Revised December 20, 2011
Revised January 17, 2012

Calvary Lutheran Church
Brookfield, Wisconsin

PROPOSED BYLAWS

PART I - COMMUNION PARTICIPATION

1. This congregation invites all of its members, who have been prepared to receive the Sacrament, to participate regularly in Holy Communion.

2. Preparation for Holy Communion will normally be provided for persons as young as 10 years of age.

3. Participation in Holy Communion shall be open to those who accept Lutheran teachings in regard to this Sacrament.

4. It shall be made known to prospective participants that the belief of this congregation is:

   Participation in the Lord's Supper is the reception of "the body and blood of our Lord Jesus Christ given through bread and wine, instituted by Christ himself for us to eat and drink."

   We hold that a "person is well prepared and worthy who believes these words, `given and shed for you for the remission of sins`. But anyone who does not believe these words, or doubts them, is neither prepared nor worthy, for the words . . . for you . . . require simply a believing heart." (From the Small Catechism in Contemporary English, (C) 1979, Augsburg Publishing House/Minneapolis and Fortress Press/Philadelphia.

5. Record of participation in Holy Communion shall be maintained. If a member of another congregation communes, attempts will be made to notify their congregation.

PART II - MEMBERSHIP

1. Admission to Baptized Membership

   a. Children, one or both of whose parents or guardians are members of this congregation, shall, upon receiving Christian baptism, be received as baptized members of this congregation.
   b. Children, neither of whose parents or guardians are members of this congregation shall, upon Christian baptism duly recorded as a ministerial act performed under the auspices of this congregation, be received as baptized members of this congregation unless there is understanding that, for good reason, they will be enrolled as baptized members of another congregation, in which case notice of the baptism shall be sent to the congregation in which the child is to be enrolled as a baptized member.
   c. Children baptized in other Christian congregations shall be received as baptized members of this congregation upon admission of one or both parents or guardians to membership, or by consent of one or both parents or guardians, or by action of the Congregation Council.
   d. Adults who have not been baptized and who have given evidence of having an adequate understanding and acceptance of the teachings of the Word of God as confessed by the NALC, shall, upon confession of faith and Christian baptism duly recorded as a ministerial act performed under the auspices of this congregation, and acceptance by the Congregation Council, be received

as baptized members of this congregation.

2. Admission to Confirmed Membership

   a. Baptized members who are not confirmed members of a Lutheran congregation, but who have received instruction and/or have given evidence of having adequate understanding and acceptance of the teachings of the Word of God as confessed by the Lutheran Church, shall be admitted to confirmed membership through affirmation of baptism.
   b. Applicants for membership presenting Letters of Transfer showing them to be confirmed members in good standing in other Lutheran congregations shall be admitted to confirmed membership.
   c. Applicants for membership who present evidence of confirmation in a Lutheran congregation but do not have Letters of Transfer shall be admitted to confirmed membership.

3. Admission to Voting Membership

   The Congregation Council shall be responsible for determining the voting membership in accordance with the qualifications specified in the constitution.

4. Discontinuance of Membership

   a. Members who move away shall be encouraged to transfer their membership. A confirmed member in good standing desiring to change their membership to another Lutheran congregation shall, upon request, receive a Letter of Transfer.
   b. A confirmed member, who for a period of one year, in the judgment of the Congregation Council and Board of Deacons shows no interest in attending church services; does not partake of Holy Communion; does not contribute to the congregation's treasury according to the congregational records; and does not respond to the Deacons' follow-up program, shall be presumed in absence of valid reason to no longer desire membership in Calvary Lutheran Church. They shall be encouraged to take part in the life of the congregation, or to transfer elsewhere, as the situation may indicate to be advisable. If they resume activity, they shall be restored to the active membership list.
   c. Children, neither of whose parents or guardians are active members of the congregation, may be dropped from the baptized membership roll if they fail to participate in the Christian education program of the congregation.
   d. Members who have been removed by disciplinary action or released because of inactivity, or who have resigned; and members who have transferred to other Lutheran congregations; or who are definitely known to have become members of other congregations without transfer, have thereby terminated their membership in the congregation, and shall be notified by letter.

