

HAWLEY LUTHERAN CHURCH: BYLAWS

Final Draft

ARTICLE 1: DEFINITIONS

Congregation: The body of people consisting of those individuals received as disciples (members) of Hawley Lutheran Church according to Article 3 of these Bylaws.

Confirmed Disciple: An individual received into the fellowship of the Congregation according to Article 3.2, of these Bylaws.

Disciple (member): An individual received into the fellowship of the Congregation according to Article 3.3 of these Bylaws.

Disciple (in good standing): An individual participating in Holy Communion; contributing financially to the Congregation; and participating in the life and worship of the Congregation.

Ministry Teams (Committees):

Core Ministry Teams: Teams, which are long-term and essential to the Congregation's mission, vision, and values.

Ministry Teams: Teams, which exist for the life of a specific ministry that complements the Congregation's mission, vision, and values.

Pastors: Individuals qualified according to Article 5 of the Constitution and called according to Article 5 of these Bylaws.

Staff: Individuals, who are not clergy, who are employees of the corporation.

Vision Council: Nine (9) disciples of the Congregation, at least 18 years of age, elected by a Voter's Assembly according to Article 7 of these Bylaws.

Voter's Assembly: A meeting of the Voting Disciples of the Congregation.
(Congregational Meeting)

Voting Disciple: An individual who is a confirmed Disciple and who is "in good standing."

ARTICLE 2: ORGANIZATION

2.1 Powers of the Congregation

The powers of the Congregation are vested in decisions of the Voter's Assembly made in accordance with the Constitution and Bylaws.

2.2 Vision Council and The Hawley Lutheran Endowment Fund

Only such authority of the Vision Council and the Committee for the Endowment Fund (as provided for in Article 12 of these Bylaws) is recognized, as delegated to them in the Constitution, Bylaws, and decisions of the Voter's Assembly.

2.3 Quorum and Voting

Unless otherwise specified in the Constitution and Bylaws, a quorum for a Voter's Assembly will consist of 60 of the Congregation's Voting Disciples. No Voting Disciple may cast a vote by proxy. Unless otherwise specified in the Constitution or Bylaws, a quorum of the voting Disciples present and voting at a Voter's Assembly will decide all motions presented by a simple majority vote. Robert's Rules of Order will govern all meetings of the Voter's Assembly, the Vision Council, and the Committee for the Endowment Fund.

ARTICLE 3: DISCIPLESHIP (MEMBERSHIP)

3.1 Admission of Baptized Disciples

Children, one, or both of whose parents or guardians are Disciples (members) of the Congregation, will be received as Disciples of the Congregation upon receiving Christian baptism (as a duly recorded ministerial act performed under the auspices of the Congregation).

3.1.1 Children, whose parents or guardians are not Disciples of the Congregation, will be received as baptized Disciples upon receiving a Christian baptism (as a duly recorded ministerial act performed under the auspices of the Congregation). If, for good reason, they are to be enrolled as baptized Disciples of another congregation, notice of the baptism will be sent to that congregation.

3.1.2 Children, who have received a Christian baptism in another congregation, will be received as baptized Disciples of the Congregation upon admission of one or both parents or guardians to discipleship, or by consent of one or both parents or guardians, or by decision of the Vision Council.

3.1.3 Adults, not having been baptized, will be received as baptized Disciples of the Congregation when they have received instruction, given evidence of having an adequate understanding and acceptance of the teachings of the Word of God as confessed by the Congregation in its Constitution and Bylaws, confessed their faith, and received Christian baptism (as a duly recorded ministerial act performed under the auspices of the Congregation).

3.2 Admission of Confirmed Disciples

Baptized adults will be received as confirmed Disciples of the Congregation after having received instruction, given evidence of adequate understanding of the teachings of the Word of God as confessed by the Congregation in its Constitution and Bylaws, and having publicly affirmed their faith.

3.2.1 Children, who are baptized Disciples of the Congregation, will be admitted to confirmed discipleship through participation in the rite of confirmation (affirmation of baptism) or appropriate spiritual instruction.

3.3 Voting Disciples

The Vision Council will maintain a current roster of the Congregation's confirmed Voting Disciples, which are Disciples "in good standing" in accordance with the provisions of the Constitution and Bylaws. The roster will be available at all meetings of the Voters' Assembly.

