

**BYLAWS OF
ST. PETER’S LUTHERAN CHURCH, INC.
A Nonprofit Corporation**

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ARTICLE 1. MEMBERSHIP

A1.01. Membership: Members of this congregation shall be those baptized persons on the roll of this congregation at the time that these bylaws are adopted and those who are admitted thereafter and who have declared and maintain their membership in accordance with the provisions of the bylaws.

A 1.02. Members shall be classified as follows:

a. **Members of Record** are those baptized persons who have been received by the Sacrament of Holy Baptism in this congregation, or, having been previously baptized in the name of the Triune God, have sought to affiliate with this congregation.

c. **Associate** members are persons holding membership in other Christian congregations who wish to retain such membership but desire to participate in the life and mission of this congregation. They have all the privileges and duties of membership except voting rights and eligibility for elected offices or membership on the Board of Elders of this congregation.

d. **Voting** members are any members of record, sixteen years of age or older, who register their intention to vote, no later than seven [7] days prior to a congregational meeting, and are approved to vote by the Board of Elders according to voting eligibility requirements as defined in A1.02.e of these by-laws.

e. **Voting Eligibility Requirements.**

The Board of Elders will deem eligible to vote those members who register their intention to vote as stated above and who show evidence of concern for the life of the Body of Christ [this congregation] and who have participated in the life of the Body and its mission in the twelve months prior to registering their intention to vote. A list of registered voting members will be published and available at each congregational meeting. Any member who registers to vote and is deemed ineligible will be informed of the decision of the Board of Elders and the reasons for it in person, by phone or by mail [USPS or electronic].

A1.03. It shall be the privilege and duty of members of this congregation to commit to:

a. supporting and participating in this congregation's mission and vision;

b. prayer.

c. seeing and responding to the needs of our community and the world;

d. spiritual growth of ourselves and others;

e. worshipping with others and thus hearing the Word and receiving the Sacrament;

f. showing hospitality to all who are guests in God's house;

g. the financial support of the mission and ministries of this congregation by growing toward or beyond the biblical standard of a tithe [10%] of income.

h. protecting and preserving the unity of this congregation as the Body of Christ.

A1.04. All applications for membership shall be submitted to and shall require the affirmation of the Elders. Requests to receive the Sacrament of Holy Baptism shall be directed to and approved and acted upon by the Senior Pastor.

A1.05. Termination of membership

Membership of record in this congregation shall be terminated by any of the following:

a. death; b. request of member him/herself to transfer or release to another congregation;

d. disciplinary action by the Elders and Overseers [as detailed in A.10.01];

ARTICLE 2. GOVERNMENT

A2.01 Government: The Congregation determines the spiritual tone, strength and direction of the church by wisely selecting the Senior Pastor (Article 3). The Trustees are to serve the church by setting policy in the management of the Congregation and making the major financial decisions for the church (Article 7). The Senior Pastor's office is responsible to oversee the day-to-day ministry

of the church (Article 4), and the Board of Overseers are to protect the church through counsel and prayer, and if required, the discipline of the Senior Pastor (Article 6). A Board of Elders oversees the spiritual life of the congregation. They are neither a governing nor a corporate board, but a spiritual board (Chapter 11).

ARTICLE 3. CONGREGATION

A3.01. General Authority to Select a New Senior Pastor

a. Formation of Senior Pastor Selection

The President of the Congregation [or in the absence of the President, vice-president or secretary] is to immediately call a meeting of the church membership by making an announcement during Sunday church service[s] for two consecutive Sundays prior to the meeting. Notice will also be given by US mail or e-mail 10 days in advance of the date of the meeting. The posting of such notice by regular mail [with regular postage affixed or paid] or by e-mail, sent to the last-known address of such members shall be sufficient. At the meeting of the church membership, a Senior Pastor Selection Committee of seven (7) people will be elected by the church membership. The committee itself is to vote and select a chairperson and co-chairperson.

