

TRINITY LUTHERAN CHURCH

BYLAWS

(Amended and Restated, as adopted on January 18, 2004)
(Additional Amendments to Section III B. adopted January 29, 2006)
(Additional Amendments adopted January 24, 2010)
(Additional Amendment adopted January 23, 2011)

I. OUR VISION

Trinity Lutheran Church is people whom God has called through the Holy Spirit into fellowship with Christ to be a holy people, the communion of saints, the body of Christ, the church. Into this fellowship, Jesus calls men, women, and children of all conditions in order to have them with him and to share everything with them; his Father's love, his Spirit, his mission.

In the fellowship of the church, we continue to be empowered by Christ's Word and Spirit. The Holy Spirit works through the means of grace (the Word and the Sacraments) to create and sustain our faith and to help us mature as disciples of the Lord Jesus.

Called into fellowship with Christ and empowered by the Spirit of Jesus, we are now sent to be Christ Caring people; to befriend, to serve, to visit, to witness, to invite, to baptize, to teach. Our mission is to use life totally to serve Christ by ministering in his name to each other within the Congregation and to people in the community around us. We go with the promise of Jesus: I am with you always.

II. CONGREGATIONAL MEETINGS

- A. The Annual meeting of the Congregation will be held on a Sunday in January as designated by the Congregation Council.
- B. A special meeting per paragraph C10.02 of the Constitution shall be called at the written request of 50 voting members.
- C. Ten percent (10%) of the voting members shall constitute a quorum for any congregational meeting.

III. NOMINATIONS AND ELECTIONS

A. NOMINATING PROCEDURE

- 1. As further set out in this Section, the Nominating Committee shall be responsible for nominating for consideration and election at each annual meeting of the Congregation four (4) slates of voting members of the Congregation: (i) one slate to serve as officers and at-large members on the Congregation Council; (ii) one slate to serve as representatives of the Congregation at the Synod Assembly for that year; (iii) one slate to serve

on the Nominating Committee, and (iv) one slate to serve on the Endowment Fund Committee. The slate for officers and at-large members shall also include nominees for the offices of Vice-President, Secretary and Treasurer. Any member of the Nominating Committee may call a meeting of the Committee.

2. At least six (6) weeks prior to the date of the annual meeting of the Congregation, the Nominating Committee shall:
 - (i) Prepare a slate of at least one and not more than two candidates for each Congregation Council position to be filled and candidates for the offices of Vice-President, Secretary and Treasurer, when applicable;
 - (ii) Prepare a slate of nominees to attend the annual Synod Assembly for the upcoming year;
 - (iii) Prepare a slate of at least one and not more than two candidates for each Nominating Committee position to be filled; and
 - (iv) Prepare a slate of at least one and not more than two candidates for each position on the Endowment Fund Committee to be filled.
3. Voting members may make additional nominations of eligible voting members for election of officers and members at-large of the Congregation Council, Nominating Committee, Synod Assembly and Endowment Fund Committee at least thirty (30) days prior to the annual meeting, if such additional nominee consents to the nomination. Such additional nominee(s) shall then be included on the appropriate slate for the position so nominated. The Congregation Council shall forward any such names so received to the Nominating Committee. No nominations from the floor for any of the four (4) slates shall be permitted.
4. At each annual meeting of the Congregation, the Congregation shall elect from the slate of nominees put forth by the Nominating Committee at least three (3) candidates to serve as nominees to attend the Synod Assembly during the upcoming year.
5. At each annual meeting of the Congregation, there shall be elected three (3) voting members of this Congregation to serve on the Nominating Committee for a term of two (2) years from the slate of nominees put forth by the Nominating Committee.
6. At the 2010 annual meeting of the Congregation, the Congregation shall elect six (6) voting members of the Congregation to serve on the Endowment Fund Committee, two of whom shall be elected for a term of three (3) years each, two of whom shall be elected for a term of two (2)

years each, and two of whom shall be elected for a term of one (1) year each.

