

BY-LAWS

HOLY CROSS EVANGELICAL LUTHERAN CHURCH – MISSOURI SYNOD

Onaway, Michigan

Article I. Congregational Meetings

- A. The Voters Assembly shall meet once per year at an annual meeting in December to conduct elections and approve the budget, with the option to call special meetings. All affairs of the congregation shall be discussed in regular meetings, or if necessary, in special meetings. Of all meetings, the congregation must be previously informed.**
- B. A quorum shall exist if twelve voters of the membership are present. A simple majority rules. A resolution passed by the congregation is valid only if it has been passed by a majority of the members present in the meeting.**
- C. A quorum of one-third of the “voting membership” is necessary and a two-thirds majority shall be required for amending the Articles of Incorporation, amending the Constitution and/or By-Laws, the erection of a building, the purchase or sale of property or the removal of a pastor or teacher from office, unless otherwise provided by State Law.**
- D. “Voting Membership” is defined as: active communicant members over the age of 18. Active/inactive status is defined by the Elders.**
- E. An “active membership quorum” at Voters Assemblies shall not include members who reside away from the Onaway area .**

Article II. Calling of a Pastor

- A. When a Pastor is to be called, a Call Committee, appointed by the Board of Elders, consisting of at least two Elders and with the approval of the congregation, shall serve as the screening committee. The Call Committee Chairman shall also ask the President of the Michigan District for recommendations.**
- B. Every member of the congregation shall have the privilege of making one or more nominations.**
- C. In the screening process, the Call Committee shall submit all names to the respective District President for information and evaluation. After receiving information and recommendations from the District Office, the Call Committee shall present to the congregations by means of a public announcement, at least two (if practical) preferred candidates, together with a biographical sketch of each.**

ARTICLE II. CALLING OF A PASTOR (CONTINUED)

- D. The candidates are eligible for election at any subsequent regular or special meeting of the congregation. No nominations may be accepted from the floor at the meeting. The election shall proceed by ballot. The candidate who shall receive a majority of the votes of the members present and voting shall be declared elected. At that time the election may be made unanimous.
- E. The Pastor thus elected shall then be extended a Call in the name of the Congregation, by the Congregation Chairman and the Elder Chairman.
- F. When a candidate from one of our seminaries shall be called, such a Call shall be extended through the District President, the Council of Presidents and the Seminary.

Article III. The Church Council

A. Membership

- 1. The Church Council shall consist of the Chairpersons of each Board, plus the Church Officers and the Pastor. The Chairman of the Congregation shall be the Chairman of the Church Council. The Congregational Secretary shall serve as recording secretary.

B. Duties

- 1. It shall be the duty of the Church Council to establish policies, to consider and discuss all matters pertaining to the general welfare of the Congregation.
- 2. The Church Council shall have the responsibility and authority to decide on matters not specifically reserved for Voters' Assembly decisions.

C. Meetings

- 1. The Church Council shall meet at least eight times per year at a time and place determined by the Congregational Chairman with the option to call special meetings for any urgent business.
- 2. The Pastor(s) or Chairman of the Congregation may call special meetings of the Council by informing members of the time and place of such meetings at least twenty-four (24) hours in advance.
 - a. Special meetings to be called for urgent business or matters including, but not limited to changes in the budget, building plans and personnel changes.
- 3. Council Meetings shall be open to the congregation. Congregation member comments and concerns shall be received at the beginning of all meetings. Where possible, discussion items should be submitted to the Council Chairman for inclusion on the agenda at least one week prior to a scheduled meeting.

D. Quorum and Decisions

- 1. A majority of members of the Church Council shall constitute a quorum. Decisions of the Council will be made by a simple majority of those members voting. The presiding Chairman shall not vote except in case of ties.

Article III. The Church Council (continued)

E. Committees

1. The Congregational Chairman, in consultation with the Pastor(s), has the responsibility of recommending the establishment of or the dissolution of committees. They also have the responsibility of recommending the Chairperson and others who shall chair such committees. Any committee's recommendations shall be referred to the Church Council for decision.
2. The Congregational Chairman shall develop a job description with each Board/Committee Chairperson.