b. Covering Pastoral Duties During Interim

It is the duty of the Board of Elders to provide an interim pastor or speaker(s) to conduct church services. However, neither an interim pastor nor any guest speaker shall have the corporate powers of the Senior Pastor.

d. Congregational Vote

The Senior Pastor Selection Committee (SPSC) is to recommend a new Senior Pastor as soon as an acceptable candidate is available. That person must be a licensed or ordained minister of the Gospel, and s/he must be approved by two-thirds of the overseers before being presented to the church. Once the SPSC recommends a Senior Pastor candidate, that person may speak to the church in every service for up to three (3) weeks, after which time a meeting of the congregation shall be publicly called by the President of the Congregation. At that meeting, members shall vote by secret ballot either to accept or to reject the Senior Pastor candidate. Trustees are to count the ballots. A minimum two-thirds (2/3) vote of those attending the meeting is required to elect the next Senior Pastor. If there is not a two-thirds (2/3) majority in favor of the candidate, the Pastoral Selection Committee shall seek another candidate.

e. Staff Administration During Transition

During the selection process, members of the church staff are to continue in their positions. Should staff or financial problems arise, the President of the Congregation has authority to alter the roles of staff members, including dismissal if necessary. Once the new Senior Pastor is in place, s/he has full authority to select his/her own staff, replacing existing staff members, if s/he should choose, according to the severance agreements (Article 4.02.d & e).

A3.02. Congregation Meetings

- a. The annual meeting of this congregation shall be held at a time specified by the Trustees.
- b. A special Congregation Meeting may be called by the Senior Pastor, or the Board of Trustees, and shall be called by the Senior Pastor upon the written request of 40 of the voting members. The call for each special meeting shall specify the purpose for which it is to be held and no other business shall be transacted.
- c. Notice of all meetings of this congregation shall be given at the services of worship on the preceding two consecutive Sundays and by mail to all voting members at least 10 days in advance of the date of the meeting. The posting of such notice in the regular mail or by e-mail, with the regular postage affixed or paid, sent to the last known address of such members shall be sufficient.

- d. Ten percent (10%) of voting members at the time of any congregational meeting shall constitute a quorum.
- e. Only those voting members attending the meeting have the right to vote. Voting by proxy or by absentee ballot shall not be permitted.
- f. All actions by the congregation shall be by majority vote except as otherwise provided in this constitution.
- g. *Robert's Rules of Order*, latest edition, shall govern parliamentary procedure of all meetings of this congregation.

ARTICLE 4. SENIOR PASTOR OF THE CHURCH

A4.01. Responsibilities of the Senior Pastor

a. It is the Senior Pastor's responsibility to:

1. Provide Biblical vision and direction for the congregation.
2. Clarify and communicate the church's purpose [as stated in Article 4 of the Constitution].
3. Oversee and coordinate the day-to-day ministry of the congregation and administration of the church.
4. Nominate overseers pursuant to Article 6.
5. Recognize and enlist apostolic, prophetic, evangelistic, pastoral and teaching ministries, along with that of elders as s/he deems Biblical and necessary for the healthy and balanced spiritual ministry to the body of believers.
6. Nominate Elders pursuant to Article 5 who will help oversee the spiritual life of the Congregation.
7. Work with the Trustees to staff the church as deemed necessary to help administrate the affairs of the Congregation.

b. The Senior Pastor's Spiritual Leadership.

In his/her role as Senior Pastor, s/he may work with Overseers, Elders, or anyone serving in any way that s/he determines is Biblical. In addition, s/he may develop projects or ministry, and create small groups or other specialized ministries according to his/her convictions and Biblical understanding. S/he shall have the authority to appoint and approve any assistants that are necessary to properly carry on the work of the church.

c. The Senior Pastor's Responsibility for Worship Services.

Times, order of services, and the leadership of services are to be determined by him/her in consultation with the Board of Elders. No person shall be invited to speak, teach or minister at a service held in Church-owned facilities, or in the name of the church, without the approval of the Senior Pastor or the Board of Elders or the Senior Pastor Selection Committee.

