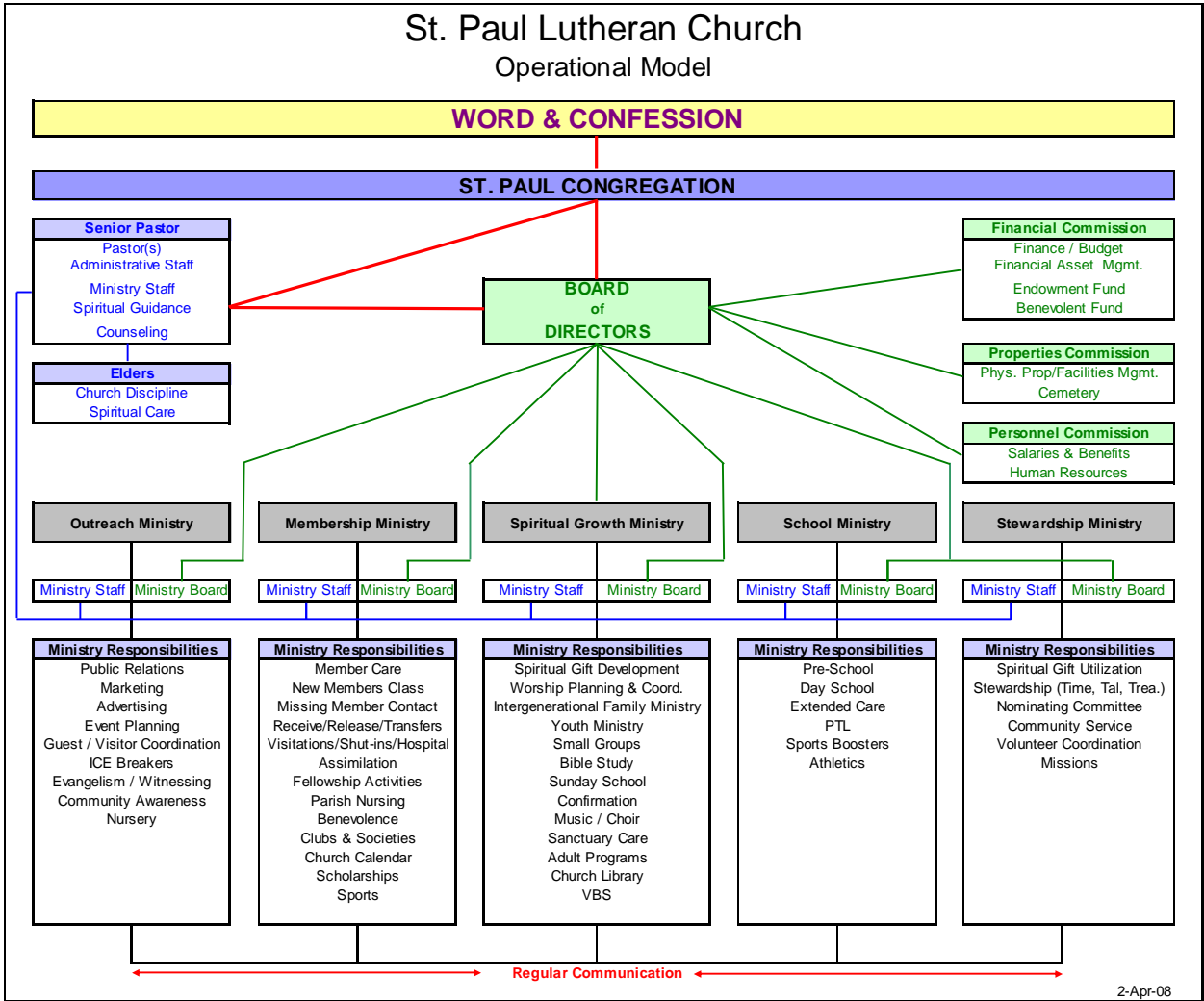


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INTRODUCTION

The Bylaws of St. Paul Lutheran Church have been developed in consideration of the following **Operational Model**, with the understanding that the church's existence and work as a congregation of believers is under the authority of the Word of God, and that all blessings are achieved only by His grace, through the confession of our faith in the Lord & Savior Jesus Christ, for the good of His Kingdom.



