

Updated November 10, 2020

THE BYLAWS TO THE CONSTITUTION

Edina Community Lutheran Church

Article I. CONGREGATIONAL MEETINGS

Section 1.01 Annual Meetings

- (a) The annual meeting of the congregation will be held in the first calendar quarter of each calendar year, on a date set by the Council of Ministers.
- (b) Announcement of the time and place of the meeting will be made at two public services immediately preceding the meeting, said services to be at least a week apart, and in such publication as the congregation or the pastors may periodically issue; or by special written notice to the voting members, mailed at least 10 days before the meeting date.

1.01(b).B20 This congregation may hold meetings by remote communication, including electronically and by telephone conference, as long as there is an opportunity for simultaneous aural communication. Notice of all meetings may be provided electronically. The current roster of voting members will be determined and be available prior to and at each congregational meeting.

- (c) A quorum for the conduct of business at any congregational meeting will consist of 50 voting members.

Section 1.02 The annual meeting will transact the following business:

- (a) Approval of prior minutes
- (b) Reports from the rostered leaders, Council of Ministers, treasurer, and other committees and auxiliary organizations as needed
- (c) Election of Council of Ministers members
- (d) Approval of budget for current year
- (e) Action on resolutions of the congregation
- (f) Election of other committee members, delegates, representatives, etc., as needed

Section 1.03 At any congregational meeting, voting will be by ballot on the following questions:

- (a) To elect the Council of Ministers
- (b) To adopt or amend the Articles of Incorporation, Constitution, and Bylaws
- (c) To call or request the resignation of a pastor.

- (d) To excommunicate a member from the congregation or remove a member from office in the congregation
- (e) To sever membership in the synodical body with which the church is affiliated
- (f) To dispose of, encumber, or purchase real property
- (g) When requested by 10 or more voting members present.

Section 1.04 A majority of the votes cast of any duly called and convened meeting will be sufficient to pass all matters of business, except where the Articles of Incorporation, Constitution, or Bylaws prescribe a greater percentage.

Section 1.05 Voting members of the congregation who have communed at ECLC at least twice in the 12 months preceding the date of the congregational meeting may vote by proxy at any annual or special meeting of the congregation.

- (a) Proxy requirements. A proxy will:
 - (i) *Be in writing,*
 - (ii) *Be signed by the voting member granting it,*
 - (iii) *Identify the meeting during which the proxy may be exercised,*
 - (iv) *Identify the voting member or voting members by whom the proxy is to be identified, and*
 - (v) *Affirm that the voting member granting it is eligible to vote.*
- (b) Any writing, regardless of form, which substantially complies with the foregoing requirements will be considered a valid proxy.
- (c) A proxy must be presented to the Secretary of the congregation or the church office at least one working day prior to the congregational meeting. A proxy gives the proxy holder the authority to vote as the proxy holder sees fit and not under the direction of the member granting the proxy.
- (d) At the request of any two voting members, the identity of all proxy grantors and proxy grantees will be announced and noted in the minutes. Directions or limitations contained in proxies exercised in connection with secret or sealed ballots will not be publicly disclosed except to the secretary of the congregation, to those designated to tabulate said votes, or as necessary to rule on challenges.

- (e) Challenges to the validity of a proxy may be made by two or more voting members prior to the announcement of the results of a vote or they are waived. Ballots or votes cast by challenged proxies will be segregated during the vote tabulation process to ascertain if their number might be outcome determining. Challenges to the validity of proxies will be ruled on initially by the chair, whose decision will be final unless overturned by a simple majority vote of the congregation. (During a vote regarding the validity of a challenged proxy, the challenged proxy may not be exercised. If two or more proxies are being challenged, no challenged proxy may be exercised during the votes on their validity.)
- (f) All matters of meeting procedure will be governed by the usual rules of parliamentary orders, such as Robert's Rules of Order, except where such procedure conflicts with the ECLC Constitution or state law.

Section 1.06 Special Meetings

- (a) Special meetings of the congregation may be held from time to time. They may be called either:
 - (i) *By a majority vote of the Council of Ministers,*
 - (ii) *By the president of the Council of Ministers, or*
 - (iii) *By written request of any 10 voting members of the congregation.*
- (b) Special meetings may conduct any business which could properly be conducted at an annual meeting.
- (c) Notice and call to a special meeting will be in the same form as the notice and call of an annual meeting.
- (d) The notice and call will state the purpose and business to be taken up at the special meeting. Only the business referred to in the notice and call can be acted on at the special meeting.
- (e) All regulations and procedures in these Bylaws for the conduct of congregational meetings will also apply to special meetings.

