

BYLAWS OF FIRST LUTHERAN CHURCH OF AITKIN, MINNESOTA



107 Second Street SE
Aitkin, Minnesota 56431

Congregation Adopted 1/26/2020
NE MN Synod Approved 2/14/2020

Governing Documents of First Lutheran Church of Aitkin, Minnesota

BYLAWS FIRST LUTHERAN CHURCH OF AITKIN, MINNESOTA

- Defines specific organizational structure, including the Congregation Council, Officers, and Duties and Responsibilities, and
- Operations of First Lutheran Church of Aitkin, Minnesota, not addressed in the Constitution.

CONSTITUTION FIRST LUTHERAN CHURCH OF AITKIN, MINNESOTA

- This Constitution defines the relationship between the Evangelical Lutheran Church in America® (ELCA) and First Lutheran Church Aitkin, Minnesota (FLC Aitkin, MN),
- This Constitution includes changes made subsequent to review of the ELCA Model Constitution for Congregations and Amendments adopted at the 2016 Churchwide Assembly.
- When a constitutional provision is mandatory in accordance with the ELCA, it will be preceded by an asterisk, “*C.”. Said provision must remain, unchanged, in this Constitution.
- This constitution includes certain bylaws and continuing resolutions as required by the ELCA. FLC Aitkin, MN has adopted additional bylaws and continuing resolutions as separate documents.
- Codification explanation: The three separate document that exist for FLC Aitkin, MN are this Constitution of FLC Aitkin, MN, the Bylaws of FLC Aitkin, MN, and the Continuing Resolutions of FLC Aitkin, MN, and are codified as follows:
 - Each *Constitution* provision is preceded by a capital “C.” There will be additional numbers following to identify sub-chapters, sub-sub-chapters, etc. (Example: C2.02)
 - Each *Bylaw* provision is preceded by a capital “B.” There will be additional numbers following to identify sub-chapters, sub-sub-chapters, etc. (Example: B1.02.01)
 - Each *Continuing Resolution* provision is preceded by capital “CR.” There will be additional numbers following to identify sub-chapters, sub-sub-chapters, etc. (Example: CR5.01.01)
- This document is consistent with the requirements of the constitutional governing documents of the ELCA’s churchwide organization and synods.

CONTINUING RESOLUTIONS FIRST LUTHERAN CHURCH OF AITKIN, MINNESOTA

- Provide terms and definitions,
- Identify duties & responsibilities of Congregation Council Officers,
- Specify requirements of Pastoral Leadership and Staff,
- Identify Committees (Administrative, Resource & Service),
- Identify Ministries, and
- Identify Task Groups.

Table of Contents

B1 Church Organizational Structure, Congregational Council, Officers, Duties, and Responsibilities 1

