

BY-LAWS

Preamble

These by-laws were adopted by the Congregation of the Evangelical Lutheran Church Zion in Middletown, Maryland at a duly convened congregational meeting held on (xxxx xx, 2020). These by-laws complement and provide additional governmental guidance as outlined in the Church Constitution which was also adopted on (insert date). If there is any conflict between the Church Constitution and the By-Laws, the Constitutional provisions shall control.

ARTICLE 1 THE PASTOR

SECTION 1-- The Congregation Council shall, after consulting with the Bishop of the Delaware-Maryland Synod, cause an ad hoc committee to be formed for the purpose of selecting a pastor to be presented to the Congregation for the issuance of a call. The ad hoc Call Committee shall exist until either a Pastor is duly called by the Congregation or is dissolved by the Congregation Council.

SECTION 2--The Pastor shall keep accurate records of all ministerial acts in the "Parish Register" provided by the congregation for that purpose, which records shall be and remain the property of the congregation. The Pastor shall attend all meetings of the Congregation, executive committee and the Council. The Pastor shall make an annual report of these records to the congregation and to the Synod and shall also be the custodian of the official seal.

SECTION 3--It is the Pastor's sacred duty to conduct himself or herself that his or her life shall be to his or her congregation an example of true Christian character; and should the Pastor of this Church at any time be guilty of conduct unbecoming the office, it shall be the duty of the Congregation Council to encourage him or her to reform and if this should prove ineffective or if the case be such as to bring disgrace upon the Church then the Congregational Council may bring the matter to the attention of the Bishop of the Synod.

SECTION 4--If the Pastor desires to resign, his or her resignation shall be presented first to the Congregation Council which shall, in turn, present it to the congregation with proper recommendations.

ARTICLE 11 CONGREGATION COUNCIL OFFICERS

SECTION 1--At the meeting following the Annual Congregation meeting the Congregation Council shall elect for a term of one year a President, Vice President and Secretary and select a Treasurer and Financial Secretary. The President, Vice President and Secretary shall be members of the Congregation Council. The Financial Secretary and the Treasurer shall be accorded the privilege of voice without vote in the meetings of the Congregation Council.

SECTION 2--The Pastor is a member of the Executive Committee along with the President, Vice President and Secretary.

SECTION 3—The President shall preside at all meetings of the Congregation, executive committee and the council, represent the congregation in matters of business, write the annual report of all council activities for the annual meeting, and uphold the constitution and by-laws and ensure policies are being followed. The President's primary duties also include, as the lay leader of the Congregation and Council, addressing and resolving issues as

they arise both to prevent problems and minimize and resolve problems as they may arise. In doing so, the President shall advise and support council members in working together to address such issues. The President will make decisions for referring matters to other appropriate parties, including but not limited to Synod, in instances where council or the congregation have engaged in extensive deliberations without reaching a solution and additional expertise is required.

SECTION 4—The Vice President shall actively aid the President in administration of office, participate as a member of the Finance Committee, serve as the liaison to the Property Committee, and actively assist the committees with establishing and managing their goals. The Vice President will work with staff members to periodically assist in communicating council activities and accomplishments.

SECTION 5 --The Secretary shall keep accurate minutes of all meetings of the congregation and the Congregation Council in a volume (including digital copy) provided by the congregation which shall be preserved permanently in the archives of the congregation. The Secretary will work with the Treasurer and the Pastor to ensure timely filing of the congregation's annual report., sign the letter of call for rostered staff at the time of a call meeting, and carry out correspondence on behalf of the council and the congregation as directed.

SECTION 6--The Financial Secretary shall oversee and participate in counting the offerings, oversee and participate in creating and depositing receipts, ensure that two non-related persons are always present for all counting procedures, and provide periodic and annual statements to the contributors for tax reporting Records for all monies received will be submitted to the Treasurer.

