

Bylaws of Faith Lutheran Church Minot, North Dakota

(Adopted April 27, 2014)

Part I

Statement of Faith

Faith Lutheran Church of Minot shall be a Lutheran congregation.

We believe, teach and confess the Scriptures of the Old and New Testaments are the Word of God, inspired by God's Spirit speaking through their authors and the sole authoritative source and norm of our proclamation, faith, and life. Faith Lutheran Church shall embrace and conduct its operations and activities in accordance with the Bible.

We believe, teach, and confess the Triune God, Father, Son, and Holy Spirit. We acknowledge one God in these three persons.

We believe, teach, and confess Jesus Christ as Lord and Savior and the Gospel as the power of God for the salvation of all who believe in him.

The Apostles', Nicene and Athanasian Creeds and the Unaltered Book of Concord attest to the witness of the scripture and will be used as guiding expressions of the Christian faith.

Part II

Independence and Affiliation

1. Faith Lutheran shall operate as an independent Lutheran Church.
2. Faith Lutheran may affiliate itself with a Lutheran church body (or bodies), as the congregation so decides. A decision to join or leave a Lutheran church body shall require a two-thirds (2/3) majority vote at a legally called congregational meeting. Any action to join or leave a Lutheran church body must be ratified by a two-thirds (2/3) majority vote at a legally called congregational meeting no less than sixty (60) days after the initial vote.
 - A) Faith Lutheran Church of Minot, North Dakota shall be affiliated with Lutheran Congregations in Mission for Christ.
3. If Faith Lutheran is affiliated with a Lutheran church body, the Board of Directors shall ensure compliance with the requirements of such affiliation as appropriate for Faith Lutheran and shall involve the congregation as is appropriate or required.

Part III

Membership in Faith Lutheran

1. Members shall be individuals, who by baptism, confirmation and/or affirmation, depending upon their age, have evidenced their agreement with the "Statement of Faith" in Part I of these Bylaws.
2. Voting members shall be all members who are 16 years of age or older and have attended church services at Faith Lutheran during the past six months.
3. Discontinuance of membership:
 - A. By transfer – any member requesting a transfer to another congregation shall receive a transfer.
 - B. By request – any member requesting that their name be removed as a member.

Part IV

Disciplining Members

1. Chapter 18 in the New Testament Book of Matthew shall guide the congregation for any disciplinary matter of any member.
2. The Board of Directors is charged with administration of any disciplinary hearing involving a

member.

3. A member, who is requested to appear before the Board of Directors for possible discipline, shall be advised in writing no less than ten (10) days prior to the hearing. The written notice shall include the time and place of the hearing and shall specify the exact reason for the possible discipline. If the member fails to appear at the time and place without a valid excuse, the Board of Directors may proceed with the hearing and may reach its conclusion in the member's absence.

4. By a two-thirds (2/3) majority vote, the Board of Directors may impose one of the following:

A. Censure before the Board of Directors or the congregation.

B. Suspension from membership until proof is provided of sufficient repentance and amendment.

C. Exclusion from membership.

5. The member will be notified of the Board of Directors' conclusion and any further action in writing within seven (7) days of the hearing.

Part V

Hiring A Pastor

1. Only pastors who are in agreement with the "Statement of Faith" in Part I of these Bylaws shall be hired and retained as pastors for Faith Lutheran.

2. Authority to hire a pastor shall rest in the congregation. Such an offer of employment shall require a two-thirds (2/3) majority vote at a legally called congregational meeting.

3. Only pastors who agree to become members of Faith Lutheran Church shall be hired and retained as pastors for Faith Lutheran.

Part VI

Termination of Employment of a Full-Time Pastor

1. Termination of the employment of a pastor shall require a 2/3-majority vote at a legally called congregational meeting.

2. As per Roberts Rules of Order, the Board Of Directors shall have the ability to move into Executive Session to address issues concerning the performance of a full, or part-time pastor, before confronting the pastor or reporting these concerns to the congregation. During this Executive Session the Board of Directors has the option to exclude the pastor from the session.

