

St. Peter Lutheran Church – By-Laws

Article 1: Membership

1.1. Baptized Membership

Baptized members are received through the Sacrament of Holy Baptism, or through the consent of one or both parents in the case of children who have been baptized in another Christian congregation, and who are under the spiritual care of our pastoral staff.

1.2. Communicant Membership

An individual shall be welcomed as a Communicant member of the Congregation upon meeting the membership requirements set forth in Article 4 of our Constitution, as follows:

1.2.1. *Confirmation.* Persons confirmed at St. Peter Lutheran Church; or

1.2.2. *Transfer.* Persons coming with a letter of transfer from a Lutheran Church–Missouri Synod congregation or a congregation in fellowship with The Lutheran Church–Missouri Synod shall be received by the Lead Pastor and reported to the Governing Board; or

1.2.3. *Profession of Faith.* Persons seeking to attain communicant membership shall give notice of their intent to any Pastor together with satisfactory evidence of qualifications for Communicant membership. The Lead Pastor and his pastoral staff shall ascertain the understanding and commitment to the purpose and theological commitment set forth in Article 4 of our Constitution of each applicant, will determine if additional training is needed and will ascertain and conduct the appropriate method and course of such training. Upon successful completion of such training, each person shall be received by the Lead Pastor and reported to the Governing Board.

1.3. Voting Membership

Voting members are Communicant members who are 18 years of age or older and meet the Expectations of Membership set forth in Article 4, Section B of our Constitution (Art.4,B).

Article 2: Termination of Membership

2.1. Transfer of Membership

A member desiring to transfer to another congregation of the Lutheran Church–Missouri Synod shall make a request for transfer to the pastoral staff in writing. The request must include the name and location of the congregation to which membership shall be transferred and the reason for such transfer.

2.1.1. If the member meets the Expectations of Membership (Art. 4,B), the Lead Pastor shall recommend acceptance into membership.

2.1.2. If the member does not meet the Expectations of Membership (Art. 4,B), the transfer may be granted; however, the Lead Pastor may consider advising the new congregation of the circumstances.

2.1.3. The Lead Pastor shall cause a notice to be sent to the congregation to which transfer is being made with a request that acceptance into membership be acknowledged.

2.1.4. A separate request must be made for each communicant member in a family.

2.2. Release from Membership

A member desiring to be released to another congregation which is not in fellowship with The Lutheran Church–Missouri Synod shall make such a request for transfer to the pastoral staff in writing and include the name and address of the congregation to which the release is being made.

2.2.1. If the member meets the Expectations of Membership (See Art. 4,B), the Lead Pastor shall issue a peaceful release for the member.

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- 2.2.2. If the member does not meet the Expectations of Membership (Art. 4,B), the release may be granted; however, the Lead Pastor may consider advising the new congregation of the circumstances.
- 2.2.3. The Lead Pastor shall cause a notice to be sent to the congregation to which the release is being made with a request that acceptance into membership be acknowledged.
- 2.2.4. A separate request must be made for each communicant member in a family.
- 2.3. **Ex-communication or Self-Exclusion**
 - 2.3.1. *Ex-Communication*: Communicant members who conduct themselves in an un-Christian manner shall be admonished according to Matthew 18:15-20. The purpose of any disciplinary action is to renew a member's relationship with the Lord and with the church. If they remain impenitent and refuse to amend a sinful life after proper admonition, the Lead Pastor shall so advise the Governing Board and the member may be recommended to the Congregation at a Voters Meeting for ex-communication.
 - 2.3.2. *Self-Exclusion*: Members shall be deemed to be self-excluded if they deliberately absent themselves from the meeting at which their case was to be discussed or when deemed unresponsive to the witness and ministry of the church, as reviewed by the Lead Pastor and reported to the Governing Board.

Article 3: Voters Assembly Meetings

All Voters Assembly Meetings shall follow Robert's Rules of Order and shall be conducted in Christian love.

3.1. Regular Meetings

The voting membership of the Congregation shall assemble semi-annually in May and November to:

- 3.1.1. Be informed regarding the general status of the Congregation.
- 3.1.2. Act only upon such items of business appearing on the meeting agenda, previously prepared by the Governing Board.
 - 3.1.2.1. All members may submit agenda recommendations for consideration by the Voting Members, and
 - 3.1.2.2. Agenda recommendations must be submitted to the Governing Board in the month prior to the Voters Assembly Meeting.
- 3.1.3. Discuss new business not on the agenda for the purpose of review by the Governing Board and/or the Lead Pastor.
- 3.1.4. Elect Members of the Governing Board at the regular meeting in May.
- 3.1.5. Notice of regular meetings shall be announced at weekend worship services preceding the meeting date, and by notice in a church publication, including electronic publication on the church's website.

