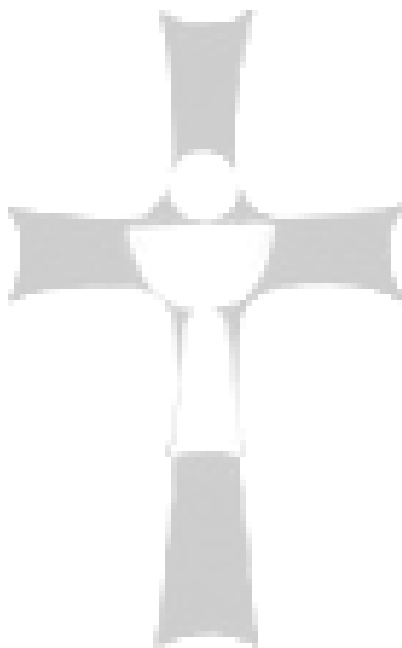


By- Laws

Version 6.0

**Our Savior Lutheran
Church**
13611 Laurel-Bowie
Road
Laurel, MD 20708-
1563



Approved by Congregational Assembly Vote
30 March 2008
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Revision History

Date	Version	Description	Author
Prior revision history not available			
03/30/2018	1.0	Initial version	Governance Board
09/28/2008	2.0	Update to initial version	Governance Board
06/03/2012	3.0	Adjustments to account for changes in policy-based governance	Governance Board
06/10/2018	4.0	Major updates made to align with approved Congregational Assembly changes	Governance Board
06/02/2019	5.0	Updated to: <ul style="list-style-type: none"> • Correctly Identify Open Arms Christian Child Development Center and to call it out as a Qualified Church Controlled Organization • Align Article VI with Article 2.B.4.c.(2).(a) requiring two-thirds vote to amend the Bylaws 	Governance Board
01/29/2023	6.0	Amendment to Article IV: Elected Officers & Terms of Office, Paragraph B Increased the terms of office from no more than two to no more than three terms.	Governance Board

ARTICLE I: MEMBERSHIP

A. Membership

1. *Baptized Members* are those persons who have been baptized in the name of the Triune God and who are under the spiritual care of this congregation.
2. *Confirmed Members* are those baptized members who have received instruction in the Lutheran doctrine and have publicly affirmed their baptism and/or publicly professed their faith to this congregation.
3. *Congregational Assembly Members* are those confirmed members who have signed an official copy of the Constitution and Bylaws of the congregation, and are eligible to vote in Congregational Assembly meetings.

B. Privileges of Membership: Baptized members are privileged to receive all spiritual care offered by the Pastor(s) and congregation, and are encouraged to:

1. Faithfully attend worship services;
2. Frequently partake of Holy Communion, if a communicant member;
3. Volunteer the use of time, spiritual gifts, and talents in the ministries and activities of the congregation;
4. Support the mission of the church at home and abroad through use of their time, spiritual gifts and finances;
5. Share willingly in the Christian responsibility common to all members of the congregation; and
6. Read and sign a copy of the Constitution and By-Laws, and participate in Congregational Assembly decisions.

C. Termination of Membership

1. *Transfer*. Members shall be transferred to a sister Lutheran congregation upon their request.
2. *Release*. Members shall be released from membership when requested, or when joining a non-Lutheran congregation.
3. *Whereabouts Unknown*. Members, whose whereabouts are unknown and remain in this status for a period of one year, shall be terminated from congregational membership.
4. *Self Excluded*. Members who have not attended worship services or transferred to a sister congregation for a period of one year shall be considered to have become self excluded from the congregation. Self Exclusion releases the individual from all responsibilities of the congregation and any claim against the properties of the congregation.

5. *Forced Removal (Excommunication)*. Any member who openly adheres to teaching contrary to the exposition of the Holy Scriptures and to that contained in the Lutheran Confessions; gives public evidence of an immoral and offensive lifestyle; or willfully despises the preaching of the gospel and the administration of the sacraments, shall be admonished in accordance with Matthew 18 verses 15-17. If unrepentant after repeated admonition, said individual shall be removed from membership by the Congregational Assembly upon recommendation of the Pastor(s) and the Elders.

