

# BYLAWS

## OUR SAVIOR'S LUTHERAN CHURCH OF SIOUX FALLS, SOUTH DAKOTA

### ARTICLE I – PURPOSE

#### 1.1 Purpose

The purpose of this congregation shall be as provided in the Constitution.

#### 1.2 Mission

The mission statement of this congregation is: “Our Savior’s is a people forgiven in Christ whose mission is to proclaim Christ and nurture faith that connects with everyday life.”

#### 1.3 Core Values

The core values of this congregation include Worship, Service, Learning, Generosity, and Community.

### ARTICLE II – MEMBERSHIP

#### 2.1 Covenant of Conduct

In order for the congregation and the Governing Board to deal effectively with the issues affecting the congregation, each member is expected to conduct his/her business with the congregation and express his/her opinions openly and honestly with a spirit of grace.

#### 2.2 Census of Members

The Senior Pastor and/or her/his designee shall maintain the membership records of the congregation and shall conduct a periodic census of the membership.

#### 2.3 Membership Procedures

- (1) The Senior Pastor and/or his/her designee shall develop and, from time to time, revise a membership policy manual for establishing, revising and classifying the membership of the congregation. Upon adoption by the Governing Board, the membership policy manual shall govern all matters concerning membership and membership status in the congregation. A copy of the membership policy manual shall be available to the members of the congregation, including an electronic version posted on the congregation’s website.
- (2) The provisions of the membership policy manual shall relate to the procedures for establishing, maintaining, transferring and discontinuing membership, to the discipline of members and such other matters as the Senior Pastor in consultation with the Governing Board may determine to be necessary, appropriate and helpful. The membership policy manual shall be consistent with the Constitution. Any provision to terminate the membership of a member of the congregation shall require a two-thirds vote of the Governing Board.

#### 2.4 Revisions to Membership Procedures

Amendments and additions to the membership policy manual may be made from time to time by the Senior Pastor and/or his/her designee and adopted by the Governing Board. All such changes or additions shall be effective upon the date of approval by the Governing Board and shall apply to all existing and future members from the date of adoption forward.

2.5 Interpretation

Questions concerning admission, responsibilities, continuance transfer and discontinuance of membership, or the interpretation of the provision of the membership policy manual, shall be determined by the Senior Pastor and/or his/her designee. Any decisions or action by the Senior Pastor and/or his/her designee regarding membership may be appealed to and affirmed, changed, modified, or amended by action of the Governing Board. Any decision or action by the Governing Board regarding membership may be appealed to and affirmed, changed, modified or amended by action of the congregation at any duly called and held meeting.

**ARTICLE III – CONGREGATIONAL MEETINGS**

3.1 Place of Meeting

Unless otherwise specifically designated by the Governing Board or by the congregation, all meetings of the congregation shall be held on the premises of the congregation.

3.2 Notice of Meeting

Notice of the time and place of the annual meeting or any special meeting of the congregation shall be made not less than ten days nor more than fifty days prior to the date of such meeting. Notice of such meetings shall be made by public announcement at the regularly scheduled worship services of the congregation on the two Sundays immediately preceding the meeting, if such services are held, and either in such publications as the congregation may periodically issue, electronic notifications typically used by the congregation, or by written notice to the voting members of the congregation, addressed to the members at their addresses, which appear on the record books of the congregation, and mailed in the United States mail.

3.3 Special Meetings

Special meetings of the congregation shall be held upon the call of the Governing Board or upon the petition of not less than 75 voting members of the congregation presented to the President or Vice President of the congregation or in their absence any other member of the Governing Board. The call for each special meeting shall specify the purpose(s) for which it is to be held and no other business shall be transacted.

3.4 Voter Registration

The secretary of the congregation, or an appointed representative, shall provide for the self-registration of each voting member at a legally called meeting of the congregation. Registration by each voting member, made in good faith, shall be a declaration of eligibility.

3.5 Quorum

A quorum for any regular or special meeting of the congregation shall consist of seventy-five (75) voting members. If less than a quorum of voting members is present at a duly called meeting, a majority of those members present may adjourn the meeting and call for a special meeting at such time and place as they select. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to create less than a quorum. A majority of the members present may act to recess any meeting to reconvene at a designated place, date and time.