A4.02. Senior Pastor's Administrative Responsibilities

- a. The Senior Pastor shall be an ex-officio member of all standing committees.

b. The Senior Pastor Role with Trustees.

The Senior Pastor is a non-voting member of the Trustees. S/he can call meetings and determines the agenda in consultation with the Trustees.

c. The Senior Pastor Role in Administration.

The Senior Pastor is the senior administrator of the church. S/he is ultimately responsible for all day-to-day administrative decisions of the church.

d. The Senior Pastor Role with Staff.

The Senior Pastor directs and oversees staff; and hires, and dismisses staff with the consultation and approval of the Board of Trustees.

e. The Senior Pastor Role in Establishing Salaries.

The Senior Pastor recommends salaries and pay scales for paid employees which are then approved by the Board of Trustees. Pay scales shall be explained to new employees and, should

they ever be changed, they will be given in writing to the affected employees. If there is a severance pay agreement, that too must be given to the employee in writing.

f. The Senior Pastor's Salary.

The salary of the Senior Pastor is to be on a pay scale consistent with pastoral salaries of Christian churches with similar demographics to St. Peter's Lutheran Church.

g. Budget.

An annual ministry plan is to be prepared by the Senior Pastor in consultation with the Elders to be presented to the Trustees so they can prepare a budget to finance it.

h. Expenditures.

Budgeted amounts are not to be considered actual monies available. The Senior Pastor can spend nothing except actual funds that are available, and those monies are to be spent according to the budget. The Presiding Officer may not borrow money, sign leases, buy or sell real estate, or make any agreements that could force indebtedness upon the church. Should the church borrow, the Trustees may give the Senior Pastor authority to spend those monies on the project for which the funds were borrowed.

A4.03. Removal of Pastor

Pastor(s) can be removed by written resignation or by two-thirds (2/3) majority vote of a duly called congregational meeting as the final step in the process described in Matthew 18:15-17. [See Article A10.02 Disciplining the Senior Pastor].

ARTICLE 5. BOARD OF ELDERS

A5.01. Spiritual Role

The Elders are to covenant together with the congregation and the Senior Pastor for the development of the spiritual life of the church. These persons are to be the primary protectors and encouragers of a positive spiritual climate within the church body. They are neither a governing nor a corporate board, but a spiritual board called to create and maintain stability in potentially negative situations. They are people who meet the spiritual qualifications of Titus 1:6-9, and who fully embrace the congregation's mission, vision and values.

A5.02. Definition

The Elders are people who function within the local church, but are not members of the pastoral staff ministry team of the church, and who derive their income from sources other than the church. The Senior Pastor shall determine the number of elders needed with a minimum of four. No one can serve as both Elder and Trustee at the same time.

A5.03. Functions

The functions of the elders are:

1. To model and live a godly, Christian life continually drawing closer to God.
2. Provide a prayer shield for the pastor and our congregation.
3. Defend, protect and support the integrity of the pastor and our congregation.
4. Pray for the sick and all members of our congregation.
5. Oversee Special Ministry as detailed in Article 9 (A9.01).
6. Assist members who have disagreements to work through them with a process based on God's word.
7. Fulfill the duties of Elders in matters of Church Discipline as detailed in Article 10 (A10.01).
8. Contact the Board of Overseers to initiate investigation and potential discipline of the Senior Pastor if necessary (A10.02).
9. Guide each member to be a disciple of Jesus Christ.
10. Oversee the compilation of a complete registry of members of record of the congregation annually.

A5.04. Nomination, Appointment, and Term of Service

Elders are nominated by the Senior Pastor and approved by the congregation. Their term of service shall be three years. There is no limit to how many consecutive terms an Elder may serve.

