



Evangelical Lutheran Church in America

God's work. Our hands.

DRAFT BYLAWS

FOR

WEST LINN LUTHERAN CHURCH

2023

UPDATED 26 SEPTEMBER 2023

1 Mission Statement

- a We invite all people into a trusting relationship with God through Jesus Christ.

2 Welcome Statement

- a West Linn Lutheran Church is a community of faith that welcomes all regardless of race, religion, color, sex, gender identity, sexual orientation, family status, national origin, age, disability, medical history, political affiliation, financial situation, mistakes made, successes achieved or any other category that you or the world have determined you belong. Our hope and prayer is that our congregation loves all as Jesus loves the world. No exceptions. This welcome extends throughout the life of our congregation.

3 Disclaimer

- a Terms such as but not limited to Pastor and Deacon shall be taken to be singular or plural as needed.
- b Any gendered pronouns or terms shall be understood to be non-gendered.

4 Annual Meeting

- a The annual meeting of the congregation shall be held in the first quarter of the calendar year, preferably in February.
- b The agenda shall be set by the congregational council president and the lead pastor in consultation with the executive committee.
- c Business to transacted shall include:
 - 1 Presentation and approval of all congregational meeting minutes not previously approved.
 - 2 Presentation of reports from:
 - a The Pastor.
 - b The Deacon.
 - c The Council President.
 - d Church staff, as designated by the council president.
 - e Committee heads, as designated by the council president.
 - f The Treasurer, who shall:
 - 1 Report on the past year's financial activities.
 - 2 Present the budget for the next year for approval by the congregation.
 - 3 The election of incoming congregational council members.
 - 4 As desired by the Pastor, Deacon, or Council President a discussion of the status of and future goals for the congregation.
 - 5 Other agenda items specified by the Pastor, Deacon, and/or Council Members.
 - 6 Additional business may be raised from the floor by any voting member.
- d Voting.
 - 1 Unless specified elsewhere in the constitution or bylaws all votes shall be by simple majority.
 - 2 Votes shall ordinarily be by voice vote.

- a Prior to the voice vote, upon request from the floor or at the President's discretion, voting may be by secret paper ballot.
 - 1 It is expected that this would only be used for particularly sensitive issues.
- b Should a voice vote appear close (this condition may be decided by the President or upon request from the floor) a revote shall be conducted by secret paper ballot.
- c Paper ballots shall be counted by the Vice President, the Secretary, and one voting member from the floor.
 - 1 In the absence of the Vice President and/or Secretary the President may appoint counters out of the voting members present in their stead.
- e The usual and customary setting for the meeting shall be in the Church.
 - 1 In deference to health and logistical concerns:
 - a The meeting may be conducted by remote communication, including electronically and by telephone conference, as long as there is an opportunity for simultaneous aural communication.
 - 1 If particular software is required of participants, it must be:
 - a Widely available.
 - b Fully functional on all major desktop and smartphone operating systems.
 - c Be available to the end user without additional expense.
 - 1 End users may be required to purchase a microphone and/or a webcam.
 - 2 The meeting may be conducted entirely by remote communication or as a hybrid where some participants are remote, and some are in person.
 - b A member of the executive committee shall be charged with counting votes from on-line participants.
- f The secretary shall compile a list of all attendees and it will be incorporated into the minutes.

5 Special Congregational Meetings

- a Shall be called in a manner consistent with the constitution.
- b Shall be held in a manner consistent with paragraphs d, e, and f of section 4 of these bylaws.

6 The Church Council

- a The composition of the council shall be as specified in the constitution.
- b The Council shall ordinarily meet at least once every month.
 - 1 At council's discretion some month(s) may be skipped.
 - a No more than one consecutive month may be skipped.
- c Additional meetings may be scheduled.