3.6 Manner of Acting

The act of the majority of the members present at a meeting at which a quorum is present shall be the act of the congregation unless a greater number is required by law, by the Articles of Incorporation, or by these bylaws. Votes shall be cast only by an individual member in person.

### 3.7 Order of Business

Except as otherwise may be approved by a majority vote of the members present, the order of business at the annual meeting of the congregation shall be as set forth below. The order of business at any special meeting of the congregation shall be as specified in the notice of such meeting.

- (1) Opening devotion
- (2) Approval of minutes
- (3) Reports of the pastors, the Governing Board and its Committees, and the Core Ministry Teams
- (4) Election of Governing Board Officers and Member-at-Large
- (5) Unfinished business
- (6) New business
- (7) Closing prayer

### 3.8 Manner of Voting

The vote upon all issues shall be in such manner as the president of the congregation shall direct, except that, in the following cases, vote shall be by written ballot:

- (1) To adopt or amend the Articles of Incorporation, Constitution, or bylaws of the congregation.
- (2) To call a senior pastor or to request the resignation of any pastor.
- (3) To excommunicate a member from the congregation or remove a member from office in the congregation.
- (4) To sever membership in The Evangelical Lutheran Church in America or its successor.
- (5) To dispose of, encumber, or purchase real property.
- (6) Any other instance when requested by twenty-five or more voting members of the congregation or when a voice vote does not clearly identify the needed majority.

### 3.9 Elections

No member shall be elected to any office unless he or she receives a majority of the votes cast in the election ballot. In any election in which more than a single ballot is required, the second ballot shall be limited to those three candidates receiving the highest number of votes. If a third ballot shall be required, it shall be limited to the two candidates receiving the highest number of votes in the second ballot.

### 3.10 Other Rules

In all matters not specifically provided for herein, procedure shall be in accord with the latest edition of *Robert's Rules of Order*.

## **ARTICLE IV – PASTORAL STAFF**

### 4.1 Pastoral Staff

The pastoral staff shall consist of the senior pastor and such other pastors as are from time to time called by the congregation to serve the mission of Our Savior's Lutheran Church.

### 4.2 Letter of Call

The Governing Board, after the congregation has voted to call a pastor, shall transmit a letter of call to the pastor-elect which shall bear the signatures of the president and the secretary of the congregation. Letters of call shall specify salary, benefits, terms of payment, the mutual duties and responsibilities of the pastor and the congregation and matters of governance as defined in the job description.

#### 4.3 Senior Pastor as Head of Staff

The senior pastor shall be the administrative head of the church staff. The senior pastor shall be a voting member of the Governing Board and each of its standing committees. The senior pastor is expected to furnish the congregation with guidance for long-range goals, policies, and objectives, and shall make recommendations with respect to the makeup of the staff.

#### 4.4 Term of Call

The call from the congregation for each of its pastors shall be for an indefinite time, except as specified by its own terms. In the event of resignation, death, or retirement of the senior pastor, all associate or assistant pastors may or may not be asked to resign following consultation with the synodical bishop. The congregation may terminate the calls extended to such associate or assistant pastors only at a legally called meeting of the congregation as stipulated in the constitution. Mutually satisfactory arrangements shall be sought for terminating the services of such associate or assistant pastors whose calls are so terminated.

#### 4.5 Receipt of New Call

Since the pastor ministers to the congregation primarily in the public preaching of the Word and in the administration of the Sacraments, and since both pastor and congregation are parties to the call, the senior pastor shall consult with the Governing Board prior to announcing to the congregation a decision on any subsequent call. An associate pastor or assistant pastor shall consult with the senior pastor and the Governing Board prior to such an announcement. Should the pastor resign to accept another call, resignation shall be presented to the Governing Board and mutually satisfactory arrangements shall be sought for terminating the call of the pastor.

#### 4.6 Change in Pastorate

A desire for a change in pastorate, either by congregation or pastor, shall be brought to the attention of the bishop of the South Dakota Synod, who shall advise in the matter according to the Constitution.