PART III - THE SENIOR PASTOR CALL

1. When the need to call a senior pastor arises, a Call Committee, composed of nine (9) voting members, shall be formed. Three (3) voting members shall be elected by the Congregation Council from their own membership. Three (3) voting members shall be elected by the Board of Deacons from their membership, and the remaining three (3) voting members shall be elected by the congregation from a total of six (6) nominees. Three of the six (6) nominees shall be nominated by the president of the Congregation Council, and the remaining three (3) nominees shall be nominated by the congregation at a meeting called for this purpose; provided, however, that none of the six (6) nominees shall be members of the Board of Deacons or the Congregation Council.

2. Operating guidelines for the Call Committee shall be:

a. The president of the Congregation Council shall call an organizational meeting at which time the Call Committee shall elect a chairperson and secretary and shall agree on a procedural time table for future meetings.
b. A simple majority of the voting members of the committee shall constitute a quorum, and no meeting shall be held unless a quorum is present.
c. The entire committee must be notified by the chairperson at least two (2) days prior to any voting on candidates.

3. When the congregation has voted to call a pastor, it shall issue a letter of call to the pastor-elect. It shall be signed by the chairperson and the secretary of the meeting at which the call was voted

4. The call shall normally be for an indefinite period of time.

5. If the pastor receives another call and the call is accepted, the pastor shall bring closure to ministry at Calvary Lutheran Church.

6. From time to time and under special circumstances, a representative from another faith community may be invited to perform pastoral functions with the approval of the Congregation Council and pastor.

PART IV - THE ASSOCIATE PASTOR CALL AND EMPLOYED STAFF HIRING

1. When the need arises to call an associate pastor, it shall be in accordance with the procedures outlined in Chapter 9 of the Constitution.

2. When the need arises to hire employed staff, it shall be procedurally prescribed by the Congregation Council and the senior pastor.

PART V - THE ANNUAL MEETING

1. The preliminary proposed budget for the ensuing year and the proposed slate of candidates for the Congregation Council shall be published in our parish paper or by special mailing.

2. The current roster of voting members shall be available.

3. The order of business at the annual meeting may be:

a. Opening devotion
b. Appointment of parliamentarian and ballot counters
c. Approval of the minutes of the previous meeting
d. Reports of pastor(s), Congregation Council, Board of Deacons, treasurer, committees and auxiliary organizations
e. Elections
f. Approval of budget
g. Unfinished business
h. New business
i. Closing prayer

(This prescribed order of business may be changed by the Congregation Council with the understanding each item is duly covered.)

4. In the following cases voting shall be by written ballot:

a. To elect the members of the Congregation Council provided number of nominees exceed number of positions.
b. To adopt or amend the Articles of Incorporation, constitution or bylaws of the congregation.
c. To call a pastor or to request his/her resignation
d. To remove a member by disciplinary action from the congregation or to remove a member from office in the congregation
e. To sever membership in the NALC
f. To dispose of, encumber or purchase real property
g. When requested by ten (10) or more voting members present

5. Except as otherwise provided in the constitution and bylaws, all matters shall be decided by majority votes cast.

6. If more than one (1) ballot is required in an election, a motion shall be in order to limit the balloting after the first ballot to the three (3) candidates receiving the highest number of votes on the first ballot; and after the second ballot to limit the balloting to the two (2) candidates receiving the highest number of votes.

PART VI - SPECIAL MEETINGS

Special meetings shall be conducted in accordance with Part V of these bylaws.

PART VII - THE CONGREGATION COUNCIL

1. The Congregation Council
   a. Nominees for Congregation Council membership shall be voting members of Calvary Lutheran Church.
   b. Members of the Congregation Council may succeed themselves in office for one (1) term; however, an appointee serving less than one (1) year shall not be considered as having served a term of office.