Article II. MEMBERSHIP

Section 2.01 Voting Membership

- (a) The Council of Ministers will be responsible for determining the voting membership in accordance with the qualifications specified in the Constitution and Bylaws and in consultation with the congregation as necessary.

- (b) Any confirmed member in good standing desiring to change membership to another church will, on request, be entitled to a letter of transfer.
- (c) The rostered leaders will periodically review those confirmed members who have not taken part in Holy Communion, supported the church financially, or appear to no longer desire participation in the life of the congregation, and encourage them to become active members again.

Section 2.02 Communion Participation

- (a) This congregation practices an open communion table. All who wish to know the presence of Christ in the sacrament are welcome. Children may also commune at the discretion of their parents.

Article III. COUNCIL OF MINISTERS

Section 3.01 Number and Term

- (a) The Council of Ministers will consist of:

- (i) *Officers:*

- 1) President,
 - 2) Vice-President,
 - 3) Treasurer, and
 - 1) Secretary

- (ii) *Ministers:*

- 1) Stewardship,
 - 2) Properties,
 - 3) Welcoming,
 - 4) Shepherding,
 - 5) Worship, Art, Music,
 - 6) Mission,
 - 7) Faith Formation for Adults,
 - 8) Faith Formation for Youth and Children.

(iii) Non-voting participants

- 1) The President Ex Officio, Pastors, and other designated staff at the discretion of the Council will participate in Council activities as non-voting members.

(b) Terms

- (i) The President and Vice President will be elected for one year terms.*
- (ii) At the Congregational meeting each year, the current Vice President will become the default nominee for President, and the current President will become the President Ex Officio.*
- (iii) All other Council of Minister positions will be elected for three year terms. Terms will be staggered so that no more than five (5) member are elected in any year.*

(c) Qualification

- (i) To qualify for membership on the Council of Ministers, the candidate must be a voting member of the congregation at least one year before election.*

(d) Election

- (i) Officers and ministers will be elected at the annual meeting of the congregation; will take office immediately, and will serve until their successors are duly elected and installed.*

(e) Vacancy

- (i) In the event of a vacancy in the Council of Ministers or in the offices of vice-president, treasurer, or secretary, the Council of Ministers will select a successor to the vacancy to serve until the next annual congregational meeting, at which time, a successor for the balance of the unexpired term will be duly elected.*
- (ii) In the event of a vacancy in the office of president, the vice-president will complete the president's term.*

(f) Re-Election and Service

- (i) No elected member of the Council of Ministers will serve for more than six consecutive years. The filling of an unexpired term of less than one year will not count toward this total.*
- (ii) No person will hold two positions simultaneously on the Council of Ministers.*
- (iii) Any officer and/or Council of Ministers member who neglects properly assigned duties, will be counseled in a Christian spirit by the president and/or Council of Ministers.*

Section 3.02 Meetings

- (a) The Council of Ministers will meet once a month at such regular time and place as may determine. Such regularly set monthly meetings need have no special call or notice, except that the regularly scheduled time and place of the meeting will be made known, once set, to the congregation. Special meetings to conduct any business may be called by the president, vice-president, or any two ministers, at any time, with whatever call and notice is consistent with the expediency or exigency of the business to be conducted.

3.02(a).A20 The Council of Ministers and its committees may hold meetings by remote communication, including electronically and by telephone conference and, to the extent permitted by state law, notice of all meetings may be provided electronically.

- (b) Membership Attendance

(i) Council of Ministers meetings will be open to all voting members of the congregation even though not a member of the Council. Any member so attending will not be given the privilege of voting. Any member, may, however, be given the privilege of the floor by the presiding officer.

- (c) Quorum

(i) A quorum for the conduct of any Council of Ministers meeting will be at least seven (7) members excluding non-voting participants.

Section 3.03 Duties of Officers

- (a) The President will:

- (i) Preside at all meetings of the congregation and the Council of Ministers*
- (ii) With the pastors, oversee the work of the areas charged to the various ministers*
- (iii) Designate which minister has the authority and responsibility to deal with items of congregational activity or business which do not clearly fall within any one ministry*
- (iv) With the pastors, have special responsibility for initiating short and long range planning*
- (v) Prepare an agenda for all meetings of the Council of Ministers*
- (vi) With the help of the vice-president and the Personnel Committee, recommend to the Council of Ministers pastoral salaries and benefits for incorporation in the annual budget.*
- (vii) With the help of the vice-president and pastors, recommend salaries for all other staff except that which is specifically charged to a particular ministry.*