7. At each subsequent annual meeting of the Congregation, there shall be elected two (2) voting members of the Congregation to serve on the Endowment Fund Committee for a term of three (3) years each from the slate put forth by the Nominating Committee.
8. The chairperson of the Nominating Committee shall be selected annually by majority vote of the committee members then serving.
9. The Nominating Committee shall confirm with each candidate that he or she accepts the responsibilities of congregational membership set forth in *C8.04 of the Constitution and is willing to serve if elected.
10. Any vacancy created by a person then serving on the Nominating Committee shall be filled by the Congregation Council by appointment of another voting member of the Congregation to serve out the unexpired term.
11. The Nominating Committee shall submit the four (4) slates (which shall also include the names of any member nominated by a voting member as provided in paragraph III.A.3. above), to the Congregation Council, publish the slates one time in the Sunday church bulletin not less than six (6) weeks prior to the annual meeting, and take reasonable steps to communicate by mail, e-mail, the church newsletter or otherwise the proposed slates to the members of the Congregation.
12. The following limitations shall be applied to eligibility of a voting member to serve on either the Congregation Council or Nominating Committee:
 - (i) No voting member may serve on the Congregation Council if at the same time there is or would be another person in his or her immediate family, or parent, or grandparent or child of such voting member, or an individual related by marriage to such voting member, serving on the Congregation Council;
 - (ii) No voting member shall serve on the Nominating Committee if at the same time there is or would be another person in his or her immediate family, or parent, or grandparent or child of such voting member, or an individual related by marriage to such voting member, serving on the Congregation Council;
 - (iii) No voting member shall be nominated or placed on the slates of candidates to be elected to either the Congregation Council or the Nominating Committee if upon election there would be another person in his or her immediate family, or parent, or grandparent

or child of such voting member, or an individual related by marriage to such voting member, then serving on the Congregation Council.

B. ELECTION

1. Each slate shall be elected by written secret ballot, although election of any slate by public acclamation upon motion made and seconded shall also be permitted.
2. The Nominating Committee shall have written ballots prepared and available, and arrange for ballot counters, at any congregational meeting where any of the three slates are a contested election.
3. Each slate shall be voted on separately. Election shall be determined by a majority of the voting members casting votes. Voting by proxy is not permitted.
4. If on any vote, a majority of votes is not cast for one candidate, then the two candidates with the highest and second highest number votes shall be candidates in a run-off election. In the run-off election, the candidate with the most votes shall be elected.
5. The Vice-President, Secretary and Treasurer shall be elected to the office by the Congregation at the annual meeting or any special meeting called for such purpose.
6. The Vice-President in serving her/his two year term shall serve the first year as Vice-President and President-Elect, and shall succeed to the office of, and serve the second year of the term as, President of the Congregation. Provided, however, if the office of Vice-President is vacated, then at the next meeting of the Congregation to elect officers, the Congregation shall elect both (i) a member to fill the office of President of the Congregation for a term of one (1) year; and (ii) a member to fill the office of Vice-President for a term of two (2) years, the first year as Vice-President and President-elect and the immediately following year as President of the Congregation.
7. The Secretary, Treasurer and all at-large members shall be elected for two (2) year terms.
8. A Nominating Committee member may not serve more than one (1) term, although nonconsecutive terms on the Nominating Committee are permissible.
9. An Endowment Fund Committee member may not serve more than one (1) term, although non-consecutive terms on the Endowment Fund Committee are permissible. For this year only (2011), a member of the

Endowment Fund Committee elected for a one year term at the 2010 Congregational meeting may be elected for an additional three (3) year term.

C. INSTALLATION

1. Terms of office shall begin immediately upon conclusion of the meeting at which the election was held.
2. Elected officers and Congregation Council members shall be installed in a regular Sunday worship service following the annual meeting.

IV. OFFICERS AND CONGREGATION COUNCIL

A. COUNCIL MEMBERSHIP

1. The Congregation Council shall be composed of the senior Pastor, the officers of the Congregation and the eight (8) at-large members of the Congregation elected at the annual meeting.
2. A quorum for the transaction of business shall consist of a majority of the members of the Congregation Council, including the senior Pastor or interim Pastor, except when such person requests or consents to be absent and has given prior approval to an agenda of routine matters which shall be the only business of the meeting.

