

Proposed revised Bylaws recommended by  
the Vision and Governance Board  
of University Lutheran Church of Hope  
for its Annual Meeting on February 7, 2010

BYLAWS OF  
UNIVERSITY LUTHERAN CHURCH OF HOPE

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Deleted: Bylaws adopted by the Congregation of University Lutheran Church of Hope at its meeting on June 22, 2008

## Section 1 DEFINITION OF TERMS USED

### 1.1 The following definitions are provided for terms used in these Bylaws.

- a. Financial Controls Committee. A Standing Committee in the Operations Support Area with responsibility to ensure that necessary and appropriate controls are in place related to the finances, financial records, and financial statements managed by the Congregation.
- b. *Board Liaison.* Each officer and Member-at-Large of the Vision and Governance Board is assigned a role as a Board Liaison. A Board Liaison is responsible for establishing, guiding, coordinating, and supporting the various Ministry Team(s), Support Team(s), and/or Task Forces required to carry out the work of the Congregation in his or her particular Ministry Area or Support Area.
- c. *Call Committee.* A Special Committee established for the purpose of recommending one or more pastors to whom the Congregation may wish to extend a call.
- d. *Congregation.* University Lutheran Church of Hope.
- e. *Congregational Meeting.* Either a duly called Annual Meeting or a duly called Special Meeting of the voting membership of University Lutheran Church of Hope for the purpose of conducting business.
- f. *Executive Committee.* A Standing Committee of leaders of the Congregation that is authorized to act on behalf of the Vision and Governance Board.
- g. Facilities Committee.—A Standing Committee in the Operations Support Area with responsibility for the use and maintenance of the buildings, grounds, and equipment.
- h. Finance Committee. A Standing Committee in the Operations Support Area with responsibility for advising and assisting the Treasurer in overseeing the finances of the Congregation.
- i. *Hope Church Trust Board.* A Special Board of the Congregation whose responsibilities are described in these Bylaws.
- j. *Lead Pastor.* The Pastor of the Congregation who has been entrusted with leadership and supervisory responsibilities in relationship to the rest of the staff.
- k. *Member-at-Large.* One of the five voting members of the Vision and Governance Board who are not elected officers of the Congregation.

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— RECOMMENDED CHANGES - January 2010 —

- j. *Ministry Area.* One of the five Ministry Areas defined by these Bylaws: (1) ~~Worship & Music;~~ (2) Education; (3) Youth & Young Adult Ministries; (4) Relational Ministries; and (5) Hope in the World. Deleted: j
- k. *Ministry Team.* An ongoing working group that focuses its attention and efforts on a specific Ministry Area. Ministry Teams are established by and accountable to Board Liaisons. Deleted: k
- l. *Officers.* The President, Past President, Vice President, and Treasurer shall be the Officers of the Congregation. Deleted: l
- m. *Personnel Committee.* A Standing Committee in the Operations Support Area with oversight responsibilities related to the pastor(s) and other employed staff of the Congregation. Deleted: m
- n. *Special Board.* A board, such as the Hope Church Trust Board, that has been established by the Congregation and which is separate from the Vision and Governance Board. Deleted: n
- o. *Special Committee.* A committee, such as a Call Committee, established for a specific purpose and which goes out of existence once its duties have been discharged. Unlike Ministry Teams, Support Teams, or Task Forces, Special Committees report directly to the Vision and Governance Board or to the Congregation. Deleted: o
- p. *Standing Committee.* A committee, such as the Personnel Committee, established by these Bylaws to manage an operational area within the Congregation. Deleted: p
- q. *Stewardship Committee.* A Standing Committee in the Operations Support Area with responsibility for the development of all resources (money, time, and talents) within the Congregation necessary for carrying out the ministry of the Congregation and for its sharing in the ministry of the Evangelical Lutheran Church in America. Formatted
- r. *Support Area.* One of the two Support Areas defined by these Bylaws: (1) Operations and (2) Leadership Development & Communications. Deleted: q
- s. *Support Team.* An ongoing working group that focuses its attention and efforts within a specific Support Area. Support Teams are established by and accountable to Board Liaisons. Deleted: r
- t. *Task Force.* An ad hoc, and frequently short-term, working group that focuses its attention and efforts on specific objectives within a Ministry Area or Support Area. Task Forces are established by and accountable to Board Liaisons. Deleted: s
- u. *Vision and Governance Board.* The President, Vice President, Past President, Treasurer, five Members-at-Large, and the full-time pastor(s) of the Congregation as advisory member(s). Deleted: t

- x. *Voting Member.* Voting members of University Lutheran Church of Hope are defined in the Constitution of this Congregation.