3.4 Associate Disciples

Associate Disciples are those individuals having a discipleship (membership) in another Christian Congregation, who wish to retain such standing and yet desire to participate in the life, mission, and vision of this Congregation. They may become Disciples "in good standing" of this Congregation except for having the right to vote and to hold an elected office in the Congregation.

3.5 Discontinuance of Discipleship

Disciples, who move to another community, will be encouraged to transfer their discipleship to a congregation in their new location. Confirmed Disciples, who are in good standing and desiring to change discipleship to another congregation, will be given a letter of transfer upon request.

3.5.1 Confirmed Disciples, not “in good standing” will be visited by a Pastor and/or appropriately appointed Disciples of the Congregation to encourage them to active discipleship. If, during the second year these Disciples remain unresponsive, their names will be removed from the Disciples “in good standing” roster of the Congregation.

For one additional year, they will be retained on a list of those individuals who are in special need of the Congregation’s prayer and concern.

3.5.2 Disciples, unable to maintain “in good standing” status because of physical or mental incapacity, will be given special consideration.

3.5.3 Disciples, as determined by the Vision Council who have resigned (clearly in a verbal manner or in writing), been dismissed, transferred to another congregation by letter of transfer, or who are known to have become Disciples of another congregation without having requested a letter of transfer, will have surrendered all discipleship rights in this Congregation.

3.5.4 The applicable sections of this Article will govern the reactivation of individuals into discipleship.

ARTICLE 4: COMMUNION PARTICIPATION

4.1 The Congregation will regularly provide Holy Communion to its Disciples. Participation in Holy Communion will be open to all who accept Jesus Christ as Lord and Savior. It will be made known to prospective participants that the belief of the Congregation is:

4.2 Participation in the Lord’s Supper is the reception of “the body and blood of our Lord Jesus Christ given with bread and wine, instituted by Christ himself for us to eat and drink.” We hold that a person is well prepared and worthy who believes these words, “given and shed for you for the remission of sins.” Anyone who does not believe these words or doubts them is neither prepared nor worthy, for the words ‘for you’ require simply a believing heart.

4.3 The Congregation will maintain a record of a Disciple’s participation in Holy Communion as one of the requirements to maintain a Disciple “in good standing” status.

ARTICLE 5: PASTORAL CALL

5.1 The President of the Vision Council, within seven days of the occurrence of a pastoral vacancy or within a reasonable time of receiving notice of an impending pastoral vacancy will call for a Special Meeting of the Vision Council. It will select from the Congregation at large not less than five or more than seven Voting Disciples to serve on a Call Committee. The Call Committee will review the pastoral staffing needs of the Congregation, identify and interview pastoral candidates and make its recommendation to the Vision Council and to a meeting of the Voter's Assembly as to the issuance of a Letter of Call. The Call Committee's duties will end upon acceptance of the Letter of Call or other determination by the Voter's Assembly.

5.2 At a meeting of the Voter's Assembly called for that purpose, a two-thirds vote by a quorum of the Voting Disciples present and voting is required to approve a Letter of Call to a Pastor.

5.3 A Pastor accepting the Congregation's Letter of Call will be loyal and faithful to the Word of God and the Congregation's Constitution and Bylaws. The Vision Council, or its designees, will conduct an annual evaluation of each Pastor called to serve the Congregation.

5.4 If a Pastor of the Congregation receives a Letter of Call from another congregation, he or she will notify the Vision Council within two days of receiving the call and before arriving at their decision.

5.5 At a meeting of the Voter's Assembly scheduled for that purpose, a two-thirds vote by a quorum of the Voting Disciples present and voting is required to request a pastor's resignation. If approved, the Pastor will vacate his or her position at the time specified by the Congregation's decision.

5.6 In the absence of a Pastor, through a vacancy or other reason, the Vision Council of the Congregation may secure the services of a Pastor who is qualified according to the Constitution and Bylaws to perform pastoral duties.

ARTICLE 6: VOTER'S ASSEMBLY

6.1 Meetings

Within four weeks prior to or after the beginning of the Congregation's fiscal year, the Vision Council will annually call a meeting of the Voter's Assembly at which time the Vision Council will submit for approval a budget for the Congregation's fiscal year and any other matters to be brought to the attention of the Congregation. The Congregation must be notified of the Annual Meeting by mail and an announcement at each Sunday worship service not less than two consecutive weeks prior to it being held.

