

# HOLY CROSS EVANGELICAL LUTHERAN CHURCH OF FORT WAYNE, INDIANA, INC.

## BYLAWS

### **ARTICLE 1: POWERS RESERVED AND POWERS DELEGATED**

1.1 The congregation is a religious corporation. The following powers are the expressly reserved enumerated powers of the congregation through the Voting Members and shall not be delegated:

- 1.1.1 The decision to call or remove a Minister of Religion—Ordained;
- 1.1.2 The decision to call or remove a Minister of Religion—Commissioned;
- 1.1.3 The election of or decision to remove a member of the Board of Lay Leaders;
- 1.1.4 The purchase, sale, or other disposition of real property, defined as land, fixed improvements, and construction of fixed improvements that exceeds 5% of the appraised market value of the then-current church property;
- 1.1.5 The incurrence of long-term debt, defined as follows:
  - 1.1.5.1 Indebtedness secured by real estate;
  - 1.1.5.2 Non-secured indebtedness of more than 12 months;
  - 1.1.5.3 Non-secured indebtedness exceeding 5% of the annual budget.
- 1.1.6 The excommunication of a Communicant Member of the congregation;
- 1.1.7 The decision to merge or dissolve the church;
- 1.1.8 The decision to merge or dissolve the school ministry;
- 1.1.9 The amendment of the Constitution or Bylaws.

1.2 Other than the expressly reserved powers enumerated above, the congregation delegates the power to manage and administer its internal and external affairs to the Board of Lay Leaders (hereinafter referred to as the Board) as specified in Article 3 of these Bylaws.

1.3 Any power delegated to the Board shall be subject to review, revision, or revocation by the Voting Members through the amendment process provided by these Bylaws.

1.4 All activities of the congregation shall be regulated, and all controversies (doctrinal or otherwise) that may arise within the congregation shall be resolved on the basis of Holy Scripture and the Lutheran Confessions. Any decision to the contrary shall be null and void.

**ARTICLE 2: ACCEPTANCE INTO, TERMINATION OF, AND RESTORATION OF MEMBERSHIP**

**2.1 Acceptance into Communicant Membership**

2.1.1 One who desires to become a Communicant Member of the congregation shall be instructed in such a manner as to qualify them for communicant membership as defined by the Constitution (Article 5).

2.1.2 An applicant transferring from another Lutheran Church—Missouri Synod (LCMS) congregation shall submit a letter of transfer from that congregation.

2.1.3 When an applicant has given satisfactory evidence of eligibility for communicant membership in accordance with this subsection, the Senior Pastor shall approve such membership.

**2.2 Termination of Communicant Membership**

2.2.1 The Senior Pastor shall only terminate a Communicant Membership for one of the following reasons:

2.2.1.1 Death;

2.2.1.2 Request from the Member for transfer to another congregation;

2.2.1.3 Request from the Member for release from Membership;

2.2.1.4 “Location Unknown” for a period of at least on year;

2.2.1.5 Self-exclusion: a member has not worshipped or communed with the congregation for at least twelve (12) consecutive months.

2.2.1.5.1 After investigation and encouragement to return and if correction is not made by the Member, the Member’s name may be removed from communicant membership and transferred to the mission file of the congregation;

2.2.1.5.2 When a Member’s name is transferred to the mission file, said Member shall be notified of such self-exclusion by certified mail;

2.2.1.5.3 Self-exclusion releases an individual from all responsibilities to the congregation;

2.2.1.5.4 A self-excluded individual shall be cordially welcomed at worship and encouraged to seek restoration of communicant membership.

2.2.2 The Senior Pastor shall, with the consent of the Board, administer church discipline (Matthew 18:15-20) on behalf of the congregation and recommend to the congregation the excommunication of a Member who, having been admonished, remains impenitent for un-Christian conduct. Reasons include:

2.2.2.1 Openly adhering to false doctrine;

2.2.2.2 Evidencing an immoral life;

2.2.2.3 Disparaging or despising the preaching of the Gospel;

2.2.2.4 Disparaging or despising the administration of the Lord’s Supper.

**2.3 Restoration of Membership**

2.3.1 The Senior Pastor, with the consent of the Board, shall restore a person who has been removed from membership for reasons of self-exclusion or excommunication when said individual meets the requirements of communicant membership as defined in the Constitution (Article 5).