2. Membership and meeting of the Congregation Council
   a. The Congregation Council shall consist of twelve (12) members, each elected for a term of three (3) years, but elected in such a manner that approximately one-third (1/3) are elected each year.
   b. Members of the Congregation Council may succeed themselves in office for one (1) term; except that an appointee serving less than one (1) year shall not be considered as having served a term of office.
   c. If a vacancy occurs on the Congregation Council, the Council shall fill the vacancy with an appointee to serve until the next Annual Meeting of the Congregation.
   d. The Congregation Council shall not vote on any question unless a simple majority of its members is present. The Congregation Council may conduct other business such as receiving reports with less than a simple majority present.
   e. If any member of the Congregation Council absents themselves from consecutive regular meetings without a reason acceptable to the Congregation Council, they have forfeited their membership. (A member having two (2) consecutive absences from regular meetings without a sufficient cause shall be notified thereof by the secretary.)

3. Congregation Council Powers and Responsibilities
   a. In furtherance of the responsibilities charged under Chapter 12 of the constitution, the Congregation Council shall establish policies with regard to the legal, administrative and spiritual needs of the congregation.
   b. The Congregation Council shall be responsible for the total program of the church, and shall

establish standing committees or other committees as necessary. The Congregation Council shall also maintain liaison with organizations of the church.

c. The Congregation Council as a whole shall be responsible for the effective functioning of the committees, and shall periodically review their programmatic functions. The Congregation Council shall maintain and update, as necessary, a separate written document that outlines the duties and responsibilities of all committees not specifically addressed in the constitution or by-laws. Said document will be made available to all members of the congregation.

d. The Congregation Council shall assign its members to provide liaison to each of the various committees. In this role they shall be responsible for reporting committee activities and programs and shall submit proposals requiring Congregation Council action. Committee chairs, at their own volition or upon Congregation Council request, may attend (or designate a representative to attend) a Congregation Council meeting for the purpose of presenting reports or requests first-hand.

e. The Congregation Council shall be responsible for appointing NALC delegates when necessary.

f. All meetings of the Congregation Council are open meetings to which members may attend and also speak with permission of the chair, except meetings of the Personnel Committee or if the Congregation Council votes to go into closed session.

g. The Congregation Council shall be empowered to secure such help as is needed to carry on the ministry of the congregation. The Congregation Council may delegate this authority to committees or individuals.

h. Yearly adjustments in the salary of the staff shall be the responsibility of the Congregation Council, subject to the congregation's approval of the budget. The Congregation Council may delegate this function to other committees or individuals.

i. The Congregation Council may delegate to a committee or individuals the preparation of an annual budget.

j. Use of Property
   1. The property of the congregation shall primarily be for the use of the congregation in its normal functions as a Lutheran church, and shall not be used in any way not in harmony with the purpose of the congregation.
   2. Property and buildings of the congregation shall be available to groups and individuals whose purposes are deemed to be congruent with the mission of the congregation and help to serve the needs of the community. Long term usage shall be approved by the Congregation Council.

k. Goal Setting
   1. In support of the duties outlined in Chapter 12 of the constitution, the Congregation Council shall annually prepare goals and objectives. These goals and objectives will be communicated through the annual report of the congregation and reviewed at the Annual Meeting of the Congregation.

PART VIII - DUTIES OF OFFICERS

1. The president shall preside over meetings of the Congregation Council and of the congregation.

2. In the absence of the president, the vice-president shall perform the duties of the president. In the absence of both the president and vice-president, a presiding officer shall be chosen from the Congregation Council by a majority of those present.

3. The secretary shall ensure that minutes of meetings of the Congregation Council and congregation are maintained.

4. The treasurer and effected employees shall be bonded. The treasurer shall be custodian of all funds of the congregation, and shall disburse all such funds in accordance with the decisions of the

congregation or of the Congregation Council. The treasurer shall present a financial report to the Congregation Council at regular meetings and an audited report to the Annual Meeting of the Congregation.

5. The executive committee shall be responsible for any action required by law in the administration of church property as directed by the congregation. The executive committee may meet between meetings of the Congregation Council in order to facilitate the operation of the Congregation Council and the congregation under the resolutions, policies and directions established by the Congregation Council in writing.