D. Restoration to Membership: An individual who has been removed from membership shall be restored with all rights and privileges when he or she repents and asks forgiveness through the Pastor(s) and the Elders. The act of restoration shall be made known to all members by whatever method deemed suitable by the Pastor(s) and Elders.

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ARTICLE II: GOVERNANCE

A. General

The Congregation will be governed according to the general structure of policy-based governance as reflected in Figure 1. This structure provides clear, direct lines of accountability, oversight, and control. The order of precedence of our governing documents is:

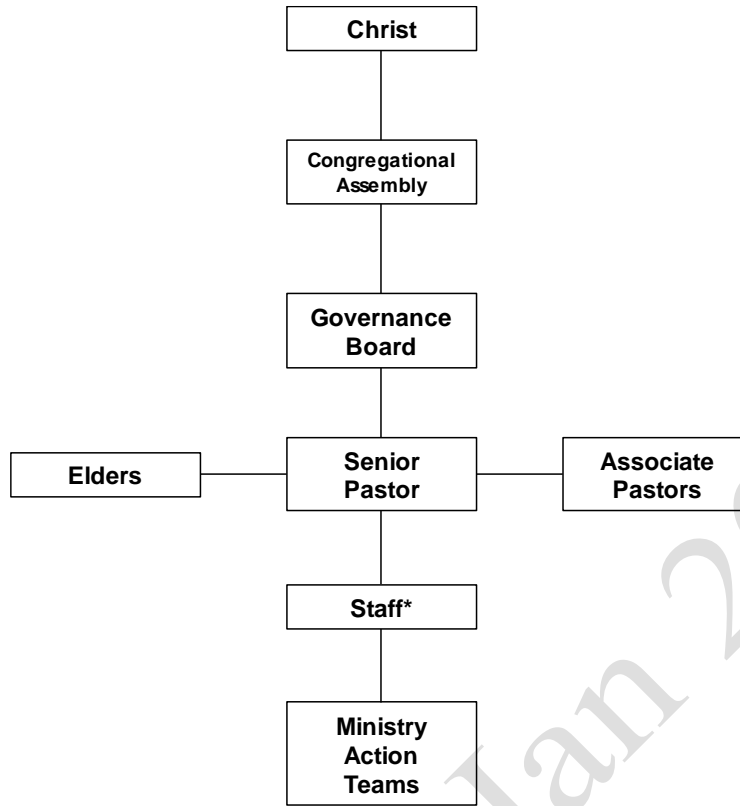
- Holy Scripture
- OSLC Constitution
- OSLC By-Laws
- OSLC Governance Board Policy Manual

Our policies reflect the following:

- Because Christ is the head of the Church, everything flows from Him in accordance with His word as stated in the Holy Bible;
- The Congregational Assembly derives its guidance from the Bible;
- The Governance Board is responsible to the Congregational Assembly;
- The Senior Pastor is responsible to the Governance Board;
- The Associate Pastor(s) report to the Senior Pastor;
- The Elders report to the Senior Pastor;
- The Staff reports to the Senior Pastor in accordance with the Senior Pastor approved / posted operational organization chart;
- The Ministry Action Teams (MATs) report to the appropriate Staff member as shown in the approved / posted operational organization chart.

Note 1: MATs are teams of people at Our Savior who work together to perform a specific ministry identified by the congregation in the annually approved Ministry Action Plan.

Note 2: The Open Arms Christian Child Development Center (OACCDC) is a Qualified Church Controlled Organization (QCCO) controlled and operated under the auspices of Our Savior Lutheran Church (OSLC).