B. GENERAL DUTIES

1. The officers and council members should set an example for others through diligent application of the privileges and duties of membership as cited in paragraph *C8.04 of the Constitution.
2. Council members shall work as a team to implement the mission, objectives, and directives of the Congregation, in faithful compliance with the duties and responsibilities specified in paragraphs C12.04 through C12.09 of the Constitution.
3. The Congregation Council shall do an annual evaluation and performance review of the senior Pastor.

C. PRESIDENT

1. The President shall preside at the meetings of the Congregation, Congregation Council and Executive Committee. The President may appoint special committees, with the approval of the Congregation Council. The President is an ex-officio member of all committees of the Congregation, and may attend meetings of other congregational organizations. The President shall be authorized to sign checks for

disbursement of funds to the extent permitted by continuing resolution of the Congregation Council.

D. VICE-PRESIDENT/PRESIDENT-ELECT

1. The Vice-President/President-Elect shall:

- (i) perform the duties of the President in the President's absence, disability or vacancy of that office;
- (ii) be a member of the Operations and Services Committee; and
- (iii) undertake such other activities and responsibilities as directed by the Congregation Council from time to time. During the second year of the Vice-President's term, such person shall serve as President of the Congregation.

E. SECRETARY

1. The Secretary shall maintain a master copy of the Constitution and bylaws along with amendments, act as custodian of all official papers, and attest to all official documents.

F. TREASURER

1. The Treasurer shall have custody of all funds of the Congregation. The Treasurer shall be authorized to sign checks and disburse the funds of the Congregation in accordance with the budget or as otherwise provided herein. The Treasurer shall keep accurate permanent records, assure that good systems and methods are used in the accounting of funds, receipts and disbursements, and recommend improvements or changes where needed. The Treasurer shall provide financial reports and budget review for the regular meetings of the Congregation Council and Congregation and shall prepare a budget for each next calendar year by not later than December 15 of each year.
2. The Treasurer shall be a member of the Operations and Services Committee.

G. RECORDING SECRETARY

1. The Recording Secretary shall be appointed by the President, with the concurrence of the Congregation Council, and shall not be a voting member of the Congregation Council. The Recording Secretary shall record and maintain permanent minutes of meetings of the Congregation and the Congregation Council and shall conduct correspondence authorized by the Congregation and/or Congregation Council.
2. Minutes of meetings of the Congregation and of the Congregation Council shall be approved by the Congregation Council. For timely action by the Congregation Council and for the information of all members, the Recording Secretary shall:
 - a. Provide council minutes for the next meeting of the Congregation Council.
 - b. Post approved council minutes in an accessible location.
 - c. Be responsible for periodic publication of a summary of significant council actions.

H. SENIOR PASTOR

The senior Pastor shall be responsible for the day-to-day operations of the church and its ministries, for leading the staff in planning and implementing the programs of the church, and shall be responsible to the Congregation Council for those programs. The senior Pastor shall have the responsibility of communicating to and seeking approval of the Congregation Council for staff remuneration, staff assignments, and staff job descriptions. The senior Pastor shall attest to the accuracy of the list of voting members of the Congregation.

V. MINISTRY

A. OVERVIEW OF MINISTRY

1. The ministries of the Congregation may be implemented through ministry teams, special committees or other organizational structure. The composition and functions of ministry teams shall be coordinated by the senior Pastor together with the Congregation Council and the church staff. Actions and plans shall be communicated regularly to the Congregation Council and Congregation.

2. Any ministry team may appoint additional members from the Congregation, establish working groups, and recruit others for special projects.
3. Any ministry team may initiate budget recommendations to the Finance Sub-Committee regarding its area of responsibility.

B. MINISTRY TEAMS

1. Ministry efforts may be established through the annual strategic planning effort led by the Congregation Council.
2. Ministry Teams shall make regular written activity reports to the Congregation Council and shall, upon the direction of the Congregation Council, make oral reports to the Congregation Council.

VI. STANDING COMMITTEES

A. EXECUTIVE COMMITTEE

1. The Executive Committee, composed of the President, Vice-President/President-elect, the Secretary, the Treasurer and the senior Pastor, shall have the power to act for the Congregation Council in times of emergency and set the agenda for Congregation Council meetings and Congregation meetings, and otherwise undertake such other matters as set forth in further resolution of the Congregation Council. The Pastor may not be the chairperson of the Executive Committee.