B2 Membership (C8.05.e.)..... 6

B3 Congregation Committees, Ministries, and Task Groups (C13.07) 7

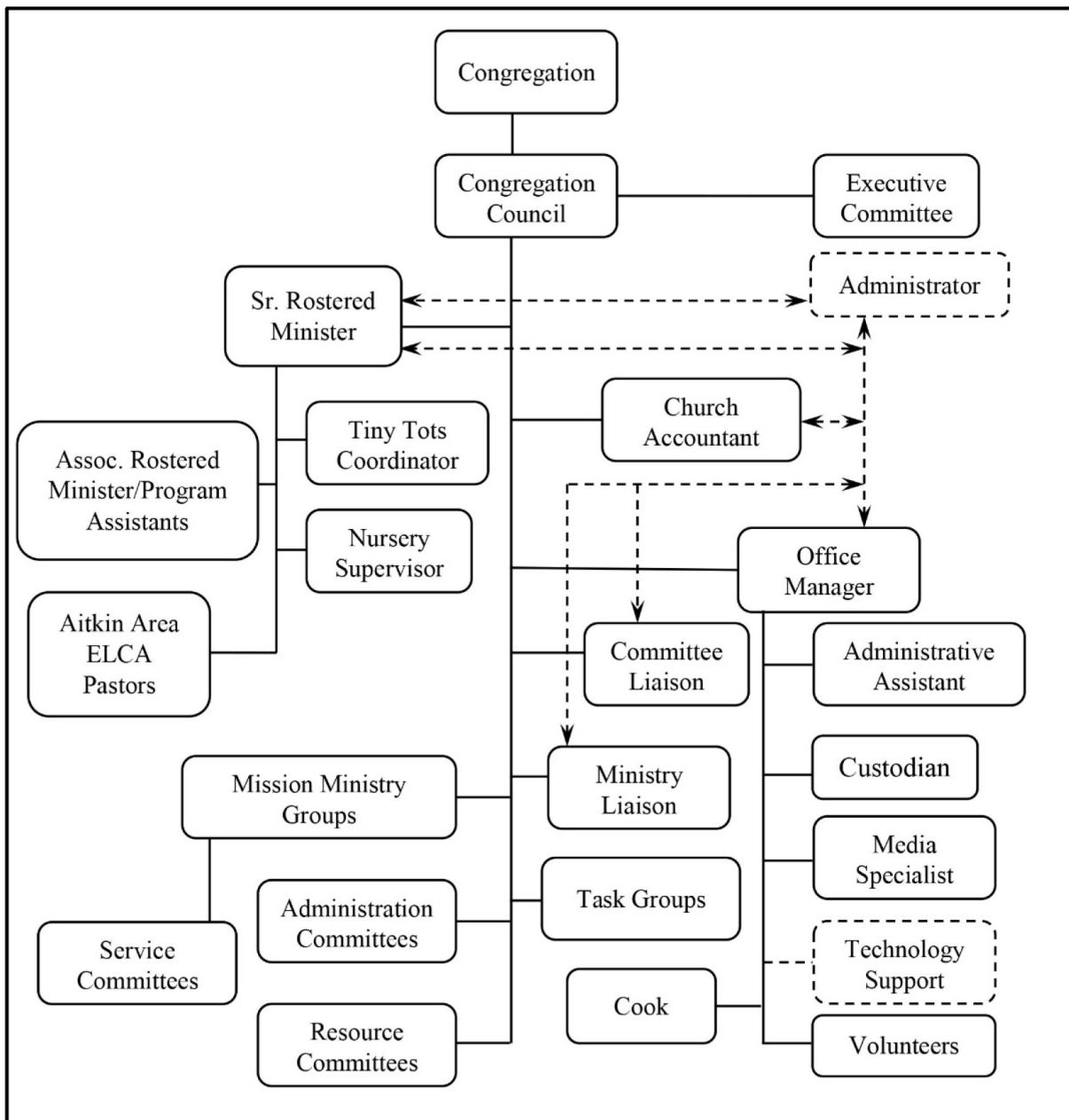
B4 Congregation Meeting (C10.01)..... 9

Appendix A..... 11

B1 Church Organizational Structure, Congregational Council, Officers, Duties, and Responsibilities

B1.01. Organizational Structure (*C4.04).¹

The organizational structure of First Lutheran Church of Aitkin, Minnesota, shall be represented by the following:



- (1) Mission Ministry, Committee, and/or Task Group liaison may be any individual appointed by the respective ministry, committee, or task group.
- (2) It shall be the duty of the liaison to regularly report mission ministry, committee, and/or task group activities to the Congregation Council, either verbally by attending regularly scheduled council meetings, or by providing written reports. Written reports are to be directed to the Church Office no less than 10 days prior to any

¹ See Appendix A for additional information regarding this organizational structure.

regularly scheduled council meeting. Further, it shall be the duty of the liaison to provide a written report annually for inclusion in the churchwide annual report to the congregation each calendar year.

- (3) If/when necessary liaison shall work collectively to resolve any issues (i.e. leadership, projects, conflicts, etc.). Only after liaison cannot reach a resolution collectively, the issue shall be brought before the entire Congregation Council for resolve.
- (4) The Congregation council shall assign a contact person for each mission ministry group.
- (5) Refer to the Continuing Resolutions of First Lutheran Church Aitkin, MN for the complete list of all Mission Ministries, Committees, and Task Groups.
- (6) Supplemental information regarding this organizational structure is added to Appendix A of this document.

B1.02. Congregation Council (C12.01).

B1.02.01 The voting membership of the Congregation Council shall consist of the Rostered Minister(s) and not more than twelve (12) members of the congregation. Any voting member of the congregation may be elected, subject only to the limitation on the length of continuous service permitted in that office. A member's place on the Congregation Council shall be declared vacant if the member a) ceases to be a voting member of this congregation or b) is absent from four successive regular meetings of the Congregation Council without cause. Consistent with the laws of the state in which this congregation is incorporated, the congregation may adopt procedures for the removal of a member of the Congregation Council in other circumstances.