F. Programs

1. The congregation may make recommendations to the Church Council for additional programs.

Article IV. Nominations and Elections

- A. Nominations for Church Council Officers will be taken from the Church Council and from the floor at the Annual Voters Assembly Meeting in December.
- B. All officers shall be elected by a majority ballot or a show of hands vote. Voting shall continue until a clear majority has been established after candidates receiving the lowest number of votes have been eliminated in each succeeding ballot.
- C. All Officers and Board Chairs may serve consecutive terms. Terms will commence in January.
- D. Officers and Board Chairs/members shall be inducted into office in a public service of the congregation.
- E. In case of a vacancy in an elective office, the Church Council shall elect a successor to fill the un-expired term.
- F. The election of the positions shall be such: the Council Chairman and Vice Chairman shall be elected in alternating years; no more than one-half the Trustees and Church Council shall be elected in a given year; no more than one-third of the Elders shall be elected in a given year.

Article V. Officers of the Church and Official Duties

- A. Officers and members of Boards shall perform the duties prescribed in the Constitution. The congregation shall also have the privilege from time-to-time of detailing and enlarging these responsibilities by a majority vote of the Voters Assembly. It may also call such other boards and committees into being as it may need from time-to-time. The Officers of the Congregation shall be:
 1. The Church Council Executive Committee
 - a. Chairman of the Congregation
 - b. Vice Chairman of the Congregation
 - c. Secretary of the Congregation
 - d. Treasurer of the Congregation
 - e. Financial Secretary of the Congregation

Article V. Officers of the Church and Official Duties (continued)

2. Congregation- Elected Boards
3. Congregation-Elected Chairmen of Boards
4. Board-Elected Chairmen

Article VI. Church Council

A. Membership

The Church Council will consist of the following elected officers:

1. Chairman

- a. Shall be responsible for the direction and coordination of all activities authorized by the Constitution and By-Laws of Holy Cross Evangelical Lutheran Church.
- b. Shall preside at all meetings of the Church Council and the Congregation.
- c. Shall prepare an agenda for all meetings of the Congregation and post on the bulletin board one week prior to the scheduled meeting.
- d. Shall, to the best of his ability, promote Christian patience, understanding, and love so that all who serve in the ministries, offices, boards and committees may carry out their duties in a responsible and effective manner.
- e. Shall inform the Vice Chairman and the Pastor in the event he cannot attend a meeting of the Congregation or Church Council.
- f. Shall be ex-officio to all Boards and Committees and shall attend any and all meetings deemed necessary to carry out the duties of his office.
- g. Shall periodically update the Congregation on financial budget and stewardship status.

2. Vice Chairman

- a. Is to fill the role in the Chairman's absence or inability to act.
- b. Shall attend all meetings of the Church Council and Congregation.
- c. Shall assist the Chairman in the coordination of all activities authorized by the Constitution and By-Laws of Holy Cross Evangelical Lutheran Church.
- d. Shall perform such other duties as prescribed by the Congregation.
- e. Shall serve pro-tem for all officers who are unable to fulfill their duties.

3. Secretary

- a. Shall attend all meetings of the Church Council and Congregation.
- b. Shall keep and publish the minutes of all meetings of the Church Council and Congregation.
- c. Shall maintain a file of all minutes and written reports submitted at meetings of the Church Council and the Congregation.
- d. Shall perform such other duties as are incident to the office of Secretary of the Congregation or as may be assigned by either the Chairman of the Congregation or the Church Council.

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Article VI Church Council (continued)

4. Treasurer

- a. Shall attend all meetings of the Church Council and Congregation.
- b. Shall be responsible for the financial records of the Congregation, presenting a report at the Church Council Meetings and to the Congregation and at the Voters Assembly Meetings.
- c. Shall have custody of all funds, securities, evidences of indebtedness and shall deposit the same at such place as shall be designated by the Congregation.
- d. Shall make disbursements only by check. In the Treasurer's absence or disability, checks may be signed by the Chairman of the Congregation.
- e. Shall pay salaries as authorized by the Congregation, pay current regular monthly expenses when due and shall pay other invoices as authorized by the Church Council or appropriate Board.
- f. Shall maintain payroll records and such other records as required by Law, including filing of reports to the Internal Revenue Service and other governmental agencies and make all records and accounts available for internal review to the congregation once a year or as often as the congregation desires.

5. Financial Secretary

- a. Shall attend all meetings of the Church Council and Congregation.
- b. Shall supervise the distribution of all envelopes prior to January 1st of the coming year.
- c. Shall make provision for the weekly counting of the Congregations income and keep accurate record of all individual contributions of congregational and mission purposes.
 1. At least two people must be present for the counting of money, same family members are counted as "one".
- d. Shall regularly direct the deposit of all receipts in a depository designated by the Congregation and make a report to the Treasurer.
- e. Shall issue contribution reports to all Communicant Members of the Congregation – quarterly and annually at year end.
- f. Shall make all records and accounts available for internal review by the Elders once a year or as often as the Congregation desires.

