

April 2017

BYLAWS OF Bethlehem Lutheran Church

B1. Vision and Mission

We envision Bethlehem Lutheran Church as a vibrant, joyful, and growing Christ-Centered community of believers and seekers. We actively reach people of all backgrounds and intentionally help them follow a spiritual path toward maturity in the Christian faith. Our love of God and each other is evident in our community, and in joyful and relevant programs and worship experiences. We are known for our passion and commitment in responding to the physical and spiritual needs of those in our community and the world beyond it.

The mission of Bethlehem Lutheran Church is Building Lives – Through Worship, Mission, and Connection.

B2. Purpose of Bylaws

The purpose of these Bylaws is to define management and organizational requirements of Bethlehem Lutheran Church (“BLC”) in greater detail than prescribed by its Constitution. The Bylaws expand upon but shall in no way conflict with any provision of the BLC Constitution.

B3. Overall Organization and Related Authorities

The management structure of BLC consists of several major components.

a. The Congregation, consisting of baptized persons on the rolls who have declared and maintain their membership in accordance with the constitution, holds authority as defined by the constitution and bylaws of BLC, expressed by formal action at Congregational meetings.

b. The Congregation Council (“Council”), elected by the Congregation, is responsible for the development of strategic directional plans and for overall management of the Congregation’s activities consistent with the responsibilities and authorities delegated by the Congregation.

c. The Pastor and any pastoral assistants or associates in ministry, are the spiritual mentors of this Congregation and have such responsibilities as identified in these bylaws, respective job descriptions and by other directions of the Congregation or Council acting.

d. The Trustees, are responsible for exercising such authorities pertaining to property or other legal responsibilities required under the laws of the Commonwealth of Virginia. The Trustees take direction from the Congregation and the Council.

e. Appointed Lay Leaders, important task leaders who report to the Council or to Council members, but who are not voting members of the Council.

f. Committees, Task Teams, and Working Groups, which are various mechanisms used to accomplish tasks.

g. Staff and Contractual Help, which are personnel resources authorized by the Council and compensated under the approved budget to help accomplish duties defined by the Council or Congregation.

B4. Congregation.

The powers of the Congregation are outlined in Chapter 5 of the BLC Constitution. These include, but are not limited to, Calling a Pastor, electing a Council, determining the fiscal year, approving annual budgets and strategic plans, buying and selling property, and adopting and amending the Constitution and Bylaws.

B5. Congregational Meetings. The voting members at Congregational meetings shall be the confirmed persons on the rolls who have declared and maintain their membership in accordance with the Chapter 8 of the Constitution, meaning, during the current or preceding calendar year, that confirmed person on the rolls shall have communed in the congregation and shall have made a record of contribution to the congregation. Congregational meetings, ordinarily chaired by the President, will be held at least once a year or as needed to make decisions reserved for the Congregation and as appropriate for informing the Congregation of developments and plans impacting the growth of BLC ministries. Usually Council elections will be held at an Annual Congregational Meeting, and the adoption of the consolidated annual budget also will be accomplished at a Congregational meeting. *Fifteen (15 percent.) of BLC voting members shall constitute a quorum* when a quorum is required. All actions approved by the Congregation shall be by majority vote of those voting members present and voting, except as otherwise provided by the BLC constitution or by state law. All actions taken at Congregational Meetings shall be duly recorded in written minutes and, as appropriate, continuing resolutions.

B6. Some Principles of Operation for BLC Leadership.

“Expectations for BLC Leaders” are codified in a policy document of that title approved by the Congregation. Council members should be committed to the long-term interests of the Church and should demonstrate commitment by regular attendance at Council meetings and functions, regular worship attendance, continual faith development, and support of the church through service, use of talents, time, and financial support.

B7. Council Responsibilities.

The Council is the *governing* board, elected by the Congregation, and is delegated tasks by the Congregation as provided in the Constitution Section 12 and in these Bylaws.

The Council is responsible for providing leadership and general oversight of the life and activities of BLC in accordance with the Word of God and the faith and practice of the ELCA as outlined in the BLC Constitution.

The Council is responsible for maintaining and protecting BLC property, strategic planning, policy development and monitoring, the overall management of BLC programs and activities,

and for the conduct of business and fiscal affairs. It shall have the powers and be subject to the obligations that pertain to such boards under the laws of the Commonwealth of Virginia.