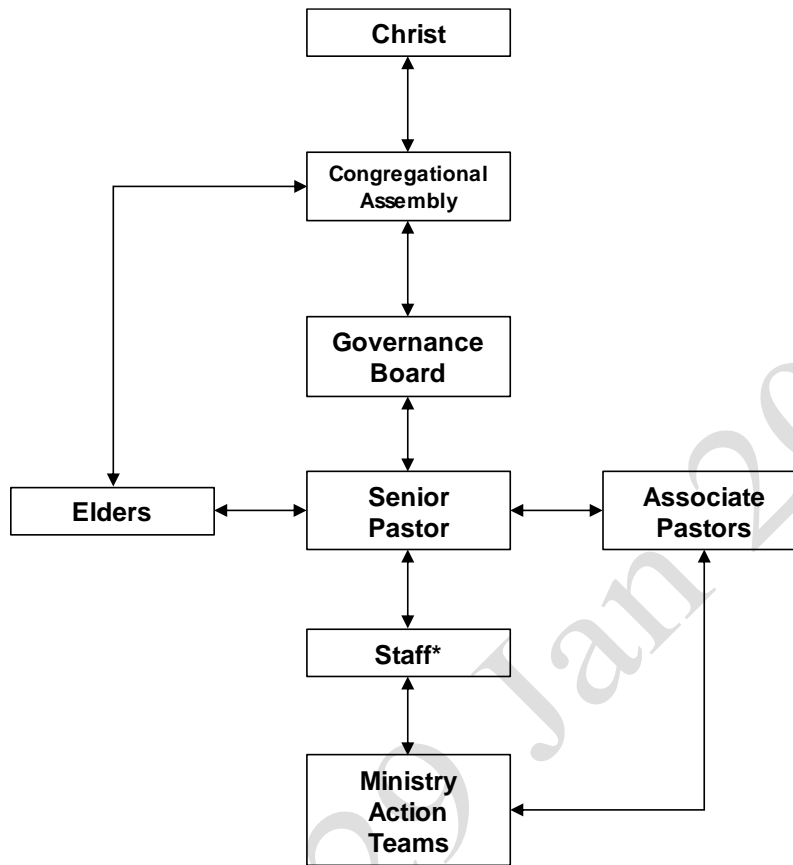


***See approved Operations Organizational Chart**

Figure 1. *OSLC's organizational Structure provides clear, direct lines of accountability, oversight, and control*

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Figure 2, shown below, shows OSLC's organizational lines of communication all of which are bi-directional.



***See approved Operations Organizational Chart**

Figure 2. ***All lines of communication are bi-directional allowing for continuous feedback, dialog, and adjustment***

B. Congregational Assembly

1. *Regular Meetings.* Regular meetings of the Congregational Assembly shall be held in the months of January, May/June and September.
2. *Special Meetings.* Special meetings of the Congregational Assembly may be called by a Pastor, the Governance Board Chair, or upon written request signed by at least seven Congregational Assembly members. The date, place, and agenda of said meeting shall be announced publicly at least seven (7) days prior to the date of said meeting
3. *Emergency Meetings.* Emergency meetings of the Congregational Assembly may be called by the Governance Board Chair or the Pastor when urgent, time sensitive decisions are required of the Congregation.
4. *Quorum and Voting Regulations:*
 - a. *Quorum.* Twenty (20) percent of the Congregational Assembly members shall constitute a quorum for any Congregational Assembly. In the absence of a quorum, those present may fix a new date for the meeting, said date to be publicly announced at least seven (7) days prior to the date of the meeting. Those members present at the reset date shall constitute the quorum.
 - b. *Voting Regulations.* There will be no voting by proxy or absentee. Voting procedures will be conducted in a manner which validates Congregational Assembly Membership.
 - c. *Affirmative Vote:* The affirmative vote of two-thirds of the votes cast at a meeting shall be required for adoption of any of the following matters:
 - (1) Removal of a called worker or a member of the Governance Board; and
 - (2) Any of the following items listed from Roberts Rules of Order (10th Edition):
 - (a) Amend (Annul, Repeal, or Rescind) any part of the Constitution, By-Laws, or Rules of Order, previously adopted; it also requires previous notice;
 - (b) Amend or Rescind a Standing Rule, a Program or Order of Business, or a Resolution, previously adopted, without notice being given at a previous meeting or in the call for the meeting;
 - (c) Take up a Question out of its Proper Order;
 - (d) Suspend the Rules;
 - (e) Make a Special Order;
 - (f) Discharge an Order of the Day before it is pending;
 - (g) Refuse to Proceed to the Orders of the Day;

- (h) Sustain an Objection to the Consideration of a Question;
- (i) Previous Question;
- (j) Limit, or Extend the Limits, of Debate;
- (k) Extend the Time Appointed for Adjournment or for Taking a Recess;
- (l) Close Nominations or the Polls;
- (m) Limit the Names to be Voted for;
- (n) Expel from Membership: it also requires previous notice and trial;
- (o) Depose from Office; it also requires previous notice;
- (p) Discharge a Committee when previous notice has not been given;
- (q) Reconsider in Committee when a member of the majority is absent and has not been notified of the proposed reconsideration.