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## Section 2 CONGREGATIONAL MEETINGS

**2.1 Annual Meeting.** The annual business meeting of the Congregation, hereafter referred to as the Annual Meeting, shall be held at its principal church location between the 1st and 15th of February, or such other date and place as may be selected by the Vision and Governance Board and, in conjunction with its written notice, shall be announced publicly to the Congregation on the two Sundays immediately preceding such meeting.

**2.2 Special Meeting.** A Special Meeting of the Congregation for any purpose may be called by the President; or may be called by the Treasurer at the request of a majority of the Vision and Governance Board; or may be called at the written, signed, and dated request of at least fifty voting members of the Congregation, or ten percent of the voting members of the Congregation, whichever is less. The written request must be signed, dated, and delivered to the President or the Treasurer and must describe the purpose for which the meeting is to be held. Within thirty days after receipt of such a proper request for a Special Meeting from voting members of the Congregation, the Vision and Governance Board shall cause a Special Meeting to be called and held on notice no later than ninety days after receipt of the request. No such Special Meeting may be held without properly notifying the Lead Pastor of the Congregation, unless the position of Lead Pastor is vacant at that time, and no business other than that stated as the purpose of the meeting shall be acted upon at such a Special Meeting.

**2.3 Notice.** Notice of Congregational Meetings must be given to every voting member as of the last available congregational records. The notice must be given at least five days before the date of the meeting and not more than sixty days before the date of the meeting. The notice must contain the date, time, place, and purpose of the meeting. Any notice to members by a form of electronic communication consented to by the member to whom the notice is given is effective when given. The notice is deemed given:

- a. If by electronic mail, when directed to an electronic mail address at which the member has consented to receive notice;
- b. If by a posting on an electronic network on which the member has consented to receive notice, together with separate notice to the member of the specific posting, upon the later of: the posting; and the giving of the separate notice; and
- c. If by any other form of electronic communication by which the member has consented to receive notice, when directed to the member.

**2.4 Quorum.** A quorum for the transaction of congregational business shall consist of any number of voting members present at a duly called meeting, whether it be an Annual Meeting or a Special Meeting.

**2.5 Proxy Voting.** There shall be no voting by proxy.

**2.6 Procedural Rules.** The rules in the current edition of *Robert's Rules of Order* shall govern the Congregation in all cases to which they are applicable and in which they are not inconsistent with any of the provisions in the Articles of Incorporation, Constitution, or Bylaws of the Congregation.

**2.7 Minutes.** The Congregation shall keep at its registered office correct and complete copies of its Articles and Bylaws, accounting records, and minutes of Congregational Meetings, of the Vision and Governance Board, and of any Executive Committee actions when the Executive Committee has acted on behalf of the Vision and Governance Board, for the last six years.

### **Section 3 OFFICERS, EXECUTIVE COMMITTEE, AND VISION AND GOVERNANCE BOARD**

#### **3.1 Election and Terms of Office**

- a. The Vice President, Treasurer, and Members-at-Large shall be elected at the Annual Meeting.
- b. The President shall be the person who served as Vice President during the immediately preceding term or, if none, shall be elected at the Annual Meeting.
- c. The Past President shall be the person who served as President during the immediately preceding term, or, if none, a person shall be elected to fill this position at the Annual Meeting.
- d. The term of each of President, Vice President, and Past President is one year.
- e. The Treasurer shall be elected for a two-year term and may serve no more than two terms in succession. Deleted: be reelected once.
- f. No officer shall hold more than one office at a time.
- g. Each officer shall be a voting member of the Vision and Governance Board.
- h. Each officer and Member-at-Large shall be a voting member of the Congregation.
- i. Members-at-Large shall be elected for a two-year term and may serve no more than two terms in succession. Deleted: be reelected once.