#### 4.7 Loyalty to Church

Every pastor serving this congregation shall have an undivided loyalty to the faith and purpose of the Church, according to Article II and Article IV of the Constitution. Any question concerning such loyalty shall be adjudicated according to the recommended procedure, with the approval of the Governing Board and the bishop of the South Dakota Synod.

### **ARTICLE V – STAFF**

#### 5.1 Staff Size

It shall be the duty of the senior pastor to determine the number and positions of the non-pastoral staff of the congregation.

#### 5.2 Personnel Policy Manual

The Policy and Leadership Development Committee shall prepare and, from time to time, revise a personnel policy manual. Upon adoption by the Governing Board, the personnel policy manual shall govern all matters concerning the terms and conditions of employment of non-pastoral staff, including but not limited to matters of hiring, employment and termination. The personnel policy manual shall govern all matters concerning terms and conditions of employment for ordained pastors serving the congregation, except in cases where the Constitution or bylaws, or provisions in an approved Letter of Call to a pastor, may conflict with the personnel policy manual.

5.3 Revisions to Personnel Policy Manual

Amendments to the personnel policy manual may be made from time to time on the recommendation of the senior pastor by the Policy and Leadership Development Committee and adopted by the Governing Board. All such changes shall be effective upon the date of approval by the Governing Board and shall apply to all pastoral and lay staff from the date of adoption forward, except in cases where the Constitution or bylaws, or provisions in an approved Letter of Call to a pastor, may conflict with the personnel policy manual.

5.4 Job Descriptions

Job descriptions shall be available for all staff and may be revised by the senior pastor from time to time, in any manner, as appropriate, desirable or necessary and shall be effective upon notice to the employee. The Governing Board shall be responsible for maintaining a current job description for the senior pastor.

## **ARTICLE VI – OFFICERS**

6.1 Election of Officers

The congregation shall elect its officers at the annual meeting. The officers shall serve for a one-year term. The president and vice president may succeed themselves once and serve a second one-year term. The secretary and treasurer may succeed themselves twice and serve a total of three one-year terms.

6.2 Duties of Officers

- (1) The president shall preside over meetings of the Governing Board and the congregation.
- (2) The vice president shall preside in the absence of the president.
- (3) The immediate past president shall preside in the absence of both the president and the vice president.
- (4) The secretary shall keep the minutes of the Governing Board and the congregation and shall preserve its archives.
- (5) The treasurer, who also shall serve as the chair of the Finance Committee, shall be custodian of all funds of the congregation, local and synodical, and shall oversee disbursement of all funds in accordance with the ministry plan and other decisions of the congregation or the Finance Committee. The treasurer shall present a report to the annual meeting of the congregation which has been approved by the Governing Board and other such reports to the Governing Board as may be required.
  - (a) The treasurer shall be bonded.
  - (b) A treasurer who proves not to be bonded shall be ineligible for office and shall be replaced by action of the Governing Board.

## **ARTICLE VII – GOVERNING BOARD**

7.1 Membership

- (1) The members of the Governing Board, each serving with the privileges of voice and vote, shall be:
  - (a) The officers of the congregation.
  - (b) The immediate past president whose term shall be concurrent with the sitting president.

- (c) One at-large member elected by the congregation. The at-large member shall serve a one-year term and may succeed himself/herself twice and serve a total of three one-year terms.
  - (d) The senior pastor.
- (2) A member's place on the Governing Board shall be declared vacant if the member (a) ceases to be a voting member of this congregation or (b) is absent from two successive regular meetings of the Governing Board without cause.
  - (3) Should a position on the Governing Board be declared vacant, the Governing Board shall elect, by majority vote, a successor until the next annual meeting of the congregation. If the vacating member of the Governing Board was a member of one or more of the standing committees, the successor shall also be a member of that same committee. If the vacating member of the Governing Board was elected at-large, the successor shall also be elected from the general membership of the congregation.
  - (4) Should the place of an officer on the Governing Board be declared vacant, the Governing Board shall elect, upon recommendation of the Policy and Leadership Development Committee, by majority vote, a successor until the next annual meeting.
  - (5) The members of the Governing Board shall serve terms as noted elsewhere in the bylaws. Members of the Governing Board may serve continuously on the board, if elected by the congregation, in various positions according to stated term limits.
  - (6) Members of the Governing Board may, at their own discretion, serve simultaneously on the Governing Board and any number of secondary ministry teams whose function and purpose align with their interests and passions, so long as their work on the Governing Board is not adversely impacted by their involvement in such ministry teams.