The primary objective of the model is to focus, and put into action, the time, talents and treasures of the body of believers at St. Paul Lutheran Church on the **Biblical Mission** of Christ's church (i.e. Witness, Fellowship, Teach/Learn, Worship, Service, &

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Stewardship), in an effort to fulfill the Mission Statement to **"Make Disciples Who Make Disciples"**, and unite the Congregation in fulfilling its **Ministry Plan**.

The secondary objective of the model is to encourage and empower God's people to engage in His ministry by creating a system that is structured, yet flexible, as necessary to adapt to the changing needs of conducting ministry, now and in the future. It also provides a system of checks and balances, and establishes a mechanism that ensures continuity within the Ministry.

Premise

- God will lead the body of believers at St. Paul Lutheran Church in the development of an effective Ministry Plan to fulfill His purpose.
- This model requires the utilization of time, talent and treasures by a majority of the members of the Congregation.
- God will encourage and develop the members of the Congregation to become good stewards of their time, talent, and treasures through the work of the Holy Spirit.
- Regular and effective communication **MUST** exist between ALL Ministry Boards & Committees, Board of Directors, Board Commissions, Senior Pastor, Elders, Pastor(s), Ministry Staff, Administrative Staff and the Congregation in order for the model to be most effective.

ARTICLE I
PASTORAL OFFICE

The Senior Pastor shall be responsible for providing spiritual oversight and guidance to the entire organization. He shall assume day-to-day responsibility for the supervision of the Ministry Staff, Administrative Staff, Elders and other Pastors. The Senior Pastor shall be accountable to the Board of Directors and the Congregation.

The Elders shall be comprised of (3) Voting Members of the Congregation.

ARTICLE II
BOARD OF DIRECTORS /
OFFICERS OF CONGREGATION

The Board of Directors shall assume responsibility for strategic planning efforts related to ministry areas, operations, and the budget, while working with the Senior Pastor to ensure that the members are cared for and are developing spiritually. The Board of Directors shall not generally be involved in the day-to-day supervision of Ministry or Administrative Staff.

The Board of Directors shall approve the hiring of all non-called Staff members.

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The Board of Directors shall be comprised of nine (9) voting members of the congregation elected at the Semi-Annual Meeting of the Congregation.

The Board of Directors shall be accountable to the Congregation and shall assume responsibility for the Board Commissions and Ministry Areas. It may also form ad-hoc committees as necessary to fulfill a specific function.

The Officers of the Congregation shall consist of a Chair, Vice-Chair, Secretary and Treasurer and be members of the Board of Directors. Any member of the Board of Directors shall be eligible to fill any of the four officer positions. The officers of the Congregation shall also serve as officers of the Board of Directors. The Board of Directors shall elect the officers at the first meeting of a newly elected Board.

Duties of Officers

The following shall be the primary duties of the officers. More responsibilities can be found in the Policy and Procedure manual of the Board of Directors.

The Chair of the Congregation, to the best of his or her ability, shall:

- Preside at all meetings of the Congregation and Board of Directors
- Enforce the Constitution and Bylaws of the Congregation
- Carry out the express will of the Congregation as embodied in the resolutions of its voting members.
- Work with the Senior Pastor to establish the agenda for all meetings of the Board of Directors and the Congregation.
- Initiate counseling with any member of the Board of Directors who violates policy.
- Be an ex-officio member of all Boards and Committees, and attend meetings whenever necessary or upon request of the Senior Pastor.
- Appoint one member of the Board of Directors to serve on each of the Ministry Boards.