The basic responsibilities of the Council are to:

- Lead the congregation in the development of our church's spiritual direction and convey strategic goals and objectives to be achieved. Monitor progress on these goals and objectives.
- Develop, recommend and monitor goals of the Strategic Plan and Operating Plans of the church and evaluate process towards goals,
- Develop, recommend and monitor the Annual Budget of the church, including funding activities required by the Strategic Plan,
- Serve as the fiduciary body including insurance, investment, and cash management,
- Appoint Ministry Leaders and such other volunteer leadership positions as may be necessary to support the strategic plans of the church,
- Appoint Committees or other ad hoc or standing groups as needed, including a nominating Committee,
- Work collaboratively with the Pastor to set and achieve goals, oversee activities, and manage all the resources of the Congregation effectively,
- Set goals for, monitor, annually evaluate, and compensate the Pastor of the church,
- Review and approve job descriptions, hiring, disciplinary, termination and compensation activity for any regular full-time or part-time employees of the church,
- Promote peace and goodwill and establish formal processes to address problem resolution or formal grievances.

B8. Council Members

The voting members of the Council shall include the President, the Director of Finances, a Coordinator of Governance and Planning, and no fewer than five (5) nor more than seven (7) additional lay representatives elected by the Congregation to serve on the Council, as well as the called Pastor.

B9. Election of Lay Members of the Council.

Council elections ordinarily will be held each year at an annual Congregational Meeting held largely for that purpose. Council members may be nominated from the confirmed members of the Congregation. The President and all lay Council Members are elected by the Congregation membership to serve for a maximum of 2 terms, each term of 2 years' duration. Nominations for the President and for the other Council positions shall be made by a nominating committee, as specified in these Bylaws. Nominations may also be made from the floor at the Congregational Meeting, only with the consent of the nominee. The terms of the Council positions will be rotated so that approximately one-half of the Council Members

are elected each year. In the event of a vacancy on the Council, the Council may fill that vacancy with a confirmed member of the Congregation temporarily, subject to the approval of the Congregation at its next regular or special meeting. A person may be removed from the Council by a vote of the Congregation or by a two-third vote of the other members of the Council, subject to the approval of the Congregation at its next regular or special meeting.

B10. Responsibilities of Individual Council Members.

10.1. President. The President has special responsibility for relations with the Congregation, effective communication, and the overview of policy and planning. The Vestry Secretary will report to the President. The President will chair Council and Congregational meetings.

10.2 Vice President. The Council itself may select a Vice President from its membership to serve in the absence of the President and to perform such other specific functions as it should designate.

10.2. Director of Finances. This person will have lead responsibility for financial accounting and analysis. He/she would oversee the work of the appointed Treasurer and Financial Secretary. He/ she ordinarily will have lead responsibility for organizing the BLC budget and the financial stewardship campaign.

10.4. Coordinator of Governance and Planning. This Coordinator leads BLC Governance and Mid-and Long-Term Planning.

10.5. Other Leadership Assignments. The Council may direct the Nominating Committee to put forth nominations for Council Members to represent specific areas or initiatives during annual elections and/or may assign specific functional leadership responsibilities from among its elected members to accomplish its work.

B.11. Other Lay Leaders. There are other important leadership positions.

11.2. Secretary. A secretary shall be appointed by the Vestry to ensure accurate records of Council meetings, particularly recording decisions, and recommendations to be brought to the Congregation, important taskings, and significant issues. The Secretary would be expected to attend Council meetings, and would have voice, but not vote. The Secretary would report to the President.

11.3. Treasurer. The Treasurer will be appointed by the Vestry and will serve as custodian of all funds, including financial instruments (e.g. stocks and bonds). He or she will disburse and transfers funds, subject to authorization by the responsible program coordinator; will maintains all accounting records of the congregation; and will report through the Director of Finances to the Vestry.

11.4. Financial Secretary. The Vestry appointed Financial Secretary maintains giving records for members and other donors; prepares statistical reports and analyses of giving for the Vestry and the Congregation including the annual donation reports to members and other donors; files the Form 941 quarterly with the Federal government and VA-5 monthly with

Virginia related to payroll taxes. He or she reports through the Director of Finances to the Vestry.

11.5. Other Leaders. The President or the Council may also establish other positions, committees, and task teams, as it determines are likely to be useful, and these mechanisms may include and be chaired by persons not on the Council.

B12. Council Meetings.

The Council shall normally meet once a month and no less than quarterly. The President, in consultation with the Pastor, shall prepare and distribute an agenda and materials for discussion and action to Council members prior to the meeting. *A quorum for Council action is a majority of Council members.* When there is a quorum, actions may be taken by Council by the affirmative vote of at least a majority of the Council members present. Minutes of all Council meetings shall be recorded, subsequently approved by the Council and be available for review in the church office. Council meetings are open to all members of the Congregation.