6.1.1 Special Meetings

The President of the Vision Council, any three of its members, a Pastor, or 25 qualified Voting Disciples of the Congregation may call a Special Meeting of the Voter's Assembly. The purpose of the Special Meeting must be disclosed in all notifications made to the Congregation and no other business may be transacted during the meeting except on that for which the meeting was called. The Congregation must be notified by mail and an announcement at Sunday worship not less than two weeks prior to a Special Meeting of the Voter's Assembly.

6.2 Order of Business

All Annual Meetings of the Voter's Assembly will follow the order prescribed below unless two-thirds of the voting disciples present vote otherwise.

1. Call to Order
2. Scripture reading and prayer
3. Appointment of parliamentarian and declaration of a quorum
4. Acknowledgment, verbal and / or written, of new disciples qualified to vote
5. Approval of minutes of previous meeting
6. Financial Secretary's report
7. State of congregation report by President of Vision Council
8. Report by pastor(s)
9. Special reports
10. Unfinished business
11. New business
12. Adjournment

6.2.1 The agenda for all Special Meetings of the Voter's Assembly will be established by the Vision Council to consider the business for which the meeting was called.

ARTICLE 7: ELECTIONS

7.1 Nomination Procedure

The Nominating Committee will consist of five Voting Disciples with two chosen annually by the Vision Council, and three elected annually at a meeting of the Voter's Assembly. They will serve for one fiscal year for the purpose of nominating qualified confirmed Disciples for full or partial terms on the Vision Council, the Committee for the Hawley Lutheran Endowment Fund, and the succeeding fiscal year's Nominating Committee. A pastor will serve as convener and advisor.

7.1.1 The Nominating Committee will consider the gifts of each qualified confirmed Disciple and notify the Congregation of the names of the nominees chosen. The notification must be made not less than three weeks prior to the Voter's Assembly at which the election will be held. All elections will be conducted at either an Annual or Special Meeting of the Voter's Assembly called for that purpose.

7.1.2 Following the notification to the Disciples of the Congregation, any qualified Voting Disciple may submit to the Nominating Committee additional names of qualified confirmed Disciples "in good standing" to be placed into nomination. This must occur a minimum of two weeks prior to the Voter's Assembly at which the election will be held. The Nominating Committee, in prayer and consultation with the Pastor(s), will consider the confirmed Disciple's participation in the life and worship of the Congregation, his or her conformance to the guidelines established by the Nominating Committee, and his or her willingness to serve. The Congregation must be notified of any additional nominees not less than one week prior to the Voter's Assembly at which the election will be held.

7.2 Election Procedure

At the Annual Meeting of the Voter's Assembly, the nominated candidates receiving the highest number of votes will be considered elected to the applicable positions on the Vision Council, the Committee for the Hawley Lutheran Endowment Fund, and the Nominating Committee. Elections will be conducted by a written ballot unless a quorum of the voting disciples present approve a motion for a unanimous ballot in the event the candidates nominated do not exceed the number of positions to be filled.

7.3 Installation

Confirmed Disciples newly elected to a full term on the Vision Council, the Committee for the Hawley Lutheran Endowment Fund, and the Nominating Committee will be installed during a worship service the first Sunday following their election. A confirmed Disciple elected to a partial term will be installed during a worship service the first Sunday after his or her election.

ARTICLE 8: VISION COUNCIL

8.1 Purpose

The Vision Council is called and elected to promote and advance the mission and vision of the Congregation as embodied in the Constitution and Bylaws of the Congregation and to implement the expressed will of the Congregation in decisions made by a Voter's Assembly. With the guidance of the Holy Spirit, it will endeavor to coordinate and liberate the ministries of the Congregation for the total furtherance of the work of Christ's Kingdom.

8.2 Term of Office

The term of each position on the Vision Council is three years terminating at the installation of a successor. A Voting Disciple may not serve more than two consecutive three-year terms with a partial term not counting towards the two-term limit.