PART IX - STANDING COMMITTEES

1. Committee chairs shall secure the personnel necessary to staff their committees from the congregation membership. Due to the extensive responsibilities of some committees the establishment of sub-committees is encouraged. The Congregation Council shall lend all possible assistance to the committee chairs in obtaining help. Each committee chair shall submit the committee roster to the Council.

2. The Congregation Council shall maintain and update, as necessary, a separate written document that outlines the duties and responsibilities of all committees not specifically addressed in the constitution or by-laws. Said document will be made available to all members of the congregation.

PART X - BOARD OF DEACONS

1. Deacons shall serve for three (3) year terms and in such manner that after the first appointment, approximately one-third (1/3) of the deacons shall be appointed each year. No deacon shall serve more than one (1) full term consecutively. The number of deacons shall be determined by the Congregation Council.

2. The members of the Board of Deacons shall be appointed jointly by the Congregational Council and Pastor from among members who evidence Christian faithfulness in their lives, plus the gifts and commitment needed to fulfill their duties. They will be installed during the annual meeting, or at other times during the year when it is necessary to fill vacancies.

3. Vacancies occurring in the Board of Deacons before the normal expiration of a term shall be filled for the balance of the term through joint appointment by the Congregation Council and Pastor.

4. With leadership by a called pastor of the congregation and accountability to the Congregation Council, the Board of Deacons cares for the spiritual welfare of the congregation by:
    a. praying regularly for persons on their alpha list, as well as having personal contact with them according to the Deacon's Position Description.
    b. assisting in the distribution of Holy Communion during congregational worship and in special settings, such as to the homebound or in institutional settings, as well as with worship support functions as requested.
    c. ministering to members who have become delinquent or inactive.
    d. inviting and encouraging new and current members to participate in the programs of the church and its organizations.
    e. maintain confidentiality of all matters addressed within the Board of Deacons.

5. The Board of Deacons shall elect a chair and recording secretary and any other officers deemed necessary from their membership.

PART XI - NOMINATING COMMITTEE

1. The members of the Nominating Committee shall serve for the year following their election. They shall nominate candidates for each Congregation Council position to be filled and shall secure the consent of each candidate to serve if elected.

2. The candidates of the Nominating Committee shall be made known to the congregation in conjunction with the announcements of the special or annual meeting at which the election is to take place.

3. In addition to the candidates submitted by the Nominating Committee, additional nominations may be made from the floor provided the consent of the nominee has previously have been obtained.

4. A vacancy in the congregationally elected membership of the Nominating Committee shall be filled by a member appointed by the Congregation Council.

    a. The members of the Nominating Committee shall serve for the year following their election. They shall nominate candidates for each Congregation Council position to be filled and nominate appointees for each Board of Deacon position to be filled. They shall secure the consent of each candidate or appointee to serve if elected.

PART XII - REPORTS OF ORGANIZATIONS

All committees and organizations handling funds within the congregation shall submit accounts to the treasurer or the church office at least 30 days prior to the annual meeting, and the treasurer shall include such accounts in the report to the meeting.

PART XIII - PARISH RECORDS

The pastor shall be responsible for the keeping of accurate records of membership and of ministerial acts which shall remain the property of the congregation. The pastor shall report these statistics to the congregation annually, and, when required, to the secretary of the NALC. Upon leaving the congregation, records of the pastor's ministry up to the time of departure shall be completed. Should the congregation be dissolved, the official records of the congregation shall be deposited in the archives of the NALC or its successor.

PART XIV - CALVARY LUTHERAN CHURCH ENDOWMENT FUND

THE CALVARY LUTHERAN CHURCH ENDOWMENT FUND SHALL BE ADMINISTERED AND OPERATE IN THE FOLLOWING MANNER:

Endowment Mission Statement

To provide and promote planned giving opportunities that supports the ministry and mission of both the church and the donor for local, regional, and international outreach and educational purposes into perpetuity.