B13. Pastor.

Authority to call a Pastor is vested in the Congregation. Responsibilities of the Pastor, the Letter of Call, and related responsibilities of the Congregation and the Bishop of the Synod are detailed in Chapter 9 of the BLC Constitution.

The Pastor is charged with the spiritual development and day – to– day ministry of the church. The Pastor is authorized, within the constraints of the Bylaws, legal and Synod requirements, as well as plans, policies and budgets adopted by the Congregation and Council, to exercise his or her judgment and act in a manner he or she reasonably believes to be in the best interests of the church to manage and accomplish established goals and plans.

The Pastor is a voting member of the Council, and, as such, participates in the planning, policy development, and other responsibilities of the Council. The Pastor has responsibility for championing, promoting, and monitoring the Discipleship of BLC members and friends, their growth as Christians. As part of Discipleship, he promotes impactful and joyful worship, meaningful Christian education, and wise and generous stewardship.

B14. Trustees.

The trustees shall be elected by the Congregation for indefinite terms which may be terminated at any time by the Congregation or the incumbent.

The trustees are responsible for holding title to certain church property on behalf of the Congregation and representing BLC in transactions involving that property as required by the laws of the Commonwealth of Virginia.

B15. Staff and Contractual Help,

Staff or contractual help may be authorized by the Council and compensated under the approved budget to help accomplish duties defined by the Council or Congregation. Staff and any contractors will report to the Pastor. Staff will be managed in accordance with the BLC Personnel Management Handbook.

B16. Bonding.

All BLC staff, Council members, BLC Trustees, and key volunteers who handle financial matters shall be bonded through blanket coverage with BLC's insurance provider.

B17. Organizations Within the Congregation.

All BLC organizations within the Congregation must abide by the provisions of the BLC Constitution, Bylaws, and Policy Resolutions.

Outside organizations using BLC facilities are not considered organizations of this Congregation, but shall meet the criteria and requirements of BLC Continuing Resolutions pertaining to the use of the BLC facilities.

B18. Nominating Committee.

Candidates for President of the Congregation, the Council, Trustees, and delegates to the synod assembly, shall be nominated by a nominating committee comprised of the Pastor, the President, and at least three members elected by the Congregation. Nominating Committee members elected by the congregation will serve for one year.

The Pastor shall convene the nominating committee which shall then elect a person to serve as the chair.

Those candidates proposed by the Nominating Committee will be brought to the Congregation for approval. Additional nominations may be made from the floor during the elections meeting, with the consent of such nominees.

B19. Call Committee.

When a pastoral vacancy occurs, a Call Committee comprised of at least six BLC members shall be nominated by the Council and elected by the Congregation. The terms of office will terminate at the installation of the newly-called Pastor.

When a Call Committee is elected by the Congregation, it shall meet to elect a chair to lead the call process.

The call process shall be conducted in conformance with the BLC Constitution and the procedures of the ELCA Metropolitan DC Synod.

B20. Pastor Support Committee.

The Pastor may select a small group of BLC members to further communication between the pastor and Congregation or to provide such other support as identified.

B21. Audit Committee.

An Audit Committee comprised of at least two BLC members shall be appointed annually by the Council. The Committee shall perform testing procedures on the financial records of BLC for the fiscal year and report its findings to the Council and to the Congregation within 90 days after the end of the fiscal year.

B22. Continuing Resolutions.

Continuing Resolutions may be established by the Council or the congregation to define policies and procedures pertaining to the day-to-day operational management of BLC and the use of its facilities. Such resolutions may expand upon but in no way conflict with any provision of the BLC Constitution or Bylaws.

Continuing Resolutions may be enacted or amended by a two-thirds vote of Council members present at a meeting where the matter to be considered has been advertised at least two weeks prior to the meeting.

In the event that the Council recommends policy outside of its designated authority or determines that an issue is of importance or sensitivity in enactment, it shall recommend continuing resolutions for Congregation approval. The Congregation may adopt such a resolution by a simple majority vote of those present and voting at a congregation meeting where the topic has been brought to the attention of the congregation at least two weeks before the scheduled meeting.

All adopted continuing resolutions will be organized by topic for reference, and made available to members and stored in the church office.

B23. Bylaw Amendments

The Bylaws may be amended at a Congregational Meeting called for that purpose by a two-thirds vote of those voting members present and voting.