#### **3.2 President.** The President shall:

- a. Preside at all meetings of the Congregation, except as provided in Section 3.3(a);

— *RECOMMENDED CHANGES - January 2010* —

- b. With the pastor(s), oversee the work of the Congregation in the areas charged to the Vision and Governance Board;
- c. Serve as the chairperson of the Vision and Governance Board and preside at its meetings;
- d. Ensure that decisions and resolutions of the Vision and Governance Board are carried into effect;
- e. Encourage the other officers and the Members-at-Large to fulfill their duties and provide guidance to them as needed;
- f. In the event that a Member-at-Large of the Vision and Governance Board is not carrying out that Member-at-Large's duties, recommend to the Vision and Governance Board that the position be declared vacant and request the Leadership Development Support Team to make a recommendation for such position to the Vision and Governance Board so that they might appoint a new Member-at-Large to fill the unexpired term;
- g. Have the authority to assign to one Ministry Area or Support Area a topic of concern or specific congregational activities that have not clearly been assigned by these Bylaws;
- h. Schedule and encourage both short- and long-range planning by the Vision and Governance Board;
- i. Serve as the chairperson of the Executive Committee;
- j. Serve on the Personnel Committee;
- k. Serve as a Board Liaison for the Leadership Development & Communications Support Area.
- l. Sign and deliver in the name of the Congregation any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Congregation, except in cases where the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles, Constitution, Bylaws, or by the Vision and Governance Board to another officer or agent of the Congregation. The President may delegate in writing her or his authority in such matters to other officers of the Congregation as the President deems necessary;
- m. Assign duties to other officers or Members-at-Large of the Vision and Governance Board when necessary due to the inability of another congregational leader to fulfill his or her assigned duties.
- n. Perform other duties prescribed by the Vision and Governance Board.

**3.3 Vice President.** The Vice President shall:

- a. Act as President, in the absence or incapacity of the President, at Congregational Meetings and in other circumstances in which presidential action is required and the availability of the President cannot reasonably be awaited;
- b. Serve on the Executive Committee and Personnel Committee;
- c. Serve as a Board Liaison to the Leadership Development & Communications Support Area; and
- d. Perform other duties prescribed by the Vision and Governance Board.

**3.4 Past President.** The Past President shall:

- a. Serve as the chairperson of the Personnel Committee;
- b. Serve on the Executive Committee;
- c. Serve as a Board Liaison for the Operations Support Area;
- d. Serve as the chairperson of any Call Committee; and
- e. Perform other duties prescribed by the Vision and Governance Board.

**3.5 Treasurer.** The Treasurer shall:

- a. Keep accurate financial records for the Congregation;
- b. Ensure that the weekly and special offerings of the Congregation are being received, accounted for, and reported;
- c. Provide for and supervise the safekeeping and accounting of the financial resources of the Congregation;
- d. Ensure that the monies received in the name of and to the credit of the Congregation are being deposited in the financial accounts designated by the Vision and Governance Board;
- e. Ensure that congregational funds are properly being disbursed and that checks and drafts are properly being issued in the name of the Congregation, as directed by the Vision and Governance Board;
- f. Report the financial status of the Congregation to the Executive Committee and to the Vision and Governance Board on a monthly basis; report the financial status of the Congregation at Annual Meetings and at Special Meetings as required;

- g. Upon request, provide the President and the Vision and Governance Board an account of the assets and financial transactions of the Congregation;
- h. Fulfill the duties assigned by the Constitution to the Secretary of the Congregation;
- i. Ensure that records of the Vision and Governance Board are properly being maintained;
- j. Ensure that written notice is properly being given of all meetings of the Congregation, and, as necessary, certify the accuracy of votes and minutes of the proceedings;
- k. Verify, as necessary, the eligibility of all voters at Congregational Meetings;
- l. Serve on the Executive Committee;
- m. Serve as a Board Liaison for the Operations Support Area; and
- n. Perform other duties prescribed by the Vision and Governance Board.