## 7.2 Duties and Responsibilities of the Governing Board

- (1) The Governing Board is a single body that only has authority as a whole. No individual member, regardless of position or title, has individual authority outside of the Governing Board meetings. After decisions are made, the Governing Board speaks as one body, not as individuals.
- (2) The Governing Board serves as fiduciary for the mission of the congregation. As a result, members of the Governing Board have the following duties:
  - (a) Duty of Care: Board members are duty-bound to commit adequate time, energy, and attention to enable them to know the mission, understand the congregation's affairs, and act responsibly.
  - (b) Duty of Loyalty: For each board member, one consideration must be paramount – the congregation's mission. All decisions must be based on what is best for the congregation and personal interests and biases must be put aside.
  - (c) Duty of Obedience: Each member is required to comply with the congregation's foundational documents – Articles of Incorporation, Constitution, bylaws – the revealed Word of God, the Lutheran Confessions, polices of The Evangelical Lutheran Congregation in America, and applicable laws. Most importantly, board members must be obedient to the congregation's mission, being alert to times when the action of the board may be unpopular and striving to convey clearly how the mission is guiding the board's action.
- (3) The Governing Board shall be the representative body of the congregation with responsibility for its spiritual welfare and proper handling of its program, its physical assets, and its financial affairs.
- (4) The Governing Board will govern primarily by discerning mission, planning for the future, partnering with the senior pastor and staff, and holding leaders of the congregation, including its

own members, accountable for their performance. Regular duties of the board and its members include:

- (a) Conducting all congregational meetings, including the annual meeting of the congregation, to ensure engagement, communication, and transparency with the congregation.
  - (b) Facilitating a process of visioning and strategic planning.
  - (c) Implementing the congregation's strategic plan and monitoring its progress.
  - (d) Conducting an annual ministry evaluation of the congregation's success or difficulties in achieving the prior year's vision for ministry.
  - (e) Conducting an annual mutual performance evaluation of the senior pastor's and the board's effectiveness in their respective roles.
  - (f) Conducting a triennial evaluation of the senior pastor's performance in his/her pastoral role beyond the congregation.
  - (g) Recommending the annual ministry plan, presented by the Finance Committee, to the congregation for its approval.
  - (h) Approving the membership of standing committees: the Finance Committee, the Policy and Leadership Development Committee, and the Stewardship Development Committee.
  - (i) Appointing a Call Committee when needed to conduct the search process for vacant pastoral positions.
  - (j) Appointing ad hoc task forces as needed per board policy.
  - (k) Attending worship regularly.
  - (l) Giving generously of his/her resources in support of the congregation's ministry and mission.
- (5) The Governing Board shall, by a two-thirds majority vote of the voting members, have the authority to borrow sums up to one-third of the amount of the current annual ministry plan or the financial requirements authorized in the ministry plan for that year except for the purposes of encumbering real estate.
- (6) The Governing Board shall exercise its power by writing policies that define the board's own role, delegate authority, give guidance, and create accountability.
- (7) A quorum at Governing Board meetings shall be a majority of the voting members.

### 7.3 Meetings

- (1) The Governing Board shall meet regularly, but at least eight (8) times per year, at a date, time and place designated by the president.
- (2) Governing Board meetings are open to members of the congregation and members of the professional staff, except that the Board may, upon its resolution, meet in executive session. A request to make a presentation must be submitted to the president or secretary at least five (5) days before a regularly scheduled Governing Board meeting.

## **ARTICLE VIII – COMMITTEES**

- 8.1 The Governing Board may establish such committees, ad hoc task forces, and ministry teams as needed to fulfill the mission of the congregation.
- 8.2 The Governing Board shall be responsible for electing members to three (3) standing committees: Finance; Policy and Leadership Development; and Stewardship Development.