A5.05. Removal

Elders can be removed from the Board of Elders by voluntary resignation submitted in writing or by a vote of the other elders as a final in the process described in Matthew 18:15-17, if an Elder should fail to fulfill their duties or exhibit behavior or character inconsistent with the biblical guidelines for Elders.

A5.06. Organizations within the congregation

All organizations within this congregation shall exist to aid it in ministering to the members of this congregation and to all persons who can be reached with the Gospel of Christ. As outgrowths and expressions of this congregation's life, the organizations are subject to its oversight and direction. The Elders will work with the Senior Pastor to provide such oversight and direction to assure that their policies and activities are consistent with the core values and beliefs of the congregation.

ARTICLE 6. OVERSEERS

A6.01. Requirements to Be an Overseer

The members of the Board of Overseers must be active senior pastors of respected congregations who know and respect St. Peter's and its Senior Pastor. They must agree to make themselves available at their own expense to serve St. Peter's if requested by the elders (Article 10.01.c), and must be willing to provide spiritual protection to the church through prayer and by living an honorable Christian lifestyle, and by demonstrating the spiritual qualifications of I Timothy 3:1-7.

A6.02. Selection and Function of Overseers

Overseers will be nominated by the Senior Pastor in consultation with the Elders and approved by the Board of Trustees. There shall be three to five Overseers, who may serve an indefinite term. The Senior Pastor will be accountable to the overseers in the event of alleged misconduct in compliance with Article 10. It is ideal if each Overseer preaches at St. Peter's at least once a year.

A6.03. Installing New Overseers

Each year the Senior Pastor and the Elders may replace one (1) of the overseers and enter that change into the minutes of a Trustees' meeting. If disciplinary action is being considered, changes in the overseers may not be made until its work is completed

ARTICLE 7. TRUSTEES

A7.01. General Powers

The Board of Trustees herein referred to as the Trustees, whose members shall have a fiduciary obligation to the Congregation according to Article 12.0 of the Constitution, shall manage the major financial affairs of the Congregation.

A7.02. Functions

a. Provide Facilities

The Trustees shall vote in accordance with these bylaws in order to conduct the major business decisions of the Congregation. The Trustees oversee the provision of the physical facilities needed by the church body. They also coordinate any construction projects that require a loan.

b. Exclusive Authority

The Trustees are the only body within the Congregation or church body with the authority to:

1. Buy and sell real estate.
2. Borrow money.
3. Secure real estate leases.

A7.03. Financial Guidelines

a. Annual Audit

The Trustees shall arrange for an annual audit review of all financial records of the congregation. In the case of the discovery of a significant discrepancy they shall arrange an audit performed by an accounting professional in accordance with Generally Accepted Auditing Standards (GAAS), with financial statements prepared in accordance with Generally Accepted Accounting Principles (GAAP).

b. Audit Review Committee

The Trustees shall appoint the Board of Trustee President and two (2) congregational members to serve as an audit review committee. After reviewing the annual audit, they are to report their findings at a Trustees' meeting.

A7.04. Appointment, Number, Term, and Qualifications

a. Number and Selection

The Trustees shall be composed of five (5) members who are nominated by the Nominating Committee [whose members are appointed by the President in consultation with the Senior Pastor] and elected by the congregation. Each Trustee may serve up to a limit of two (2) consecutive terms. A term is a three (3) year period. After which a minimum of one year must pass before being reconsidered for the position. No more than two (2) Trustees may be replaced within one calendar year. All Trustees must be selected from the membership of the church.

b. Filling a vacant unexpired term

The Trustees in consultation with the Senior Pastor shall appoint an individual from the congregation to fulfill the vacant unexpired term to the end of the church year. The position will become an open position and shall be filled through election at the annual meeting.

c. Removal

Trustees may remove one of their own members for failure to fulfill their commitments or for misconduct.