B1.02.02 The adult members of the Congregation Council except the Rostered Minister(s) shall be elected by verbal or written ballot to serve for three (3) years or until their successors are elected. Adult members shall be eligible to serve no more than three full terms consecutively. Youth² members shall be elected by verbal or written ballot to serve for one (1) year or until their successors are elected. Youth members shall be eligible to serve no more than two full terms consecutively. These terms shall begin at the close of the annual meeting at which they are elected. When an individual completes a term vacated for any reason, said term completion shall not constitute a full term.

B1.02.03 Should a member's place on the Congregation Council be declared vacant, the Congregation Council shall elect, by majority vote, a successor to complete the vacant term.

B1.03 Officers of the Congregation Council (C11.01).

B1.03.01 The officers of this congregation shall be the same as the congregation council and shall be a President, Vice-President, Secretary, and Treasurer. The Officers of this congregation shall be elected annually by the Congregation Council at a meeting of the Congregation Council held immediately following each annual meeting of the members. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be.

B1.03.01(a) Officers shall be voting members of the Congregation Council.

B1.03.01(b) Officers shall be elected by verbal or written ballot and shall serve until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign or shall have been removed in the manner hereinafter provided.

B1.03.01(c) Their terms shall begin at the close of the meeting at which they are elected.

B1.03.01(d) No officer shall hold more than one office at a time.

2 Refer to CR1 Terms/Definitions regarding Youth.

B1.03.01(e) Any Officer elected or appointed by the Congregation Council may be removed by the Congregation Council by resolution, without cause, whenever in the Council's judgment the best interests of this congregation would be served thereby.

B1.03.01(f) A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Congregation Council for the unexpired portion of the term.

B1.03.02 The duties and responsibilities of the officers shall include, but not be limited to the following:

B1.03.02(a) The President shall:

B1.03.02(a)(i) Preside over all meetings of the Congregation Council, the Congregation and the Executive Committee;

B1.03.02(a)(ii) Enforce, to the best of his/her ability, the Constitution, Bylaws and Continuing Resolutions of the Congregation;

B1.03.02(a)(iii) Be welcomed at all committee/ministry meetings; and

B1.03.02(a)(iv) Endeavor to coordinate functions, plans, and activities of the Congregation in all its parts, for the furtherance of the work of Christ's Kingdom

B1.03.02(b) The Vice-president shall;

B1.03.02(b)(i) Act for and in the stead of the President in absence of the President;

B1.03.02(b)(ii) Attend meetings of the Executive Committee when they are called; and

B1.03.02(b)(iii) Be available for whatever duties and responsibilities the President shall assign.

B1.03.02(c) The Secretary shall;

B1.03.02(c)(i) Act for and in the stead of the President and Vice-president in their absence;

B1.03.02(c)(ii) Record the minutes of regular and/or specially called meetings of the Congregation and the Congregation Council and submit them for Council approval;

B1.03.02(c)(iii) Attend meetings of the Executive Committee when they are called and record the minutes and submit them to the Council for approval;

B1.03.02(c)(iv) Perform duties normally pertaining to the office, including the obligation to see that all notices are duly given in accordance with the Constitution or required by law; and

B1.03.02(c)(v) Be available for whatever other duties and responsibilities the President shall assign.

B1.03.02(d) The Treasurer shall;

B1.03.02(d)(i) Act as liaison to the Church Accountant;

B1.03.02(d)(ii) Act as liaison to the Finance Committee.

B1.03.02(d)(iii) Attend meetings of the Executive Committee; and

B1.03.02(d)(iv) Be available for whatever other duties or responsibilities the President shall assign.

B1.03.02(e) The officers of the congregation council shall constitute the Executive

committee.

B1.03.03 Executive Committee. The Executive Committee is commissioned by and responsible to the Congregation Council to function on behalf of the Congregation Council in matters of emergency and in interim periods between regularly scheduled Council meetings. The Executive Committee shall have and exercise the authority of the Congregation Council provided that such authority shall not operate to circumvent the responsibility and authority vested in the Congregation Council by the Constitution, Bylaws or Continuing Resolutions, and any action taken is to be re-affirmed by the Congregation Council at its first subsequent meeting.