The Vice-Chair, to the best of his or her ability, shall:

- Preside at all meetings of the Congregation and Board of Directors when the Chair is absent or when requested to do so by the Chair of the Congregation.
- Serve as chair of the Nominating Committee.
- Initiate counsel with the Chair of the Congregation should the Chair violate policy.

The Treasurer, to the best of his or her ability shall:

- Prepare monthly financial reports and submit them to the Board of Directors.
- Prepare an annual financial report and present it at the Annual Meeting of the Congregation.

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- Make all authorized disbursements by check, sign each check as Treasurer, and maintain an appropriate register of all disbursements.
- Account for all congregational contributions and other receipts and maintain an appropriate register of all receipts.
- Arrange for all banking relationships and make sure all congregational receipts are deposited properly and on a timely basis.
- Arrange for all congregational salaries to be paid properly.
- Make sure a chart of accounts and a proper accounting system for congregational financial matters are in place.
- Make sure an appropriate approval system is in place for all congregational disbursements.
- Provide for the accounting and filing of all invoices, vouchers, receipts, checks and other financial records for at least as long as may be required by law.
- Ensure that the Board of Directors arranges for an annual financial review or audit.

The Secretary, to the best of his or her ability, shall:

- Maintain and archive the minutes of all meetings of the Congregation and Board of Directors.
- Conduct all official correspondence of the Congregation.
- Be thoroughly familiar with the Constitution and Bylaws of the Congregation and serve as the primary resource to the Congregation and Board of Directors for questions in these matters.
- Maintain and archive all revisions of the Constitution, Bylaws, policy and procedure manuals and other documents of the Congregation.
- Ensure that an up-to-date alphabetical listing of all Voting Members is maintained.

Board Commissions

The Board of Directors may commission entities, at its discretion, to tend to special activities that require oversight throughout the year. These may include, but are not limited to areas such as financial, properties, and personnel.

ARTICLE III
MINISTRY AREAS

Each Ministry Area shall be comprised of a Ministry Board and any number of Ministry Committee(s), as required to carry out the work of the ministry. Ministry Areas are accountable to the Board of Directors, and are created, as well as disbanded, by the Congregation in response to needs of the Ministry Plan. Each Ministry Area shall focus its efforts and activities on its Ministry Responsibilities. Ministry Responsibilities are assigned to each Ministry Area by the Board of Directors, as they are identified.

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The Ministry Areas are defined as follows:

- The Outreach Ministry is St. Paul's "witness" ministry that embraces the call of the Great Commission (Matt: 28: 19-20), and focuses on any and all activities related to making our surrounding community aware of the ministry that we have to offer.
- The Membership Ministry is St. Paul's "Human Care" ministry responsible for membership, member care, member services and fellowship activities.
- The Spiritual Growth Ministry focuses on developing members spiritually, through appropriate "teaching" and "worship" of our Lord and Savior, and will involve education and encouragement in the application of biblical principles that lead to a fully developed Christian life - a life surrendered to God and useful for His good purposes.
- The School Ministry supports Lutheran-based education of children by planning, directing, supervising and conducting comprehensive educational programs and activities for the preschool and day school.
- The Stewardship Ministry focuses its activities on "service" and "stewardship". It encourages the application and utilization of the mature Christian's spiritual gifts within the church and community. It identifies and creates avenues for people to serve in response to their gratitude to God.

Ministry Board

The primary objective of each Ministry Board is to establish and maintain the strategic focus, direction, and budgetary needs of the Ministry Area in support of the Ministry Plan. It is also the responsibility of each Ministry Board to oversee and manage the work of the Ministry Committees. The Ministry Area's strategic plan shall be developed under the direction and approval of the Board of Directors.

Each Ministry Board shall be comprised of five (5) members including: one (1) ex-officio representative of the Ministry Staff, one (1) ex-officio representative from the Board of Directors, and three (3) Voting Members from within the Congregation. In addition to the mandatory members, each Ministry Board shall have the option to include in its membership an ex-officio youth representative, as elected by the communicant "youth" of the Congregation.

