

# Mount Olive Lutheran Church Proposed Bylaws

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“As each has received a gift, use it to serve one another, as good stewards of God’s varied grace: whoever speaks, as one who speaks oracles of God; whoever serves, as one who serves by the strength God supplies – in order that in everything God may be glorified through Jesus Christ. To Him belong glory and dominion forever and ever. Amen.” (1 Peter 4:10-11)

## 1. Voters’ Assembly

- a. Role in church leadership: The Voters’ Assembly shall govern all affairs of the congregation. The Voters’ Assembly shall:
  - i. Elect the members of the Governing Board
  - ii. Delegate to the Governing Board the authority to act for the congregation between meetings, except as specifically outlined in the Constitution
  - iii. Receive reports on the activities of the congregation
  - iv. Approve the budget for the coming year
- b. Meetings and Notice: Meetings of the Voters’ Assembly shall be held annually as determined by the Governing Board. The meetings shall follow the printed agenda and be opened with a scripture reading, prayer or topic and adjourned with prayer. Meetings shall be conducted in accord with Robert’s Rules of Order, except as otherwise provided in the Constitution and By-Laws. Members of the congregation may submit topics to the Governing Board for inclusion in the printed agenda prior to the printed meeting announcement. Printed notice of each meeting shall be given to each voting member not less than two weeks prior to the meeting.
- c. Special Meetings: Special Meetings of the Voters’ Assembly may be called by the President, Senior Pastor, a majority of the Governing Board, or a petition of 25 members of the Voters’ Assembly. Discussions of the special meetings shall be limited to the subjects for which the meetings are specifically called unless the voters determine otherwise.
- d. Quorum: A quorum shall consist of 25 voting members.
- e. Voting: Voting shall be held in accordance with the procedures outlined in the Constitution. Any member wishing to cast a vote must be present to vote.

## 2. Governing Board

- a. Role in church leadership: The governing board is responsible for the overall policy and direction of Mount Olive Lutheran Church and has the fiduciary responsibility to accomplish desired goals. However, the responsibility of the day-to-day operations is delegated to the Mount Olive Lutheran Church staff and committees. The board shall consist of 12 voting members (one voting member serves as the Chairman of the Board of Elders) and 2 non-voting advisors: the Senior Pastor and the Operations Manager. The board receives no compensation other than reasonable expenses.
- b. Terms of Office: All board members shall serve three-year rotating terms so that only 4 board members are replaced each year. All terms begin on January 1<sup>st</sup> and end on December 31<sup>st</sup>. Board members may serve at most two consecutive terms for a total of 6 consecutive years on the board.

- c. Board Elections: Board members shall be elected or re-elected at the annual Voters' Meeting. Candidates will be elected to the Governing Board by simple majority through a secret ballot. The governing board shall select the officers from its membership at the January Board Meeting.
- d. Election Procedures: A Nominating Committee shall be responsible for nominating a slate of prospective board members representing the diversity of the congregation. The slate of nominees shall be published and distributed with the meeting announcement not less than two weeks prior to the annual meeting. In addition, at any time a congregation member can nominate a candidate to the slate of nominees with the permission of the candidate.
- e. Officers and Duties: There shall be four officers of the board, consisting of a President, Vice-President, Secretary and Treasurer. Their duties are as follows:
  - i. President: The President shall convene regularly scheduled board meetings and Voters' Assembly meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-President, Secretary and Treasurer.
  - ii. Vice President: The Vice-President shall chair committees on special subjects as designated by the board.
  - iii. Secretary: The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that the church office receives a copy of all approved meeting minutes.
  - iv. Treasurer: The Treasurer shall ensure the proper receipt, accounting, and disbursements of church funds within established church policies and prepares or causes to be prepared, financial reports to be presented to the board and the congregation. The Treasurer, along with church staff, works to ensure a high level of fiscal integrity over the financial affairs of the Church and serves as ex-officio member to all financial related committees and ministry teams.
- f. Vacancies: When a vacancy on the board exists mid-term, the Secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.
- g. Resignation, termination, and absences: Resignation from the board must be in writing and received by the Secretary. A board member shall be terminated from the board due to excess absences or by other reasons by a three-fourths vote of the remaining board members.
- h. Meetings and Notice: The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least one week in advance. Any member of the congregation shall be welcome to attend any board meeting.
- i. Special Meetings: Special meetings of the board shall be called upon the request of the President, or one-third of the board. Notices of special meetings shall be sent out by the Secretary to each board member at least one week in advance.
- j. Quorum: At least nine voting board members must be present for business transactions to take place and motions to pass.

