. The Board shall keep the Mission of the congregation foremost in its work. Working with the Board of Elders, the Board shall monitor the welfare of the Pastor(s), called and administrative staff, and arrange for pastoral care as appropriate. The Board of Directors and the Board of Elders shall supervise the

Pastoral Staff and ensure proper supervision of all other staff members in order to accomplish the Mission as stated in Article II of the Constitution.

3. The Board shall transact or supervise the transaction of all legal and general business of the congregation.
4. The Board shall conduct business within the limitations of the annual budget approved by the Voters' Assembly.
5. The Board shall review the various ministries of the congregation, receive reports from the Pastor(s) and Staff and monitor the ministries as they seek to carry out the mission of the congregation.
6. The Board shall report to the Voters' Assembly on the organizational, financial and ministry conditions of the congregation. It shall also recommend a fiscally responsible budget at the Voters' Assembly and manage the election of Board Members.
7. The Board will create and maintain an on-going, long range three year plan that will support ministry future directions. As necessary, the Board may consider the formation of a committee to be responsible for the long range plan. The committee shall be constituted as described in Article VII 'Committees.'

In cases of emergency or other requirements, normally brought to the Voters' Assembly, essential to the effective administration of congregational business, it shall have the power to act on behalf of the congregation. The Board shall seek ratification of its actions at the Voters' Assembly.

## Article V

### **Nomination and Election of the Board of Directors**

#### A. Procedure

A Nominating Committee, appointed by the Board of Directors, shall propose candidates for the meeting of the Voters' Assembly. The Committee shall be constituted as described in Article VII 'Committees.' Public notification of the appointment of a Nominating Committee and an invitation to the Hope membership at large to submit names of potential candidates shall be extended. Any voter is entitled to submit names of potential candidates in writing to the Nominating Committee.

The Board membership proposed by the Nominating Committee shall normally consist of one name for each office or at-large position and, insofar as is possible, be published two weeks in advance of the election meeting. No person shall be nominated without his or her consent.

The proposed Board members shall be ratified first by acclamation or failing that by a majority of the votes cast, if necessary, at the Voters' Assembly.

Officers-elect shall assume their respective duties as specified by the Board of Directors and announced at the election.

A Nominating Committee is not required when the current Director agrees to a second 2-year term in current office or when the BOD or Lead Pastor determines lack of need. Voters' Assembly approval is still required.

#### B. Term of Office

The terms of all officers of the Board shall be for a period of two years. The office of Chairperson and Secretary shall be up for election concurrently and the Vice-Chairperson and Treasurer shall be concurrent with these pairings being elected in alternating years. Normally, no officer shall serve more than two consecutive terms. The three Members-At-Large will be elected for a term of 2 years with no member serving more than two consecutive terms.

#### C. Vacancies

In case of a vacancy in an elected position, the Board will appoint a successor to fill the remaining term, and the appointee shall assume the position immediately.

## Article VI

### **Duties of Officers, At Large Positions**

The primary responsibilities of the Officers follow:

#### A. Chairperson

The duties of the Chairperson will be those generally required of such an executive officer. These duties shall include insuring that the operations of the congregation are conducted consistent with these Bylaws, presiding at all meetings of the Voters' Assembly and Board of Directors, appointing committees according to the instructions of these Bylaws or the resolutions of the Voters' Assembly, and responsibility for seeing that the resolutions of the Voters' Assembly and Board of Directors are carried out.

Specific duties include:

- Sets annual agenda expressed monthly.
- Ensures BOD operates according to established Bylaws and Roberts Rules of Order.
- Drives strategic direction of Hope Church, along with ensuring fiscal duties.
- Serves as "face and voice" of BOD at all official functions.
- Has signing responsibilities in all official capacities that require BOD approval.
- Consults with Lead Pastor and Staff Leadership on church business matters.

#### B. Vice Chairperson

The Vice Chairperson shall perform the duties of the Chairperson in the event of the Chairperson's absence, disability or at the Chairperson's request. In the event of a vacancy in the office of Chairperson, the Vice Chairperson shall succeed to the office of the Chairperson for the remainder of the term.