3.2. Special Meeting

- 3.2.1. Special Meetings may be called by the Governing Board;
- 3.2.2. Notice and purpose of Special Meetings shall be given by announcement at the weekend worship services preceding the meeting date, together with notice in a church publication, including electronic publication on the church's website, or by mail to all voting members postmarked at least seven days prior to such meeting.
- 3.2.3. Business transacted at Special Meetings shall be limited to the specific purpose or purposes for which the meeting was called.

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3.3. Voting

- 3.3.1. It shall be the duty of every voting member to attend Voters Assembly Meetings. Members who fail to attend a given meeting waive their right to vote.
- 3.3.2. No business shall be conducted at a Voters Assembly Meeting unless a Quorum of 50 voting members is present. If a quorum is not present, the Chair will suspend the meeting for a period of not less than one week.
- 3.3.3. The majority of votes cast shall decide all questions, except:
 - 3.3.3.1. A 90% majority of votes cast shall be required to validate all decisions pertaining to doctrinal matters;
 - 3.3.3.2. A Two-Thirds (2/3) majority of votes cast shall be required for Constitutional or By-Law amendments or removal of a pastor or other worker with a Tenured Call.
- 3.3.4. All members of the Congregation may attend assemblies of the Congregation and are welcome to participate in a discussion of any given item of business before the voting membership, but eligible voters will have priority in the discussion of issues, and only eligible voting members may vote on any order of business.

Article 4: Election of the Governing Board

4.1. Board Membership

The Board shall have 7 members, of which at least a simple majority shall be male. Each Board Member will have a term of 3 years and, with the exception of the initial Board formation, shall be elected on a rotational basis with approximately one-third (1/3) of the Board being elected annually. The Governing Board Policy Manual shall provide for procedures to be followed should a vacancy occur on the Board.

4.2. Nomination Procedure

The Governing Board shall establish and annually appoint a Nominating Committee. The Board shall provide clearly defined guidelines and policies which shall require that the Nominating Committee present a slate that includes at least one qualified candidate for each position to be filled and shall include the list of criteria used to qualify nominees and information regarding each nominee which addresses the qualifying criteria. No more than three (3) Board Members shall be elected in any given year, except the year of initial Board Member formation.

4.3. Election Procedure

Consent of the nominee must be given before the election can take place. Election must be by written ballot. A majority of ballots cast by the voting members present is necessary for election, and in the event of a tie or plurality, another vote shall be taken, after the nominee receiving the fewest votes is removed from the ballot.

4.4. Officers

4.4.1. The officers of this Congregation shall be:

- 4.4.1.1. Chair, which shall be male
- 4.4.1.2. Vice Chair, which shall be male
- 4.4.1.3. Secretary

4.4.2. These offices will be filled by members of the Board, and elected by the Board.

4.5. Installation of Officers

Newly elected Board Members shall be inducted at a regular worship service prior to July 1st and shall assume their duties of office as of July 1st.

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Article 5: The Governing Board

5.1. Responsibilities

The overall responsibility of the Governing Board (“the Board”) is to provide a strong, powerful, ethical and spiritual pursuit of the Mission of St. Peter Lutheran Church (“the Congregation”). To that end, the Board shall:

- 5.1.1. Ensure the *Strategic Direction* of the Congregation is the driving force for all activities and related ministries.
- 5.1.2. Annually review and update the *Strategic Direction*.
- 5.1.3. Establish a written *Governing Board Policy Manual* to include:
 - 5.1.3.1. *Strategic Direction* - Affirmative statements setting forth the purposes, effects and acceptable costs of operations.
 - 5.1.3.2. *Governing Board* - Statements setting forth the style and rules with respect to the Board’s own tasks and processes.
 - 5.1.3.3. *Lead Pastor Parameters* - Limiting statements that bind or restrict activity of the staff.
 - 5.1.3.4. *Governing Board & Lead Pastor Partnership* - Clarifying statements about delegation to and monitoring of ministry implementation.
- 5.1.4. Provide spiritual oversight of the Lead Pastor.
- 5.1.5. Provide oversight of all Congregational activities by establishing and monitoring appropriateness of and adherence to parameters that guide the efforts of the Lead Pastor.
- 5.1.6. Ensure the organizational structure of the Congregation is well defined and effective.
- 5.1.7. Ensure that the policy and financial decisions are executed in accordance with the Constitution and By-laws of the Congregation and the *Governing Board Policy Manual*.
- 5.1.8. The Board shall prepare an Annual Budget for the Congregation that is aligned with its Strategic Direction, as set forth in the *Governing Board Policy Manual*, and supports the Operating Plans developed by the staff.
 - 5.1.8.1. The Board shall present the Annual Budget to the Congregation for consideration at least two weeks before the Regular Voters’ Assembly Meeting in May.
 - 5.1.8.2. At the Regular Voters’ Assembly Meeting in May, the Board shall present the Annual Budget to the Congregation for ratification as presented without any amendments.
 - 5.1.8.3. If the Congregation does not ratify the Annual Budget as presented, the Board shall take under consideration any recommendations from the Congregation and prepare a revised Annual Budget for the Congregation to ratify at a Special Voters’ Meeting to follow at a later date.
- 5.1.9. The Board shall maintain a policy of transparency regarding the financial records of the church and, upon request, shall allow review of such records.
- 5.1.10. The Board shall act as the sole agent and representative of St. Peter Lutheran Church vested with all rights and powers set forth in the Bylaws of the St. Peter Lutheran Foundation as its sole Member to provide encouragement and to develop gifts that strengthen the mission of the Church and help it accomplish its mission over time..
- 5.1.11. Communicate regularly to the members of the Congregation the pertinent activities of the Board and remain open to communication from them.

