

BY-LAWS OF LORD OF LIFE LUTHERAN CHURCH

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**BY-LAWS
OF
LORD OF LIFE LUTHERAN CHURCH**

Article 1 - NAME AND INCORPORATION

1.01 The secretary shall maintain the corporate documents as required by the State of Texas.

Article 2 - CONFESSION OF FAITH

2.01 [intentionally omitted]

Article 3 - NATURE OF THE CHURCH

3.01 [intentionally omitted]

3.02

Article 4 - STATEMENT OF PURPOSE

4.01 [intentionally omitted]

4.02 [intentionally omitted]

4.03 [intentionally omitted]

4.04 [intentionally omitted]

4.05 Mission and Vision.

a. Mission Statement

We seek and welcome all to connect, celebrate, and serve in God's love.

b. Vision

That all have life through the love of Christ.

Article 5 - POWERS OF THE CONGREGATION

5.01 [intentionally omitted]

5.02 Annual meetings shall be held according to Bylaw 10.01.

5.03 Congregational Authority. Unless otherwise specified by the congregation, the president shall affect the decisions of the congregation as required.

5.04 Synod Assembly. The Congregation Council shall annually recommend to the congregation members for the Synod Assembly.

5.05 Mission Endowment Fund. The mission endowment fund shall be administered in accordance with the Continuing Resolutions.

Article 6 - CHURCH AFFILIATION

6.01 [intentionally omitted]

Article 7 - PROPERTY OWNERSHIP

7.01 [intentionally omitted]

Article 8 - MEMBERSHIP

8.01 [intentionally omitted]

8.02 [intentionally omitted]

8.03 [intentionally omitted]

8.04 [intentionally omitted]

8.05 Inactivity. Upon review of the membership as provided in the constitution Chapter 12.07, any voting member not meeting the definition in the constitution Chapter 8.02.c shall be deemed inactive.

Article 9 - THE PASTOR

9.01 Upon notice of a vacancy in the office of pastor, the Congregation Council shall establish the following as *ad hoc* committees:

- a. a call committee charged to bring to the Congregation Council a recommendation for candidate for call, or, if no appropriate candidate is found, a recommendation for a new call committee; and
- b. a transition committee charged to work with the outgoing pastor, congregation and incoming pastor, if any, for an orderly departure, transition and welcome.

Upon receipt of a recommendation for call from the call committee, the Congregation Council shall recommend a call to the congregation, with or without modification, or form a new call committee.

9.02 [intentionally omitted]

9.03 The pastor(s) shall have jurisdiction over doctrinal matters of the congregation.

9.04 The specific job description of the pastor(s) will be clearly defined in writing by the personnel committee and approved by the Congregation Council. The duties of the pastor(s) shall be those set forth in the constitution, bylaws, call package and their annual evaluation goals. When multiple pastors serve this congregation, the senior pastor shall participate with the personnel committee in evaluation and goal discussions with all other pastor(s).

9.05 [intentionally omitted]

9.06 [intentionally omitted]

9.07 [intentionally omitted]

9.08 [intentionally omitted]

9.09 [intentionally omitted]

9.10 [intentionally omitted]

9.11 [intentionally omitted]

9.12 [intentionally omitted]

9.13 [intentionally omitted]

9.14 [intentionally omitted]

- 9.15** The pastor(s) shall prepare, maintain and update personnel files for all employees, including job descriptions and contracts of employment. The pastor(s) shall develop and maintain an employee goal setting and evaluation process which utilizes face-to-face evaluations no less than annually. The pastor(s) shall recommend to the personnel committee recommendations of annual merit and/or bonus adjustments of all employees excluding the senior pastor.

Article 10 - CONGREGATION MEETING

10.01 Annual Meetings. The congregation will have meetings to be held in January and May of each year.

- a. The Congregation Council will set the agenda for each of these meetings; provided, however, that the January meeting will always have on its agenda Congregation Council elections, and Synod Assembly members selection. The May meeting will always have on its agenda budget approval for a fiscal year that runs from June 1 through May 31.
- b. Elections shall be by written ballot and shall be limited to considering the persons nominated by the Nominating Committee and any persons nominated from the floor. A brief statement regarding each person nominated for election (by the Nominating Committee or from the floor) shall be presented to the congregation prior to the vote, and no undue emphasis shall be given to any person. Each voting member may make one vote for each open position non-cumulatively. In each election, those nominees equal to the number of open positions receiving the highest total number of votes shall be declared the winners. In the event of a tie, a run-off election shall be held between those persons tying. In the event that one of the vacant positions (or more) is for a term of years which is shorter than the other positions, then the winning candidate(s) with the lowest total number of votes shall be declared the winner of the shorter term(s).
- c. Members of the congregation may recommend agenda items for the annual meeting by notice to the Congregation Council not later than four weeks prior to the meeting. Agenda items brought before the Congregation Council upon request of ten percent of the voting members shall be added to the agenda.