SECTION 7--The Treasurer shall serve as financial officer of the congregation, provide oversight of the financial secretary duties and responsibilities, perform or oversee all bookkeeping functions and assist in the preparation of the annual budget. The Treasurer shall make a report of the financial condition of the Church showing receipts and disbursements, assets and liabilities, which shall be audited by the Audit Committee. Monthly financial reports will be submitted to the Congregation Council. Records used in all transactions remain the property of the congregation. The fiscal year of this congregation shall begin the first day of January and end the last day of December. A report of the actual budget and financial accounting for the fiscal year shall be provided to the Congregation at its annual meeting in the following year.

ARTICLE 111 CONGREGATION COUNCIL ELECTIONS

SECTION 1--A Nominating Committee for new Congregation Council members shall be appointed annually by the Congregation Council. The committee shall consist of at least 4 but not more than 6 members from the congregation at large. The Chairperson will be appointed by the Executive Committee and approved by the Congregation Council.

SECTION 2--The Nominating Committee will submit the names of at least 4 consenting candidates for vote at the annual meeting. The committee's list of candidates will be submitted to the Congregation Council at their December meeting. These names, if approved, will be published in the following Sunday's bulletin. Additional nominations from the congregation may be submitted to the Secretary of the Congregation Council in writing and will be accepted until midnight, December 31. Written consent must be obtained from additional candidates by the person making the nomination. In addition, nominations may be made from the floor during the Congregation meeting.

SECTION 3--The four persons having the highest number of votes shall be declared elected. Should any two or more persons have an equal number of votes, the decision shall be made by immediate further balloting.

SECTION 4--If a council member resigns, leaves the congregation, or is deceased, the Congregation Council members will submit replacement names and by written vote determine the replacement and agree to the term of service.

ARTICLE IV CONGREGATION MEETINGS

SECTION 1--The Annual Congregation Meeting shall be held the fourth Sunday in January or the first Sunday in February at a time specified by the Congregation Council. If inclement weather, the meeting will be rescheduled for the following Sunday.

SECTION 2--The Congregation Council shall plan for the Annual Congregation Meeting and determine the order of business to be submitted for adoption.

SECTION 3--At the Annual Congregation Meeting, the Pastor, the Financial Secretary, and the Treasurer of the Congregation shall each submit a written report. The Congregation Council, each organization within the Congregation, and the Cemetery Board of Managers shall also submit a written report.

ARTICLE V STANDING COMMITTEES

SECTION 1--The Executive Committee consists of the President, Vice President, and Secretary of the Congregation and the Pastor.

SECTION 2--At the first meeting each year, the Congregation Council shall confirm that a Council representative will work with the standing committees to assist in setting new goals. Membership rosters will be updated from each of the standing committees by the Council representative and submitted to the President.

SECTION 3--The goals of all standing committees shall be subject for review by the Congregation Council annually to assure the goals are in alignment with the Congregation Council's goals. Additional reviews may be needed in changing environments and priorities to assure overall alignment.

SECTION 4--Monthly reports of standing committee activities shall be submitted to the Congregation Council. Issues requiring Congregation Council action should be highlighted.

SECTION 5--There shall be a Committee on Church Property. This Committee shall provide for the proper maintenance and protection of all property to include all technology, equipment both real and personal along with intellectual property of the Congregation and shall submit requests for repairs not within the current budget to the Congregation Council for approval.

SECTION 6-- There shall be a Committee on Safety and Security to evaluate risks to the congregation and to enact new processes, equipment, personnel actions and technologies to improve the safety of the congregation.

SECTION 7--There shall be an Altar Guild Committee which prepares chancel for worship, baptisms, weddings, funerals and communion. They are responsible for decorating the Church at Christmas and Easter, ordering Easter lilies and Christmas poinsettias and delivery of flowers to the homebound.

SECTION 8--There shall be a Historical Preservation Committee that digitizes historical facts about Zion and its Pastors working in conjunction with other Middletown town and non-profit organizations. The Committee provides for genealogical research and tours of Zion.

SECTION 9--There shall be a Prayer Team Committee that meets on a weekly basis to pray for individuals in need, our leaders, Zion's future and God's direction.

SECTION 10--There shall be a Welcome and Engagement Committee that has the responsibilities to engage new members, prior members and inactive members. They are responsible for reaching out to members who are shut in. The Committee is responsible for updating the website, social media and advertising events.