8.3 Organization

During the first meeting after the Annual Meeting of the Voter's Assembly and the installation of new members, the Vision Council will elect from within its membership a President, Vice President, Treasurer, and a Secretary. As determined by the Vision Council, it will assign portfolios to its members as needed to facilitate communication with core ministry teams.

8.4 Officers

8.4.1 President: The President shall preside over all meetings of the Congregation and the Vision Council. The President or designated agent shall represent the Congregation at all official functions.

8.4.2 Vice President: The Vice president shall preside at all functions in the absence of the President.

8.4.3 Secretary: The Secretary shall keep the minutes of the Vision Council and the Voters Assembly (Congregational) Meetings and shall oversee a Congregational Historian and Archivist.

8.4.4 Treasurer: The Treasurer shall oversee the Financial Secretary and report to the Vision Council.

8.4.5 Pastor: "The Senior Pastor, or his or her designee, will serve as a non-voting ex officio advisor to the Vision Council."

8.5 Meetings

The Vision Council will meet at least once a month. As additionally needed, the President or any three members of the Vision Council may call a Special Meeting. To make official decisions, a quorum is five members physically present.

8.6 Financial Secretary: A Financial Secretary shall be appointed by the Council. Duties of the Financial Secretary are:

8.6.1 Be the custodian of HLC funds.

8.6.2 Disburse all funds in accordance with decisions of this Congregation, the Vision Council and the Endowment Committee

8.6.3 Present a duly audited report to the annual Congregational Meeting and other such reports to the Vision Council as required

8.6.4 Attend meetings of the Vision Council, as required or requested

8.6.5 Complete tasks related to payroll, payroll taxes, filing tax returns and reports.

8.6.6 Keep a record of all pledges of the Congregation.

8.6.7 Receive all collections, individual contributions and special offerings for current expenses, missions and other purposes.

8.6.8 Oversee the counting and recording of all contributed funds. Two voting disciples shall count and sign the tally sheet prior to the funds leaving the premises.

8.6.9 Deposit all money received in this Congregation's bank account(s).

8.6.10 Make a monthly accounting to the Vision Council.

8.6.11 Distribute annual statements to all contributors (when identifiable) detailing their record of contributions. Additional statements may be prepared and distributed at the direction of the Vision Council.

8.6.12 Prepare for the Vision Council, a complete annual statement of collections and contributions.

8.6.13 The Financial Secretary and Treasurer shall be signatories on this Congregation's bank accounts.

8.7 Report and Audit

The President will present a State of the Congregation Report at the Annual Meeting of the Voter's Assembly. The Vision Council will annually appoint an Audit Committee consisting of any two qualified confirmed Disciples of the Congregation, other than the Treasurer, to audit the financial records of the Congregation. The audit report will be submitted to the Annual Meeting of the Voter's Assembly.

8.8 Vacancies

8.8.1 If after prayerful consideration any member of the Vision Council is unable to fulfill his or her commitment to their position, they are to submit their resignation. If a member is absent three or more consecutive meetings without a reasonable explanation, the remaining members of the Vision Council may declare the position vacant.

8.8.2 If a vacancy occurs on the Vision Council for any reason, the Nominating Committee will follow the procedures in Section 1 of this Article and will submit the name of a qualified nominee (or nominees, if applicable) to the Vision Council, which will then appoint a successor to fill the unexpired term. The appointment, unless the unexpired term is completed, must be ratified by majority vote at the next Annual or Special Meeting of the Voter's Assembly that is held.

8.9 Memorials

8.9.1 Memorials \$1,000.00 value or less will be overseen by the Financial Secretary and / or Treasurer. The Vision Council will; oversee, implement and coordinate Memorials over \$1,001.00 value, if not otherwise designated, and shall be subject to the MN Non-Profit Corporation Act.

8.9.2 Allocate, distribute and expend funds as they deem necessary or reasonable in complying with the terms and conditions of the gifts and the fund.

8.9.3 Report the income, distributions and balances of all Memorial Fund accounts at each Annual Meeting of the Congregation.

8.9.4 Comply with the wishes and directions of the donors as expressed at the time the Congregation accepts the gift provided that the wishes and directions are in compliance with the wishes and directions of the Congregation and the laws pertaining to non-profit corporations.