6. The Pastor is Ex-Officio

B. Order

1. The Chairman will be responsible for conducting the Church Council Meeting.
2. The meetings will be conducted according to Christian conduct and Robert's Rules of Order.

C. Task Force and Program Committees

1. The Church Council may accomplish its mission and ministry work plan through the appointment of specific task forces and program committees.
2. The length of office for these positions will be determined by the situation.

Article VII. Board of Elders

A. Membership

1. Shall consist of only male members over 18 years of age.
2. Number of Elders shall be determined by itself. (One Elder for every 15-25 family units is suggested.)
3. Term of office shall be for three (3) years with one-third being elected each year.
4. Elders are nominated by their own Board and must be knowledgeable of sound doctrine and active in church for two (2) years.

B. Order

1. The Board shall elect its own Chairman, and it may choose to elect a Secretary once a year.
2. The Pastor or Elder Chairman shall provide a printed agenda for their meeting.
3. The Chairman will report recommendations of the Board of Elders to the Church Council and the Voters' Assembly.

C. Duties

1. The Board shall be responsible to assist Pastor
 - a. In the spiritual growth and care of the members
 - b. In the worship life of the Congregation
 - c. In the oversight of doctrine
 - d. During the worship service
 - e. In the visitation of Congregation members
 - f. In the worship spaces of the congregation (i.e. banners, decorations, ushers, etc.)
2. The Board shall have congregational stewardship responsibilities
 - a. An elected Elder shall be Chairman and form the Stewardship Committee consisting of at least three members.
 - b. Responsibilities:
 1. The Elders shall encourage the congregation to offer their time, talent and treasures according to their ability. To facilitate this, the Committee may plan and implement appropriate programs to educate the congregation in Christian Stewardship.
 2. The Chairman is to be a representative to the Church Council to give regular reports to the Council. In the event that the Stewardship chairman is not able to attend the Church Council Meeting, he will appoint a member to report to the Church Council.
3. The Board shall have oversight of all paid employees.
4. The Board shall arrange for pastoral services when a vacancy occurs, including an Elder substituting for the Pastor.
5. The Board shall review and recommend to the Voters Assembly as needed, any new committees, to help the worship life of the congregation.
6. The Board of Elders shall serve as special assistants to the Pastor, supporting him with prayer, helping him with special problems in his ministry and concerning itself with the spiritual, emotional and physical health and welfare of the Pastor and his family. It shall ensure that they are provided with adequate compensation, housing and assistance in their work to guarantee them sufficient free time for personal responsibilities, study and relaxation.

Article VII. Board of Elders (continued)

D. Meetings

1. The Board of Elders shall meet a minimum of ten (10) times a year.
2. The Chairman may call a special meeting if needed.

Article VIII. Board of Trustees

A. Membership

1. The Board of Trustees shall consist of no less than three (3) members whose term of office shall be three (3) years.
2. The Congregation will elect/re-elect one-third of the Trustees each year.

B. Order

1. The Board of Trustees shall elect its own Chairman.
2. The Chairman is to be the representative to the Church Council to give regular reports to the Council and to the Congregation. In the event that the Chairman is unable to attend a Council Meeting, he/she will appoint a representative to report to the Church Council.

C. Responsibilities

1. Physical facilities, properties and grounds of the Congregation, including inspection, maintenance, improvement, repairs and cleaning. If an expense exceeds \$500, prior approval is required by the Church Council.
2. Issue keys for the properties of Holy Cross Evangelical Lutheran Church and keep a record of the distribution of such keys.
3. The oversight of all contractual work.
4. Determine and establish, with the approval of the Church Council and/or Voters Assembly, regulations governing the use of church property and equipment.
5. Supervise, control and recommend adequate storage facilities for all church property, equipment and supplies and the maintenance of the same.
6. Sign official documents and contracts that have been negotiated and approved by the Congregation.

Article IX Board of In-Reach

A. Membership

1. The Board of In-Reach shall consist of at least three (3) members, including Sunday School Director, Pre-School Representative and all Youth Directors.

B. Order

1. The Voters Assembly shall elect the Chairman.

C. Responsibilities

1. The Board shall be responsible to work with the Pastor for the nurture and Christian growth of the members of the Congregation, for example such activities as Christian education, wholesome entertainment, conferences, CWS, Pre-School, Quilters, Men's Club, LWML, Prayer Chain and other spiritual growth activities.