(1) Finance Committee

(a) Size:

The Finance Committee shall be composed of three (3) to five (5) members, including the Treasurer and the senior pastor.

(b) Chair:

The chair of the Finance Committee shall be the Treasurer.

(c) Responsibilities:

- (i) Review and monitor monthly financials.
- (ii) Recommend selection of third party to conduct fiscal reviews and audits.
- (iii) Review and approve financial audits, which shall be conducted every three years.
- (iv) Review and approve fiscal reviews, which shall be conducted annually when a full audit is not done.
- (v) Report the results of all fiscal reviews and audits to the members of the congregation.
- (vi) Prepare an annual ministry plan that includes all projected expenditures, including capital expenditures.
- (vii) Review and monitor debt management strategies and make recommendations for change as needed.
- (viii) Review and recommend third party carrier for risk management portfolio.
- (ix) Review and recommend third party carrier for employee benefits plan.
- (x) Recommend policies related to purchasing and sound financial practices.

(d) Authority:

All recommendations of the Finance Committee shall be ratified by the Governing Board.

(2) Policy and Leadership Development Committee

(a) Size:

The Policy and Leadership Development Committee shall be composed of three (3) to five (5) members, including one Governing Board member not assigned to any other committee and the senior pastor.

(b) Chair:

The chair of the Policy and Leadership Development Committee shall be chosen by the members of the committee at the first meeting of the committee following the annual meeting of the congregation.

(c) Responsibilities:

- (i) Recruit and nominate members to the Governing Board, the Finance Committee, the Policy and Leadership Development Committee, and the Stewardship Development Committee.
  - (a) Nomination for any office may be made by any member of the congregation from the floor at the annual meeting, providing that the nominee has agreed to serve if elected.
- (ii) Provide orientation and training to Governing Board and Committee members.
- (iii) Oversee the development and annual review of the Personnel Policy and Procedures Manual.

- (iv) Recommend policies related to governance (i.e. Covenants, Governing Board Job Description, Conflict of Interest, etc.)
- (v) Conduct an annual review of these bylaws.
- (vi) Develop and facilitate a process for developing future church leadership.

(d) Authority:

All recommendations of the Policy and Leadership Development Committee shall be ratified by the Governing Board.

(3) Stewardship Development Committee

(a) Size:

The Stewardship Development Committee shall be composed of no less than five (5) and no more than eleven (11) members, including one Governing Board member not assigned to any other committee and the senior pastor.

(b) Chair:

The chair of the Stewardship Development Committee shall be chosen by the members of the committee at the first meeting of the committee following the annual meeting of the congregation.

(c) Responsibilities:

- (i) Develop a culture of stewardship and relationship development that creates an ongoing spirit of giving and generosity.
- (ii) Coordinate and conduct the annual stewardship appeal.
- (iii) Provide ongoing stewardship education to the congregation.
- (iv) Centralize all church appeals, financial and in-kind, for awareness and coordination.

(d) Authority:

All recommendations of the Stewardship Development Committee shall be ratified by the Governing Board.

8.3 The senior pastor shall be a non-elected, standing, and voting member of each standing committee. The senior pastor, at his/her discretion, may assign another pastor and/or professional staff member to any committee in an advisory capacity. Such assignees shall be non-voting members of their respective committees.

8.4 Committee Organization

Each committee may adopt such guidelines for the conduct of its business as each may determine.

8.5 Vacancies

A vacancy shall occur when a member of a standing committee resigns or is removed, as provided in paragraph 8.6, prior to the completion of his/her term. When a vacancy occurs, the Governing Board shall fill such vacancy and the member-elect will serve the remainder of the term of the member vacating the position.

## 8.6 Resignation and Removal

A committee member may resign at any time by communicating notice of his/her resignation to the particular committee. Any committee member may be removed upon the affirmative vote of not less than two-thirds of the members of the Governing Board. If any committee member is absent from two successive regular meetings without cause, the member's position shall be declared vacant.