- d Recognizing that issues may arise that require immediate action, votes on an issue may be conducted through email.
 - 1 The question will be presented in an email to the entire council by the president.
 - 2 Voting shall be by reply.
 - 3 Voting will close and the issue will be decided when a simple majority has voted yea or nay.
 - a The president shall send an email to all members of the council noting that voting has closed and indicating the result of the voting.
 - 4 The secretary shall incorporate email records into the next regular meeting's minutes.
- e The usual and customary setting for the meeting shall be in the Church.
 - 1 The council may decide to meet at a different location.
 - 2 The council may meet using remote communications as outlined under section 4.
- f All aspects of the Church that are not the responsibility of the rostered staff shall be the responsibility of the council.
- g If necessary, council members shall act as messengers to relay individual congregant's concerns to the rostered staff.
 - 1 This may be confidential if requested.
 - 2 Congregants will be encouraged to take their concerns directly to the individuals concerned but it is understood that some members may have difficulty bringing concerns to the rostered staff.
- h Members are expected to debate issues freely, openly, and respectfully before the council.

7 Duties of the Offices of the Council

- a All members of the Congregation Council
 - 1 Must be a member in good standing of the congregation, regularly attending worship services, and involved in congregational life.
 - 2 Make every effort to attend all meetings of the council.
 - 3 Attempt to discover, through prayer and discernment, what is best for the congregation.
 - 4 Consider the well-being of the council when dealing with specific issues and ministries.
 - 5 Treat all matters relating to council deliberations as confidential, until such time as the information is determined a matter of public record.
 - 6 Assist the pastor in nurturing the spiritual life of the congregation.
 - 7 Care for the congregation's membership.
 - 8 Ensure that the decisions of the congregation are carried out.
 - 9 Be a part of a united body by supporting all decisions of the council.
 - 10 Treat members of the council and staff as siblings in Christ.
 - 11 Be familiar with the governing documents of the congregation.
 - 12 Be a leadership presence in the congregation.

b The President shall:

- 1 Preside at all meetings of the Congregation, Executive Committee, and Council.
- 2 Meet and collaborate with the Pastor, Deacon, and Church staff.
- 3 Receive and review reports from all committees, task forces, teams, and groups as appropriate.
- 4 Call special meetings of the Congregation, Executive Committee, or Council as required.
- 5 Direct meetings according to parliamentary rules of order, keeping meetings running smoothly, speedily, and efficiently, assisting in discernment of God's will.
- 6 Encourage each council member to perform his or her duty according to good order and Christian principles.
- 7 Decide in the event of a long discussion whether the issue should be referred for further study.
- 8 Represent the congregation in matters of business and sign or countersign all legal documents.
 - a Checks may be signed by other members of the Executive Committee as designated by the President and the Treasurer.
- 9 Assist in preparing the agenda for council and congregation meetings.
- 10 Uphold the constitution and bylaws and ensure policies are being followed.
- 11 Write the report on council activities for the annual meeting.
- 12 Attend and support synod and churchwide activities that would benefit from representation of council members.
- 13 Assist in solving problem areas as they occur.
- 14 Support and advise council members as needed.
- 15 The president of this congregation shall be an ex officio a member of all committees and boards of this congregation except the Nominating and Call Committees.

c The Vice President shall:

- 1 Assume all duties of the President when:
 - a The President is incapacitated.
 - b The President is unavailable due to travels or other reasons.
 - c The President requests they do so.
- 2 Preside at meetings of the Congregation, Executive Committee or Council at the request or in the absence of the president.
- 3 Perform the duties of recording secretary in the individual's absence.
- 4 Actively aid the president in the administration of their office.
- 5 Ensure that the incorporation of the congregation, tax exemptions, etc. are in good standing.
- 6 Review and ensure property, casualty, and liability insurance is in good standing and sufficient for the congregation's needs. The insurance function

may be delegated, with the authorization of the Executive Committee, to member or members of the congregation who hold commercial insurance expertise.

d The Secretary shall:

- 1 Shall Keep the minutes of all meetings of the Congregation, Executive Committee, and Council and be responsible for the distribution and publication of such minutes.
- 2 Shall Preside at meetings of the Congregation, Executive Committee, or Council in the absence of the president and vice president.
- 3 Be authorized and empowered, in the name of the congregation, to attest instruments that require certified authorized signers and may also be signed by the congregation president or pastor.
- 4 Work with the pastor and congregation's staff to ensure the storage and protection of all important documents and papers.
- 5 Make sure that annual reports of the congregation's corporate status are filed with the appropriate office in your state (as may be required).
- 6 Work with the treasurer, office management staff, and pastor to ensure timely filing of the congregation's annual parochial report.
- 7 Sign the letter of call for rostered staff at the time of a call meeting.
- 8 Attest to the synod office that the congregation's records are up to date and under your control at the time of pastoral transition.
- 9 Submit copies of constitution and bylaw amendments to the synod.
- 10 Prepare an annual list of membership changes.
- 11 Carry out correspondence on behalf of the council and the congregation, as directed.

e The Treasurer shall:

- 1 Serve as financial officer of the congregation, coordinating financial affairs of the congregation.
- 2 Attend monthly meetings of the council unless excused by the President.
- 3 Provide oversight of the counting teams and oversee depositing of such funds
 - a Shall ensure that two non-related individuals are always present for any counting procedure.
- 4 Ensure that all true bills, invoices, and charges are paid in a timely manner.
- 5 Shall supervise the staff bookkeeper.
 - a If there is no bookkeeper shall function as the bookkeeper.
- 6 Shall oversee preparation and maintenance of the financial books and records of the Congregation, showing the management and disbursement of all income and receipts of the Congregation.
- 7 Prepare the monthly financial reports for the council.
- 8 Ensure all required federal and state tax forms are filed in a timely manner.
- 9 Monitor the cash position of the congregation and report monthly to the council president and pastor.

- 10 Oversee investment of available funds as directed.
- 11 Borrow funds as directed by the council.
- 12 Provide the congregation with financial information deemed appropriate by the council.
- 13 Assist in the preparation of the annual budget for the council.
- 14 Direct the preparation of the annual report of the financial status of the congregation.
- 15 Report on levels of giving to the council and congregation.
- 16 Provide annual statements to the contributors for tax reporting purposes

8 Standing Committees

- a Standing committees shall be formed as per chapter 13 of the constitution.
- b Duties of the standing committees.

1 Executive Committee

- a Set the agenda for the next full council meeting.
- b Act, as needed, for the full council between meetings.
 - 1 Actions performed in lieu of the full council shall be promptly communicated to the full council.
- c Coordinate with the Budget committee in setting proposed compensation for rostered and non-rostered personnel.
- d Shall ordinarily meet at least once per month.
 - 1 At council's discretion some month(s) may be skipped.
 - 2 No more than one consecutive month may be skipped.
- e At meetings only one rostered staff member need attend.

2 Nominating Committee

- a The sole duty of the nominating committee shall be to encourage members of the congregation to fill the positions of Church council members whose terms are expiring.

3 Mutual Ministry Committee

- a The term "mutual ministry" recognizes that the Church's ministry is the mutual concern of both the laity and the pastor. It encourages us to move away from a primary focus on the ministry of ordained clergy alone and includes all the people of God in the mutual work of ministry. There is one ministry in Christ and all baptized people participate in it according to the gifts given to them and the specific ministries entrusted to them.
- b A Mutual Ministry Committee is appointed by the pastor in consultation with the congregational lay president. The Committee consists of the Pastor and no more than four members in good standing within the congregation, meeting at least quarterly to complete the work of the Committee.
- c All work of the Mutual Ministry Committee remains in the strictest of confidence.
- d The following tasks may be assumed by the Mutual Ministry Committee.