- B1.03.03(a)** The Executive Committee shall be composed of the President, Vice-President, Secretary, and Treasurer of the Council and attended by the Pastor(s).
- B1.03.03(b)** The Chair of the Executive Committee shall be the President of the Congregation Council.
- B1.03.03(c)** The President, Vice-President, Secretary and Treasurer shall be elected in accordance with procedures set forth in the Bylaws of the organization.
- B1.03.03(d)** The duties and responsibilities of the Executive Committee shall include, but not be limited to the following:
 - B1.03.03(d)(i)** Meet to draw up an agenda for meetings of the full Congregation Council.
 - B1.03.03(d)(ii)** Make decisions on behalf of the full council as needed which cannot wait for the full council or on matters delegated to the Executive Committee by the Congregation Council.
 - B1.03.03(d)(iii)** Maintain effective communication with the committees of the organization.
 - B1.03.03(d)(iv)** Assist the Financial Secretary and the Finance Committee with the annual planning and budget process of the organization.
 - B1.03.03(d)(v)** Annually review the performance of the Pastor(s) according to the procedures outlined in §8.0 of the Personnel Policy of the organization. (The Pastor, along with the Executive Committee are responsible for the annual performance and compensation review of other staff.)
 - B1.03.03(d)(vi)** Respond to the call of the Council President or Pastor(s) for emergency meetings to deal with special problems between regular Council meetings.
 - B1.03.03(d)(vii)** Annually submit objectives as part of the planning and budgeting process.
 - B1.03.03(d)(ix)** Annually evaluate its work as a committee and the objectives it has committed itself to and report on same to the Congregation Council.
 - B1.03.03(d)(x)** Report to the Congregation Council at regular meetings of the Council in a manner determined by the Council.
- B1.03.03(e)** Each member shall become a recognized signatory on the organization's checking accounts and be available to co-sign checks as necessary.

B1.03.04 The Rostered Minister(s) shall attend all Executive Committee meetings, however, shall not be considered a member.

B1.04 Congregation Council, Duties and Responsibilities (C12.01).

B1.04.01 The Congregation Council shall have general oversight of the life and activities of this congregation, and in particular its worship life, to the end that everything be done in accordance with the Word of God and the faith and practice of the Evangelical Lutheran Church in America. The duties of the Congregation Council shall include, but may not be limited to the following:

- B1.04.01(a)** To lead this congregation in stating its mission, to do long-range planning, to set goals and priorities, and to evaluate its activities in light of its mission and goals.
 - B1.04.01(b)** To seek to involve all members of this congregation in worship, learning, witness, service, and support.
 - B1.04.01(c)** To oversee and provide for the administration of this congregation to enable it to fulfill its functions and perform its mission.
 - B1.04.01(d)** To maintain supportive relationships with the rostered minister(s) and help them annually to evaluate the fulfillment of their calling.
 - B1.04.01(e)** To be examples individually and corporately of the style of life and ministry expected of all baptized persons.
 - B1.04.01(f)** To promote a congregational climate of peace and goodwill, and, as differences and conflicts arise, to endeavor to foster mutual understanding.
 - B1.04.01(g)** To arrange for pastoral service during the sickness or absence of the pastor.
 - B1.04.01(h)** To emphasize partnership with the synod and churchwide organization of the Evangelical Lutheran Church in America as well as cooperation with other congregations, both Lutheran and non-Lutheran, subject to established policies of the synod and the Evangelical Lutheran Church in America.
 - B1.04.01(i)** To recommend and encourage the use of program resources produced or approved by the Evangelical Lutheran Church in America.
 - B1.04.01(j)** To seek out and encourage qualified persons to prepare for the ministry of the Gospel.
- B1.04.02** The Congregation Council shall be responsible for the financial and property matters of this congregation.
- B1.04.02(a)** The Congregation Council shall be the board of trustees/directors of this congregation, and as such shall be responsible for maintaining and protecting its property and the management of its business and fiscal affairs. It shall have the powers and be subject to the obligations that pertain to such boards under the laws of the State of Minnesota, except as otherwise provided herein.
 - B1.04.02(b)** The Congregation Council shall not have the authority to buy, sell, or encumber real property unless specifically authorized to do so by a meeting of the congregation.
 - B1.04.02(c)** The Congregation Council may enter into contracts of up to \$5,000 for items not included in the budget.