### **3.6 Executive Committee.**

- a. The Executive Committee shall consist of the Officers and one Member-at-Large of the Vision and Governance Board, who is to be elected by the Vision and Governance Board at its first meeting after each Annual Meeting. The President shall serve as chairperson. The Lead Pastor and the Parish Administrator shall serve as non-voting, ex-officio members.
- b. The Executive Committee shall be responsible for the development of an annual budget for submission to the Vision and Governance Board and to the Congregation.
- c. The Executive Committee shall develop the timetable for the submission and consideration by the Vision and Governance Board and the Congregation of resolutions to the Conference and Synod Assemblies.
- d. The Executive Committee is empowered to act for and in place of the full Vision and Governance Board on matters that require action between meetings of the Vision and Governance Board in situations where it is reasonably impractical for action through a duly-called meeting of the entire Vision and Governance Board. The Executive Committee shall not have the power to fill vacancies in the Vision and Governance Board or in its own membership, but may exercise all other powers of the Vision and Governance Board between meetings of the Vision and Governance Board. The Executive Committee shall take no action on behalf of the Vision and Governance Board except by unanimous approval of all of its members, and minutes of any such actions shall be taken by the Executive Committee,

shall be reported at the next following meeting of the Vision and Governance Board, and shall become a part of the minutes at that meeting at which they are presented. The Vision and Governance Board shall have the power at any time to reduce or eliminate the authority of the Executive Committee under this paragraph 3.6(d).

- e. Aside from the provisions in paragraph 3.6(d), any official minutes taken by the Executive Committee at its meetings may remain confidential, but such minutes shall be distributed to each member of the Executive Committee.
- f. The Executive Committee shall oversee the business operations of the Congregation.

**3.7 Vision and Governance Board.** The Vision and Governance Board shall function as the board of directors for University Lutheran Church of Hope as is required for its operation as a nonprofit corporation. The Vision and Governance Board shall consist of nine members: the four officers of the Congregation, five Members-at-Large, and the pastor(s) as advisory members. The Vision and Governance Board shall:

- a. Manage the business and affairs of the Congregation between meetings of the Congregation;
- b. Lead and coordinate the development, maintenance, and implementation of long-range plans for the mission, ministries, resources, and facilities of the Congregation;
- c. Regularly report its actions to the Congregation;
- d. Submit recommendations to the Congregation concerning mission priorities, staffing, use of resources (money, time, and talents), and facilities;
- e. Identify one or more mission objectives for each year that are consistent with the overall mission priorities of the Congregation and which can help the Congregation focus its mission efforts;
- f. Review and approve the annual report of the Financial Controls Committee;
- g. Between Annual Meetings, fill vacancies on the Vision and Governance Board;
- h. Prior to Annual Meetings, assemble and provide reports concerning the business of the Congregation;
- i. Between Congregational Meetings, implement organizational changes necessary to meet changing or unmet needs of congregational life not covered in the Constitution or Bylaws;
- j. At least once a year, receive and review a report from the Personnel

**Deleted:** a triennial audit of the financial books of the Congregation for submission to the Congregation

Committee relative to evaluation of staff.

### **3.8 Meetings of the Vision and Governance Board**

- a. Meetings of the Vision and Governance Board shall be held regularly on the second Tuesday of the month or on a designated monthly day to be established at the first Vision and Governance Board meeting following the Annual Meeting. The Vision and Governance Board may set a different meeting date for reasons of a holiday or other special needs. Any change in the regular monthly meeting date, time, or place for the Vision and Governance Board must be communicated to the Congregation.
- b. All Vision and Governance Board meetings shall be open to Congregation members and shall appear on the church's official calendar of events.
- c. Special meetings of the Vision and Governance Board may be called by the President, or by three or more voting members of the Vision and Governance Board, by giving five days' notice to all Vision and Governance Board members of the date, time, place, and purpose of the meeting.
- d. At meetings of the Vision and Governance Board, the President, the Past President, the Vice President, and the Treasurer shall each have one vote and each Member-at-Large shall have one vote.
- e. **Quorum.** A quorum for the transaction of Vision and Governance Board business shall consist of 5 members of the Vision and Governance Board present at a duly called meeting, whether it be a general or a Special Meeting.