10.02 When more than one pastor serves this congregation, the authority to call a congregational meeting will fall to the senior pastor.

Article 11 - OFFICERS

11.01 The duties of the officers shall be as follows:

- a. **President.** The president shall preside at meetings of the congregation and the Congregation Council and shall set the agenda in accordance with Bylaw 1.1d. The president shall execute such official acts and legal documents as required from time to time by the Congregation Council or the congregation. The president shall be entitled to voice without vote on the Congregation Council and in the congregation, except in the case of a tie, in which case the president's vote shall break the tie. The president shall report to the congregation annually.
- b. **Vice President.** The vice president shall have all duties of the president in the event of the president's absence or inability to serve. The vice president shall assist the president in any of the president's duties at the president's discretion.

- c. **Secretary.** The secretary shall keep accurate minutes of all meetings of the congregation and of the Congregation Council in a volume provided by the congregation, which shall be preserved permanently in its archives at the church building. If not a member of the Congregation Council, the secretary shall be accorded the privilege of voice without vote at meetings of the Congregation Council.
- d. **Financial Secretary.** The financial secretary shall receive and keep record of all income from members and other sources. The financial secretary shall report monthly to the Congregation Council and annually to the congregation. The financial secretary shall provide appropriate notice to each member of such members' giving on a quarterly basis. If not a member of the Congregation Council, the financial secretary shall be accorded the privilege of voice without vote at meetings of the Congregation Council.
- e. **Treasurer.** The treasurer shall keep 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 report monthly to the Congregation Council and annually to the congregation. If not a member of the Congregation Council, the treasurer shall be accorded the privilege of voice without vote at meetings of the Congregation Council.

11.02 At its first meeting in each congregational year, the Congregation Council shall elect by written ballot a president, a vice president, a secretary, a treasurer and a financial secretary, each of whom will serve both the Congregation Council and the congregation in their several capacities.

- a. All officers shall be voting members of the congregation. The president and the vice-president shall be chosen from the membership of the Congregation Council.
- b. If officer ceases to be qualified to hold office, that office shall at once be declared vacant by the Congregation Council, which shall hold an election to fill the vacancy for the unexpired term.

11.03 [intentionally omitted]

11.04 Parliamentarian.

- a. The president may nominate a voting member of the congregation as parliamentarian, subject to confirmation by the Congregation Council, to serve during the president's term. The parliamentarian shall remain apprised of the constitution and bylaws of the congregation. The parliamentarian may, from time-to-time and as requested by the presiding officer, provide advice and counsel to the presiding officer regarding the proper conduct of meetings in accordance with the constitution and bylaws.
- b. The parliamentarian's recommendations are not binding on the presiding officer. The parliamentarian's office shall not abridge the parliamentarian's rights as a voting member, including the right to voice and vote on issues, and to bring points of order.

Article 12 - CONGREGATION COUNCIL

- 12.01** Size. The Congregation Council shall consist of the pastor(s) and not less than nine and not more than twelve voting members of the congregation. The pastor(s) shall not be entitled to vote at any Congregation Council meeting on any matter relating to their own performance or compensation, and may be excused from any such meeting during the discussion and voting thereof at the discretion of the presiding officer.
- 12.02** Term. Council members shall serve staggered terms so that one-third of the terms expire annually.
- 12.03** Recall. Any member of the Congregation Council may be recalled by a three-fourths vote of the Congregation Council, with said member abstaining, and a two-thirds vote of the congregation. Any non-voting officer may be recalled by a three-fourths vote of Council. Upon recall, the position shall be considered vacant and filled according to the constitution and bylaws.
- 12.04** The Congregation Council shall annually adopt, with or without modifications, an evaluation summary, compensation package, and specific duties and goals for the pastor(s). During such proceedings, the Congregation Council shall remain cognizant of the pastor(s) office as set forth in the constitution and bylaws, and shall defer to the pastor(s) on matters of doctrine. Although the Congregation Council may meet in closed session (see 13.06c) to discuss or adopt, it is anticipated such discussions and adoption will be cooperative. A pastor shall have the right to be heard by the Congregation Council prior to adoption of the foregoing.
- 12.05** [intentionally omitted]
- 12.06** The Congregation Council is responsible for making available for review by the congregation, any and all minutes of the Congregation Council, congregational, or committee meetings.
- 12.07** [intentionally omitted]
- 12.08** [intentionally omitted]
- 12.09** The annual report of the Congregation Council shall be drafted by the president and presented to the Congregational Council for approval at not later than the May meeting.
- 12.10** Meetings of the Congregation Council.
- a. An organizing Congregation Council meeting shall be held as soon as possible following the election and prior to the next regularly scheduled Congregation Council meeting in February. Officers shall be elected at that meeting.
 - b. The Committee chairpersons or co-chairpersons shall be accepted by the Congregation Council at the first meeting in February.
 - c. Any baptized member of the congregation shall normally be afforded the privilege of attendance at the Congregation Council meetings and by vote of the Congregation Council may be afforded voice privileges for an allotted time period. However, the Congregation Council may reserve the right, under circumstances it deems necessary, to meet in executive session giving full account of the meeting's proceedings in the minutes.
 - d. The president will provide Congregation Council members with a listing of the official agenda. The president shall list an agenda topic provided by a congregation member provided it is not duplicative of prior or present action and is submitted to the president two weeks before the scheduled meeting. Agenda