ARTICLE 9: MINISTRY TEAMS (Committees)

9.1 Core Ministry Teams:

A Core Ministry Team is one identified by the Vision Council that has a ministry, which is long term and essential to the mission, vision, and values of the Congregation. It is supported by the budget and may have as many sub-ministry teams as required. Each Core Ministry team will have a leader, appointed by the Vision Council, who is gifted in that ministry. The leader, in turn, will appoint leaders for each sub-ministry team that may be created under that core Ministry. The Vision Council and the Core Ministry Teams will gather once each quarter to review, reaffirm, and celebrate their commitment to the Congregation's mission, vision, and values. At the Annual Meeting of the Voter's Assembly, each Core Ministry Team will present a report of its ministry.

9.2 Ministry Teams:

A Ministry Team is created at anytime the Holy Spirit moves disciples to identify a ministry that is compatible with the mission, vision, and values of the Congregation. Upon its creation, a Ministry Team must file with the Vision Council a statement of the goals of its ministry. It has a designated leader and may or may not be funded by the Congregation's budget. The Ministry Team exists for the duration of the particular ministry for which it was created, for however short or long that may be.

9.3 Executive Team:

The Executive Team (the officers of the Vision Council and Senior Pastor) shall meet monthly to determine any issues that are to come before the Vision Council, to consolidate information and determine the need for additional actions.

9.4 Personnel Team:

Four (4) disciples shall be selected by the Vision Council. The Personnel Team is responsible for publishing employee openings at HLC, providing job descriptions and application forms for prospective employees. The Personnel Team is also responsible for interviewing candidates for open positions at HLC. Recommendations from the Personnel Team are sent to the Vision Council for final approval.

9.5 Nominating Team:

The Nominating Team will consist of five Voting Disciples with two chosen annually by the Vision Council, and three elected annually at a meeting of the Voter's Assembly. Disciples of the Nominating Team are not eligible for consecutive reelection. The Team shall meet on an as needed basis, shall nominate one or more candidates for each office to be filled and secure the consent of each candidate to serve if elected. See Article 7.1

9.6 Audit Team:

The Vision Council will annually appoint an Audit Committee consisting of any two qualified confirmed Disciples of the Congregation. The Audit Team shall not be members of the Vision Council. The Team shall conduct an annual audit of all Congregational financial records and prepare a report for the Annual Meeting. See Article 8.7

9.7 Call Team:

The Vision Council will select from the Congregation at large not less than five or more than seven Voting Disciples to serve on a Call Team. The Call Teams duties will end upon acceptance of the Letter of Call or other determination by the Voter's Assembly. See Article 5.1

ARTICLE 10: DISCIPLINE

A Disciple, who advocates doctrines that are contrary to Holy Scripture and the Confessions of the Church, or who is guilty of conduct grossly unbecoming of a Disciple of the Body of Christ, will be subject to discipline. The Vision Council, on behalf of the Congregation will administer the discipline. The disciplined Disciple has the right of appeal to a meeting of the Voter's Assembly. All discipline of a Disciple will be exercised in accordance with Matthew 18:15-18.

ARTICLE 11: CONFLICTING LOYALTIES

11.1 The buildings and property of the Congregation will be open to all people who share in its worship, instruction, pastoral care, and fellowship. However, the Congregation rejects all fellowship with organizations, secret or open, which are avowedly religious and which do not confess faith in accordance with the Constitution and Bylaws of the Congregation.

11.2 Ceremonies of lodges and other such organizations are prohibited in or on the Congregation's property, nor will the Congregation's Pastor(s) or staff take part in any such ceremonies.

Article 12: Hawley Lutheran Church Endowment Fund.

12.1 Committee Membership

12.1.1 The Committee shall be composed of five Voting Disciples of the Congregation elected at the Annual Meeting to three year terms in such a way that one or two Disciples are elected each year.

12.1.2 No Disciple may serve more than two consecutive full terms.

12.1.3 The senior Pastor and Vision Council President, or their designees, shall be non-voting ex officio advisory members of the Committee.

12.1.4 In the event of a vacancy, the Vision Council shall appoint a Voting Disciple of the Congregation to fill the unexpired term.

12.2 Officers

12.2.1 The Committee shall elect from its own membership a Chairperson, Recording Secretary and Treasurer.

12.2.2 The Chairperson shall preside at meetings of the Committee.

12.2.3 The Recording Secretary shall keep minutes of each meeting with such minutes becoming the permanent record of the Congregation.

