



BYLAWS
of
ST. PAUL LUTHERAN CHURCH
Of New Braunfels, Texas

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**BYLAWS OF ST PAUL LUTHERAN CHURCH
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C4 - MISSION STATEMENT

C4.01.01. As a Christ-centered, Gospel-driven Congregation, we are called by our Lord Jesus to go and make disciples of all nations.

C8 - MEMBERSHIP – INACTIVITY

C8.05.01. The Board of Congregational Life shall have oversight of the Congregation's membership roll, the proper classification of the Congregational membership, and the responsibilities under this section.

- a. Members who have moved away from the geographic area served by this Congregation shall be contacted within three (3) months by mail, telephone, or electronically. It shall be communicated to them that they will remain on the membership roster for one (1) year unless they transfer to another church before then. This communication with such members shall also include steps needed to transfer their membership to a church in their area. Removal of members from the membership roster does not apply to those in school, in the armed service, or similar temporary situations.
- b. When a member who lives in the geographic area served by this Congregation has not worshipped for three (3) months, he or she will be contacted by either a visit, phone call or by mail every three (3) months until they return, transfer membership to another church, or express a desire not to be contacted. Members who have not returned to worship, nor transferred their membership, nor expressed their intention concerning continued involvement with the church shall be removed from the membership roster after one (1) year. When appropriate, the Board of Congregational Life may make exceptions to this rule.
- c. Members who have been removed, dismissed, or who are definitely known to have become members of other congregations without transfer, will have lost membership in the Congregation and all rights pertaining thereto.

- d. Removal of members from the membership roster does not apply to individuals who are homebound, in elder care, or under confining disability.

C10 - CONGREGATION MEETING

C10.01.01 The power and authority of this Congregation shall be exercised through the Congregation Meeting, called and held in conformity with the provisions of the Constitution, Bylaws and continuing resolutions of the Congregation.

C10.01.02 The semiannual June and November meetings of the Congregation shall be held at a time and date set by the Congregation Council.

C10.01.03 A meeting of the Congregation may, by majority vote, recess to reconvene upon call, provided that the time and place of such a reconvened meeting must be announced at a public meeting or service of the Congregation, or written notice be mailed to the voting members not less than ten (10) days in advance of the reconvened meeting.

C10.01.04 The order of business at regular meetings shall be:

- a. Opening devotion
- b. Approval of minutes
- c. Elections (June: officers and administrative board directors; November: delegates and alternates to Lutheran association convention and meetings, as appropriate; and others as applicable)
- d. Reports of the pastor(s), officers, administrative boards and committees
- e. Report by the Congregation President on the achievements and goals of the Congregation (November meeting)
- f. Approval of budget (November meeting)
- g. Unfinished business
- h. New business
- i. Comprehensive Annual Report of the Parish by Pastor(s) (June meeting)
- j. Comprehensive Annual Report by Congregation Council (June meeting)
- k. Closing prayer

The Congregation President may vary the above order in the interest of efficiency.

C10.03.01 Official notice of a meeting of the Congregation and the agenda shall be in writing and shall be posted conspicuously in the place where the Congregation customarily worships. Such notice shall state the time, the place, and the purpose of the meeting. It shall be signed by the Congregation President or by the persons who have called the meeting, in accordance with Chapter 10 of the Constitution.

C10.06.01 The current roster of voting members of the Congregation shall be available at each meeting of the Congregation. Each voting member shall have one vote and must be present at any meeting to cast that vote.

C10.08.01 In elections of officers, directors of administrative boards, and delegates to the Lutheran association convention or other meetings, section C10.08 of the Constitution will govern the process in the event there are more than two candidates for a position and no candidate receives more than 50% of the vote on the first ballot. When no more than two candidates are on the ballot for a position, the candidate receiving the greater number of votes shall be declared elected. Ties will be decided by a revote. A second tie will be decided by a flip of a coin by the presiding officer. Alternate delegates may be elected.

C10.08.02 Voting shall be by secret written ballot:

- a. To elect officers, directors of administrative boards, and delegates and alternate delegates to Lutheran association conventions or meetings (see C11.02 and C12.03 of the Constitution);
- b. To call a pastor or to terminate a pastor's call (see C9 of the Constitution);
- c. To decide the appeal of the expulsion of a member from the Congregation (see C15.05 of the Constitution);
- d. To remove a member from office in the Congregation (see C12.05.02 and C12.05.03 of the Bylaws);
- e. To approve or sever membership in a Lutheran association (see C6.02 and C6.03 of the Constitution); and/or
- f. To purchase, encumber, or dispose of real property (see C12.06 of the Constitution).
- g. To approve any expenditure brought before the Congregation.