SECTION 11--There shall be a Committee on Outreach, having responsibility for recruiting new members, reactivating inactive members, zoning of members, annual classification of members, integrating new members into the life of the Congregation and stimulating and directing the Congregation in a program of personal evangelism.

SECTION 12--There shall be a Finance Committee. If the Treasurer is not a member of the Finance Committee, he or she shall have the right to a seat and voice in its sessions. Its duty shall be to prepare the annual budget of the congregation for the succeeding year and to provide ways and means for the gathering of the needed funds in a scriptural and systematic way. The full benevolence budget apportioned by the Synod shall be included in the annual budget. The Committee shall see that the financial affairs of the congregation are conducted efficiently, giving special attention to the prompt payment of bills and to the regular forwarding of benevolence monies to the Synodical Treasurer. The Committee shall, subject to the approval of the Congregation Council, be responsible for the congregation's investments and insurance program and shall also provide for the annual auditing of the accounts of the Treasurer of the Congregation, of its Financial Secretary, and of the Secretary-Treasurer of the Cemetery Board of Managers.

SECTION 13--There shall be an Audit Committee of three voting members, two who are members of the Finance Committee. They shall be appointed annually by the Congregation Council and shall not be members of the Congregation Council. Neither the Treasurer nor Financial Secretary may be members of the Audit Committee. The Audit Committee will contract with an outside CPA firm no longer than every five years to conduct a financial audit. The Audit Committee will report directly to the Congregation.

SECTION 14--There shall be a Committee of Worship and Music. It shall be the duty of this Committee to assist the Congregation Council in seeing that the services of God's House are conducted properly and in accordance with the liturgy and traditions of the Church, that ushers are recruited, trained, and assigned, and that hymnbooks and other devotional helps are provided and properly cared for. It shall supervise the organization and promotion of choirs, be responsible for the care of musical instruments and choir vestments, and in consultation with the Pastor and Director of Music, provide music proper for the services of worship.

SECTION 15--There shall be a Committee of Christian Education. This Committee, in consultation with the church staff, shall have responsibility for the organization, promotion and supervision of the schools of the Congregation. It shall recommend the use of approved literature throughout the Congregation and seek to introduce the Church's periodicals and books of family devotion into the homes of the Congregation.

SECTION 16--There shall be a Committee on Generosity Stewardship of which the Financial Secretary shall be a member with voice and vote. The duties of this Committee shall be to promote the expression of the Christian faith in the daily life of the members; to inform them about the congregation's local, national and international ministries; to teach them the Christian use of money; and to lead them to higher levels of proportionate giving for the Lord's work. The Committee shall be responsible for the annual Stewardship Campaign and other congregational projects. This Committee also shall be responsible for administering the Mission Endowment Fund as created in this Congregation's Constitution at Article V section 5.05. This Committee's administration includes but is not limited to educating members of the Congregation on planned giving, obtaining significant gifts from members of the Congregation, and creating endowments which may be used for long-term mission outreach work.

SECTION 17--There shall be a Committee on Social Concerns having responsibility in the following areas:

- (a) Social Welfare--providing a Christian ministry through hospitals, child-care agencies, institutional chaplaincies, services to older people, using and aiding in both church and private welfare agencies.
- (b) Social Action—studying social conditions, local and national, helping individuals to bring the healing power of Christian truth to bear upon critical problems through discussion of facts and issues, followed by appropriate action.
- (c) Emergency Aid--bringing relief to members of the congregation and community regardless of their faith in times of special need.

SECTION 18--There shall be a Committee on Personnel Administration having the responsibility for filling vacant staff positions; coordinating yearly evaluations for church staff; making budgetary recommendations regarding staff salaries to the Finance Committee; serving as liaison between the congregation and church staff and supporting the Pastor's efforts to meet the needs of the congregation.

SECTION 19--There shall be a Committee of Christian Fellowship, having responsibility in the following areas:

- (a) Schedule and promote various fellowship events, such as banquets and church picnics.
- (b) Prepare and serve meals and refreshments at these events, and at other church sponsored events as required.