Definitions:

1. *Income: For the purpose of this document income shall be defined as all interest, dividend income, plus or minus realized and unrealized capital gains or losses, less any expense to operate the fund.*
2. *Assets: For the purpose of this document assets shall be defined as cash, promissory notes, investments (including cash value of annuities and insurance), and properties.*

Administration:

1. The Calvary Lutheran Church Endowment Fund Committee (the Committee) shall be the custodian of the Fund and all its assets with oversight and approval by the Congregation Council.

    a. The committee shall consist of six members who shall be voting members of Calvary Lutheran Church.
    b. Each year the Congregation Council shall approve the appointments of two people for three-year terms. No member shall serve more than two consecutive three-year terms. After a lapse of one year, former Committee members may be re-approved. The senior pastor and the president of the Congregation Council shall be advisory members of the Committee.
    c. The Committee shall nominate candidates for Council approval.
    d. The nominees shall be made known to the congregation in conjunction with the announcements at the special or annual meeting.
    e. In the event of a vacancy on the Committee, the Committee shall recommend a candidate to the Congregation Council for appointment to fill a vacancy.
    f. The Committee shall meet on a regular basis, but at least quarterly.
    g. A quorum shall exist of four members. When only four members are present a unanimous vote shall be required to carry any motion or resolution.
    h. The Committee shall elect from its membership, a chairperson, a recording secretary and a financial secretary. The chairperson, or a member designated by the chairperson shall preside at all Committee meetings.
    i. The recording secretary of the Committee in cooperation with the church office shall maintain complete and accurate chronological minutes and correspondence and supply a copy to each member of the Committee as required. The recording secretary shall also supply a copy of the minutes to the church office.
    j. The Committee's financial secretary shall work with the congregation's treasurer and financial secretary to ensure that: 1) the Committee's Fund management, investment and disbursement decisions are carried out in a timely and proper manner; 2) complete and accurate records of all account transactions and investment results are maintained for the Fund and; 3) such records are reported to the Committee in a format and at such times (at least quarterly) as the Committee shall decide.

2. Committee Responsibilities:

    a. The Committee shall report on a quarterly basis to the Congregation Council and, at the annual meeting of the congregation. The report shall render a full and complete account of the administration of the fund during the preceding year.
    b. The Committee may request other members of the congregation to serve as advisory members or, at the expense of the fund, may solicit and use outside investment services for direct investment of fund assets or to provide for such professional counseling on investments or legal matters as it deems to be in the best interest of the Fund.
    c. The Committee shall encourage and, at their discretion receive assets for the benefit of the Endowment Fund in various forms including, but not limited to: gifts in and from wills, life insurance policies, charitable gift annuities, charitable remainder and other trusts, and transfers of property such as cash, stocks, bonds, and real estate. Gifts of real estate and other durable goods (automobiles, boats, etc.) will be received upon approval of Endowment Committee, Council, and pastor of Calvary Lutheran Church.
    d. The Committee shall have responsibility for promoting donor contributions to the Fund through the development of educational materials. The Committee shall also from time to time conduct events that afford the opportunity for interested and prospective donors to learn about the Fund, the means and methods of making donations and the benefits of such donations to the Church and

the donor(s). The Committee may also at Fund expense utilize outside professionals who offer services related to endowment fund activities, including, but not limited to: attorneys, insurance/annuity companies, financial planners. Additionally, the fund may delegate some or all of the promotional responsibility to others, as it deems appropriate in serving the best interests of the prospective donor and the church.

e. The Committee shall have primary responsibility for working directly with interested and prospective donors in establishing the method and means of a donation to the satisfaction of both donor and the Church. Depending on the circumstances, the Committee may incur expenses to retain an expert when it is deemed to be in the best interest of the Church. Under no circumstances shall a fee inure to the benefit of a Calvary member.

3. Two persons, the Committee's financial secretary or designated Committee alternate and the Treasurer or designated alternate shall sign checks and all other necessary documents on behalf of the congregation in furtherance of the purposes of the Fund.

4. Members of the committee shall not be liable for any losses which may be incurred upon the investments of the assets of the fund except to the extent such losses shall have been caused by bad faith or gross negligence. No member shall be personally liable as long as they act in good faith with ordinary prudence. Each member shall be liable only for their own willful misconduct or omissions, and shall not be liable for the acts or omissions of any other member. No member shall engage in any self-dealing or transactions with the fund in which the member has direct or indirect financial interest and shall at all time refrain from any conduct in which their personal interests would conflict with the interest of the fund.