### **3. Board of Elders**

- a. Role in Church Leadership: The Board of Elders shall be formed for the purpose of assisting the Pastoral staff in the administration of Word and Sacrament, the spiritual care and Christian maturity of the congregation, and the application of Scripturally sound doctrinal practice (See Constitution, Article III) in public worship and Christian education (e.g. Confirmation, Sunday School, ECEC, Vacation Bible School, etc.) at Mt. Olive.
- b. Terms of Office: The chairman of the Board of Elders shall be elected by the Voters' assembly for a term of three (3) years. The Chairman of the Board of Elders shall serve as a voting member of the Governing Board.
- c. Appointments: Members of the Board of Elders shall be appointed by the elected chairman of the Board of Elders, in consultation with the Senior Pastor, and with the approval of the Governing Board. Members of the Board of Elders shall be appointed for a term of no less than 2 years.
- d. Qualifications: Qualifications for appointment to the Board of elders are:
  - i. Male congregation members in good standing who have generally demonstrated Scriptural qualities described in 1 Timothy 3, and Titus 1:5-9
  - ii. Members who show a commitment to the success of the congregation, the Pastors, and the Staff
  - iii. Members who are "Faithful, Available, and Trainable"
- e. Resignation, termination, and absences: Resignation from the board must be in writing and received by the Chairman of the Board of Elders. A board member shall be terminated from the board due to excess absences or by other reasons by a three-fourths vote of the remaining board members.

#### **4. Committees/Ministry Teams**

- a. Committee/Ministry Team Formation: The Governing Board may create and dissolve committees and ministry teams as needed. The board president appoints all committee chairs and may serve as an ex-officio member of any committee. The Senior Pastor may also serve as an ex-officio member of any committee.

#### **5. Director Liability and Indemnification**

- a. Mount Olive Lutheran Church may indemnify and hold harmless, to the fullest extent allowed by law, any person who at any time serves or has served as a board member, officer, employee or other agent of this corporation. To be eligible for indemnification, the person's conduct shall conform to the strictures of COLO. REV. STAT. §7-129-102 (as it may be amended from time to time), to wit: the person's conduct shall have been made in good faith, in the reasonable belief that his or her conduct was not opposed to the corporation's best interests, and, in the case of a criminal proceeding, that the person had no reasonable cause to believe that the conduct was unlawful. The extent of the indemnification of the person may include, at the discretion of the Governing Board: (a) reasonable expenses, including reasonable attorneys' fees, actually incurred by such a person in connection with any threatened, pending or completed action, suit or proceedings and any appeal thereof, whether civil, criminal, administrative or investigative, seeking to hold such person liable by reason of the fact that such a person is or was acting in such capacity; and (b) reasonable payments made by such person in satisfaction or any judgment, money decree, fine, penalty or settlement for which such a person may have become liable in any such action, suit or proceeding.
- b. The congregation shall have the power, by resolution of the Governing Board, to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the

congregation against any liability asserted against and incurred by such a person in or arising from such capacity, whether or not the congregation would otherwise be required to indemnify the person against the liability.

## **6. Endowment**

- a. The Congregation shall establish and maintain an Endowment Fund. The Governing Board shall establish and maintain an Endowment Committee.
- b. The Endowment Committee will invest and manage all major gifts and bequests (remainder interests and special gifts) received by the Endowment Fund. The Endowment Committee will be responsible for all disbursements of Endowment Funds, subject to the approval of the Voters.
- c. The Endowment Committee will consist of five managers elected by the voters at the annual Voters' meeting along with the president of the governing board and the Senior pastor.
- d. Income from the Fund may be distributed as outlined in the Mount Olive Financial Standard Operating Procedures.

## **7. Fiduciary Responsibilities**

- a. Contracts: The Governing Board may authorize the Senior Pastor or any Officer or Officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the congregation, and such authority may be general or confined to specific instances.
- b. Loans: No loans shall be contracted on behalf of the congregation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Governing Board and in accordance with Article VIII B of the Constitution. Such authority may be general or confined to specific instances.

## **8. Amendments**

- a. These bylaws may be amended when necessary by two-thirds majority of the Voters' Assembly. Proposed amendments must be submitted to the Secretary of the Governing Board to be sent out with regular Voters' Meeting announcements.

## **9. Additional Documents**

- a. These Bylaws document the governing structure of Mount Olive Lutheran Church. Additional documentation is included in the Constitution, the Board Policies Manual, the Risk Management Procedures, the Standard Operating Procedures, and the Personnel Policy Manual.