2.4 The Senior Pastor shall keep the Board informed of changes in membership.

**ARTICLE 3: BOARD OF LAY LEADERS (BLL)**

- 3.1 The members of the Board of Lay Leaders (hereinafter referred to as the Board) shall be elected at the Annual Meeting of the Voters Assembly and shall be comprised of between seven (7) and nine (9) members who meet the following qualifications:
- 3.1.1 Having been a Voting Member of the congregation for at least two (2) years;
  - 3.1.2 Not a ministry staff member or an employee of the congregation;
  - 3.1.3 Satisfying any additional qualifications stipulated in Board policy.
- 3.2 The term of office of a Board member shall commence on January 1 following the election.
- 3.3 The term of office for a Board member shall be three (3) years, renewable for two (2) additional consecutive terms.
- 3.4.1 If appointed to fill a vacancy, such Board member may not stand for reelection if another term would extend the Board member's service to more than ten (10) years.
- 3.4 Board member terms shall be staggered to ensure continuity of service and experience.
- 3.5 Board members shall not receive compensation from the congregation for their service.
- 3.6 The Senior Pastor shall serve ex officio as a non-voting advisor to the Board.
- 3.7 The Board shall meet at least quarterly at a time and place determined by the President.
- 3.7.1 The time and place of each regular meeting of the Board shall be publicized not less than one (1) weekend prior to such meeting.
  - 3.7.2 The President, any three (3) other Board members, or the Senior Pastor may call a special meeting of the Board by notifying Board members of the time and place of such meeting not less than three (3) days prior to the meeting.
  - 3.7.3 Minutes of meetings of the Board shall be retained in the church office.
- 3.8 In order to exercise the powers and to accomplish the responsibilities entrusted to it by the congregation, the Board shall develop, maintain, and enforce the following sets of policies, which shall be available to the congregation:
- 3.8.1 **Ends** policies, which delineate appropriate results to be achieved for appropriate recipients at an appropriate cost;
  - 3.8.2 **Board-Senior Pastor Delegation** policies, which delineate the authority and roles of the Board and the Senior Pastor, the manner of delegating from the Board to the Senior Pastor, the accountability of the Senior Pastor to the Board, and the means by which the Board monitors the Senior Pastor's accomplishment of the **Ends**;
  - 3.8.3 **Senior Pastor Limitations** policies, which establish prudence and ethics limits regarding the means the Senior Pastor may use to achieve the **Ends**;
  - 3.8.4 **Governance Process** policies, which include (but are not limited to) Board governing style, Board member qualifications and responsibilities, and Board committee responsibilities.
- 3.9 The Board shall annually seek input from the congregation in the development and review of the **Ends**.

#### ARTICLE 4: BOARD OFFICERS

The officers of the Board shall consist of a President, a Vice President, and a Secretary/Treasurer.

4.1 The officers shall be elected by the Board from among the Board members.

4.2 The President shall be responsible for the integrity of the Board's process as outlined in Board policy.

4.3 The Vice President shall perform the duties of the President in the President's absence, at the President's request, upon the President's disability, or in the case of a vacancy in the office of the President.

4.4 The Secretary/Treasurer shall ensure the integrity of the Board's documents and assume the responsibilities delegated by the Board in the Governance Process policies.

#### ARTICLE 5: COMMITTEES OF THE BOARD

5.1 The Board shall establish a Call Committee for the calling of a Senior Pastor as needed. This Committee shall consist of an odd number of Voting Members not to exceed nine (9). The Call Committee may include Board members.

5.2 The Board shall annually appoint a Nominating Committee of at least five (5) Voting Members.

5.2.1 The Committee shall consist of the Vice President, one other member of the board, and three (3) Voting Members of the congregation not currently serving on the Board.

5.2.2 The Senior Pastor shall serve ex officio as a non-voting member.

5.2.3 The Vice President shall serve as chair.

5.2.4 The Committee shall secure at least the number of qualified nominees needed to fill seats being vacated on the Board at the end of the year.

5.3 The Board shall establish a Committee of Elders with responsibilities as outlined in Board policies. The Committee of Elders shall:

5.3.1 ensure governance excellence through **Ends** linkage with owners;

5.3.2 assist in providing appropriate care to the Senior Pastor;

5.3.3 provide Scripturally-consistent acceptance, termination, and restoration of members as provided in Article 2 of these Bylaws;

5.3.4 serve on a Call Committee for the purpose of calling a Minister of Religion—Ordained;

5.3.5 provide Scripturally-consistent investigation and written report to the Board regarding charges for removal of any called worker or elected lay leader.

5.4 The Board may appoint additional committees it considers necessary to assist in fulfilling its governance responsibilities.

## ARTICLE 6: MEETINGS OF THE CONGREGATION

### 6.1 Definitions

6.1.1 **Voters Meeting:** a meeting of the congregation where the agenda calls for a motion to be discussed and a vote taken.

6.1.2 **Information Meeting:** a meeting of the congregation called for the purpose of dispensing information with no vote required.

6.1.3 **Special Meeting:** a meeting of the congregation other than the annual Voters Meeting: either a Voters Meeting or an Information Meeting.

### 6.2 Annual Voters Meeting

6.2.1 The congregation shall have a Voters Meeting at least once each calendar year.

6.2.2 The date and hour of the Meeting shall be set by the Board and publicized at least two weeks prior to the Meeting.

6.2.3 The notification shall contain an agenda of items, which shall include (but is not limited to) the Ends, a financial report, and Board elections.

### 6.3 Special Meeting

6.3.1 The Board, the President, the Senior Pastor, or any seventy-five (75) Voting Members by written request to the Secretary/Treasurer, may call a Special Meeting of the congregation.

6.3.2 The time and place of a Special Meeting shall be publicized at least one (1) weekend prior to such meeting with an agenda of items to be considered.

