

BY-LAWS

CONCORDIA EVANGELICAL LUTHERAN CHURCH OF WILMINGTON DELAWARE

I ACHIEVEMENT OF PURPOSE - EXERCISE OF RIGHTS, DUTIES AND POWERS

Constitutional Basis

All provisions of these By-Laws are designed to conform with the provisions of the Constitution of Concordia Evangelical Lutheran Church (CELC) of Wilmington Delaware and to facilitate their intended purposes.

In particular, Articles II (Purpose), III (Confessional Standards), V (Officers, Boards, Committees and Corporate Powers), VI (Property Rights) and VII (Powers and Rights) provide the foundation and framework for the activities CELC can engage in.

CELC Activities

By way of example and not limitation, CELC engages in, may engage in, or may make its facilities available for all internal and external ministries or activities that comply with the mission of the congregation.

Policies and Procedures

All actions and activities engaged in by CELC are governed by the CELC Constitution and these By-Laws. CELC has developed supplemental policy and procedure documents that provide additional details not included in the Constitution or By-Laws because of their level of detail and their length. Changes to policies and procedures are not subject to the amendment requirements contained in the Constitution and the By-Laws. In the event of a conflict in language, the Constitution prevails over the By-Laws and both the Constitution and the By-Laws prevail over a policy or procedure.

II ADMISSION TO MEMBERSHIP

Communicant membership shall be effected by:

1. Confirmation after a suitable period of instruction; or
2. Transfer from a church body with whom the LC-MS has full altar and pulpit fellowship; or
3. Confession of faith.

III TERMINATION OF MEMBERSHIP

Membership in the Congregation is terminated by:

1. Transfer to an affiliated church.
2. Resignation - A person may be considered as resigned upon receipt of His/ Her announcement of such; by His/ Her permitting loss of contact for an extended period of time; or by assumption of membership in a non-affiliated church.
3. Expulsion - when a member of the Congregation, after fruitless admonition in the various steps prescribed by the Word of God (Matthew 18:15-20) where the observation of such steps has been possible, continues in defiance of God's Commandments, he/she may be expelled by an eighty percent (80%) vote of the Communicant Members. The same shall apply to such members as refuse to submit to church discipline and thus excommunicate themselves.

A person terminating membership by any means shall have forfeited all rights of membership in the Congregation; and all claims upon the property of the Congregation as such, or upon any part thereof, as long as he/she is not again received into membership by the Congregation.

IV CONGREGATIONAL MEETINGS

The regular meetings of the Communicant Members shall be at least four (4) per calendar year with the goal of having approximately one regular meeting per Quarter.

The Annual Meeting of this corporate body shall be the March meeting, at which meeting Trustees, Deacons, and Administrators shall be elected to take office June first following and the Audit Committee shall be ratified.

Special meetings of the Communicant Members may be called when considered necessary by the President, the Board of Deacons, the Administrative Board, or by any five Communicant Members.

All meetings shall be announced in at least the preceding week's worship service(s). Each Annual Meeting shall be announced by notice at the front door of the place of worship in advance of such meeting and to all Communicant Members by mail or any form of electronic communication at least ten days in advance of such meeting.

A meeting shall be valid and legal provided that at least twenty-five (25) members or thirty-three-and one-third percent ($33\frac{1}{3}\%$) of the Communicant Members, whichever is smaller, are in attendance. For the purpose of determining a quorum, the Secretary shall, after the roll call, determine the number of Communicant Members required for such a quorum. This provision shall not be construed as disqualifying any member from casting his/her vote at any meeting. Failing to attend a meeting, a member waives his/her right to cast a ballot at that meeting. In all meetings of the Communicant Members, the majority of the votes cast shall decide all questions, except as otherwise specified in this Constitution and its By-Laws.