- (b) The Vice-President will:

- (i) Perform duties of the president in case of the latter's absence or disability*
- (ii) Serve on the Personnel Committee.*
- (iii) Assist the president in making certain that members of the Council of Ministers are carrying out their assigned tasks.*
- (iv) Perform such additional duties as will be prescribed by the president of the Council of Ministers.*

(c) The President Ex-Officio will:

- (i) Assist the president in making certain that members of the Council of Ministers are carrying out their assigned tasks.*
- (ii) Serve in an advisory role to the Council of Ministers*
- (iii) Take on special projects as needed.*

(d) The Treasurer will:

- (i) Be the custodian of all funds of the congregation except investment funds and funds of auxiliary organizations*
- (ii) Disburse all such funds in accordance with the decisions of the congregation or the Council of Ministers*
- (iii) Present an audited report to the annual congregational meeting*
- (iv) Report monthly receipts and disbursements to the Council of Ministers.*

(e) The Secretary will:

- (i) Keep minutes of Council of Ministers and congregational meetings, ensure all congregational records are being maintained, and serve as secretary of the congregation.*

(f) Disbursements of all congregational funds will be approved by one or more Council of Ministers officers. The Council will determine appropriate policies and procedures for signing and the number of signatures required.

Section 3.04 Duties of the Ministers

(a) The Council of Ministers has oversight responsibilities for the governance and affairs of the congregation as stated below, and may delegate responsibilities to staff and will:

- (i) Manage the affairs of the congregation between meetings of the congregation*
- (ii) Facilitate and maintain intercommunication between members of the ministries, and ensure that information useful to the total membership of the congregation be disseminated.*
- (iii) Provide for an annual audit of the books of the congregation by competent auditors who are selected by the Council of Ministers. No member of the Council of Ministers will be allowed to be a member of the audit staff.*
- (iv) Formulate long range plans for the congregation, communicate them to the total membership and regularly review and update them*
- (v) Make interim arrangements in case of a vacancy in a pastoral office*
- (vi) Submit a proposed budget to the annual congregational meeting*
- (vii) Prepare the agenda for all annual and special meetings of the congregation*
- (viii) Appoint members to assist in the minister's special ministry*
- (ix) Individually determine the frequency and type of meetings for a particular ministry*

Section 3.05 Task Forces

- (a) The Council of Ministers may select from its group and/or from the congregation Task Forces as it deems necessary to assist in the performance of its duties. Such committees will not have any authority or power beyond their express authorization and will not exist beyond the terms of the Council of Ministers that institutes them. A pastoral call committee, however, will serve and exist until its duties have been performed.

Section 3.06 Staff

- (a) The Council of Ministers is responsible for the organizational chart and budget of the congregation. The pastors are responsible for the day-to-day staffing decisions, within the approved budget and organizational chart.

Section 3.07 Pastors' Salaries

- (a) Adjustments in the salary of the pastors will be the responsibility of the Council of Ministers, under the advice of the Personnel Committee and subject to the congregation's approval of the budget.

Section 3.08 Budget and Expenditures

- (a) The Council of Ministers will, as far as possible, operate within the limits of the approved budget of the congregation.

Section 3.09 Building, Land and Physical Properties

- (a) The Council of Ministers will ensure the physical maintenance of all tangible assets of the congregation. Use of the building and property will be governed by policies of the Council of Ministers.

Article IV. AUXILIARY ORGANIZATIONS AND STANDING COMMITTEES

Section 4.01 Standing Committees

- (a) Financial Management Committee

- (i) *The Financial Management Committee will consist of the treasurer and two (2) to five (5) members appointed by the Council of Ministers. Terms of the members will be three years. The Financial Management Committee will provide advice and assistance to the Treasurer and staff in managing the financial affairs of the congregation. Committee members will incur no personal financial liability.*

- (b) The Audit Committee

- (i) *The Audit Committee will consist of between four and eight members, appointed annually by the Council of Ministers, to audit all accounts of the congregation, and of the various organizations and groups within the congregation as the Council of Ministers may request. Members of the committee cannot be persons involved with maintaining financial records of the congregation. Specifically, the Audit Committee will:*

- 1) Audit records of ministerial acts
- 2) Audit all financial records kept by the Council of Ministers (treasurer to present report at the annual meeting)
- 3) Oversee submission of an audited annual report by the Financial Management Committee.