C11 - DUTIES OF OFFICERS

C11.01.01

- a. The Congregation President shall preside at all meetings of the voting membership and shall enforce the Constitution and Bylaws of the Congregation and carry out the expressed will of the Congregation as embodied in the resolutions of the voting membership. Immediately after taking office, the Congregation President shall appoint a secretary who shall serve at the will of the Congregation President during his/her term of office. The Secretary shall be present at all meetings of the Congregation and at all meetings of the Congregation Council and shall enter the minutes of all meetings of said groups in a permanent record book. In general, the Secretary shall perform all the duties normally pertaining to the position and such additional duties as the Congregation President or Congregation Council may delegate.

The Congregation President shall appoint tellers and a parliamentarian for congregation meetings. All boards, committees, auxiliaries, groups, etc., in the Congregation shall be responsible to the Congregation President, and the Congregation President shall be welcome at any and all meetings of such groups, either in person or as represented by such person or persons as the Congregation President may appoint. The Congregation President shall also call and preside over the meetings of the Congregation Council and shall endeavor to coordinate the functions, plans, and activities of the Congregation in all its parts for the total furtherance of Christ's Kingdom in our midst.

The Congregation President shall execute contracts as authorized by the Congregation or the Congregation Council.

- b. The Congregation Vice President, in the absence of the Congregation President, shall act for and on behalf of the Congregation President and shall be available for whatever duties the Congregation President shall assign.
- c. The Congregation Treasurer shall:
 1. Serve as the financial officer of the Congregation and chair of the Finance Committee.

2. Sign or review all checks for payment of bills, salaries, and all other financial commitments of the Congregation.
3. Procure and maintain adequate Directors and Officers insurance coverage and surety bond to cover employees and volunteers who handle monies.
4. Together with the Church Administrator:
 - a. be responsible for accurate recording of the Congregation receipts and disbursements in accordance with generally accepted accounting principles;
 - b. accurately record to the donors' records all contributions received and send annual giving statements to the donors by January 31st or in accordance with IRS rules;
 - c. be responsible for remittance of benevolence/mission support and other designated offerings;
 - d. be responsible for the prompt payment of salaries and bills as requested by boards, officers, staff, or Pastors and within the approved budget and cash flow availability;
 - e. coordinate expenditures in such a way that an adequate balance is retained for payment of salaries and regularly recurring expenses.
 - f. provide a report of all monies received through worship services, special offerings, or any other source;
 - g. present written financial statements (and in comparison to budget) at meetings of the Congregation Council and the Congregation;
 - h. submit permanent financial statements and records annually to the Audit Committee and/or external auditor;
 - i. have available for all boards a current record of their accrued disbursements and budget allotment;
 - j. provide the Congregation with any requested financial information;
 - k. monitor the cash position of the Congregation and invest available funds as directed by the Finance Committee on behalf of the Congregation Council; and
 - l. file all required State and Federal tax forms.
5. Arrange to borrow and/or refinance funds as directed by the Congregation.
6. The Treasurer shall also serve as the Corporation Secretary.

C11.01.02 The Congregation President (or the Congregation Vice President when acting in the Congregation President's capacity) shall have a voice but no vote on all administrative boards and committees.

C11.01.03 The Congregation President, or, in his absence, another elected Officer of the Congregation, shall be empowered to act to ensure the physical safety and security of Church property or individuals on-site in any emergency which risks imminent harm or damage to persons or property, or major disruptions to church operations.

C12 - CONGREGATION COUNCIL

C12.01.01 Each member of the Congregation Council shall be a voting member of the Congregation as defined in C8.02.c. of the Constitution. Spouses may not concurrently serve on the Congregation Council.

C12.01.02 Council representatives as defined in the Constitution shall include directors (elected in odd or even years as noted) of the following administrative boards who are responsible for the daily administration of congregational affairs:

- a. Adult Ministry (even)
- b. Children's Ministry (odd)
- c. Congregational Life (odd)
- d. Evangelism and Public Relations (even)
- e. Personnel (odd)
- f. Property (odd)
- g. Stewardship (odd)
- h. Worship (even)
- i. Youth Ministry (even)

Boards shall have authority and structure as outlined in these Bylaws and continuing resolutions.

C12.01.03 All Council, Board, and Committee members shall annually sign a conflict of interest statement to be filed with the Church Administrator.