SECTION 20- There shall be a Committee of Mutual Ministry appointed by the Executive Committee and the Pastor. In the absence of a Mutual Ministry Committee the duties shall be performed by the Executive Committee. Terms of the office shall be two years with three new members elected after two years.

ARTICLE VI CEMETERY BOARD OF MANAGERS

SECTION 1--All lands and property owned by the Evangelical Lutheran Church Zion for burial purposes shall be placed under the administration of a Board of Managers.

SECTION 2--The Board of Managers shall be comprised of four non-Congregation Council members of the congregation in good standing and over 18 years of age and one member of the Congregation Council. Vacancies shall be filled for the unexpired term through the identical approval process as for the Manager.

SECTION 3--At its reorganization meeting which takes place ten days after the annual Congregation meeting, the Board shall submit for approval by the Congregation Council a Manager to serve for a term of four years, or until his or her successor shall be elected. Vacancies shall be filled for the unexpired term through the identical approval process for the Manager.

SECTION 4--Between the first and tenth of February each year the managers shall meet and organize by electing one of their number as Chairman and one as Secretary-Treasurer.

SECTION 5--The Board of Managers shall have power to make By-laws, rules and regulations for the government and management of the property in their charge, not inconsistent with this Constitution or the Constitution and Laws of this State. They shall have power to appoint such other officers, agents, and employees as they may consider necessary, to fix their duties, to provide for their payment; and may discharge any or all of them whenever they may deem it expedient to do so. They shall have power to designate the person, or persons, who in their judgement qualify to be entrusted with the digging and filling of graves, and the making of all kinds of excavations for burial purposes, as well as for foundations of all monuments, tombstones or other devices therein; they may prohibit the same from being done by any other person or persons. They shall lay out the grounds into burial lots, drives, and walks, and such other devices as shall to them seem proper. They shall cause all burial lots to be numbered, marked, or otherwise designated, and may dispose of them. Such lots when sold shall be for the purpose of burial only and shall not in any manner be subject to attachment, or execution for debt, or to public taxation of any kind, nor affected by the insolvent laws of the State. The burial plot of the owner, or owners, shall descend as real estate to their heirs, as may be devised by Will, or may be disposed of by the owner by sale, but only with the approval of the Board of Managers. The ownership of any lot so sold, and conveyed, shall in all respects have the same effect as any conveyance from said Corporation would have, if executed, acknowledged, and recorded as conveyances of real estate by the Laws of this State.

SECTION 6--The Board of Managers shall keep books in which shall be recorded their meetings and proceedings; the plot and plans of the grounds in their keeping and of the burial lots, walks, drives, and such other devices as they shall cause to be made; also an account of the sales, and transfers of lots, and the names and owners of the same; also all the By-laws, rules, and regulations of the Board. These books and proceedings therein recorded shall be evidence thereof in any Court in this State, even though the same is not recorded in the land records of Frederick County.

SECTION 7--Fifty percent of all income from the sale of burial lots will be used for perpetual care. The remaining fifty percent will be used for expansion purposes. Donations received will be placed into a Bequest Account. The Cemetery Board may use interest only from the Expansion and Bequest Accounts for operational expenses. The principal of these two accounts may not be used unless by Congregation Council approval for other needs. The Board of Managers may not exceed \$15,000 for purchase of equipment without the consent of the Congregation Council. The Secretary-Treasurer of the Board of Managers shall make a written report to the congregation at its regular Annual Meeting. The Secretary-Treasurer shall serve without receiving any compensation.

SECTION 8--The Board of Managers shall set apart a portion of the grounds under their control for the purpose of free burial therein, but the Board may designate the place therein at which any body shall be interred.

ARTICLE VII--AMENDMENTS

SECTION 1--Amendments to these By-laws may be made at a Congregation Meeting by a simple majority vote of the voting members of the congregation who are present, provided that they have been proposed in writing by at least five voting members at a preceding Congregation Meeting, or that they shall have been approved by the Congregation Council and submitted by it to the voting members of the congregation at least two weeks before a Congregation Meeting.