**3.9 Members-at-Large.** The five Members-at-Large shall participate in Vision and Governance Board meetings and shall assist in completing the business of the Vision and Governance Board. In addition, each Member-at-Large serves as the Board Liaison to one of the following ministry areas: Worship & Music; Education; Youth & Young Adult Ministries; Relational Ministries; or Hope in the World.

**3.10 Board Liaison Responsibilities of Vision and Governance Board Members.** Each voting member of the Vision and Governance Board is assigned to a role as a Board Liaison for one particular Ministry Area or Support Area. Each Ministry Area has one Board Liaison and Each Support Area has two Board Liaisons.

- a. Board Liaisons shall assist in recruiting and retaining leaders of Ministry Teams, Support Teams, and Task Forces in their respective Ministry Areas or Support Areas.
- b. Board Liaisons shall present decisions, projects, and issues of importance in their Ministry Areas or Support Areas to the Vision and Governance Board for information or approval as determined by the Vision and Governance Board. In turn, the Board Liaisons implement the mission objectives of the

Vision and Governance Board by: communicating them to all Ministry Teams, Support Teams, and Task Forces; suggesting implementation strategies; and helping to prioritize tasks and initiatives.

- c. Each Board Liaison shall coordinate tasks and ensure necessary communication among the Ministry Teams, Support Teams, and Task Forces in her or his Ministry Area or Support Area;
- d. Activities that may be interpreted as the responsibility of more than one Ministry Area or Support Area shall be discussed by the Board Liaisons involved and responsibility shall be assigned to one of the Areas by the Vision and Governance Board.
- e. Board Liaisons shall provide leadership in formulating annual budgets within their Ministry Areas or Support Areas, and shall monitor expenses and income throughout the year.
- f. Each Vision and Governance Board Liaison is empowered to spend funds, within budgetary allocations, to support the work of his or her particular Ministry Area or Support Area.

#### **Section 4 MINISTRY AREAS AND SUPPORT AREAS**

4.1 Each of the following Ministry Areas is led by one Member-at-Large of the Vision & Governance Board, who serves as the Board Liaison for that area.

4.2 **Worship & Music:** has primary responsibility for the various expressions of faith through worship, including liturgy, music, and creative arts as well as for all aspects of the worship services.

4.3 **Education:** has primary responsibility for the organized educational programs of the Congregation at all age levels.

4.4 **Youth & Young Adult Ministries:** has primary responsibility for ministries to junior-high and senior-high youth; for ministries to college students; and for ministries to young adults.

4.5 **Relational Ministries:** has primary responsibility for small-group ministries in the Congregation and also shares, with other Ministry Teams as may be appropriate, the responsibility for sponsoring and/or organizing larger events within the Congregation.

4.6 **Hope in the World:** has primary responsibility for equipping Congregation members to proclaim the good news of God in Christ within the local, national, and international communities through their words and deeds; and for advocacy and activities related to local, national, and international issues of social justice.

4.7 Each of the following Support Areas is led by two officers of the Congregation, which serve as the Board Liaisons for that area. The two officers assigned to each Support Area

shall discuss and determine how to manage their shared responsibility for that area.

4.8 **Operations:** has primary responsibility for the use and maintenance of the buildings, grounds, and equipment; and for the development of all resources (money, time, talents) within the Congregation necessary for carrying out the ministry of the Congregation and its sharing in the ministry of the Evangelical Lutheran Church in America.