V DUTIES OF OFFICERS, BOARDS, AND COMMITTEES

1. The Board of Trustees

The Board of Trustees shall represent the Congregation in legal and financial matters: draw up, sign and preserve the necessary documents, and in all business transactions, act as representatives of the Congregation. They shall exercise all such rights and powers as are herein specifically designated, in the name and stead of the Congregation, but the Congregation may not be bound by acts beyond the authority granted by the By-Laws or beyond the authority granted by special resolution of the Communicant Members.

- a. The President shall be Chairperson of the Board of Trustees and shall preside at all meetings of the Communicant Members. He/She shall be responsible, through the three Vice-Presidents, for conducting the affairs of the Congregation in accordance with this Constitution, its By-Laws, and Resolutions passed by the Communicant Members.

He/She shall appoint a Nominating Committee and an Auditing Committee prior to each annual meeting of the Communicant Members.

He/She shall have custody of the corporate seal, books and records of the Congregation, to which each member of the Congregation shall have reasonable access.

He/She shall perform such other duties as the By-Laws may provide.

- b. Each Vice-President shall serve as Chairman of the Board of which he/she is a member and conduct regular meetings of his/her Board.

In the absence or inability of the President to perform his/her duties, the Vice-Presidents will decide which Vice-President will perform each Presidential duty until the President is again able to perform his/her duties.

Each Vice-President shall have a job description prepared for each member of his/her Board and a purpose statement for each committee appointment for his/her Board. The job descriptions /purpose statements shall be kept up-to-date.

- c. The Secretary shall attend and keep a written record (and electronic files) of all meetings of the Board of Trustees and meetings of Communicant Members and shall maintain files of all business documents of the Congregation as they are released to him/her by various officers, boards, committees and organizations of the Congregation. Meeting minutes shall be distributed to appropriate Boards and Communicant Members prior to the next meeting.

The Secretary shall receive and retain written record (and electronic files) of minutes from the Preschool Advisory Board and the other Boards of the Congregation.

The Secretary shall work with church staff to notify the Communicant Members of meetings and keep an up to date list of all Communicant Members and their attendance at meetings in order to establish a quorum.

The Secretary shall send copies of all other resolutions adopted by the Communicant Members to the appropriate member of the responsible Board as recorded in Minutes.

- d. The Treasurer shall be custodian of the funds of the Congregation. He/She shall keep an account of all receipts and disbursements, and shall present written reports to each regular meeting of the Communicant Members. He/She shall pay all fixed and budgeted expenses without order. All other emergency or extraordinary disbursements he/she shall make only on order of the Trustees under an established limit. Beyond that limit all disbursements must be authorized by the Congregation.

Where purchases or expenditures have been authorized by resolution of the Congregation and are made under the jurisdiction of various officers, boards, or committees, he/she shall require the written approval of such officers, boards or committees before making payment.

The Treasurer shall maintain bank accounts as authorized by the Congregation and in the name of the Congregation. Congregational financial records shall be kept current and shall remain the property of the Congregation in his/her custody. He/She shall submit Congregational financial records for auditing no later than January 31 every year. The Treasurer shall serve as an advisor to the Administrator for Stewardship.

When for any reason the Treasurer is unable to perform the duties of his/her office, the financial records, books, papers, and other valuable articles in his/her keeping and belonging to the Congregation shall be taken into custody by any person whom the President may appoint for this purpose.

- e. The Financial Secretary shall keep account of all contributions and other income of the Congregation. He/She shall prepare and submit such reports as are designated by the Communicant Members, the Board of Deacons, the Administrative Board, or the Business Management Board and shall issue member contribution/offering statements.

The Financial Secretary shall be responsible for having all moneys deposited in bank accounts designated by the Communicant Members; these moneys shall then be in the custody of the Treasurer.

The Financial Secretary shall serve as an advisor to the Administrator for Stewardship.