B. NOMINATING COMMITTEE

1. The responsibilities of the Nominating Committee are to handle nominations and elections as described in Section III of the bylaws. The chairperson of the Nominating Committees shall be elected annually by members of the Committee.

C. AUDIT COMMITTEE

1. The Audit Committee shall arrange and facilitate an audit of the books of accounts and records, receipts and disbursements, and reconciliation with bank accounts. The chairperson of the Audit Committee shall be appointed by the Congregation Council.
2. The Audit Committee shall submit a comprehensive report to the Congregation Council promptly after the end of each calendar year, and shall provide a summary of the report to the Trinity Congregation at the annual meeting.

3. The Audit Committee shall make recommendations to the Congregation Council.
4. The Treasurer may not be a member of the Audit Committee.

D. CALL COMMITTEE

1. The Call Committee shall consult with the Congregation Council and Synod to secure a list of the names of candidates to fill any vacancy of a called position at the church. The chairperson of the Call Committee shall be appointed by the Congregation Council.

E. OPERATIONS AND SERVICES COMMITTEE

1. The chairperson of the Operations and Services Committee ("OSC") shall be appointed by the Congregation Council and shall serve for a term of one (1) year. A chairperson may serve more than one term. The committee shall be composed of the Vice-President, the Treasurer, the Director of Operations and the chairs of each subcommittee under the OSC.
2. The Committee shall make regular reports to the Congregation Council regarding the aspects of Congregational life within its responsibilities which shall include the oversight of the following committees and such other functions as determined from time to time with the Congregation Council:
 - (a) Finance
 - (b) Planned Giving/Endowment
 - (c) Facilities
 - (d) Stewardship

The Committee may appoint, with approval of the Congregation Council, such additional subcommittees in addition to those described below, as may be necessary or desirable to facilitate carrying out the responsibilities of the OSC.

The specific practices and procedures of each subcommittee of the OSC shall be established and maintained by the OSC.

The chairperson of each subcommittee shall be appointed each year by the OSC. Any voting member of the Congregation may be a member of a subcommittee.

The following subcommittees of the OSC are hereby established:

- (a) Finance
- (b) Planned Giving/Endowment
- (c) Facilities
- (d) Stewardship

VII. TRINITY PRESCHOOL COMMITTEE

The Congregation Council, in consultation with the Director of the Trinity Preschool, may establish an oversight Advisory Board to supervise and coordinate the operations of the Preschool with the other activities of the Congregation. Members of the Advisory Board may, but need not be, voting Members. The chairperson of the Advisory Board shall be appointed by the Congregation Council. The Advisory Board, if established, shall be composed of the Director, a teacher representative, two representatives of Trinity Preschool families (at least one from a non-member family), and one congregational representative (not a Trinity Preschool parent).

All members except the Director will serve two year terms and will be appointed by the Congregation Council upon recommendation of the Advisory Board.

VIII. REMOVAL OF MEMBERS

Members who have failed to receive Holy Communion and to make a contribution of record during the current or preceding year may be removed from the roll of members by the Congregation Council.

This procedure will take place only when there is a Pastor under call to serve this Trinity Congregation or with the approval of the Bishop of the Synod, and after such members have been advised of such potential removal.

Persons removed from the roll of members will remain persons for whom the church has a continuing pastoral concern.

IX. BUDGET LINE ITEMS

The Congregation Council may in any calendar year, without further Congregation approval, incur expenditures of up to two percent (2%) of the annual budget per contract or purchase order for unanticipated expenses not included in the annual budget, provided, however, notwithstanding the foregoing, such unbudgeted expenditures for unanticipated expenses shall not exceed anticipated receipts for the calendar year by more than five percent (5%) of the annual budget without the further approval of the Congregation.

Line item budgeted amounts for various church committees or Ministry Teams, as approved at the annual meeting, may be applied by such committees or Ministry Teams to any line item amount within their respective annual budget so long as such expenditure remains within the aggregate approved budget for such committee or Ministry Team.