6.3.3 No agenda items may be added once notification is given.

### 6.4 Quorum, Voting, and Minutes

6.4.1 A quorum at a properly-called Voters Meeting consists of the number of Voting Members present.

6.4.2 All decisions shall be made by simple majority vote, with the exception of the following matters that require a two-thirds majority vote:

6.4.2.1 Amendment of the Constitution;

6.4.2.2 Amendment of the Bylaws;

6.4.2.3 Removal of a Minister of Religion—Ordained;

6.4.2.4 Removal of a Minister of Religion—Commissioned;

6.4.2.5 Removal of a member of the Board of Lay Leaders;

6.4.2.6 Merger or dissolution of the church;

6.4.2.7 Merger or dissolution of the school ministry;

6.4.2.8 Questions of non-conformity to the Confessional Standard (detailed in Article 3 of the Constitution)

6.4.3 Minutes of Voters Meetings shall be retained in the church office.

**ARTICLE 7: REMOVAL OF A CALLED WORKER OR ELECTED LAY LEADER**

**7.1 Removal of a called Minister of Religion (Ordained or Commissioned)**

7.1.1 Sufficient grounds for removal of any called Minister of Religion (Ordained or Commissioned) shall be any of the following:

7.1.1.1 Persistent adherence to false doctrine;

7.1.1.2 Scandalous life;

7.1.1.3 Willful neglect of official duties;

7.1.1.4 Evident and protracted incapacity;

7.1.1.5 Evident and protracted incompetency in performance of the functions of the office to which the individual has been called.

7.1.2 Charges on any of these counts shall be investigated by the Board.

7.1.2.1 The Board's Executive Committee, the Chair of the Committee of Elders, and at least two (2) other Communicant Members (who may or may not be Board members) shall serve as the Board's Investigative Committee.

7.1.2.2 The Committee of Elders shall serve as advisors to the Investigative Committee.

7.1.2.3 The investigation shall be in consultation with an appropriate representative of the District of the Lutheran Church—Missouri Synod in which the congregation holds membership.

7.1.3 Should the investigation provide clear, substantive, and substantiated evidence supporting the charge, the Board shall submit the matter for action at a properly-called Voters Meeting.

**7.2 Removal of a member of the Board**

7.2.1 Sufficient grounds for removal of a Board member shall be any of the following:

7.2.1.1 Persistent adherence to false doctrine;

7.2.1.2 Scandalous life;

7.2.1.3 Willful neglect of official duties;

7.2.1.4 Evident and protracted incapacity;

7.2.1.5 Evident and protracted incompetency in performance of the functions of the office to which the individual has been elected or appointed.

7.2.2 Charges on any of these counts shall be investigated by the Board's Executive Committee together with at least two (2) other Communicant Members (who may or may not be Board members).

7.2.2.1 The Member being investigated shall not participate in Board business while the investigation is ongoing.

7.2.3 Should the investigation provide clear, substantive, and substantiated evidence supporting the charge, the Board shall submit the matter for action at a properly-called Voters Meeting.

## **ARTICLE 8: INDEMNIFICATION**

8.1 The congregation shall procure insurance in order to defend as well as to indemnify or to pay on behalf of the congregation and any individual who is or may be a party to any proceeding other than a proceeding by or in the right of the congregation, because of his/her position as a Board member, officer, called Minister of Religion (Ordained or Commissioned), or employee of the congregation, against liability incurred in the proceeding if:

8.1.1 He/she did not knowingly act contrary to policies or procedures of Holy Cross;

8.1.2 He/she acted in good faith belief that his/her actions were in the best interests of the congregation or, in the case of any criminal proceeding, that he/she had no reasonable grounds to believe that his/her conduct was unlawful.

8.2 Any person seeking indemnification shall, as soon as reasonably possible, notify the Board of any circumstances that may give rise to claim and further agree to cooperate in the defense of such claim.

## **ARTICLE 9: ENDOWMENT FUND**

9.1 The congregation shall have an endowment fund, which shall be called The Holy Cross Endowment Fund and may contain one or more individual funds designated for specific purposes.

9.2 The Fund's purpose shall be to receive gifts and bequests and to use them for the mission and ministry of the congregation.

9.3 Both the principal and earnings from unrestricted gifts and bequests to the Fund are to be used in accordance with policies established by the Board and in accordance with the general purpose for which the Fund has been established.

9.4 Gifts and bequests may be made with special terms or conditions and may contain limitations or directions as to the investment or use of the substance of the gift or the use of accumulated income, provided that such gifts and bequests are acceptable in accordance with policies established by the Board.

9.5 The Fund will continue in existence and be used as is herein provided so long as the congregation continues to exist.

9.5.1 Should the congregation cease to exist, then the assets constituting the Fund will become the property of a successor Lutheran church.

9.5.2 If there is no successor Lutheran church, then the Fund becomes the absolute property of the District of the Lutheran Church—Missouri Synod in which the congregation holds membership at the time.

9.6 The Board shall establish policies as may be necessary for the operation of the Fund, including those regarding the raising of funds for, the acceptance of gifts and bequests to, and the use of gifts and bequests made to the Fund, subject to the overall purpose noted herein.

9.7 The Board shall establish policies as may be necessary for the investment of and accounting for any funds and assets of the Fund.