items must be submitted in writing, defining both the issue and listing the champion(s) for the cause.

- e. Unless otherwise provided in the constitution or these Bylaws, a majority vote of the Congregation Council members present and voting at any legally held meeting shall be sufficient for adoption of action by the Congregation Council.

Article 13 - CONGREGATIONAL COMMITTEES

13.01 [intentionally omitted]

13.02 Standing Committees. The following are standing committees of the congregation, their memberships, and their duties:

a. Long Range Planning Committee

- 1) Membership of this committee shall be willing members of the Congregation Council. Additional members from the congregation, as recommended by such committee, may be appointed as needed for expertise with council approval.
- 2) This committee shall forward the mission and vision of the congregation by keeping abreast with the individual and collective concerns of the congregation, especially as they regard the pursuit of the congregation's long-term goals for doing ministry. It will determine the abilities and resources that are available and will evaluate and report its conclusions periodically to the Congregation Council. It will annually review the constitution and bylaws for potential revisions. In addition, the committee shall perform such other functions as the Congregation Council may from time-to-time delegate or request.
- 3) This committee shall forward the mission and vision of the congregation by collecting concerns and needs of the congregation for the foreseeable future, especially as they regard the pursuit of the congregation's long-term goals for doing ministry. It will determine the abilities and resources that are available and will evaluate and report its conclusions periodically to the Congregation Council. It will annually review the constitution and bylaws for potential revisions. In addition, the committee shall perform such other functions as the Congregation Council may from time-to-time delegate or request.

b. Personnel Committee

- 1) A Personnel Committee shall be established by the Council to prepare, maintain, and update personnel files for salaried employees, including job descriptions and contracts of employment.
- 2) Membership of this committee shall be willing members of the Congregation Council. Additional members from the congregation, as recommended by such committee, may be appointed as needed for expertise with council approval.
- 3) This committee shall forward the mission and vision of the congregation by assisting the pastor(s) in the establishment of policies and procedures as regards the staff of the congregation, its goals, evaluation, and compensation.
- 4) The Personnel Committee will develop and maintain an employee goal setting and evaluation process to be utilized by Senior Pastor in annual face-to-face evaluations and salary administration. In addition, the Committee will

organize and coordinate an evaluation of Senior Pastor to assist the President of Church Council in an annual face-to-face performance evaluation. A member of the personnel committee will participate with the senior pastor in the evaluation of all other rostered leaders.

- 5) The Personnel Committee will provide the Finance Committee recommendations of annual merit and/or bonus adjustments of all salaried employees including the Senior Pastor.
 - 6) Finally, the Committee will remain cognizant of the long-range personnel needs of the Church to ensure adequate staffing and act as a sounding board for Senior Pastor staffing concerns.
- c. Mutual Ministry Committee
- 1) Membership of this committee shall be willing members of the Congregation Council. Additional members from the congregation, as recommended by such committee, may be appointed as needed for expertise with council approval.
 - 2) The primary purpose of the Mutual Ministry Committee is to affirm and strengthen the mission of the Congregation and the ministry of the staff. This done by:
 - a) Carefully listening and clarifying expectations and issues.
 - b) Sharing and communicating.
 - c) Reviewing and reflecting.
 - d) facilitating communication, and
 - e) mediating and bringing people together to facilitate communication.
 - 3) The duties of the Mutual Ministry Committee are as follows (but not limited to):
 - a. To the Congregation Council and Committees:
 - i. Report to Council on regular basis.
 - ii. Develop recommendations for Council and Committees as appropriate.
 - b. To one another - members should be discreet and maintain confidentiality.
 - c. To the Congregation:
 - i. Report to the Congregation at the annual meeting on the work of the Committee.
 - ii. Facilitate communication.
 - iii. Be available and sensitive to issues affecting members and staff.
 - 4) The Areas of Operation of the Mutual Ministry Committee are:
 - a. Support - listen, confer, and maintain dialog with the Pastors, Staff, and members of the Congregation on a scheduled and/or as needed basis.
 - b. Communication_____ - communicating and interpreting the work of the staff.
 - c. Conflict: Help resolve situations of conflict by emphasizing the points on which there is agreement.