- a. The Personnel Committee described in section 6.1 shall be part of the Operations Support Area. While the Treasurer does not attend meetings of the Personnel Committee, the Treasurer is a Board Liaison for the Personnel Committee, especially related to salaries, benefits, and other employment policies.
- b. The Financial Controls Committee described in section 6.2 shall be part of the Operations Support Area.
- c. A Facilities Committee shall be part of the Operations Support Area. This shall be a Standing Committee with responsibility for the use and maintenance of the buildings, grounds, and equipment. The Facilities Committee shall:
  - i. Be responsible for the upkeep of all grounds, buildings, and other equipment and properties owned by the Congregation.
  - ii. Be responsible for periodically inspecting the appearance, cleanliness, orderliness, and maintenance of the total plant.
  - iii. Maintain an inventory of property, depreciation estimates, and estimates for replacement and repair.
  - iv. Develop and periodically review guidelines for the use of the church facilities for activities sponsored by non-congregational groups and individuals. Such guidelines shall be approved by the Vision & Governance Board.
  - v. Submit to the Executive Committee cost estimates pertaining to the repair and upkeep of the total church plant, especially as related to long-range plans, for consideration in the preparation of the annual budget.
- d. A Finance Committee shall be part of the Operations Support Area. This shall be a Standing Committee with responsibility for advising and assisting the Treasurer in overseeing the finances of the Congregation.
- e. A Stewardship Committee shall be part of the Operations Support Area. This shall be a Standing Committee with responsibility for the development of all resources (money, time, and talents) within the Congregation necessary for carrying out the ministry of the Congregation and for its

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sharing in the ministry of the Evangelical Lutheran Church in America. The Stewardship Committee shall:

- i. Organize and implement an ongoing emphasis within the Congregation on the responsible stewardship of all God's gifts.
- ii. Encourage Congregation members to actively use their time, talents, and finances in support of God's mission, both through the life and work of the Congregation and through their individual daily ministries as disciples in the world.
- iii. Develop and manage an integrated system of communications and financial pledging within the Congregation to support the general budget, the capital campaign, and any other financial campaigns that may be adopted by the entire Congregation.

**4.9 Leadership Development & Communications:** has responsibility for nominating candidates for election as described in section 4.9(a); for identifying members of the Congregation who possess an aptitude for leadership and for encouraging them to use their talents to the benefit of the Congregation; for collecting and providing to staff and leaders of the Congregation guidelines and information on best practices for volunteer coordination and recruitment; and for development and implementation of the Congregation's communications strategy, including a monthly newsletter, a web site, and any advertising paid for by the Congregation.

- a. A Leadership Development Support Team shall serve as the nominating committee for the Congregation for its officers; Members-at-Large of the Vision and Governance Board; Standing Committees; Special Committees; Special Boards; and for the Congregation's representatives to community groups and agencies.
- b. The Congregation shall elect a minimum of three persons to be members of the Leadership Development Support Team for a term of two years. The members of the Leadership Development Support Team shall select a chairperson at their first meeting following the Annual Meeting.
- c. The Leadership Development Support Team shall nominate one or more candidates for each office to be filled and shall secure the consent of each candidate to serve if elected. Additional nominations for any office may be made from the floor at the time of the Annual Meeting.
- d. The Leadership Development Support Team shall solicit names of candidates for positions from officers, Members-at-Large of the Vision and Governance Board, and staff, as well as from other members of the Congregation.
- e. The operation of the Leadership Development Support Team shall be governed by guidelines developed by the Vision and Governance Board.

- f. A Communications Support Team shall develop and implement the Congregation's communications strategy, including a monthly newsletter, a web site, and any advertising paid for by the Congregation.
- g. The Communications Support Team shall work closely with the Stewardship Committee to ensure that an effective communications strategy is developed and implemented to support that committee's work (see Section 4.8.e).

## **Section 5 MINISTRY TEAMS, SUPPORT TEAMS, AND TASK FORCES**

**5.1 Ministry Teams and Support Teams** Each Ministry Team and Support Team shall have a charter that is submitted to and approved annually by the Vision & Governance Board. The team charter shall outline such things as its key areas of responsibility, objectives, accountability, meeting frequency, membership recruitment and terms, Task Force coordination and supervision, and other organizational matters. Ministry Teams and Support Teams shall have published meeting schedules and shall operate with the guidance and support of their Board Liaisons. Members of Ministry Teams and Support Teams are not elected, but each Ministry Team or Support Team shall have one or more designated chairpersons. The minimum number of members of a Ministry Team or Support Team shall be three persons. Ministry Teams and Support Teams are accountable to their respective Board Liaisons and must be approved by their Board Liaisons at the time they are established. Ministry Teams and Support Teams shall also obtain approval from their respective Board Liaisons for expenditures from the congregational budget.

