

BYLAWS

Part I – Communion Participation

- A. This congregation encourages all believers to regularly celebrate Holy Communion.
- B. Instruction for Holy Communion shall begin at approximately the age of ten years or fifth grade.
- C. Participation in Holy Communion shall be open to any Christian.
- D. 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 with bread and wine, instituted by Christ himself for us to eat and drink.”

- E. A record of participation in Holy Communion shall be maintained. If members of another congregation commune, notice shall be sent to their church, if requested.

Part II – Meetings of the Congregation

- A. Regular Meetings. An annual meeting of the members of the congregation shall be held each year at a time determined by the Congregation Council for the purpose of electing members of the Congregation Council and boards, receiving reports from the organizations of the congregation, receiving and passing upon the proposed budget and such other business as may come before the meeting. The Congregation Council may, by resolution, direct that two regular meetings of the members of the congregation be held each year. In that event both meetings shall be held at times determined by the Congregation Council and the business, which by the provisions of these bylaws, is to be conducted at the annual meeting of the members of the congregation shall be divided between the two regular meetings as determined by the Congregation Council.
- B. Notice of Regular Meeting. Announcement of the time and place of a regular meeting of the members of the congregation shall be made at two public services immediately preceding the meeting, said services to be at least a week apart. Announcement shall also be made in the form of a written notice to the voting members mailed not less than ten (10) days in advance of the meeting date. However, in lieu of mailing, the notice may be printed in such publication, regularly provided by mail to the members of the congregation, as the congregation or the pastors may periodically issue.
- C. Notice of Special Meetings. Official notice of a special meeting of the members of the congregation shall be in writing and shall be conspicuously posted, for at least ten (10) days immediately preceding the date of the meeting, in the place where the congregation

customarily worships. Such notice shall state the time, place and purpose of the meeting. It shall be signed by the president and the secretary of the congregation, or one or more of the pastors, or by authorized representatives of the Congregation Council. The notice shall also be read at all public services of the congregation held during the ten (10) days immediately preceding the date of the meeting. If no services are held during the ten (10) day period then, not less than five (5) days written notice of such meeting shall be given by mail to each voting member of the congregation, provided, however, that no less than ten (10) days written notice shall be given if the purpose of the meeting is to consider a resolution requesting the resignation of a pastor, and provided further, that a meeting called to consider the disposition or encumbrance of real property must be called and held in conformity with the provisions of the laws of the State of Minnesota.

- D. Voting. All voting, other than a vote to recess or reconvene the meeting, conducted at a meeting of the members of the congregation shall be by secret ballot unless, the voting members present at the meeting decide, by a two-thirds majority show of hands vote, to waive the secret ballot requirement. No voting by proxy or absentee ballot shall be permitted.
- E. Absentee Ballots. Unless prohibited by the Constitution of Our Redeemer's Lutheran Church or by law, any voting member of the congregation who will be absent from an annual or special meeting of the members of the congregation by reason of occupation, business, education, hospitalization, illness, disability or vacation may vote by absentee ballot in any election conducted, or upon any motion or resolution to be acted upon, at such meeting, except that motions made from the floor shall be acted upon solely by the members in attendance at the meeting. Applications for absentee ballots, in the form prescribed by the Congregation Council, must be received by the Secretary of the congregation at least seven days prior to the meeting at which the absentee ballot is to be used. In order for the vote to be counted, an absentee ballot must be delivered to the church office no later than 5:00 o'clock P.M. on the day prior to such meeting.
- F. Quorum. A quorum for any regular or special meeting of the members of the congregation shall be seventy-five (75) voting members. If an insufficient number of voting members is present to constitute a quorum, a majority of the voting members present may adjourn the meeting to another time without further notice.
- G. Recess of Meetings. A meeting of the members of the congregation may, by majority vote, recess to reconvene at a specified time and place. A meeting may also recess to reconvene upon call, provided, however, that the time and place of such reconvened meeting must be announced at a public service of the congregation if any is held prior to the date of the reconvened meeting and not less than three (3) days written notice by mail shall be given to each voting member of the congregation.
- H. Procedure for Conduct of Meetings. Unless otherwise ordered by the presiding officer prior to commencement of a meeting of the members of the congregation, each meeting shall be conducted using parliamentary procedures in accordance with Robert's Rules of Order.