The affirmative vote of a simple majority (i.e. > 50%) of the Congregational Assembly members present at a meeting shall be required for adoption of any other proposal or action by the Congregational Assembly. A written ballot shall be used for any matter at the discretion of the Chair of the meeting of the Congregational Assembly or upon the request of three Congregational Assembly members.

5. *Order of Business.* All meetings of the Congregational Assembly shall be conducted in accordance with the Constitution and Bylaws of the Congregation. Roberts Rules of Order will be used to answer questions of parliamentary procedure not covered by the Constitution and Bylaws. The following order of business shall be used at regular meetings:
 - a. Opening devotion;
 - b. Taking of attendance;
 - c. Signing of By-Laws and Constitution by Confirmed Members;
 - d. Presentation of the minutes from previous/special meetings;
 - e. Unfinished business;
 - f. Reports, including correspondence, ministries, and Pastor;
 - g. New business;
 - h. Announcements; and
 - i. Adjournment with prayer.
6. *Special Meetings and Emergency Meetings.* The following order of business shall be used at Special or Emergency meetings:
 - a. Opening devotion;
 - b. Taking of attendance;
 - c. Signing of By-Laws and Constitution by Confirmed Members;
 - d. Presentation of any minutes pertaining to announced business;
 - e. Special business as listed on agenda;
 - f. Announcements; and
 - g. Adjournment with prayer.
7. *Authority.* The following matters shall be vested in the Congregational Assembly and shall never be delegated to another group or person:

- a. Decisions related to all extraordinary matters, financial or otherwise, referred from the Senior Pastor or the Governance Board;
- b. Electing Governance Board members;
- c. Approving the annual budget (excluding the month of September) for the following year at the September Congregational Assembly – the new budget to be effective September 1st;

(Note: with the budget cycle starting in September and a significant number of congregational members historically on vacation during the summer, the Governance board is delegated by the congregation the authority to approve the budget for the month of September; the September congregational assembly shall approve the budget for the remaining 11 months)

- d. Adopting resolutions respective to the District or Synod;
 - e. After consideration of proposals submitted by a call committee, adopting resolutions setting forth the procedure for filling a pastoral or other called position vacancy;
 - f. Approving major building plans and initiatives;
 - g. Nominating candidates for office in the District or Synod;
 - h. Electing delegates to District Conventions and nominees for delegates to Synodical Conventions; and
 - i. Extending or rescinding calls to pastors and all other rostered or roster eligible church workers.
8. *Annual Ministry Action Plan.* The Governance Board shall submit an annual Ministry Action Plan (MAP) to the Congregation for approval at the May/June Congregational Assembly. The MAP shall be made available to the Congregation at least 7 days prior to the date of the assembly. The MAP shall be a key input document for budget preparation.
9. *Budget Proposal.* The Governance Board shall submit a Budget Proposal (11 months) for approval at the September Congregational Assembly. The Budget for the month of September is to be approved by the Governance Board prior to September 1st and shall be made available to the Congregation as part of the September assembly. The Budget Proposal shall be made available to the Congregation at least 7 days prior to the date of the assembly.

C. Governance Board

1. *General.* The Governance Board will govern lawfully with an emphasis on practicing outward vision rather than internal preoccupation; encouraging diversity in viewpoints; focusing on strategic leadership more than administrative detail; clearly distinguishing between Governance Board and

Senior Pastor roles; making collective rather than individual decisions; looking to the future rather than to the past or present; and, being proactive.

2. *Responsibilities.* Specific responsibilities of the Governance Board, as trustees of the Congregation, are those that ensure effective organizational performance and sound financial oversight.
 - a. *Trusteeship.* The Governance Board will be the legal representatives of the Congregation. The Governance Board Chair will hold legal authority for the Congregation where a legal signature is required. In the absence of the Governance Board Chair, the Governance Board Vice Chair may act with such legal authority.
 - b. *Finance.* Financial authority will remain with the Governance Board, which will approve a Director of Finance, Treasurer and Financial Secretary, as proposed by the Senior Pastor, to carry out tasks related to OSLC finances. To facilitate the day-to-day operations, the Governance Board shall establish, within the Governance Board Policy Manual, a Signature Authority Matrix that delegates authority to specific OSLC/OACDC staff to expend budgeted funds up to specific maximum dollar amounts.