2. The Board of Deacons

- a. It shall be the duty of the Board of Deacons to assist the Pastor in his pastoral duties; namely, to see that the doctrine of the Evangelical Lutheran Church is preserved and practiced, that the sacraments are administered in accordance with the Word of God; that the church discipline demanded in the Word of God is maintained; that provisions be made for the children to be brought up and taught in the sound doctrine of the Church; and that the members receive abundant opportunity to increase their knowledge of the Word of God and of Lutheran confessions.
- b. The Board of Deacons shall have the responsibility within the provisions of Matthew 18:15-20 of watching over the doctrine preached by the Pastor, his life and official conduct. They shall have the duty to admonish him when necessary.

- c. A concern of the Board of Deacons shall be the care of the physical and spiritual well-being of the Pastor and all called servants and their families. The Board of Deacons shall recommend to the Board of Trustees and the Administrator for Stewardship such action as is necessary to ensure the Pastor and other called servants an appropriate standard of living.
- d. The Board of Deacons shall concern itself with the spiritual welfare of members of the Congregation.
- e. The Board of Deacons shall, upon request, examine, and if possible, settle all such matters as might be properly brought to the attention of the Communicant Members, but which may be deemed advisable for reasons of charity and prudence to be discussed less publicly. In such cases, however, an appeal from the decision of the Board of Deacons may be taken to the Communicant Members.
- f. The board of Deacons shall have no legislative power, but its activities shall be advisory and executive.

3. The Administrative Board

- a. The Administrative Board shall be concerned with all affairs of the Congregation except those matters entrusted specifically to the Board of Deacons or the Business Management Board. Its function shall be advisory but may be executive upon direction of the Communicant Members.
- b. In addition to those positions specifically named, each Administrator shall appoint such committees to serve for a specified period of time as he/she deems to be helpful for carrying out tasks within that Administrator's areas of responsibility.

4. The Administrator for Property

- a. The use, care and maintenance of all properties of the Congregation are the responsibility of the Administrator for Property.
- b. It shall be the duty of the Administrator for Property to see that the estate of the Congregation is protected against loss or damage, and that the Congregation is protected against liability in case of accident within its properties.
- c. Duties of the Administrator for Property shall include seeing that inspections are made at least annually of all properties and taking necessary action or making recommendation for action to keep them in good order and in conformance with applicable government regulations. A formal and detailed report on the condition of the property shall be presented to the Communicant Members in the March meeting.

5. The Administrator for Stewardship

- a. The Administrator for Stewardship shall be responsible for promoting good stewardship of the time and talents of the membership of the Congregation as well as of its monetary reserves.

- b. The Administrator for Stewardship shall appoint a committee for preparing the recommended annual budget and for providing the Congregation with information supporting its recommendations.
- c. The Administrator for Stewardship shall be a member of the Business Management Board.
- d. The Administrator for Stewardship shall work with and aid the Financial Secretary and Treasurer in carrying out their duties and responsibilities.

6. The Administrator for Outreach

- a. The Administrator for Outreach shall be concerned with promulgating and directing the programs for the effective witnessing by the members of Concordia to the Christian Faith so that the Word of God is spread and disseminated, and the unchurched brought into the church family.
- b. The Administrator for Outreach shall be responsible for periodic publications and publicity releases.

7. The Administrator for Worship

- a. The Administrator for Worship shall be concerned with the external aspects of the worship service such as music, ushering, and provision of a worshipful atmosphere.
- b. The Administrator for Worship shall appoint a head usher who shall recruit and direct the staff of ushers. The duties of the staff of ushers shall be to welcome members and guests, take up offerings, supervise effective seating, handle emergencies and to promote a quiet and worshipful atmosphere. The ushers shall take an attendance count at each service.
- c. The administrator for Worship shall assist the Pastor in the proper use of music in the service. For example, he/she shall be responsible for recruiting the choirs, aiding the organist and choir director, assisting with music training in the Sunday school, and for hymn books, choir robes, and musical equipment.