- d. Strive to maintain a climate of openness, honesty, trust and communication/dialog between parties.
 - e. Keep the channels of communications open; provide and ensure that the communication is real dialog.
 - f. The committee shall operate among the pastor(s), staff, and members of the congregation when conflict is not mutually resolved between parties.
- d. Pastoral Support Committee(s)
- 1) There shall be one Pastoral Support Committee for each pastor.
 - 2) Membership of each committee shall be appointed by the Pastor to be served by the committee and approved by the Congregational Council.
 - 3) Each committee shall forward the mission and vision of the congregation by providing individual support to the pastor it serves, to act as confidential advisor in areas within the pastor's discretion, which may include:
 - a. Matters of compensation and benefits.
 - b. Personal goals of the pastor.
 - c. Conflicts within the congregation and the pastor's response to them.
 - d. Ideas and brainstorming for the forwarding of the mission and vision of the congregation, including worship changes.
- e. Finance Committee
- 1) Membership of this committee shall be willing members of the congregation. The treasurer and the financial secretary shall be ex-officio members of the committee.
 - 2) This committee shall forward the mission and vision of the congregation by administering the financial support of the congregation's ministry. The committee shall prepare a draft budget (program proposal) for the next year, including this congregation's full share in support of the wider ministry being carried on in its behalf by the ELCA and the synod and shall submit such a draft budget to the Congregation Council for action and later presentation to a congregational meeting. The committee shall also assist the other committees of the congregation in the preparation of their individual program proposals.
 - 3) The committee shall exercise oversight of all the financial affairs of the congregation to make sure that they are being conducted efficiently, giving particular attention to the prompt payment of all obligations and to the regular forwarding of benevolence monies to the synodical treasurer. Subject to the approval of the Congregation Council, it shall be responsible for the congregation's investment and its total insurance program. It shall provide for annual audits of the accounts of the treasurer and the financial secretary as well as of the accounts of the schools and organizations within the congregation. Suitable records will be maintained to support an annual report and periodic notification of giving. In addition, this committee shall be responsible for ensuring the faithful management of our financial resources, accounting for the offerings that are received and expended, projecting and monitoring needs and resources.
 - 4) The finance committee will set forth processing financial gifts according to the Gift Policy. This ensures best practice, who oversees reporting,

notifications of gifts received, including but not limited to, who receives reporting, who notifies.

- e. Stewardship Committee
 - 1) Membership of this committee shall be willing members of the congregation and the Financial Secretary.
 - 2) This committee shall forward the mission and vision of the congregation by promoting the expression of Christian faith in daily living, especially as that expression involves a person's use of their time, talent and treasure. By educating members as to the congregation's needs for doing local, national, and worldwide ministry the committee shall seek to lead the congregation's members to high levels of appropriate giving of time, talent and treasures for the Lord's work. This committee shall also be responsible for the following specific tasks, in order to carry out the above, in addition to any other which may be applicable from time to time.
 - a) Conducting the annual or as needed new member stewardship drive and other congregational efforts to promote grateful giving of time and money in total support of the congregation's program of ministry.
 - b) Annually and as needed surveying the talents of the congregation, providing a continuous review and update of the available talents of congregational members, and supplying the same to the appropriate organizations of the congregation.
 - c) Developing a climate to encourage growth in utilizing the uniqueness and potential of each member of the community to contribute through proportionate giving of time, talents and treasures to the life and ministry of the congregation.
 - 3) The financial secretary, the chairperson and the Lead Pastor shall be the only members of the committee provided with access to the pledge information for the members of the church and shall work together to maintain accuracy of the members' records. The chairperson may designate with the approval of Congregation Council an alternate to have access in lieu of or in addition to the chairperson.
- f. Additional Standing Committees may be formed at the discretion of the Congregation Council and should be outlined in a Continuing Resolution detailing their purpose, membership, and staff relationships.