(c) The Nominating Committee

- (i) The Nominating Committee will be composed of five (5) members: two elected by the Council of Ministers from its own membership, two elected by the annual meeting from persons not on the Council of Ministers, and the Council of Ministers president. The Council of Ministers will fill any vacancy on this committee between annual meetings.*
- (ii) The members of the Nominating Committee will serve for the year following their election. They will nominate one or more candidates for each position to be filled on the Council of Ministers and will secure the consent of each candidate to serve, if elected.*
- (iii) The candidates of the Nominating Committee will be made known to the congregation at the annual or special meeting at which the election is to take place.*
- (iv) In addition to nominating members for the Council of Ministers, this committee will nominate members for any other committee required by the congregation.*

(d) The Personnel Committee

- (i) The Personnel Committee will be composed of six members: five elected by the congregation at the annual meeting from persons not on the Council of Ministers and the Vice-President of the Congregation.*
- (ii) The three-year terms of the five elected members from the congregation at large will be staggered.*
- (iii) The Vice-President will serve on the Personnel Committee and will convene the first committee meeting of that year until the committee will choose its chairperson*
- (iv) The committee will ensure that the personnel management process is in place and followed and includes an annual review for each employee and periodic review and revision of job descriptions. The Chair of the committee will ensure all confidential personnel documents are labeled and treated as "Confidential".*
- (v) The Personnel Committee will be responsible for maintaining an Employee Handbook, including personnel policies and grievance procedures. Staff grievance procedures in compliance with the Constitution and Bylaws.*
- (vi) The Personnel Committee will identify opportunities to recognize, support, and appreciate staff members.*

Section 4.02 Call Committee

- (a) When a pastoral vacancy occurs, the Council of Ministers will appoint a Call Committee consisting of at least four (4) and no more than eight (8) voting members of the congregation, including the current Council of Ministers President. Subject to and in accordance with the terms of the Constitution, the Call Committee will work with the Synod to conduct a selection process in accordance with Synod guidelines and will recommend a candidate to the congregation. The congregation will then proceed as stated in the Constitution and Bylaws to vote and issue a Letter of Call. The committee will be dissolved on the installation of the new pastor.

Section 4.03 Other Committees

- (a) The congregation may further, from time to time, establish other standing committees, the purpose, members, term, appointment and duties to be outlined by the resolution establishing such a committee.
- (b) Existing Auxiliary Organizations, Standing Committees and Sponsored Groups
 - (i) *All auxiliary organizations, standing committees, and sponsored groups, whether specifically referred to in these Bylaws or not, existing at the time of the adoption of these Bylaws are hereby granted permission to continue their functions and existence.*
 - (ii) *Solicitation of Funds and Incurring Liabilities*
 - 1) No auxiliary organization or standing committee will engage in any solicitation of funds or money raising schemes or incur any liabilities or indebtedness without express authorization of the rostered leaders. Nor will any sponsored group or organization engage in any such fund raising or incur liabilities without prior authorization of the rostered leaders, if in fact the impression is given, in such fund raising or in such liability incurring activity, that it is an activity of the church or congregation per se.

Article V. RECORDS

Section 5.01 Ministerial Acts

- (a) The pastors will keep in permanent record form a complete record of all ministerial acts performed by him/her or assistants while serving the congregation. These records will be the property of the congregation and will contain only such things as would be a matter of public record. Records will to be available to the congregation and to the public and contain a complete record of all baptisms, confirmations, marriages performed, funerals conducted, admissions to membership and other such matters the pastors deem pertinent. The Council of Ministers will see that these records are audited annually.

Section 5.02 Congregational Records

- (a) Permanent records of all congregational meetings, Council of Ministers meetings, and financial records will be kept by the Council of Ministers. The records will be available for inspection by members of the congregation, except such records of personal contributions or pledges which will be available only to personnel of the church authorized by a pastor as needed, the pledging or donating member, and appropriate governmental authorities.

Article VI. PASTORAL CALL

Section 6.01 Call to a pastor to serve this congregation will be issued only after an appropriate vote by the congregation held pursuant to the Constitution. The call will be signed by the president or the vice-president and will be attested to by the secretary or other member of the Council of Ministers. The call will state the purpose of the call, the term of the call, whether indefinite or of a limited period, remuneration to be granted by the congregation, and the period within which a reply is requested. A pastor presently serving the congregation will notify the Council of Ministers prior to the acceptance of another call.

Article VII. INVESTMENT FUNDS

Section 7.01 Investment, Memorial and Endowment Funds will be established by the Council of Ministers as needed, and managed according to policies established by the Council of Ministers.

Article VIII. AMENDMENT

Section 8.01 These Bylaws may be amended at any legally called and convened congregational meeting by an affirmative vote of a simple majority of the meeting.