- 1 Evaluate how effectively the goals of the congregation are being met for both ministry within the congregation and to the world (including its immediate community).
- 2 Make recommendations to the council, other committees, and/or the congregation regarding how congregational goals may be more effectively met and by whom.
- 3 Dialogue about perceptions and concerns within the congregation.
- 4 Address conflicts among members that may affect the congregation's ministry, as well as between members of the congregation and the pastor or other rostered leaders.
- 5 Serve as a source of support for the pastor in times of personal or professional stress.
- 6 Serve as a "focus group," representative of the congregation, as leaders share ideas for ministry and seek to assess how best to accomplish what is being proposed.
- 7 Support the pastor's and other rostered leaders' need for spiritual self-care, compensation, maternity-paternity leave, sabbaticals, and continuing education.
- 8 Be alert to the early warning signs within a congregation of misunderstandings that may eventually lead to difficulty.
- 9 Serve as the exit interviewer when a pastor or other rostered leader announces his/or her departure from the congregation.

4 Transition Committee

- a Shall function and be established pursuant to the then current requirements and/or recommendations of the Oregon Synod and consistent with this constitution.

5 Call Committee

- a Shall function and be established pursuant to the then current requirements and/or recommendations of the Oregon Synod and consistent with this constitution.

9 Additional Committees, Ministry Teams, and Task Forces

- a The Church council shall empower Committees, Ministry Teams, and Task Forces as necessary to carry out the vision and mission of the congregation.
- b These entities may be formed and/or dissolved by decision of the council.
- c Each committee, team, or task force shall:
 - 1 Work in accord with the vision and mission of this congregation.
 - 2 Have an identified leader.
 - 3 Have a person assigned as council contact person/liaison.
 - 4 Not exceed their budget nor raise funds without council approval.
 - 5 Be empowered to do ministry in their specific area.
 - 6 Have a specific definition of its scope of ministry.

10 Annual reviews

- a It is encouraged that each committee meet once a year, in person or via electronic means to develop plans for the upcoming year.

11 Policy statements

- a The council shall authorize the creation of policy statements:
 - 1 Required:
 - a Vetting of employees and volunteers.
 - b Use of alcohol and other drugs and/or intoxicants.
 - c Sexual abuse.
 - d Child abuse.
 - e Firearms.
 - 2 And others as the council shall see fit.
 - 3 These policies shall need only the vote of the council to approve, modify, or delete.
 - a Congregants may bring these policies up for discussion/change at the annual meeting.
- b All policy statements shall be disseminated to the congregation.

12 Indemnification

- a To the extent allowed and required by the laws of the state of Oregon the Congregation shall indemnify its officers and the council against all damages, liability, expenses, costs, and attorney's fees that they actually incur in connection with threatened, pending or completed legal actions, suits or proceedings to which they are or may be made a party because of their status, actions, or omissions as current or former officers or members of the council.
- b To the extent allowed under the laws of the state of Oregon, the Congregation also shall indemnify its Committees, Ministry Teams, and Task Forces against all damages, liability, expenses, costs, and attorney's fees that they actually incur in connections with threatened, pending or completed legal actions, suits or proceedings to which they are or may be made a party because of their status, actions, or omissions as current or former agents, employees, or members of a Committee, Ministry Team or Task Force.
- c Unless otherwise ordered by a court of law, any indemnification under sections a and b above shall be made by the Congregation only as authorized as follows:
 - 1 By a majority vote of the council
 - a The vote shall consist only of such members who are not and were not parties to such action, suit or proceeding.
 - 2 Or by the Congregation at a regular or special Congregation Meeting properly called and held for that purpose
 - a The vote shall consist only of such members who are not and were not parties to such action, suit or proceeding.

- 3 Pursuant to a written opinion by independent legal counsel hired and paid for by the Congregation.

13 Primacy

- a Should there be a discrepancy between the constitution and the bylaws, the constitution shall prevail.

14 Amending

- a These bylaws may be amended as per Chapter 17 of the Church constitution.