Specific duties include:

- Provides primary support to Chair.
- Is responsible for acting in Chair's capacity, whether short-term or extended, when said officer is unable to serve.
- Administer Annual BOD Goals process.
- Manages BOD goals/tasks, communicating updates/completions.

#### C. Secretary

The Secretary shall record the proceedings of the Voters' Assembly and Board of Directors. The Secretary shall register all members attending meetings of the Voters' Assembly, and submit the minutes for adoption. The Secretary shall be the custodian of all church records pertaining to the office of Secretary and shall deliver them to his/her successor.

Specific duties include:

- Records monthly BOD meetings, posts on electronic storage (currently, Google Drive) for relevant edits by BOD members, and finalizes and posts monthly minutes for BOD.
- Provides appropriate minutes to Staff as well as minutes to congregation via Hope Communication Team on Hope's website.
- Records Voters' Assembly Meetings, posts for BOD edits, and finalizes and posts on electronic storage; provides final minutes to Hope's Communication Team for posting on Hope's website.

#### D. Treasurer

The Treasurer shall have overall responsibility for the congregation's financial matters.

Specific duties include:

- Monitor and report on Hope Church' fiscal condition.
- Acting in conjunction with Director of Finance, the Treasurer will ensure the proper receipt and disbursement of all congregational funds, accurate record keeping, timely preparation of the annual budget and proper reporting to the BOD and congregation.
- Authorize individuals to transfer funds between investments (with approval from BOD).
- Provide all information necessary for an independent review of the books as prescribed by the Board of Directors.
- Deliver financial status updates to the BOD when Director of Finance is unavailable.

Signature authority for the congregation's financial accounts shall be approved by the Board of Directors, with one signature being required for any given account. Those with signing authority will not have access to checks or be able to approve expenditures. The Board shall authorize individuals to transfer funds between investment accounts. These individuals are required to notify the Treasurer of any transfer being made along with the rationale for making the transfer.

#### E. Members-At-Large

- Lead/participate in additional sub-committees, as assigned and/or volunteered.
- Complete any additional tasks asked by BOD Chair (e.g. Timekeeper, etc.)



F. Universal duties for all BOD Members

- Follow the 5 G's.
- Attend all monthly BOD meetings as required.
- Review all monthly financial reports, etc. in preparation for monthly BOD meetings.
- Vote with necessary fiduciary responsibility on annual budgets, proposed leases, goals, etc.
- Vote as part of necessary quorum at BOD meetings.
- Prepare necessary documents as needed.
- Prepare at least one devotional annually to share at BOD meeting.
- Complete any tasks asked by BOD Chair (e.g. Timekeeper).
- Term:
  - 2-year term.
  - 2 consecutive terms limit in same office.

## Article VII

### **Committees**

The committees of the congregation shall be staffed by voting members of Hope Lutheran Church and may include:

- A. An annually convened Nominating Committee, consisting of, insofar as possible, the Lead Pastor, a past Chairperson of the congregation, a staff member responsible for spiritual gift assessments, and at least three other members all appointed by resolution of the Board.
- B. A Long-Range Planning Committee, consisting of at least five members, appointed by resolution of the Board. This committee shall be concerned with future needs and opportunities and shall make recommendations to the Board and/or the Voters' Assembly as deemed by the Board.
- C. A Call Committee, convened as needed, consisting of, insofar as is possible, a past Chairperson of the congregation, two members from the congregation at large, the Head Elder, and a member of the current Board, all appointed by the Board of Directors.
- D. Such other committees as may be authorized or created by the congregation, the members of which shall be appointed by the Chairperson, unless a different method of selection is authorized by the Voters' Assembly.

## Article VIII

### **Amendments**

These Bylaws may be amended in a properly convened Voters' Assembly as described in Article I.B 'Quorum', provided the proposed change has been published at least two weeks prior to the meeting in which the amendment is voted upon.