The Director of Finance, Treasurer and the Financial Secretary shall be covered under the Congregation Official liability policy as articulated in Article V: Indemnification. The Governance Board shall ensure that an internal review of the financial data (to include all bank accounts) be conducted annually and that an audit, review, or compilation by an outside source be conducted at a minimum of every 3 years. Every 6 years, the Governance Board shall ensure that either a review or audit by an external source be performed. The Congregation, as part of the September Congregational Assembly, shall determine via approval of a resolution specifying which shall be performed. The type of audit conducted every 3 years is to be determined by the Senior Pastor and Director of Finance with the concurrence of the Governance Board.

- c. *Communication and Policies.* The Governance Board has direct responsibility to communicate with the Baptized Membership of Our Savior Lutheran Church. The Governance Board shall create and keep up to date a written Policy Manual containing values, perspectives, and operating procedures that address the broadest levels of all organizational decisions and situations, including:
 - (1) *Desired Outcomes.* Organizational results, recipients, and cost;
 - (2) *Executive Limitations.* Constraints on executive authority that establish the prudent and ethical boundaries within which all executive activity and decisions must take place;
 - (3) *Governance Board-Senior Pastor Relationship.* How authority is delegated, its proper use monitored, and the role and accountability of the Senior Pastor; and
 - (4) *Governance Process.* Specifying how the Governance Board conceives, carries out, and monitors its own tasks.

D. Our Savior Lutheran Church Fund Types/Policies

The following sections identify the types of funds in use at Our Savior Lutheran Church and identify the policies that govern their use and disposition.

D.1 General (Unrestricted) Funds

Receipts not restricted by time or manner of use are recognized as General (unrestricted) Funds. These funds are to be used to satisfy the general obligations of Our Savior Lutheran Church as identified in the annual budget approved by the Congregational Assembly.

D.2 Non-Expiring Designated Funds

Our Savior Lutheran Church has special funds or restricted accounts for accumulating monies for special purposes. These monies shall not be used for any other purposes. The number and purpose of these accounts shall be restricted only to major projects (those whose value is equal to or in excess of \$10,000).

The Congregational Assembly or Governance Board shall approve all projects requiring the establishment of a Non-Expiring Designated Fund. No designated monies shall be accepted if the Congregational Assembly or Governance Board has not approved the establishment of the Non-Expiring Designated Fund.

The following procedures shall be followed with respect to Non-Expiring Designated Funds:

1. Establish a fund only when a large amount of money must be accumulated or held for a specific purpose for a period of time before disbursement.
2. No fund shall be established by the Congregational Assembly or Governance Board when there is little likelihood that the funds needed to complete the project would ever be received.
3. Congregational approval (66%) is required to transfer monies to another fund.
4. The designated fund should be closed via Congregational approval (66%) when the purpose is accomplished. Any unexpended funds should be distributed as recommended by the Governance Board and approved by the Congregational Assembly (66%).

D.3 Expiring Designated Funds

Expiring Designated Funds are items of income that have been directed by a donor to a top-level funding category in the annual budget. These contributions require some form of verifiable evidence (note, letter, donation envelope check box, etc.) that identifies the specific funding category to which the monies should be applied. If no valid top-level funding category is specified, a reasonable attempt will be made to contact the donor to ascertain where the monies are to be allocated. If a determination cannot be made as to where the monies are to be allocated, the monies shall be applied to the General Fund.

These funds shall remain restricted until the end (August 31) of the second full fiscal year in which they were given. Thus, Expiring Designated Fund monies given in June of 2010 shall remain restricted until August 31, 2012. When a qualifying expenditure is incurred, the restricted funds shall be released (at the direction of the element of cost owner) in a value equivalent to the expenditure or entirely if the expenditure exceeds the value of the Expiring Designated Fund. Unexpended Expiring Designated Funds shall be held until qualifying expenses have been incurred and the Expiring Designated Funds entirely spent or the specified time frame has elapsed. At the end of the specified time frame any remaining funds shall be distributed to the Our Savior Lutheran Church General Fund (D.1 above).