Part III – Officers

- A. Election of Officers. The officers of the congregation shall be elected annually by the Congregation Council at the first meeting of the Congregation Council held after the annual meeting of the congregation at which elections of members of the Congregation Council are held. The election shall be conducted in such manner as is determined by the Congregation Council. If the election of officers is not held at such meeting then it shall be held as soon thereafter as conveniently may be.
- B. Removal. Any officer may be removed by the Congregation Council whenever in its judgment the best interests of the congregation will be served thereby. Removal of an officer from office shall not affect his or her position as a member of the Congregation Council.
- C. Vacancies. A vacancy in any office may be filled by the Congregation Council for the unexpired portion of the term.
- D. Duties of the President. The President shall be the principal officer of the congregation, shall preside at all meetings of the congregation and of the Congregation Council and shall be an ex-officio member of all boards and committees of the congregation. The President shall, with the Secretary, sign any deeds, mortgages, notes, bonds, contracts or other instruments authorized by the Congregation Council to be executed and in general, shall perform all duties incident to the office of President and such other duties as may, from time to time, be prescribed by the Congregation Council.
- E. Duties of the Vice President. In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President and shall perform such other duties as may, from time to time, be prescribed by the Congregation Council.
- F. Duties of the Secretary. The Secretary shall be responsible for keeping the minutes of all meetings of the congregation and of the Congregation Council, and the safekeeping of the congregation books, records and archives, The Secretary shall, with the President, sign any deeds, mortgages, notes, bonds, contracts or other instruments authorized by the Congregation Council to be executed and in general, shall perform all duties incident to the office of Secretary and such other duties as may, from time to time, be prescribed by the Congregation Council.
- G. Duties of the Treasurer. The Treasurer shall be responsible for the custody of all funds belonging to the congregation, the receipt of, the issuance of receipts for, and the deposit of all moneys received by the congregation, the periodic accounting of all income and

disbursements of the congregation, preparation of monthly financial reports for the Congregation Council and preparation of an annual financial report for submission to the congregation at its annual meeting. The Treasurer shall also perform such other duties as are incident to the office of Treasurer and such other duties as may, from time to time, be prescribed by the Congregation Council.

Part IV – The Congregation Council

- A. General. The Congregation Council shall consist of seven (7) members who shall be elected by the congregation, in accordance with the Constitution, from among the voting members presented as candidates for the positions by the nominating committee. Any fifteen (15) voting members of the congregation may nominate additional candidates by a written petition which is signed by all of the petitioners and is filed with the Secretary of the congregation not less than twenty (20) days prior to the date of the annual meeting. In the year 2008, seven members shall be elected by the congregation of which two shall be elected for a one (1) year term, two shall be elected for a two (2) year term and three shall be elected for a three (3) year term. Thereafter, all members shall be elected for three (3) year terms. The senior pastor and the associate pastor shall be non-voting ex officio members of the Congregation Council.
- B. Term Limits. No person shall be elected by the congregation for more than two (2) consecutive terms, regardless of the length of either term. However a person elected by the Congregation Council, pursuant to paragraph C of this Part VII, to complete an unexpired term which is less than half of the original term shall not be deemed to have served a term as councilperson for purposes of this paragraph.
- C. Vacancies. Vacancies occurring in the elected membership of the Congregation Council shall be filled by a majority vote of the remaining voting members of the Congregational Council. Members so elected shall serve for the unexpired term of such vacancy.
- D. Removal. A member of the Congregation Council may be removed from the Congregation Council for failure to attend three (3) meetings of the Congregation Council without valid excuse or upon a petition signed by at least twenty percent (20%) of the voting members of the congregation setting forth charges against said member of the Congregation Council. Removal shall only be accomplished by a vote of a majority of the voting members of the congregation present and voting at a meeting of the congregation at which the issue is considered. The member of the Congregation Council against whom charges have been brought shall be informed in writing of the charges at least ten (10) days prior to the meeting of the congregation at which the charges are to be considered and shall have an opportunity at the meeting to be heard in person or by counsel and to present evidence in respect of the charges.