Part VII

Title to Property

1. Title to all real and personal property acquired by the congregation, its organizations or individuals for the use of the congregation, shall be held by the congregation as a corporation.

2. Real property shall not be purchased, disposed of or encumbered in any manner except by resolution adopted by a two-thirds (2/3) majority vote at a legally called congregational meeting. Such a resolution is not required for refinancing the balance of existing loans, so long as the refinancing does not increase the amount of the encumbrance on the real property.

3. Should the congregation be dissolved or fall into disuse, its real and personal property shall be liquidated to settle its debts and other financial obligations. The remainder of funds, if any, will be distributed to Nonprofit Christian organization(s) as determined by the Board of Directors, so long as such organizations are exempt from Federal income tax under the Internal Revenue Code of 1954, or to a corporation to which contributions are deductible under the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law.

Part VIII

Meetings of the Congregation

1. The power and authority of the congregation shall be exercised through the congregational meeting, which shall be called and conducted in conformity with North Dakota nonprofit corporations law and the provisions of the Articles of Incorporation and Bylaws of the congregation.

2. The quorum for all congregational meetings shall be thirty (30) percent of total voting members.

3. Unless contrary to the Articles of Incorporation or these Bylaws, parliamentary procedures shall be in accordance with Robert's Rules of Order.

4. Voting

A. Unless specifically stated otherwise in the Articles of Incorporation or in these Bylaws,

- any action by the congregation must pass by a simple majority of the votes cast.
- B. Absentee voting is permitted only if pre-approved by the board of directors. Notification of the absentee voting option will follow the same timeline notification as meetings. If absentee voting is permitted, the entire vote will be done by secret ballot.
- C. In the case where absentee voting will not be permitted, a member must be physically present. The actual vote may be by voice, hand count, standing count or secret ballot.
- D. Voting by proxy ballot will not be allowed.
- E. Abstaining votes will not be included in the calculation to determine whether or not the proper affirmative majority has been attained.
5. The Annual Meeting:
- A. The annual meeting shall be held in January or February on a date annually selected by the Board of Directors.
- B. It shall include, but not be limited to, an election of successors for directors whose terms have expired; a report on the activities and financial condition of Faith Lutheran; and the establishment of a financial budget for the following year.
- C. Announcement of the time and place of the annual meeting shall be made at all worship services during the two (2) weeks preceding the date of the meeting and by a notice either mailed or e-mailed to every voting member at least ten (10) days before the meeting and not more than thirty (30) days before the meeting.
6. Special Meetings:
- A. A special meeting of the congregation may be called by: the Board of Directors; the President; a pastor or by written demand of at least fifty-one (51) percent of the voting members.
- B. Written notice stating the date, time, place and purpose of such special meeting shall be mailed or e-mailed to every voting member at least ten (10) days before the meeting and not more than thirty (30) days before the meeting.
- C. The pastor(s) shall be notified of the date, time, place and purpose of each special meeting.
- D. The business transacted at a special meeting shall be limited to the purposes stated within the notice of the meeting.

Part IX

General Provisions for Board of Directors

1. The congregation shall elect the Board of Directors.
2. Only voting members of the congregation shall be eligible for membership on the Board of Directors.
3. A compensated staff member of Faith Lutheran may not serve as a voting member of the Board of Directors.
4. No member shall be eligible to serve more than two full terms consecutively.
5. If a vacancy occurs in the Board of Directors, the Board of Directors must fill the vacancy until the next annual meeting. The Board of Directors must announce that nominations are being accepted and the position must be filled within 60 days after the vacancy occurs.
6. A member of the Board of Directors who is absent from two (2) consecutive regular meetings shall be consulted by the President; if the member is absent from additional regular meetings without valid excuse, the Board of Directors may declare the office vacant.
7. A quorum for any regular or special meeting of the Board of Directors shall be one-half (1/2) of the membership of the Board of Directors.
8. A special meeting of the Board of Directors may be called by a full-time pastor or by a member of the Board of Directors. Notice of such meeting shall be given not less than five (5) days prior to the meeting. The five (5) day notice may be waived by unanimous consent of the voting members of the Board of Directors.
9. The pastor(s) shall be advisory member(s) of the Board of Directors, but without vote.