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- 5.1.12. The Board shall annually appoint a Financial Review Committee whose duty shall be to conduct a review of the financial records of the Congregation. In addition, the Board shall engage an independent certified public accountant (C.P.A.) to perform a financial audit at least once every three years.
- 5.1.13. The Board shall act on behalf of the Congregation in all matters delegated to it by the Constitution and By-Laws or by action of the Congregation. However, the Board shall not:
- 5.1.13.1. Amend the church's Constitution or the By-Laws.
 - 5.1.13.2. Extend or remove a Call to a Pastor (Tenured or Non-Tenured) or a Tenured Call to any other worker.
 - 5.1.13.3. Elect Members to the Board.
 - 5.1.13.4. Ratify Annual Budget
 - 5.1.13.5. Incur any long-term debt greater than 10% of the Annual Budget.
 - 5.1.13.6. Undertake aggregate capital campaigns with an amount greater than 10% of the Annual Budget.
 - 5.1.13.7. Buy, sell, mortgage or transfer real estate comprising the primary campus of St. Peter Lutheran Church.
 - 5.1.13.8. Excommunicate a member of the Congregation.
 - 5.1.13.9. Execute a merger or dissolution of the Congregation.
 - 5.1.13.10. Execute a merger or dissolution of the School Ministry.
- 5.1.14. A majority vote of the Governing Board is needed to approve changes in the *Governing Board Policy Manual*. The *Governing Board Policy Manual* and all changes shall be published periodically and made available to the Congregation for review.

5.2. Officer Responsibilities

- 5.2.1. In addition to those duties assigned each officer by the Board, it shall be the duty of the Chair of the Board to preside over all Voters Assembly Meetings and, in the absence of the Chair, the Vice Chair shall act for and in the stead of the Chair.
- 5.2.2. In addition to those duties assigned by the Board, the Secretary shall insure that the legal records of the Congregation are appropriately recorded and maintained and shall prepare and present the minutes for each previous Voters Assembly Meeting. In the absence of both the Chair and Vice Chair, it shall be the duty of the Secretary to preside over Voters Assembly Meetings.

5.3. Indemnification

- 5.3.1. The Congregation shall indemnify any and all person, their heirs, administrators, successors and assigns who may have, currently are, or in the future become officers and Members of the Governing Board, as set forth in these By-Laws. They shall be indemnified for all expenses, including amounts paid upon judgments, counsel fees and amounts paid in settlement of any claim, action, suit or proceeding which may be asserted against them or any of them by reason of being or having been an officer or member of the Governing Board as defined by these By-Laws. Except that the Congregation shall not indemnify any such officer or member if judged in any action, suit or proceeding to be liable for his/her own negligence or misconduct in the performance of his/her duties.

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- 5.3.2. This indemnification is provided only to the extent any insurance will ultimately pay the costs or reimburse the Congregation. If the insurance will pay or reimburse subject to the Congregation first paying or reimbursing any officer or Member of the Governing Board, it shall then be the responsibility of the Lead Pastor with the authorization of the Governing Board to borrow or otherwise arrange for sufficient funds to first pay the officer or member of the Governing Board. Subsequent reimbursement will be exclusively for the benefit of the Congregation.
- 5.3.3. If the insurance company refuses to honor its legal commitment, such officer or member of the Governing Board may on his/her own behalf or on behalf of the Congregation, initiate legal action or such other measures to compel the insurance company to honor the contract. If such legal action is on behalf of the officer or member of the Governing Board, then all damages shall go to such officer or member. Otherwise, all damages will go to the Congregation. If such action is on behalf of the Congregation, the Congregation shall first pay or reimburse such officer or member to the extent of actual incurred costs.