D.4 Permanently Restricted Funds

Permanently Restricted Funds (assets) are contributions received with donor-imposed restrictions that mandate perpetuity of the asset but permit the congregation to expend part or all of the interest income derived from the asset. The Governance Board shall evaluate the potential liabilities prior to acceptance of such contributions, especially as they relate to non-cash gifts. The Governance Board shall recommend and the Congregation approve (66%) establishment of Permanently Restricted Funds.

The following considerations should be applied to Permanently Restricted Funds:

1. Permanently restricted funds must be recorded at their original or historical cost with potential subsequent earnings
2. Unless required by donor stipulation (or state law), earnings from Permanently Restricted Funds shall be tracked separately from donations to the Fund's principal.
3. All Permanently Restricted Funds should have a file containing the information obtained from the donor relating to the specifics of the restriction, or lack thereof, on the income earned
4. Permanently Restricted Funds are to be invested in a manner that will allow the Congregation to fulfill its fiduciary duty to the donor
5. Investments and permanently restricted assets should be reviewed, at least annually, to ensure all funds are fully invested

D.5 Memorial Funds (Restricted)

Memorial funds are those given to celebrate or honor the memory of an individual or an event. Memorial Funds are established by the Governance Board who at the time of establishment shall appoint an administrator for the fund. Memorial funds shall remain restricted until the end (September 30) of the second full fiscal year from which the memorial was established. The appointed administrator is responsible for specifying distribution of Memorial Funds to any of the following:

1. The General Fund (D.1 above)
2. Non-expiring Designated Funds (D.2 above)
3. Expiring Designated Funds (D.3 above)
4. Permanently Restricted Fund (D.4 above)

Upon expiration of the Memorial Fund, and absent any guidance from the Fund Administrator, remaining monies shall be distributed to the General Fund (See D.1 above)

D.6 Borrowing from OSLC Funds

OSLC has fluctuating month to month income levels to the General Fund and, as a result, it may be necessary and prudent to borrow funds from one or more of the fund types to provide short-term funding for ongoing operations. Borrowed funds are to be transferred to the General Fund for disbursement. The following identifies the borrowing restrictions and the process to follow to borrow and repay funds. The key aspects of this policy are providing transparency to the congregation, ensuring that the integrity of the funds is maintained, and reimbursing the funds occurs in a timely manner.

Funds may only be borrowed from one of the following two types of funds

- Non-expiring Designated Funds
- Expiring Designated Funds

Prior Congregational approval (67% of those voting) is required to transfer monies from either of the two designated funds identified above to the General Fund;

The maximum amount of monies that can be outstanding as a result of one or more transfers shall not exceed \$20,000 at any given time. This transfer of funds is intended to be used for critical short-term General Fund contingencies (e.g., cash flow deficiency for payroll or facility mortgage, or critical unexpected repair to Congregational facilities) and where other funding sources are not viable for use (e.g., needed for near term commitments);

The Governance Board will notify the Congregation of (1) the situation at least one week prior to establishing a mechanism for congregational approval (e.g., special assembly or Sunday morning balloting), (2) the amount transferred, and (3) the projected date by which the funds will be replaced in the appropriate Designated Fund accounts (not to exceed two years);

Furthermore, the congregation shall be informed on at least a quarterly basis of the status of the transfer payback (e.g. outstanding balance) and the expected date by which all the funds will have been replaced.

D.7 Establishing and Executing External Lines of Credit

It is reasonable and prudent given OSLC's annual budget and fluctuating income model that OSLC establish external Lines of Credit (LOCs) to provide the ability to borrow monies (in excess of those available through designated fund borrowing) in order to satisfy congregational needs (e.g, new air conditioning system(s), new roof, etc.).

To that end, the finance team (Director of Finance, Treasurer and Financial Secretary) at the direction of the Senior Pastor and with the approval of the Governance Board shall establish external LOCs as needed to ensure financial continuity for Congregational obligations.

Borrowing monies from a LOC shall require prior congregational approval.

If monies are to be borrowed, the Governance Board will notify the Congregation of (1) the situation at least one week prior to establishing a mechanism for congregational approval (e.g., special assembly or Sunday morning balloting), (2) the amount to be borrowed and (3) the projected repayment schedule.

Furthermore, the congregation shall be informed on at least a quarterly basis of the status of the LOC payback.