The Ministry Staff Member shall be appointed by the Senior Pastor, and the Board of Directors representative shall be appointed by the Board of Directors Chair.

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Ministry Committee(s)

Ministry Committee(s) are intended to carry out the work required to accomplish the goals & objectives of the Ministry Area. Ministry Committees shall be formulated, when necessary, by each Ministry Board. In general, one (1) Ministry Board member shall have oversight responsibilities for each committee. Committee members shall be appointed by the Ministry Board.

ARTICLE IV
QUALIFICATIONS, NOMINATIONS,
ELECTIONS & TERMS OF OFFICES

All elected members shall receive a copy of both the Constitution and Bylaws and participate in available leadership training.

Nominee Qualifications

Nominees for all boards and commissions are expected to meet the following minimum requirements, as well as those established by the Nominating Committee.

- Except for the Board of Directors and Elders, all nominees for Ministry Boards or Board Commissions shall have been communicant members of the Congregation for a minimum of one (1) year, and maintain such status throughout his/her term.
- All nominees for the Board of Directors and Elders shall have been communicant members of the Congregation for at least two (2) years prior to assuming a position on the Board, shall not be Ministry Staff members, employees of the Congregation or spouses thereof.
- All candidates for nomination shall have demonstrated spiritual maturity and commitment to the faith by spending regular time in the Word, consistently utilizing his/her time, talents and treasures to the glory of God within the body of Christ and shall abstain from imprudent or unethical behavior.

Nomination Process

The Nominating Committee, under the guidance of the Stewardship Ministry Board and the Senior Pastor, shall be responsible for evaluating potential candidates against the Qualifications, and preparing a list of nominations for all elected positions. The nomination list shall be submitted to the Board of Directors in preparation for the election process. The Nominating Committee shall solicit and accept nominations from the Congregation as part of the nominating process.

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Election Process

Three (3) members of the Board of Directors, one (1) member from each Board Commission and one (1) member from each Ministry Board shall be elected each year as follows:

- The Board of Directors shall be elected by the Congregation at the Semi-Annual Meeting.
- Each Board Commission member shall be elected by the Board of Directors and ratified by the Congregation at the Semi-Annual Meeting.
- The Ministry Board members shall be elected by the Board of Directors and ratified by the Congregation at the Semi-Annual Meeting.

All members of the Elders shall be elected by the Congregation at the Semi-Annual Meeting.

When a vacancy occurs, the nomination process shall be used to determine eligible candidates and the Board of Directors shall elect the new member. If the term of the vacancy is less than one year, the Board of Directors may decide not to fill the vacancy and instead wait for the election at the next Semi-Annual Meeting of the Congregation.

Term of Office

The Term of Office for boards, commissions, and committees are as follows:

- Board of Directors, Board Commissions, Ministry Boards and Elders – Each member shall serve a three (3) year term, and shall be limited to serving three (3) consecutive terms.
- Officers of the Congregation and Board of Directors – The officers shall serve a one (1) year term, and shall be limited to serving three (3) consecutive terms.
- Ministry Committees – Ministry Committees are intended to provide members with an avenue to utilize their time and talents within the Church. Therefore, the congregational members are encouraged to participate on committees for as long they believe the Lord is leading them to serve.

ARTICLE V

MINISTRY PLAN

The Board of Directors shall assume responsibility for strategic planning efforts related to ministry areas, operations, and the budget. During the development process, they shall receive input from each of the Ministry Area Boards to ensure continuity in their

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development of a comprehensive Ministry Plan. The Board of Directors shall present the Ministry Plan to the Congregation at the Annual Meeting for ratification.

ARTICLE VI
POLICIES & PROCEDURES

All segments of the Operational Model including: the Pastoral Office, Board of Directors, Board Commissions, and Ministry Areas shall be required to develop and maintain a *Policy and Procedure Manual* that identifies the means and methods by which they shall conduct activities within the ministry. Each entity shall also be required to establish key measurements that shall be used to evaluate their success in accomplishing the objectives and goals of the Ministry Plan.