- E. Meetings. The Congregation Council shall hold regular monthly meetings at such times as it may, by resolution, designate. In addition, special meetings may be called by the President, the senior pastor, or any three (3) members of the Congregation Council.
- F. Quorum. A majority of the voting members of the Congregation Council shall constitute a quorum for the transaction of business at any meeting of the Congregation Council, provided, that if less than a majority of the voting members are present at said meeting, a majority of the voting members present may adjourn the meeting from time to time without further notice.
- G. Duties of the Congregation Council. The Congregation Council shall be responsible for managing the affairs of the congregation, including, but not necessarily limited to, 1) securing staff, other than the pastor(s), necessary to carry out the functions of the church, 2) budgeting for and annually reviewing all salaries, and 3) preparing and submitting to the congregation annually at a regularly scheduled meeting of the congregation, a budget for the operations of the congregation along with its recommendations.
- H. Policies. The Congregation Council shall have the sole authority to establish policies which shall be compiled in a policy manual and kept in the office of the congregation. The policies shall be made available to any member of the congregation.
- I. Membership on Boards. The Congregation Council shall designate from its membership an ex officio non-voting member of each board of the congregation.

Part V – Boards

- A. Designations of Boards: Duties and Functions. There shall be the following boards, whose respective primary duties and functions shall be as follows:
1. Youth Education: To foster the development and improvement of a continuing Christian education program of the congregation for children and young people through high school age.
 2. Adult Education: To foster the development and improvement of a continuing Christian education program for adults; to oversee the operation of the library.
 3. Music and Worship: To create a worship environment which invites members and non-members to hear the good news of God's love in Jesus Christ; to work with the pastors to faithfully nourish God's people with the Word and Holy Sacraments; to promote and encourage the use of music in the life and growth of the congregation; to appoint and supervise the ushers.
 4. Youth and Family Ministries: To work with the youth and families of the congregation in seeking spiritual development and to give direction to programs designed to aid in such development.

5. Stewardship: To develop a stewardship program for the members of the congregation concerning their responsibilities as stewards of God's gifts,
6. Outreach and Evangelism: To invite family, friends and acquaintances, both those who are already members of the congregation and those who are looking for a church home, to learn more about God's love; to seek to integrate new members into the life of the congregation; to encourage all members to grow in their faith and discipleship to Jesus Christ; to coordinate events that help to enhance a sense of community.
7. Social Ministry: To provide leadership to the congregation in the areas of social and charitable concerns and to recommend programs for action.
8. Property: To work to ensure the care and maintenance of all property owned by the congregation and to develop a comprehensive plan for beautification and improvement of all church property; to appoint a cemetery committee which shall report to the property board and will work to ensure the care and maintenance of all cemeteries owned by the congregation.
9. Our Redeemer's Women's Executive Board: To transact the necessary business for the general body of Our Redeemer's Women and to serve as a liaison between the Congregation Council and the Our Redeemer's Women.
10. Trust Fund Board: To administer the Our Redeemer's Trust Fund with the duties, responsibilities and obligations as set forth in the Resolution Establishing Our Redeemer's Lutheran Church Trust Fund, as amended.

B. Election and Terms.

The members of each of the boards, except the Our Redeemer's Lutheran Church Women, shall be elected by the congregation at its annual meeting from among the voting members presented as candidates for the positions by the nominating committee. Any fifteen (15) voting members of the congregation may nominate additional candidates by a written petition which is signed by all of the petitioners and is filed with the Secretary of the congregation not less than twenty (20) days prior to the date of the annual meeting. In the year 2008, the congregation shall elect five members to each board, with the exception of the Trust Fund Board, for which seven members shall be elected. Of these five, two shall be elected for a one (1) year term, two shall be elected for a two (2) year term and one shall be elected for a three (3) year term. Thereafter, all members shall be elected for three (3) year terms. A person may not serve more than two (2) successive terms on the same board. No person shall serve on more than one board at any one time. No person shall serve as a voting member of a board if he/she is a salaried person of the congregation, full or part-time whose duties fall under the auspices of said board. In the event that a vacancy occurs because no candidate is presented for a position, or a vacancy later occurs, the Congregation Council shall fill such vacancy for the remainder of the term. If the unexpired term is one (1) year or less, it shall not be considered in determining eligibility for succession. The Our Redeemer's Women shall be governed by its own Constitution and By-laws.