C. Responsibilities (continued)

2. The Chairman is to be a representative to the Church Council to give regular reports to the Council. In the event that the Chairman is not able to attend the Church Council Meeting, the Chairman will appoint a representative to report at the Meeting.

Article X Pre-School

A. Operating Principle

1. Holy Cross Pre-School shall operate under its own Constitution and By-Laws as defined by the Pre-School Governing Board and according to State mandates.

B. Governing Board Membership

1. The Pre-School Governing Board shall consist of three (3) to four (4) people – a majority must be members of Holy Cross Evangelical Lutheran Church.
2. The Pre-School Governing Board will consist of a Chairman, Secretary, Treasurer and a Parent Liaison. The Chairman may act as Secretary if required.

C. Governing Board Responsibilities

1. Develop and approve an initial Pre-School Constitution and By-Laws.
 - a. Revise if necessary prior to the beginning of each school year.
 - b. The Pre-School Constitution and By-Laws defined or revised by the Governing Board shall be approved by the Holy Cross Church Council.
2. Create the Pre-School Director and Teacher contract – including salary and benefits each year.
3. Develop and approve an annual budget prior to each school year.
4. Assist the Teacher/Director with the annual review of State Mandate changes prior to each school year.
 - a. Assure that any changes are implemented by the Pre-School.
5. Define a space usage agreement for the Pre-School
 - a. The space usage agreement must establish both the Pre-School's responsibility and Holy Cross' responsibility to maintain the Pre-School space.
 - b. The space usage agreement should address all concerns by the Pre-School and Holy Cross regarding the way the Pre-School space is used by either party on a regular basis.
 - c. The space usage agreement and any changes to it must be submitted to and approved by the Holy Cross Church Council.
6. Establish a Parent/Teacher Association.
 - a. The Governing Board Parent liaison will attend the P.T.A. meetings to help coordinate parental involvement in the business, fundraisers etc. for the Pre-School.
7. Review and approve the parent communication/contract prepared by the teacher consisting of curriculum, parent responsibilities and parent notifications of key Pre-School issues.

- D. Dispute resolution between the Pre-School Governing Board and any other person or group shall be arbitrated by the Board of Elders.

Article XI Board of Evangelism/Out-Reach

A. Membership

1. The Voters Assembly shall elect the Chairman.
2. The Board of Evangelism/Out-Reach shall consist of at least three members.

Article XI Board of Evangelism/Out-Reach (continued)

B. Responsibilities

1. The Board shall lead the members of the Congregation in outreach to others in the community and world.
2. The Board shall be responsible for the primary advertising, publicity and the public image of the congregation to the community.
3. The Chairman is to be a representative to the Church Council to give regular reports to the Council and to the Congregation. In the event that the Chairman is not able to attend the Church Council Meeting, the Chairman will appoint a representative to report at the Church Council Meeting.

Article XII By-Law Revision Procedures

A. Initial Proposal

1. Proposals to amend or revise the By-Laws of Holy Cross Lutheran Church shall be presented at a Voters Assembly Meeting with a quorum of at least twelve voting members for authority to proceed.
2. Approval of the proposal by a simple majority shall constitute authority to proceed with a By-Laws revision.
3. If authorized to proceed, the Church Council shall appoint a By-Laws Committee Chairman at the soonest possible date. The Chairman shall appoint his committee members.

B. By-Laws Committee

1. The By-Laws Committee shall develop a draft of the proposed revision.
2. Upon completion of a draft By-Law revision, the By-Laws Committee shall review the draft with the Church Council for approval to notify the congregation by all typical communication channels (i.e. bulletin board, The Newsletter, The Happenings, website, etc.) and post a copy of the draft at a conspicuous location on church property for congregation review.
3. The draft By-Law revision shall remain posted for a minimum of 30 days during which time the By-Laws Committee shall review, discuss and incorporate congregation comments which it determines appropriate and then review the change with the Church Council prior to ratification procedures.

C. Ratification

1. The By-Laws Committee shall present the final draft of the By-Law revision for ratification at a Voters Assembly Meeting with a quorum of at least one-third of the voting membership.
2. Approval by a two-thirds majority shall be required for ratification of a By-Law revision (Ref. Article I. C).

Appendix

Holy Cross Procedural Manuals: (supplement to the By-Laws)

Holy Cross Procedures Manuals shall be developed for specific operational guidelines. The procedures attempt to define guidelines for Holy Cross members/committees recurring tasks/business.