ARTICLE VII
MEMBERSHIP

Communicant Membership

An applicant shall be received as a communicant member by the Congregation after providing satisfactory evidence of his or her eligibility in accordance with Article IV of the Constitution and after assessment and recommendation by the Senior Pastor and Membership Ministry Board.

Expectations of Membership

An active member is expected to:

- A. Attend worship services and partake of the Lord's Supper faithfully.
- B. Strive to grow in the knowledge and grace of the Lord by making diligent use of Bible classes, Bible study and devotions at home.
- C. As prime agents in faith formation, parents shall bring children to the Lord through the Sacrament of Holy Baptism, rear them in the nurture and admonition of the Lord, teach them the Word of God in the home, enroll them in confirmation instruction classes, and in general make use of educational opportunities provided by the Congregation, such as Sunday School, Bible classes and the Day School.
- D. Devote time, talents and treasure in recognition of God's blessings and His direction and in support of the Congregation's Ministry Plan.
- E. Accept spiritual counsel and guidance in accordance with Matthew 18.
- F. Refrain from membership in any society or organization whose principles and conduct are inconsistent with the doctrines and practices of this Congregation and in conflict with the Word of God.

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G. When eligible, participate in all meetings of the Congregation.

Termination of Membership

Active membership shall be terminated by the Congregation and the member removed from the Congregation's active membership roll, with the recommendation of the Board of Directors, for any one or more of the following reasons:

A. Death

B. Request for Transfer

Personal request of the member for transfer of membership to another church;

C. Request for Release

Personal request of the member for release from membership;

D. Location Unknown

Location unknown for a period of one year or longer;

E. Self-exclusion

When a member of the Congregation has demonstrated a lack of faithful attendance at worship services or the Lord's Supper, that individual's membership status shall be subject to review by the Membership Ministry Board. If encouragement to improve his or her attendance is unsuccessful, and it is within his or her capacity to do so, the member's name shall be transferred to the Other-Than-Active List of the Congregation. The individual shall be notified of such action and shall be declared to have excluded himself or herself from active membership in the Congregation.

Such self-exclusion denies the individual from the privilege of serving in an elected position in the Congregation and from voting at congregational meetings. Such an individual shall, however, at all times be cordially welcomed to attend worship services and to seek re-instatement to active membership in the Congregation.

F. Excommunication

Excommunication shall be applied to any member who conducts himself or herself with imprudent or unethical behavior, i.e. openly adheres to false doctrine, evidences an immoral life, or willfully despises the preaching of the Gospel and the Lord's Supper. The Elders, in conjunction with the Senior Pastor, shall administer church discipline on behalf of the Congregation, and if necessary, recommend, at a properly called meeting of the Congregation,

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the excommunication of a member.

Restoration of Membership

Persons who have been terminated from membership pursuant to Item (F) above shall be restored with all rights and privileges when the individual repents and asks forgiveness through the Senior Pastor and the Board of Directors. Both acts of discipline and restoration shall be made known to the voting members of the Congregation by whatever method the Senior Pastor and the Board of Directors deem most suitable.

Voting Membership Requirements

In addition to those requirements defined in the Constitution, a voting member must be in good-standing i.e. his or her name must not appear on the Other-Than-Active List of the Congregation.

To become a Voting Member, a communicant member shall present a request to a meeting of the Voters for approval. Upon approval, the member shall then affix his/her signature in a book containing the official copy of this Constitution and Bylaws. After approval for voting membership and signing the Constitution and Bylaws, a member shall have the right to vote at the next Voter's meeting.