## 8.7 Core Ministry Teams

(1) There shall be the following core ministry teams in support of the congregation's mission and ministry: Worship; Faith Formation; Discipleship; Spiritual Care; and Love in Action.

(a) Worship

The Worship Core Ministry Team shall provide leadership and vision to the worship ministry of the congregation.

(b) Faith Formation

The Faith Formation Core Ministry Team shall provide leadership and vision to the faith formation ministry of the congregation. The scope of focus for this core ministry team shall be members and friends of Our Savior's from the time they are born through high school graduation.

(c) Discipleship

The Discipleship Core Ministry Team shall provide leadership and vision to the adult faith formation ministry of the congregation, focusing on members and friends of Our Savior's age nineteen (19) and older. Areas of ministry developed and managed by this core ministry team may include education, small group ministry, fellowship, spiritual gifts discernment, new member integration, and others.

(d) Spiritual Care

The Spiritual Care Core Ministry Team shall provide leadership and vision to the spiritual care ministry of the congregation. Areas of ministry developed and managed by this core ministry team may include spiritual growth, caring ministry, senior ministry, and others.

(e) Love in Action

The Love in Action Core Ministry Team shall provide leadership and vision to the outreach ministries of the congregation. Areas of ministry developed and managed by this core ministry team may include marketing, hospitality, social ministry, Christian service, missions, evangelism, and others.

(2) Each core ministry team leader shall be appointed by the senior pastor and shall be a pastor or professional staff member of the congregation.

(3) Each core ministry team shall consist of at least three (3) volunteer members in addition to the pastor or staff leading the team. Volunteer members shall be recruited and appointed by the team leader and may serve without limit to term.

(4) Core ministry teams shall be responsible for carrying out the Governing Board's annual vision for ministry and, as a result, shall set annual ministry goals.

(5) Each core ministry team shall manage their respective portion of the congregation's ministry plan.

- (6) Each core ministry team shall be authorized to form secondary ministry teams to facilitate its area of ministry. Members of these secondary ministry teams may serve without limit to term.

## **ARTICLE IX – MISCELLANEOUS**

### 9.1 Legal Ownership

Legal ownership of all real and personal property and all funds acquired by the congregation, its organizations or individuals for use by the congregation, excepting only Our Savior's Lutheran Church Foundation, shall be in the congregation as a corporation. Legal title to any real or personal property or funds may be maintained in such name as the Governing Board may direct.

### 9.2 Congregational Division

In the event that the congregation, for any reason, be divided, all property shall pass in accordance with the provisions of the Constitution. In the event that the provisions of the Constitution do not apply to the circumstances of the division, then all property shall belong to that portion of the congregation which remains faithful to the Constitution. In the event none of the divided portions of the congregation can be shown to be unfaithful to the Constitution, all property shall belong to the majority.

### 9.3 Real Estate Transactions

Real property shall not be acquired, transferred, or encumbered in any manner, except by resolution adopted by the affirmative vote, by written ballot, of not less than two-thirds of the members present and voting at a duly called and held meeting of the congregation.

### 9.4 Use of the Church

- (1) The property of the congregation shall be for the use of the congregation in accordance with its stated purpose and shall not be used for any purpose not in harmony with such purposes as determined by the Governing Board.
- (2) The Governing Board shall adopt a Use of Facilities Policy that will guide decisions regarding the use of church facilities.
- (3) Concerns related to the use of the facilities of the congregation shall be reviewed by the Senior Pastor in a timely manner. The Governing Board may decide to amend the congregation's Use of Facility Policy based on the recommendations of the Senior Pastor.

### 9.5 Ministerial Records

Each pastor shall be responsible for maintaining accurate records of his/her ministerial acts on such forms as are provided by the congregation, and which shall be and remain the property of the congregation.

## **ARTICLE X – AMENDMENT**

### 10.1 Amendment

Any amendment to these bylaws may be adopted by the majority vote of those members present and voting at any annual or special meeting of the congregation, provided that notice of such amendment is given in the same manner as notice of the meeting.

10.2 Effective Date

Any amendment to these bylaws shall become effective, unless otherwise specified by its own terms, upon its adoption.