13.03 Ad hoc Committees. The duties of all ad hoc committees shall be subject to review by the Congregation Council at all times.

- a. Nominating Committee
 - 1) The Nominating Committee shall be appointed by the Congregation Council no later than November 1st of each year, consisting of no less than three and no more than five members of the congregation with no more than two being outgoing council members.
 - 2) The Nomination Committee shall be responsible for identifying candidates for election to Congregation Council no later than four weeks prior to the Congregational meeting, so that information on such person(s) can be disseminated to the Congregation in advance of the annual meeting in January.

- 3) No member of the Nomination Committee may be nominated for a position on council at the election for which such person served on the Nominating Committee.
- 4) The Nominating Committee shall use its best efforts to identify two or more eligible persons who are willing to run for each opening on Council.
- b. Ad hoc committees should have clearly defined purpose, objectives, goals, timelines, and deliverables.

13.04 Duties of Committees

- a. All actions of all committees are subject to the review and approval of the Congregation Council. Each committee shall report at least quarterly to the Congregation Council.
- b. Each committee shall be responsible for (i) implementing the approved goals and programs for that committee which were established at the annual meeting and in the budget approved by the congregation, to that extent necessary, and (ii) determining and developing goals and programs not previously determined for the year commencing with said annual election as well as for the following year.
- c. Each committee shall provide budget input to the Finance Committee annually.

13.05 Chairpersons, Co-chairpersons, and Membership.

- a. The chairperson or co-chairperson of each committee shall be nominated by the committee in May annually or upon vacancy and confirmed by the Congregation Council. All committee chairpersons or co-chairperson shall serve a one-year term. Except with two-thirds approval of the Congregation Council, no chairperson or co-chairperson shall serve more than two years in succession in such capacity.
- b. Except as otherwise specifically provided in these Bylaws, individual committee membership shall be open to all baptized members. The size of the committee may be determined by the Committee chairperson, subject to review by the Congregation Council at its discretion.

13.06 Meeting of Committees.

- a. Each committee shall meet at such times and places as the Congregation Council shall determine from time to time, or in lieu of any such requirements, as determined by the chairperson or co-chairperson of the committee. Each committee shall strive to meet monthly, but no less frequently than quarterly.
- b. A quorum for each meeting shall be one-third of the members of the committee, but no less than two members. Unless otherwise provided by the Congregation Council, a majority of the members present at any committee meeting duly held and called shall be sufficient to adopt any action or approve any recommendation to the Congregation Council. A meeting will be considered duly held and called if it is held at its regular monthly time and place, or if at least 48 hours' notice is given to all committee members.
- c. Any baptized member of the congregation and the pastor(s) shall usually be afforded the privilege of attendance at committee meetings and may be afforded voice privileges for an allotted time period. Exceptions may be made by the presiding officer when decisions are made on matters relating to performance, compensation, or similar private matters. The pastor(s) shall not be entitled to vote at any committee meeting on any matter relating to their own performance or compensation, and may be excused from any such meeting during the discussion and voting thereof at the discretion of the presiding officer.

- d. The chairperson or co-chairperson of each committee shall respect the time of the committee members. To that end, it shall be the chairperson's or co-chairperson's duty to set the meeting agenda and ensure that time in meetings is used efficiently.
- e. Each committee shall, subject to such limits as may be set from time-to-time by the Congregation Council, be authorized to enter into contracts and incur obligations lasting up to one year and having a total obligation per transaction of less than \$5,000, provided that such amounts do not exceed its budget. No committee may hire employees unless directed to do so by the Congregation Council or the congregation. No committee is empowered to undertake any action beyond powers allocated to the Congregation Council.

Article 14 - ORGANIZATIONS WITHIN THE CONGREGATION

14.01 [intentionally omitted]

Article 15 - DISCIPLINE OF MEMBERS AND ADJUDICATION

15.01 [intentionally omitted]

Article 16 - BYLAWS

16.01 [intentionally omitted]

Article 17 - AMENDMENTS

17.01 [intentionally omitted]

Article 18 - CONTINUING RESOLUTIONS

18.01 It is a suggested best practice that Continuing Resolutions approved by the congregation should only be changed by the congregation.

Article 19 - INDEMNIFICATION

19.01 All financial officers shall give corporate surety, if and in such amounts determined by the Congregation Council, for which the premium shall be paid by the congregation. Fidelity coverage provided by the ELCA shall be deemed a fulfillment of this requirement.