**5.2 Task Forces.** Board Liaisons may establish Task Forces for specific purposes related to their particular Ministry Areas or Support Areas. Task Forces shall operate with the guidance and support of their Board Liaisons and may or may not have regular meeting schedules. Members of Task Forces are not elected, but each Task Force shall have one or more designated conveners. The minimum number of members of a Task Force shall be three persons. Task Forces are accountable to their respective Board Liaisons and must be approved by their Board Liaisons at the time they are established. Task Forces shall also obtain approval from their respective Board Liaisons for expenditures from the congregational budget.

## **Section 6 OTHER COMMITTEES AND BOARDS**

### **6.1 Personnel Committee.**

- a. The Personnel Committee shall be a Standing Committee in the Operations Support Area and shall consist of the Past President, who shall serve as chairperson; the President; the Vice President; three members elected by the Congregation for a term of three years (so that one member of the Personnel Committee is elected for a full term each year); and the Lead Pastor as a non-voting, ex-officio member.
- b. The Personnel Committee shall periodically review the staff structure to ensure that the administrative functions of the Congregation are provided

for, and shall make appropriate recommendations concerning any revised staffing to the Vision and Governance Board.

- c. With the exception of calling a pastor, the Personnel Committee shall recommend persons to fill staff positions to the Vision and Governance Board.
- d. The Personnel Committee shall develop a plan for the employment of personnel that details the type of staff involvement with the various Ministry Areas and Support Areas and shall submit this plan to the Vision and Governance Board for approval.
- e. The Personnel Committee shall request recommendations, commendations, and evaluations about personnel from appropriate Ministry Teams, Support Teams, and staff.
- f. The Personnel Committee shall supervise the development of job descriptions for the various staff positions.
- g. The Personnel Committee shall propose policies regarding staff salaries, benefits, vacations, and other matters pertaining to the hiring of staff and to working procedures, and shall submit them to the Vision and Governance Board for approval.
- h. The Personnel Committee shall supervise and complete an annual review of the work and performance of the Lead Pastor and shall ensure that the Lead Pastor annually supervises and completes individual reviews of all other employed staff.
- i. The Personnel Committee shall assist the Lead Pastor in evaluating her or his own workload and use of time and energy, and in conducting similar evaluations for the rest of the staff.
- j. Two members of the Personnel Committee shall serve on any Call Committee.

**6.2 Financial Controls Committee**

- a. The Financial Controls Committee shall be a Standing Committee that reports directly to the Vision & Governance Board. It shall be composed of three persons elected by the Congregation. The term of office shall be three years, with one member elected each year. Persons elected to the Financial Controls Committee may be eligible for reelection once. No member of the Financial Controls Committee may concurrently be an officer or paid staff member of the Congregation; nor shall they concurrently be a member of any of the following: the Vision & Governance Board, the Finance Committee, or the Hope Church Trust Board; nor shall they concurrently be permitted to handle or count cash contributions made to the Congregation.

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The Financial Controls Committee shall be responsible for ensuring that necessary and appropriate controls are in place related to the finances, financial records, and financial statements managed by the Congregation; that these controls are regularly reviewed by a knowledgeable and independent third party who is not a member of the Congregation; and that the financial management processes of the Congregation are both documented and adhered to.

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- c. At least once per year, the Financial Controls Committee shall provide a written report to the Vision & Governance Board on its activities and findings.

Deleted: ensuring that the funds managed by the Congregation are audited on an annual basis and that an independent, external audit of the Congregation's finances is completed and submitted to the Vision and Governance Board at least once every three years.