Approve 29 Jan 2023

ARTICLE III: OFFICE OF THE PASTOR

A. The Pastoral Office

1. *General.* The Pastoral Office is the servant ministry conferred upon pastors by God, through the call of the Congregation, to exercise in public the preaching of the Gospel and the administration of the Sacraments on behalf of all.
2. *Duties and Powers of Pastoral Office.* Upon being installed, the Pastors are authorized and obligated to:
 - a. Proclaim and teach the Word of God in its full truth and purity as contained in the Sacred Scriptures and professed in the Book of Concord of A.D. 1580;
 - b. Administer the Sacraments in accordance with their divine institution;
 - c. Perform the functions of a pastor in an evangelical manner, i.e. aid, counsel, and guide all members; visit the sick and dying; and admonish the indifferent and the erring;
 - d. Guard and promote faithfully the spiritual welfare of the members. In particular, ensure instruction of catechumens, both children and adults in the scriptures to prepare them for confirmed membership in the Church;
 - e. Guide the Congregation in applying the divinely ordained discipline of the Church;
 - f. Promote and guide the mission activity of the Congregation. In particular, ensure the training of workers and guide them in evangelism activities and enlist the support of the Congregation for mission work generally;
 - g. Assist the Congregation in adopting administrative policies and procedures that will help carry out Christ's mission;
 - h. Help the Congregation to become good stewards, offering training and encouragement;
 - i. Serve the Congregation as an example of Christian conduct;
 - j. Endeavor earnestly to live in unity with the members of the Congregation and fellow workers and sister congregations in the Synod;
 - k. Assist the Congregation in searching for Spirit-given unity with other Christian congregations through dialogue and shared activities; and
 - l. Do everything possible, by the grace of God, to edify and build the Church of Christ.
3. *Congregational Duties With Respect to the Pastoral Office.* Members of the Congregation obligate themselves to:
 - a. Receive the Pastor(s) as servants of Jesus Christ;
 - b. Support the Pastor(s) with encouraging words, cooperative actions, and ardent prayers;
 - c. Provide for the Pastors' maintenance according to the ability of the Congregation by periodically reviewing salary, housing arrangements, and all allowances; and
 - d. Support the Pastors' continuing education as professional persons in the service of the Gospel.

B. Procedure for Securing a Pastor

1. *Occurrence.* As soon as a pastoral vacancy occurs, the Governance Board Chair shall appoint a Call Committee. The Call Committee shall consist of five members. At least one shall be a member of the Governance Board. The Chair of the Governance Board shall then contact the District President Office to arrange a meeting with the Call Committee.
2. *Resolution.* The Call Committee shall draft a proposed resolution to guide the procedure for filling the vacancy and submit that resolution to the Congregational Assembly at its next regularly scheduled or specially called meeting.

C. Elders

1. *Purpose.* To assist the Pastor(s) in the spiritual, emotional, and physical care of the congregation, the staffs of Our Savior Lutheran Church and the Open Arms Christian Child Development Center (OACCDC), and their families.
2. *Appointment.* Elders shall be selected from Confirmed Members of Our Savior Lutheran Church. The Senior Pastor will appoint the Head Elder from the body of sitting Elders for a term of one year. The Pastor(s) will appoint other Elders in conjunction with sitting elders for a term of two years. There shall be a minimum of six (6) Elders.
3. Qualifications:
 - a. Attend worship and partake of Holy Communion regularly;
 - b. Be actively involved in the study of God's Word both privately and corporately (Bible class, home groups, or other special classes); and
 - c. Lead God centered lives demonstrated by behavior that is "beyond reproach."
4. Duties: Elders will partner with the Pastor(s) in the Spiritual care of the congregation, the staffs of Our Savior Lutheran Church and the Open Arms Christian Child Development Center (OACCDC), and their families in the following areas:
 - a. *Worship:* Elders will ensure that worship is orderly and follows sound doctrinal practices. They will provide training and staffing for altar care, ushers, acolytes, communion assistants, and worship assistants. Elders will support the Pastor(s) in every aspect of worship to give honor and glory to God and to build up and sanctify the people of God.
 - b. *Spiritual Care:* Elders will be spiritual leaders actively serving as worship assistants, prayer leaders, teachers, and home Bible study leaders. Elders will assist the Pastor(s) with home and hospital visits, ministry to shut-ins, and other calls as prescribed the by Pastor(s)
 - c. *Congregation:* Elders will actively maintain contact with congregational members to provide encouragement, prayer support, and necessary resources to those in need.