- B1.04.02(d)** The Congregation Council shall prepare an annual budget for adoption by this congregation, shall supervise the expenditure of funds in accordance therewith following its adoption, and may incur obligations of more than \$5,000 in excess of the anticipated receipts only after approval by a Congregation Meeting. The budget shall include this congregation's full indicated share in support of the wider ministry being carried on in partnership with the synod and churchwide organization.
- B1.04.02(e)** The Congregation Council shall ascertain that the financial affairs of this congregation are being conducted efficiently, giving particular attention to the prompt payment of all obligations and to the regular forwarding of benevolence monies to the synodical treasurer.
- B1.04.02(f)** The Congregation Council shall be responsible for this congregation's investments and its total insurance program.
- B1.04.02(g)** The Congregation Council shall provide for an annual review of the audit report prepared by the Audit Committees in concert with the Church Accountant and the Finance Committee.
- B1.04.03** The Congregation Council shall see that the provisions of this Constitution, its Bylaws and its Continuing Resolutions are carried out.
- B1.04.04** The Congregation Council shall provide for an annual review of the membership roster.
- B1.04.05** The Congregation Council shall be responsible for the employment and/or supervision of the salaried lay workers of this congregation in accordance with Bylaw B1.01 Organizational Structure.
- B1.04.06** The Congregation Council shall submit a comprehensive report to this congregation at the annual meeting.
- B1.04.07** The Congregation Council shall normally meet once a month. Special meetings may be called by the rostered minister(s) or the president, and shall be called by the president at the request of at least one-half of its members. Notice of each special meeting shall be given to all who are entitled to be present.
- B1.04.08** A quorum for the transaction of business shall consist of a majority of the members of the Congregation Council, including the rostered minister(s) or interim rostered minister, except when the rostered minister(s) or interim rostered minister requests or consents to be absent and has given prior approval to the agenda for a particular regular or special meeting, which shall be the only business considered at that meeting. Chronic or repeated absence of the rostered minister(s) or interim rostered minister who has refused approval of the agenda of a subsequent regular or special meeting shall not preclude action by the Congregation Council, following consultation with the synodical bishop.
- B1.04.09** The Congregation Council and its committees may hold meetings by remote communication, including electronically and by telephone conference, and, to the extent permitted by state law, notice of all meetings may be provided electronically.

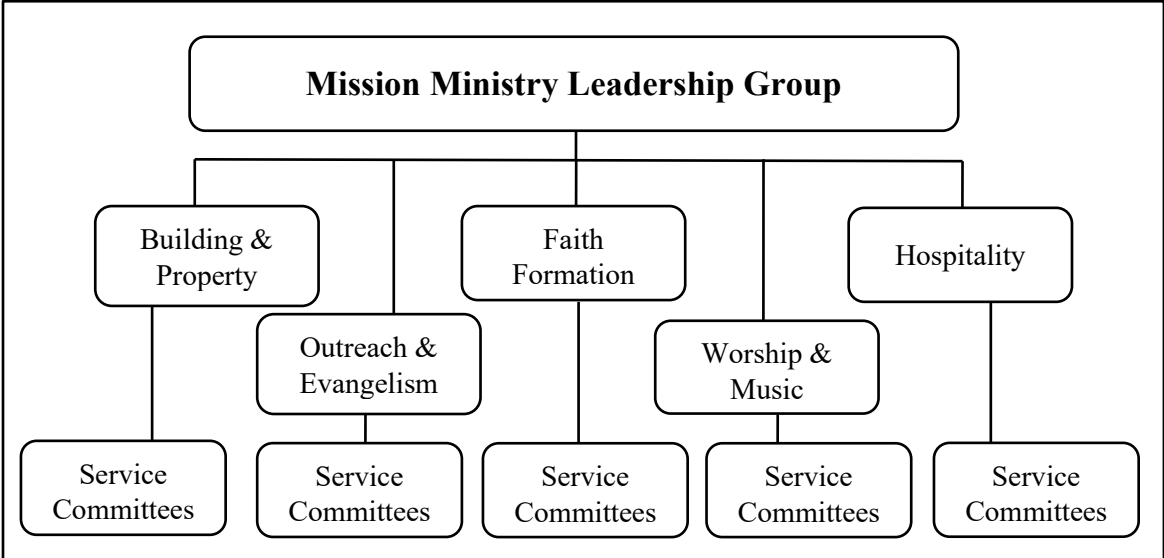
B2 Membership (C8.05.e.)