8. The Administrator for Service

- a. The Administrator for Service shall be concerned with problems of the needy within the Congregation and serve as liaison with local community social agencies and welfare agencies of the Lutheran Church.
- b. The Administrator for Service shall be concerned with the education of the Congregation to its obligations in the area of Christian humanitarian endeavor and the blessings to be derived in such services.
- c. The administrator for Service shall promulgate and direct programs for the effective participation of Christian aid in the Congregation.

9. The Administrator for Education

- a. The Administrator for Education shall have the supervision of all educational agencies of the Congregation and shall be responsible for the selection of teachers and assistants required for the operation of the Sunday school and the other Educational Agencies.
- b. The Administrator for Education shall be responsible for an ongoing adult education program.
- c. The Administrator for Education shall be responsible for the Church Library.
- d. The Administrator for Education shall serve on the Preschool Advisory Board.

10. The Administrator for Fellowship

- a. The Administrator for Fellowship shall be responsible for the Fellowship Program of the Congregation.
- b. The program shall include social events that enhance and promote a Christian community for members and guests.

11. The Administrator for Youth

- a. The Administrator for Youth shall be responsible for appointing and supervising a "Youth Committee".
- b. The Youth Committee shall provide Christ-pleasing, Christ-serving, and faith-enhancing programs for our youth.
- c. The Youth Committee shall work closely with the pastor(s), professional youth staff, parents of high school people, and others involved in developing programs for high school students.
- d. To the extent possible, students shall be involved in developing and implementing their programs.

12. Business Management Board

The Business Management Board shall be responsible for:

- a. Maintaining Church records and the operation of the Church office.
- b. Contracts with all hired staff members except the Pastor(s), other called servants and director of music.
- c. Maintains inventory of property, defines property issues, and forecasts budgets for enhancements and maintenance.
- d. Coordinates and controls all contracts and insurance policies of the congregation.
- e. Any other duties provided by the By-Laws and Resolutions passed by the Communicant Members.

13. Nominating Committee

- a. The Nominating Committee shall prepare a list of names of qualified candidates that are willing to serve for the elective offices, and place these names in nomination at the appropriate meetings.
- b. The members of this committee shall serve as tellers at each election.

14. The Audit Committee

- a. The Audit Committee for any year shall report their audit findings to the Communicant Members in the March Annual Meeting.
- b. The Audit Committee shall review the Financial Secretary's and Treasurer records and annual financial reports to determine that all receipts are accounted for and all disbursements have been made in accordance with proper authorizations and correctly reported in the annual financial statements. The Audit Committee shall verify, to the best of their ability, that all financial records are accurate and correct and that all financial processes and procedures were followed during the year just concluded.
- c. The Audit Committee is empowered to hire an external accounting firm for the purpose of performing a formal financial review for any year where, in the judgement of the Audit Committee, an external review is needed. Such external reviews shall be conducted at least once every three years in addition to the annual internal reviews performed by the Audit Committee. Committee can consider of a formal audit (with opinion) if deemed necessary.

VI SOCIETIES AND ORGANIZATIONS

Societies and organizations shall be organized and operated within this Congregation only with the consent of the Communicant Members, to which they shall at all times be responsible through the Administrative Board.

VII ORDER OF BUSINESS - CONGREGATIONAL MEETINGS

1. Opening Prayer
2. Establish Quorum
3. Approval or Amendment of Prior Meeting Minutes
4. Reports
5. Unfinished Business
6. New Business
7. Adjournment with Prayer

VIII AMENDMENTS

Amendments to these By-Laws require three steps as follows:

1. Amendments must be proposed in writing by the President at a regular meeting of the Communicant Members. The Amendments will be read by the President and discussed by voting members present.
2. Proposed Amendments shall be voted on at the next regular meeting of the Communicant Members. Adoption of an Amendment requires approval by at least two-thirds of the voting members present at this meeting.
3. Approved Amendments shall be presented to the district committee designated for that purpose. Upon receipt of written approval from the district, the Amendments will become effective and will become a part of this Constitution.