- C. As soon as practicable following election, each board shall elect from its members a person to serve as chairperson of the board for a one year term

- D. Any member of a board who is absent without valid excuse from two regular meetings shall be consulted by the president of the congregation; if the member is absent from three regular meetings without valid excuse the Congregation Council may declare the office vacant.
- E. Each board shall recommend to the Congregation Council matters of policy that fall under its purview.
- F. Each board shall appoint one of its members as secretary to keep minutes of all meetings.
- G. Each pastor shall be a non-voting ex officio member of all boards.
- H. Each board shall meet no less than six (6) times per year.

Part VI – Committees

- A. Formation. The Congregation Council shall form committees of the congregation by appointing voting members of the congregation to serve thereon. Unless otherwise prescribed herein, the Congregation Council shall determine the terms of service for members of each committee. Each pastor shall be a non-voting ex officio member of each committee.
- B. Nominating Committee.
 - 1. The Congregation Council shall, no less than six months prior to the annual meeting of the congregation, appoint five (5) persons to serve as the Nominating Committee for a one year term.
 - 2. The Nominating Committee shall, in consultation with the board chairs and officers of the congregation, nominate at least one person for each office to be filled by the congregation at the next annual meeting.
- C. Auditing Committee.
 - 1. After the annual meeting of the congregation the Congregation Council shall appoint an Auditing committee of not less than three (3) nor more than five (5) members to serve a one (1) year term. The Treasurer of the congregation shall serve as a member of the Auditing committee.
 - 2. The Auditing Committee shall audit the fiscal records of the congregation and report its findings in writing to the annual meeting. Such audits shall include examination of existing insurance coverage. The Auditing Committee shall also provide oversight of the financial affairs of the congregation and shall provide reports thereof, along with its recommendations, to the Congregation Council.
- D. Health Ministry Team.

1. The Health Ministry Team will work with the Parish Nurse in seeking to promote wellness of body, mind and spirit. It will provide information to raise the health awareness of the church community through a variety of means. The team will work to support, encourage and advise the Parish Nurse in her/his various roles.

E. Addiction Ministry Team.

1. The Addiction Ministry Team (Grace Partners) will help the congregation address alcohol, tobacco, drug abuse, gambling and other addictions through a specialized ministry team. This ministry will provide individuals and families with education in prevention and intervention, as well as recovery and support.

F. Personnel Committee.

1. The Personnel Committee shall carry out the obligations of the congregation as an employer at assist and support the Congregation Council in carrying out its responsibilities.
2. The Personnel Committee shall develop and administer general personnel policies, will work with all parties involved to be sure that lines of authority are clear and that employees are enabled to carry out those aspect of ministry that have been entrusted to them.

G. Mutual Ministry Committee.

1. The Mutual Ministry Committee shall endeavor to facilitate strong and nurturing relationships, and mutual dialogue, between the congregation, pastors and staff.

H. Ad Hoc Committees.

1. In addition to the above named committees, the Congregation Council may appoint ad hoc committees which shall serve at the pleasure of the Congregation Council for a specific purpose and shall not exist for more than one year without annual council approval.

Part VII – Parish Records.

- A. The records of the congregation shall be and remain the property of the congregation. The pastor shall be responsible for the maintenance of the records, except as otherwise provided herein. Upon the termination of their service to the congregation, they shall have brought the records up to date prior to their departure. The records shall consist of:
1. The roster of baptized, confirmed and voting members.
 2. The ministerial acts performed by the pastor.
 3. The minutes and reports of the synod and handbook of the Evangelical Lutheran Church in America.

4. The minutes of the meetings of the congregation and the Church Council, for which the secretary of the congregation shall be responsible. The minutes of the annual meeting shall be reviewed for the record by the Church Council at the first regular meeting following the annual meeting.
 5. The financial records of the congregation, for which the treasurer of the congregation shall be responsible.
- B. The pastors shall report to the secretary of the Evangelical Lutheran Church in America such statistics as may be requested and shall annually report to the congregation a summary of their ministerial acts.
- C. Should the congregation be dissolved, the official records of the congregation shall be deposited in the archives of the Evangelical Lutheran Church in America or its successor.