- B2.01.** Members who move away shall be encouraged to transfer their membership. Any member in good standing desiring to change membership to another congregation shall, upon request, be entitled to a letter of transfer by the Pastor and/or Congregation Council.
- B2.02.** A member of this Congregation who has not communed and made a contribution of record

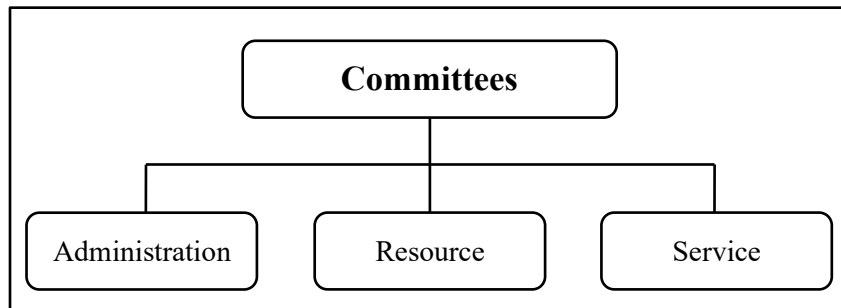
during the current and preceding year shall be considered inactive. Any member who shows no interest in attending church services, or fails to partake of communion, or fails to contribute in accordance with the Continuing Resolutions and the records kept by First Lutheran Church of Aitkin, shall, by the judgment of the Congregation Council, lose the right to vote and voice, and shall no longer be counted in the active membership statistics of this Congregation. However, his/her name and record shall be kept on the responsibility list for a period of five years thereafter. Such individual shall be encouraged to participate in the congregational life or to transfer elsewhere. If he or she resumes activity within the specified period, he/she shall be restored to the active membership list, if not he/she shall be dismissed from the congregation and notified accordingly by the Congregation Council. If the individual requests to remain longer on the responsibility list, it shall be permissible if deemed reasonable by the Congregation Council. Such member may be contacted by the Pastor and/or one or more other members of the Congregation. If the member continues to be inactive for a period of six months after having received visits, his or her name shall be submitted to the Congregation Council for consideration of removal from the membership roll. A two-thirds majority of the members of the Congregation Council shall be required to terminate the individual's membership in this Congregation.

B3 Congregation Committees, Ministries, and Task Groups (C13.07)