D. Staff and Ministry Action Teams

The Senior Pastor shall ensure that sufficient staff and Ministry Action Teams are in place to achieve the Congregation's vision and manage its mission. The Pastor may hire staff members, secure volunteer unpaid staff members, or establish called staff positions. Called staff positions will be filled according to the procedures established in Article III for calling Pastors. The Senior Pastor will supervise the Staff. Staff members will supervise Ministry Action Teams.

Approve 29 Jan 2023

ARTICLE IV: Elected Officers & Terms of Office

A. Elected Officers

1. **Composition.** Elected Officers of this Congregation shall consist of six (6) Governance Board members; three (3) of whom shall be elected annually by the Congregational Assembly for a term of two (2) years. The Board members shall elect a Chair, a Vice Chair and a Secretary at their first Board meeting following each May/June election.

Under normal operations, the process identified in the preceding paragraph should result in the election of three (3) Governance Board members each year as the terms of three members will expire each year. However, events such as the loss of one or more board members prior to the expiration of their term may result in less than three members whose term is expiring (the simple example is when it is necessary to elect six (6) new board members in the same year). In this case at the end of the year in which they are elected, none of their terms will be expiring).

In order to restore the alternating election of three (3) members each year, which helps ensure board continuity year after year, it is necessary that a sufficient number of board members leave the Governance Board so that only three (3) are continuing their service. (In the above example, 3 members would need to leave the Governance Board, leaving three (3) to continue fulfilling the final year of their term). To accomplish this, one or both of the following methods shall be employed

- Members that are scheduled to continue in office will be asked to voluntarily step down.
- Board members will select from a deck of six cards (numbered 2 through 7) and the members with the highest 3 face values will continue their service.

For example, in the above example (all six members are due to continue): If one member agrees to voluntarily step down, then the remaining five (5) members will draw cards and the top three will remain on the board with the remaining two stepping down.

2. **Eligibility to Hold Office.** Except as identified in the following paragraph Congregational Assembly members in good standing are eligible to hold office.

Should a governance board member resign for a reason other than that specified in IV.A.1 above, said person shall refrain from running for the Governance Board for a duration of one election cycle from the effective date of the resignation, but thereafter member is granted full eligibility to run just as any other Congregational Member in good standing.

3. **Composition of the Nominating Committee.** The Nominating Committee shall consist of the Pastor(s), two members of the Governance Board whose terms are continuing, and two members of the Congregation at large selected by the

Pastor(s) and the Governance Board. The slate shall be published three (3) Sundays prior to the May/June assembly.

4. Vacancy in Elected Office. In the case of a vacancy in elected office, the Governance Board shall elect a successor to fill the position until the next election. This term of service shall not count against the restriction to serve no more two than consecutive terms identified in Article IV.B

B. Terms of Office

The term of office for the Governance Board shall be two years; three members elected annually. No Governance Board member shall serve more than three consecutive terms. The Governance Board members shall assume their respective duties on a Sunday in June designated by the Pastor.

Approve 29 Jan 2023

Article V: Indemnification

To the extent permitted by law, the Congregation shall indemnify its past and present Congregation Officials, their heirs, executors, and administrators, against any and all expenses actually and necessarily incurred by them in the defense or settlement of any actual or threatened action, suit, or proceeding in which they, or any of them, are made a party by reason of their being or having been a Congregation Official. This indemnification shall apply except in relation to matters in which such Congregation Official shall be adjudged in such action, suit, or proceeding to have failed to act in good faith, or acted with gross or willful misconduct. The Congregation shall purchase and maintain a Congregation Official liability policy insuring the Congregation and its individual Congregation Officials against the costs of defending a claim or paying a settlement or decision.

Approve 29 Jan 2023

ARTICLE VI: Amendments

These Bylaws may be amended in a properly convened meeting of the Congregational Assembly by an affirmative vote of two-thirds of the votes cast of all members present, provided the proposed change has been announced at least one week prior to the meeting in which the amendment is voted upon.

Approve 29 Jan 2023