ARTICLE VIII
CALLING OF PASTOR(S) AND CALLED WORKERS

The following procedure shall be observed:

- A. A Call Committee of at least six (6) Communicant Members shall be elected by the Board of Directors. The Board of Directors may request nominations of suitable candidates from a cross-section of the members of the Congregation.
- B. The Call Committee shall request nominations for suitable candidates in writing from the members of the congregation. The Call Committee shall also consult with the appropriate Lutheran Church—Missouri Synod District officials who shall review the list of candidates nominated. The District officials may, at their discretion, add or subtract candidates from the list. The Call Committee shall evaluate biographical information provided by the District officials and any information provided by the candidates. The Call Committee may choose to interview the candidates.
- C. At a properly called meeting of the Congregation, the Board of Directors shall present a candidate list for consideration by the Voting Membership. The voting members in attendance shall elect one candidate by ballot for each called position. The candidate obtaining a two-thirds majority of all the votes cast for each

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position shall be the candidate-elect to receive the Call from the Congregation. Ballot voting shall continue until a two-thirds majority is achieved.

- D. A copy of the Constitution and By-Laws of the Congregation and all documents relevant to the Call shall be submitted to the candidate called.

ARTICLE IX
REMOVAL OF PASTOR(S) AND CALLED WORKERS

Sufficient grounds for the removal of any Pastor and Called Worker shall be as a result of persistent adherence to false doctrine, imprudent or unethical behavior, willful neglect of official duties, or evident and protracted incapacity to perform the functions of the office to which the individual has been called. Charges on any of these counts shall be carefully investigated by the Board of Directors. The Board of Directors, after consultation with the appropriate District officers, shall notify the Congregation of the matter and shall submit the matter for action at a properly called meeting of the Congregation.

ARTICLE X
MEETINGS OF THE CONGREGATION

Meetings of the Congregation shall be held in accordance with the following:

Annual Meeting

The Annual Meeting of the Congregation shall be held in the 4th quarter of the church fiscal year for the purposes of receiving a report on the ministry of the Church, ratification of the Ministry Plan, and conducting business with regard to any other matters properly brought before the voting members of the Congregation. Proper notification for the Annual Meeting shall consist of a written announcement at Sunday worship services for at least two (2) consecutive Sundays prior to such meeting.

Semi-Annual Meeting

The Semi-Annual Meeting of the Congregation shall be held in the 2nd quarter of the church fiscal year for the purposes of receiving the results of the annual financial review or audit, election of the members of the Board of Directors and Elders, ratification of the members of the Ministry Boards and Board Commissions, a report from all Ministry Boards, Board of Directors, Board Commissions and the Senior Pastor as it relates to the annual Ministry Plan of the Church, and conducting business with regard to any other matters properly brought before the voting members of the Congregation. Proper notification for the Semi-Annual Meeting shall consist of a written announcement at Sunday worship services for at least two (2) consecutive Sundays prior to such meeting.

Special Meetings

The Board of Directors, the Chair of the Congregation, the Senior Pastor or any twenty five (25) members of the Congregation may by written request to the Chair request a

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special congregational meeting. The Chair must call a special congregational meeting provided that proper notification was made to announce the meeting to the Congregation. Proper notification for any special congregational meeting shall consist of a written announcement at Sunday worship services specifying the meeting's purpose for at least two (2) consecutive Sundays prior to such meeting.

Quorum / Vote Required / Minutes

Whenever a meeting has been properly called, the number of voting members of the Congregation constituting a quorum shall be twenty five (25). All decisions shall be by majority vote of the voting members present with the exception of the amendment of the Constitution and/or Bylaws, the calling of or removal of a Called Worker, and the merger or dissolution of the Congregation as a corporation, which shall be by two-thirds majority vote of the voting members present. Minutes shall be kept of all regular and special meetings of the Congregation.

Meeting Order

Roberts Rules of Order (Newly Revised) shall be used for all meetings.

ARTICLE XI
AMENDMENTS

- A. These Restated Bylaws may be amended by the voters of the Congregation at a properly called meeting of the Congregation by a two-thirds majority of the votes cast and shall not be in conflict with the Constitution.

- B. The revised Bylaws, as a condition of membership in the Lutheran Church—Missouri Synod, shall be submitted to the president of the District for review by the Polity Commission, and favorable action by the District's board of directors before being placed into practice by the Congregation.