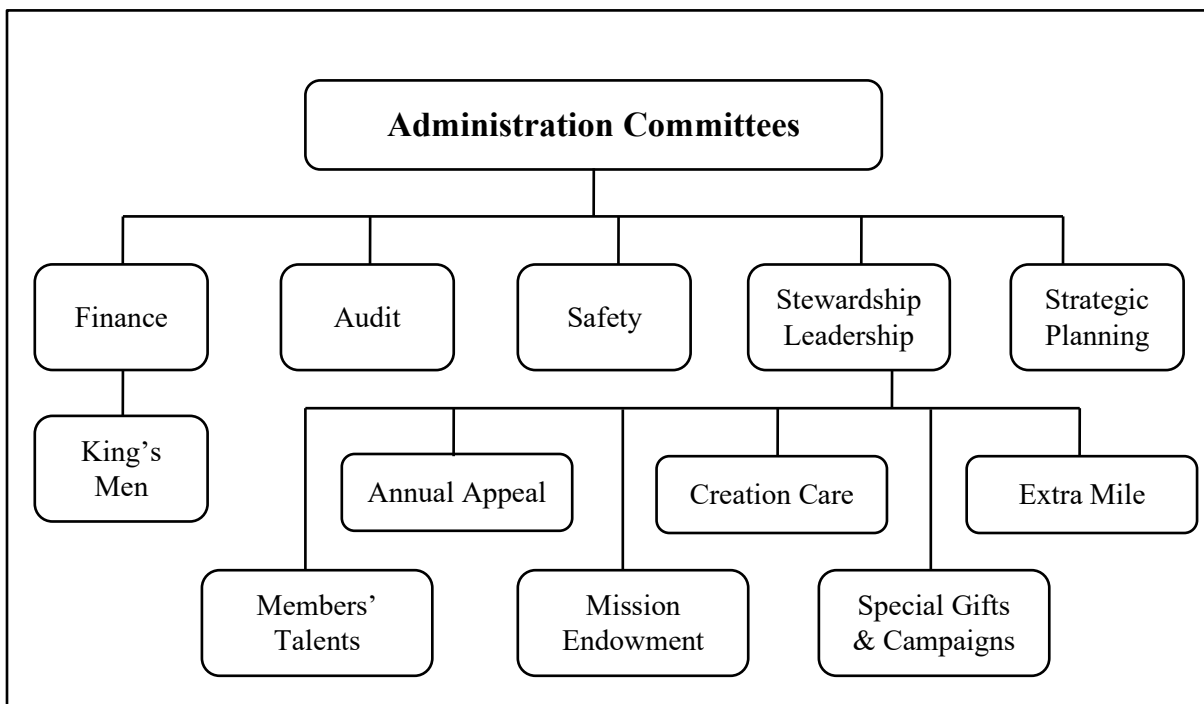
- B3.01** The Congregation Council shall prepare, with input from current members of the currently operating Committees, Ministries, and Task Groups, Continuing Resolutions establishing the Committees, Ministries, and Task Groups of First Lutheran Church of Aitkin, Minnesota. These Continuing Resolutions shall describe the duties and responsibilities of each Committee, Ministry, and Task Group.
- B3.02** The rostered minister(s) of this congregation shall be *ex officio* member(s) of all committees and ministries of the congregation.
- B3.03** Congregation Mission Ministries, Committees, and Task Groups may be formed/dissolved, as the need arises, by majority vote of the Congregation Council.
- B3.04** Mission Ministries shall each be a relational team that organizes a specific church ministry or mission focus, and shall be identified in one of five (5) groups: Building & Property, Faith Formation, Hospitality, Outreach & Evangelism, and Worship & Music.



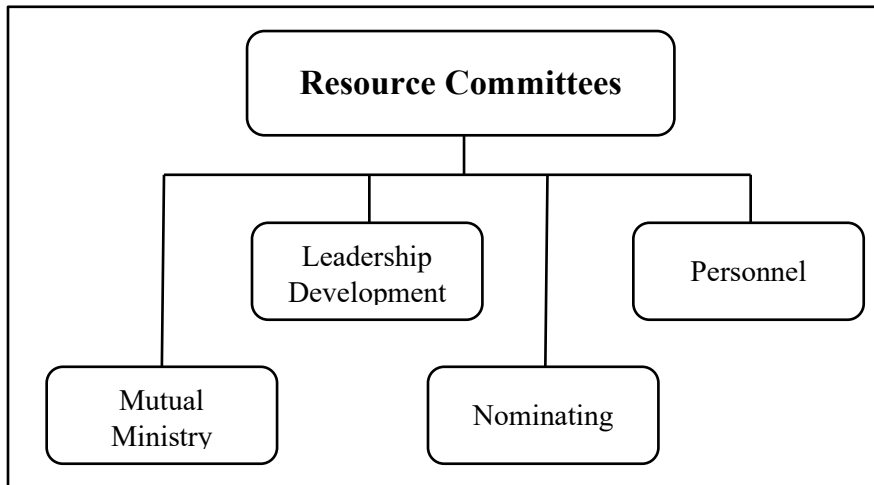
B3.05 Committees shall each be a group that conducts an ongoing specific support function or process and shall be identified as one of three (3) types of committee:



B3.05.01 Administration Committees shall be ongoing groups focused on administrative functions, such as, but not limited to Audit, Safety, Strategic Planning, and Stewardship Leadership. There may also be additional committees under these general headings as shown below:



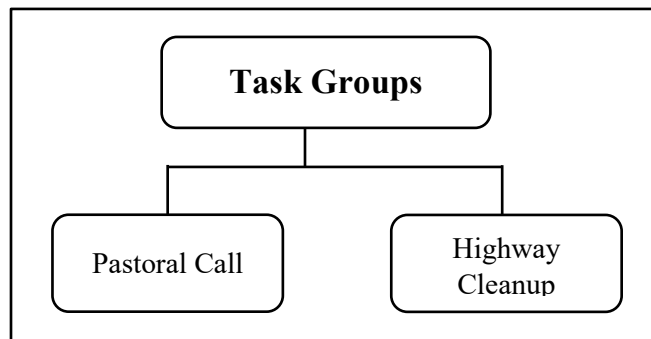
B3.05.02 Resource Committees shall be ongoing groups focused on the management of human and capital resources, such as, but not limited to, Finance, Leadership Development, Mutual Ministry, Nominating, and Personnel.