A7.05. Meetings

a. Frequency of Meetings

A meeting of the Trustees shall be held on a monthly basis with all trustees present. The Senior Pastor or any Trustee may call a meeting at any time, under the conditions that all Trustees and the Senior Pastor are notified that a meeting has been called and that all of the Trustees attend the meeting.

b. Leadership of Meetings

The Senior Pastor is to attend the meetings and if unable to attend shall be informed in advance of the agenda. The President shall preside at each Trustee's meeting. If not possible, the Vice President shall preside over the meeting. If neither the President nor the Vice president is able to lead the meeting, the Trustees must choose a leader for that meeting and proceed in order, with the appointed leader. If the Secretary is not in attendance, the leader shall appoint someone to keep minutes for the record.

c. Trustee Action Without Meeting

Any emergency action that may be taken at a meeting of the Trustees, may also be taken by any Trustee sending an email to all Trustees and such action shall be effective as of the date specified in the email responses received from all Trustees.

d. Teleconferencing

At any meeting of the Trustees, any member may participate in the meeting by electronic media provided all members of the Trustees present at the meeting can hear and speak to each other. Participation by electronic media shall be equivalent to attending the meeting in person. Any member participating in a meeting electronically will be considered a voting

member of the Trustees.

e. Quorum

Five (5) of the Trustees shall constitute a quorum for the transaction of business at any meeting. The act of a quorum of the Trustees shall be the act of the Trustees. In the absence of a quorum at any meeting, a meeting of the Trustees present may adjourn the meeting without further notice until a quorum is established.

f. Open meetings

Trustee meetings shall normally be open to any member of the congregation who may choose to attend to observe and speak, but not to vote. Notice of meeting time and place will be posted in church publications and/or website.

A7.06. Compensation

Trustees, as such, shall not receive any salaries for their services as Trustee.

ARTICLE 8. OFFICERS

A8.01 The officers of this congregation shall be a president, vice president, secretary, and treasurer.

a. The officers shall be voting members of the congregation.

A8.02 The Board of Trustees shall elect its officers and they shall be the officers of the congregation.

A8.03 No officer shall hold more than one office at a time.

A8.04 The officers shall serve for one year or until their successors are elected. Their terms shall begin at the time and at the meeting at which they are elected. The Trustees not elected to an office shall be Members-at-Large.

A8.05 President's role:

- a. The President's role will be to lead the Board of Trustees, and conduct Congregational meetings.
- b. The President shall be a voting member of the Board of Trustees. S/he calls meetings and determines agenda in consultation with Senior Pastor and Trustees.
- c. The President shall conduct meetings unless unable to attend, in which case the Vice President shall preside.

A8.06 Secretary's role:

The Secretary shall be a trustee as well as an Officer of the Congregation. The Secretary shall act as clerk and record all votes and the minutes of all proceedings in a book and computer files (appropriately backed up) to be kept for that purpose.

A8.07 Treasurer's Role:

The Treasurer shall oversee the keeping of full and accurate accounts of the receipts and disbursements in the accounting records of the Congregation. S/he does not determine expenditures, but s/he shall oversee the disbursement of the funds of the Congregation as may be ordered by the Trustees or the President. S/he shall perform the duties usually incident to the offices of Treasurer and such other duties as may be prescribed from time to time by the Trustees or by the President.

A8.08 Financial Secretary's Role

The Financial Secretary shall oversee the deposit of all monies and other valuable effects in the name and to the credit of the Congregation in such banks and depositories as may be designated by the Board of Trustees. He/she will be ex-officio of the Board of Trustees.

ARTICLE 9. CHURCH MINISTRY

A9.01. Commissioning for Special Ministry

a. Role of the Board of Elders

The Elders in consultation with the Senior Pastor may nominate a person for Special Ministry (such as Youth Ministry, Associate Pastor, Visitation Pastor, etc.) after first examining the applicant's background, moral and religious character, and previous Bible courses and/or independent studies completed.

b. Application Through the Board of Elders

Application for Special Ministry shall be on a form provided by the Elders. An application shall be either approved or denied by the Senior Pastor with the consultation and approval of the Board of Trustees within thirty (30) days of the completion of the investigation of the applicant. Those applicants who are approved shall receive a certificate evidencing the approval.

c. Supporting Special Ministry

The Elders shall support and guide Special Ministers in their responsibilities. Special Ministers will be under the direct supervision of the Senior Pastor.