Part X

Board of Directors

Duties and Responsibilities

1. The Board of Directors shall determine the number of members on the Board of Directors, which shall be at least six (6) and not more than twelve (12). The term for each director shall be three (3) years, with approximately one third (1/3) of the terms expiring each year.
2. At its first meeting following the annual meeting of the congregation, the Board of Directors shall elect the following officers to serve one-year terms: President, Vice-President, Secretary and Financial Liaison. All of the officers shall be voting members of the Board of Directors. Officers are officers of the Board of Directors and of Faith Lutheran. No officer shall be eligible to serve more than two full one-year terms consecutively with regard to any particular officer position.
3. The Board of Directors shall have such authority and duty as is delegated to it by the Articles of Incorporation, these Bylaws, the resolutions of the congregation, and North Dakota nonprofit corporations law, including, but not limited to, the authority and duty to:

- A. Designate and grant authority to individuals to sign any legal documents on behalf of Faith Lutheran including but not limited to, checks, drafts, notes and any other order of monetary payment for Faith Lutheran.
- B. Conduct regular meetings not less than once each quarter, at such time and place as the Board of Directors may determine.
- C. Provide for worship leadership, preaching and administration of the sacraments of baptism and Holy Communion.
- D. Approve hiring of compensated ministry staff other than the full-time pastor(s) and annually fix and review their compensation.
- E. Annually review the performance and compensation of the pastor(s) and make adjustments from time to time within the limits of the budget approved by the congregation.
- F. Prepare and submit the annual budget to the congregation for approval.
- G. Report its activities to the annual meeting of the congregation and at such time as the congregation may decide.
- H. Choose delegates to any group or meeting in which the congregation is entitled to representation.
- I. Establish policies and committees necessary for the ongoing operations and programs of Faith Lutheran with input from the congregation as appropriate.
- J. Assign other duties and responsibilities to the officer positions as necessary.

Part XI Officers

1. The President shall preside at the meetings of the Board of Directors and of the congregation.
2. The Vice-President shall preside at the meetings of the Board of Directors and of the congregation in the absence of the President.
3. The Secretary shall oversee: (a) the keeping of the minutes of the Board of Directors and of the congregation, and (b) the maintaining of the archives of the congregation.
4. The Financial Liaison shall be the liaison between (a) Faith Lutheran's employees and agents that handle Faith Lutheran's finances, including the treasurer (b) Faith Lutheran's Audit Committee, and (c) Faith Lutheran's Board of Directors.

Part XII Amendment of Articles of Incorporation and Bylaws

1. Amendments to the Articles of Incorporation or to the Bylaws can be proposed to the congregation by the Board of Directors, or by fifty-one (51) percent or more voting members submitting to the Board of Directors a request for specified amendments.
2. Any proposed amendment must be readily available to the voting members at least twenty-one (21) days prior to a legally called congregational meeting. A general description of the proposed amendment(s) and the date and time of the congregational meeting must be announced at all worship services during the twenty-one (21) days prior to the congregational meeting.
3. To become effective, any proposed amendment(s) must be approved by a two-thirds (2/3) majority vote at a legally called congregational meeting.

4. Amendments to the Articles of Incorporation shall be filed with the Secretary of the State of North Dakota. With regard to amendments to the Bylaws, the official copy of the Bylaws, maintained in the corporate records, shall be changed to reflect the amendments, and to show the date of such amendments.

Part XIII

Superseding of Prior Constitutions and Bylaws

1. These Bylaws supersede and replace all of Faith Lutheran's prior Constitutions and Bylaws.

Part XIV

Adoption, Ratification and Effective Date

1. These Bylaws were adopted by the congregation on _____.

2. These Bylaws were ratified by the congregation on _____.

3. These Bylaws are effective as of _____.

Faith Lutheran Church Minot, North Dakota

Dated: _____

By: _____
Secretary