B3.05.03 Service Committees shall be ongoing groups to provide a specific function or support to the church mission ministries.

Refer to the illustration for B3.04 for Service Committees.

B3.06 Task Groups shall each be a group that focuses on a specific task, issue, or concern, often for limited time. Task groups include, but are not limited to Pastoral Call, King’s Men, and Highway Cleanup.



B4 Congregation Meeting (C10.01)

B4.01. The Annual Meeting of this congregation shall be held on a Sunday in January or February to be designated each year by the Congregation Council. All voting members of this Congregation shall be encouraged to attend and take part in this meeting.

B4.02. (C10.02) A special Congregation Meeting may be called by the Pastor, the Congregation Council, or the President of this congregation, or shall be called by the president of the congregation upon the written request of ten (10) percent of the voting members. The president of the Congregation Council shall call a special meeting upon request of the synodical bishop. The call for each special meeting shall specify the purpose for which it is to be held and no other business shall be transacted.

- B4.03.** (C10.03) Notice of all meetings of this congregation shall be given at the services of worship on the preceding two consecutive Sundays and/or by mail or electronic means, as permitted by state law, to all voting members at least 10 days in advance of the date of the meeting.
- B4.04.** (C10.04) Ten (10) percent of voting members shall constitute a quorum. The current roster of voting members shall be determined prior to each Annual Meeting.
- B4.05.** (C10.05.) Voting by proxy or by absentee ballot shall not be permitted.
- B4.06.** (C10.06.) All actions approved by the congregation shall be by majority vote of those voting members present and voting, except as otherwise provided in this constitution or by state law.
- B4.07.** (C10.07.) *Robert's Rules of Order*, latest edition, shall govern parliamentary procedure of all meetings of this congregation.
- B4.08.** The filing of a Notice of Intent to Make a Motion (NITMAM). Before making an allowable motion at any annual or special meeting of the congregation, the intended maker of the motion must file, not less than 10 days in advance of the meeting, a NITMAM. At the discretion of the meeting leader, only said motions may be allowed at the meeting.
- B4.09.** During any Annual or Special Meeting of the congregation, it shall be the discretion of the Presiding Officer to limit the duration of any discussion as follows:
- a. Any topic to not more than ten (10) minutes,
 - b. Any individual to not more than two (2) minutes.
- B4.10.** The order of business at the Annual Meeting shall be:
- a. Call to Order
 - b. Approval of Agenda
 - c. Consent Agenda
 - d. Report of Nominating Committee and Election
 - (1) Unless it is deemed necessary by the presiding officer, voting shall be by verbal ballot.
 - (2) If more than one ballot is required in an election, it shall be in order by proper motion to limit the balloting to the candidates receiving the highest number of votes on the first ballot and after the second ballot to limit the balloting to the top two vote getters.
 - e. Financial Report
 - f. Other Reports
 - g. Old Business
 - h. New Business
 - (1) Proposed Budget
 - (2) Resolutions
 - i. Other Business – subject to NITMAM
 - j. Closing Prayer
 - k. Adjournment

Appendix A

Information contained in this appendix is informational only and is not part of any specific Bylaw paragraph.

B1.01 Organizational Structure. The illustration is meant to depict our vision of growing in Christ as a congregation, as well as a church.

1. In consideration of C9.03, the expectations of our Program Staff (Rostered Ministers) are not necessarily to “manage” the day-to-day details and/or activities of the Support Staff. It is felt that time and energy is taken away from portions of their *called* purpose when performing duties which could be better handled by support staff, such as an Administrator.

This position may initially be that of a volunteer. The details of the job description for this position are in development including its purpose, responsibilities, qualifications, and priorities. The skills set for this position are quite different than that of an Office Manager.

2. Tiny Tots and the Nursery are considered “programs” therefore, the leadership would report to the Rostered Minister(s).