Deleted: Additional auditing duties may be assigned to the Audit Committee by the Vision and Governance Board.

### 6.3 Call Committee

- a. A Call Committee shall be established by the Vision and Governance Board when the need arises to call a pastor. The Call Committee shall consist of the Past President, who shall serve as chairperson; two members of the Personnel Committee who shall be elected by the Personnel Committee to serve in this capacity; and four at-large members of the Congregation who have been elected by the Congregation to serve on the Call Committee. If the Call Committee has not been charged with recommending a new Lead Pastor, then the Lead Pastor shall serve as an advisor to the Call Committee.
- b. The Call Committee shall have the responsibility of selecting and recommending to the Congregation such pastors to whom it determines a call should be extended. Recommendations shall first be presented to the Vision and Governance Board and then to the Congregation, with or without Vision and Governance Board approval. The Call Committee shall provide opportunity for the Congregation to meet the candidate selected by the Call Committee.
- c. Once a Call Committee has been established, that Call Committee shall remain intact until the Call Committee makes a report to the Congregation and the work of that particular Call Committee is finished.

### 6.4 Hope Church Trust Board

- a. The Hope Church Trust Board (hereafter referred to as the Trust Board) shall be responsible for managing the Hope Church Trust (hereafter referred to as the Trust), which is maintained as a congregational resource separate from the congregational operating budget.
- b. The purpose of the Trust is to provide the means for receiving gifts, grants, contributions, bequests, legacies, and real and personal property of all kinds, other than contributions and pledges to the annual budget or to capital funds, which are intended for the use of the Congregation. In considering the disbursement of the Trust, the wishes of the donor will be a primary consideration.

- c. The Trust shall be under the control of the Congregation, which shall empower the Trust Board to manage the Trust within guidelines proposed by the Trust Board and approved by the Congregation. In managing the Trust and in reporting to the Congregation, the Trust Board shall coordinate with the Vision and Governance Board through the Treasurer of the Congregation.
- d. The Trust Board shall consist of seven members. Trust Board members shall be nominated by the Leadership Development Support Team and elected by the Congregation at its Annual Meeting, and shall hold office for four years or until their successors are elected. Vacancies occurring between Annual Meetings shall be filled by Vision and Governance Board appointment. No member of the Trust Board shall serve more than two consecutive elected terms.
- e. The Trust Board shall report the status of the Trust to the Congregation at the Annual Meeting.

## Section 7 CONGREGATIONAL YEAR

**7.1 Records.** The Congregation shall keep its records, except for the budget and financial matters, on a calendar year basis. Such records shall be closed as determined by the Vision and Governance Board. Records shall be closed at least once per calendar year.

**7.2 Fiscal Year.** The fiscal year shall be as established by the Congregation.

## Section 8 INACTIVE MEMBERS

**8.1 Members** of University Lutheran Church of Hope who have not communed or made a contribution of record for a period of two years shall be placed on an inactive list. Reasonable and concerted attempts shall be made to reach them. Those who wish to maintain membership with the Congregation shall be reinstated to active membership. Those who do not wish to maintain membership or who cannot be located shall be declared inactive.

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## Section 9 AMENDMENT

**9.1 Adoption.** Any amendment to these Bylaws shall be presented in writing to the Vision and Governance Board at least thirty days before the Annual Meeting or a Special Meeting of the Congregation called for the purpose of amending the Bylaws. The proposed amendment shall be publicized to the Congregation at least ten days before the meeting, and shall be adopted at the meeting by a majority of the votes cast, except that any provision requiring action by a larger than majority vote may be amended only by such larger than majority vote.

**9.2 Review by Synod.** Any amendment to these Bylaws adopted by the Congregation shall be sent by the Treasurer of the Congregation to the Synod. The amendment shall become effective within 120 days from the date of the receipt of the notice by the Synod unless the

— *RECOMMENDED CHANGES - January 2010* —

Synod informs the Congregation that the amendment is in conflict with the Constitution and Bylaws of the Evangelical Lutheran Church in America or the Constitution of the Synod.

These Revised Bylaws were adopted by the Congregation on [DATE].