10. CHURCH DISCIPLINE

A10.01. Disciplining Church Members

a. Members are subject to church discipline.

b. Denial of the Christian faith as described in this constitution, conduct grossly unbecoming a member of the Body of Christ, or persistent trouble-making in this congregation are sufficient cause for discipline of a member. Therefore, this congregation is committed to using the Christ-instituted Office of the Keys [Matthew 16:19] to administer disciplinary action when necessary. Prior to disciplinary action, reconciliation will be attempted following Matthew 18:15-17, proceeding through these successive steps: a) private admonition by the pastor, b) admonition by the pastor in the presence of two or three witnesses, and c) citation to appear before the Board of Elders. If, for any reason, the pastor is unable to administer the admonitions required by a. and b. hereof, a member of the Board of Elders, as designated by the Pastor or Board of Elders shall administer such admonitions.

c. If discipline against a member proceeds beyond counseling and admonition by the pastor, charges against the accused member(s) that are specific and in writing shall be prepared by member(s) of the congregation who shall sign the charges as the accuser(s). The written charges shall be filed with the pastor, who shall advise the Elders of the need to issue a written citation to the accused and the accusers that specifies the time and place of the hearing before the Overseers. The written charges shall accompany the written citation to the accused. A member charged with the offense shall appear before the Overseers. The member must have received a written citation at least ten days prior to the meeting. If the member charged with the offense fails to appear at the scheduled hearing, the Overseers may proceed with the hearing and may pass judgment in the member's absence.

d. Should the allegations be sustained by a two-thirds majority vote of the Overseers and renewed admonition proves ineffectual; the Overseers shall impose one of the following disciplinary actions:

- a. Censure before the congregation;
- b. Suspension from membership for a definite period of time; or
- c. Exclusion from membership in this congregation.

Disciplinary actions b. and c. shall be delivered to the member in writing.

e. Disciplinary actions may be reconsidered and revoked by the Overseers upon receipt of a) evidence that injustice has been done or b) evidence of repentance and amendment.

- f. No member of a congregation shall be subject to discipline for offenses that the Overseers or Elders and Trustees have previously heard and decided.

A10.02. Disciplining the Senior Pastor

a. Criteria for Discipline

Should the Senior Pastor demonstrate immoral conduct, financial practices, or theological views that in the opinion of a majority of the Board of Elders may require either personal correction or termination of his/her position, the Elders shall contact the Senior Pastor and then, if necessary, the Overseers for investigation and evaluation of any appropriate discipline (see Article 10.01 of the By-laws).

b. Process for Investigation

Should the Overseers be asked to investigate alleged pastoral misconduct, a consensus of two-thirds (2/3) they may recommend to remove pastor(s) from his/her position or recommend discipline in any way they deem necessary under this constitution. In matters of discipline the Elders have authority to accept, reject or amend the recommendation of the overseers by majority vote of a duly called meeting of the Elders. In matters of dismissal a two-thirds (2/3) majority vote of a duly called meeting of the congregation is required to act. It is the intention of the congregation to protect the hearts of all involved in matters of discipline.

c. Motivation

It is the intention of the Congregation to protect the hearts of all involved in matters of pastoral discipline. With the method outlined above, the "sheep" never have to pass judgment upon their "shepherd."

SIGNATURE OF BOARD OF TRUSTEES

We, the Board of Trustees and officers, and Senior Pastor of St. Peter's Lutheran Church, Big Falls, WI, do hereby certify that the above Bylaws are adopted and approved:

Senior Pastor

Date

Congregational President

Date

Congregational Vice President

Date

Secretary

Date

Treasurer

Date

Trustee

Date

Trustee

Date

Trustee

Date