5. Members of the Committee shall be covered under the Congregation's insurance policy.

6. The assets of the Fund shall be managed, invested and disbursed by the Committee or its designees(s) who may be delegated such responsibility in accordance with the Committee's established policies and procedures, and in a manner consistent with the mission of this congregation.

a. Decisions to hold or sell, exchange, rent lease, transfer, convert, invest, reinvest and in all other respects to manage and control the assets of the fund, including cash, stocks, bonds, mutual funds, debentures, real estate, mortgages, insurances policies, notes, or other securities, as in their judgment and discretion they deem wise and prudent are to be made by the Committee.

b. Various type accounts, as the Committee deems appropriate, shall be established to receive gifts from all sources (including donor-advised gifts). Except for donor advised gifts, the Committee or its accounts manager designee shall determine the allocation of assets among accounts.

c. The Committee shall ensure that all fund accounts have investment objectives that are consistent with the values and programs of Calvary Lutheran Church.

d. All investments are to be held in the name of the Calvary Lutheran Church Endowment Fund for the ministry of Calvary Lutheran Church.

7. The Funds financial records shall be audited annually either by a certified public accountant, the church audit committee, or some other appropriate person who is not a member of the Committee.

8. Donor Advised Funds:

Individual gifts at the Committee's discretion may be received and accounted for as Donor Advised Fund accounts.

A Donor advised Fund account shall only be established after an agreement in writing is developed that is

acceptable to both the Donor and the Committee. Such agreement shall address as appropriate: a. the form and conditions associated with the giving of the asset gift itself; b. the wishes of the donor(s) as to how the assets are to be invested, managed and disbursed to the beneficiaries; c. any on-going cost or tax consequences or other liabilities that accrue to the beneficiaries; and d. under what circumstances the Donor(s) wishes can be altered or ignored.

a. *The donor will be required to include language such as the following:*
Should a time come when the specified purpose of this gift no longer exists or fits the mission of the Endowment Fund, the donor gives the Endowment Committee permission to use the resources in a manner consistent with the objectives of the Endowment Fund.

The Committee, at its discretion, may involve and/or consult with others with an interest or expertise in establishing and managing such Donor Advised Fund accounts.

9. Distribution of Income (from other than Donor Advised Funds):

a. When Fund assets (excluding donor-advised assets) reach $100,000 the committee shall recommend annual distributions. The distribution for any year is limited to the lesser of prior years Fund income or 5% of beginning of the year Fund assets. In no event shall annual distributions reduce the Fund asset balance below $100,000.
    1. 1/3 for educational support for students in seminaries, Lutheran colleges, and for those institutions.
    2. 1/3 for outreach that is consistent with the faith statement of Calvary Lutheran church, including local, regional, and international projects.
    3. 1/3 for programmatic ministry opportunities (such as special music, youth, etc.), which at the discretion of the Committee are deemed consistent with the purpose of the Fund in enhancing the mission outreach of the congregation and not covered by the budget.

10. Distribution of Principal:

When, in the opinion of the Committee circumstances are so dire and of such an emergency nature that the future of Calvary Lutheran Church congregation is at stake, and that the only recourse seems to be the use of the fund principal, the Committee may, upon a 2/3 majority vote, recommend such authorizing action to the congregation in accordance with it's congregational bylaws.

11. Amending the Bylaws:

Any amendments to these bylaws, which will change, alter or amend the purpose for which the fund is established shall be adopted by majority vote of the members present at an annual meeting of the congregation or at a special meeting called specifically for the purpose of amending this resolution. *Procedures for amending these Bylaws shall be the same as those required to amend the Bylaws of Calvary Lutheran Church.*

12. Disposition or Transfer of Funds and Assets:

In the event Calvary Lutheran Church ceases to exist either through merger or dissolution, disposition, transfer of the funds and assets shall be at the discretion of the Congregation Council in conformity with the approved congregational constitution and in consultation with the bishop of the denomination to which this congregation belongs at such time.