12.2.4 The Treasurer shall work with the Congregation's Financial Secretary in maintaining records of the fund. Prior to the Annual Meeting, the Treasurer shall report to the Committee the income earned by the fund in the previous year, the original value of the principal investment in the fund and the fair market value of all fund assets.

12.3 Responsibilities of the Endowment Fund Committee

12.3.1 Administer the fund on behalf of the Congregation and under the supervision of the Vision Council.

12.3.2 In receiving donations, honor the requests of donors that satisfy the guidelines established by the Congregation, Vision Council, and Committee. The Committee may at its discretion refuse gifts that are inconsistent with the mission and ministry of the congregation or fund.

12.3.3 Report quarterly to the Vision Council and to the Annual Meeting of the Congregation.

12.3.4 Provide all records to the Audit Committee and to the Vision Council upon their request.

12.3.5 Recommend to the Vision Council for its approval, expenditures from the fund for reasonable expenses in administering the fund.

12.3.6 Not be held personally liable for any losses incurred by the fund as long as the Committee has acted in good faith and with ordinary prudence.

12.3.7 Refrain from conduct in which a Committee member's interests appear to conflict with the interest of the fund.

12.3.8 In accord with their best counsel and the guidelines and policies established by the Vision Council, make recommendations to the Vision Council in regard to the management of the fund.

12.4 Managing Funds

12.4.1 No money may be expended from the fund until the fund's year end market value exceeds \$25,000.00. When the fund's year end fair market value exceeds \$25,000.00 earned income may be expended to the extent that the fair market value of the remainder – figured on the bases of previous year end values – is not less than \$25,000.00.

12.4.2 Until principal investment in the fund reaches a year end minimum balance of \$200,000.00, none of the principal may be expended.

12.4.3 A maximum of 25% of the previous year end fund principal exceeding \$200,000.00 may be expended in any year.

12.5 Distribution of Funds.

12.5.1 No funds may be distributed without the recommendation of the Committee and ratification of that recommendation by majority vote of the Vision Council.

12.5.2 The Fund shall be distributed annually and at such times deemed prudent to accomplish its purposes.

12.5.3 The Committee shall make recommendations to the Vision Council for distribution of funds which will help to accomplish the following purposes:

12.5.3.1 Equipping and supporting people of all ages, of the Congregation, and of the local or worldwide community in doing mission and outreach in the communities they serve. This includes, but is not limited to, grants for global missionary support and for laity and staff to attend or conduct educational, music or evangelism conferences.

12.5.3.2 Increasing educational opportunities for youth and adults. This includes, but is not limited to, providing grants to attend seminaries, colleges and church camps.

12.5.3.3 Promoting the use of common communication mediums to enable Hawley Lutheran Church to be a hospitable Congregation sent by Christ to influence others by bringing God's Love, Hope and Joy to the world.

12.5.3.4 Assisting local and worldwide community services in established and sustaining programs designed to have a lasting influence on the communities they serve. This includes, but is not limited to, providing grants to social service agencies to which this Congregation relates and providing grants for programs designed to minister to those in spiritual or economic need.

12.5.4 When the future of the Congregation is at stake, the Committee may, with a two-thirds majority vote of the Committee, present a resolution to the Congregation that the Congregation use the Fund to meet its obligations. A two-thirds vote of those present at an Annual Meeting or Special Congregation Meeting is required to enact the resolution.

12.5.5 At the time of the Congregation's merger or dissolution, the Vision Council shall provide for the disposition or transfer of the assets of the Fund in conformity with the Congregation's Constitution and state and federal law.

ARTICLE 13 Bylaw Amendments

13.1 Bylaws may be adopted or amended at any legally called Meeting of this Congregation, by a majority vote of those Voting Disciples present and voting.

13.2 Changes to the Bylaws may be proposed by any Voting Disciple provided, however, that such additions or amendments be submitted in writing to the Vision Council at least 60 days before a regular or special Congregation Meeting called for that purpose. The Vision Council shall notify the Congregation's Disciples of the proposal with the Vision Council's recommendations at least 30 days in advance of the Congregational Meeting.