C12.03.01 Terms of office shall begin upon election and end upon election of a successor.

C12.05.01 In the case of the illness or absence of a called pastor, the Congregation President shall have the authority to select a substitute pastor from a list approved by the Worship Board or in consultation with the Senior Pastor and the Director of the Worship Board.

C12.05.02 Any officer or director of an administrative board of the Congregation who willfully neglects the duties of that office or has been charged with, convicted of, or placed on deferred adjudication by any Court of Law for an offense involving theft, fraud, moral turpitude or misappropriation of property or any felony offense may be removed by a two-thirds (2/3) majority vote of the voting members present in a meeting of the Congregation. The Congregation Council or the Congregation pursuant to C13.10 of the Constitution shall initiate removal by appointing an Investigating Committee of nine voting members, none of whom shall be a member of the Congregation Council. The Investigating Committee shall investigate the charges and, when appropriate, present formal charges upon at least a two-thirds (2/3) majority vote of members of the Investigating Committee that charges should be brought.

If charges are formally presented by the Investigation Committee, then a hearing shall be held before the Congregation at a special congregation meeting. At said congregation meeting, both sides shall have an opportunity to present evidence and witnesses. A decision for removal of any officer or director shall be by a two-thirds (2/3) majority vote of the voting members of the Congregation present. The Congregation President shall preside at any such hearing and shall oversee the conduct of the hearing. In the event the Congregation President is the subject of the hearing, the Congregation Council shall appoint the presiding officer. It is intended that the conduct of the hearing shall be informal and not subject to the rules of evidence or procedure such as in a court of law.

C12.05.03 To assure due process and due protection, the accused shall have the following rights:

- a. the right to be given a specific written statement of charges;
- b. the right of the accused to testify in person or remain silent;
- c. the right to call witnesses;
- d. the right to introduce documentary evidence;
- e. the right to confront and cross-examine witnesses;
- f. the right to a hearing closed to anyone outside the voting membership of the Congregation;
- g. the right to be treated with fundamental procedural fairness, which means:
 1. maintaining proper decorum during the hearing;
 2. allowing both the accuser(s) and the accused to present their cases

- without unnecessary interruptions;
3. keeping a verbatim record of the hearing, made either by audio or video recording; and
 4. allowing both the accuser(s) and the accused to be accompanied at the hearing by a representative (who may, but need not be, an attorney) who may also participate in the proceedings.

At the conclusion of the hearing, the Congregation shall render a decision by their vote as to whether or not the accused shall be removed from office. Such decision shall be recorded in writing by the Secretary of the Congregation.

C12.05.04 When an office is made vacant by removal, resignation, or death or excommunication of the incumbent, a successor to such officer or director shall be elected by the Congregation Council.

The provisions of sections C12.05.02, C12.05.03, and C12.05.04 are intended to govern the discipline of the officers and directors of administrative boards of the church and are distinct from Chapter 15 of the Constitution relating to the discipline of members of the Congregation.

C12.05.05 The Congregation Council shall hire a Church Administrator to serve the Congregation by providing overall direction and executing the decisions of Council and the Boards regarding the property, legal, financial, and business affairs of the Church, and providing leadership to and supervision of staff and volunteers involved in church administration.

- a. Authority to hire or terminate a Church Administrator shall be in the Congregation Council by at least a two-thirds majority ballot vote of Council members present and voting at a regular or special called meeting of the Congregation Council.
- b. Specific duties, responsibilities, and authority delegated to the Church Administrator shall be detailed in a job description prepared and recommended by the Personnel Board and approved by the Congregation Council. The job description may be amended from time to time by the Congregation Council.
- c. The Church Administrator and all paid non-clergy staff shall be at-will employees and may be hired or terminated at will by the Congregation Council.

C12.06.01 It shall be the specific functions of the Congregation Council to:

- a. Serve as the point of liaison between the Pastor(s), the officers of the Congregation, and the various administrative boards in planning the total work of the Congregation.
- b. Settle jurisdictional disputes between the administrative boards.
- c. Present to the Congregation, at its November semiannual meeting, an evaluation of the prior year's activities, a yearly plan of activity for the Congregation, as well as long-range plans for the development of Christ's work in our midst. The Congregation Council shall hold an annual meeting, including both the current and most recent outgoing members, no later than September 1st of each year in order to accomplish this function.
- d. Prepare the agenda for the Congregation meetings.
- e. Set the dates and times for the Congregation meetings.
- f. Appoint the Nominating Committee and any other committee as required and at the time required.
- g. Prepare and submit an annual budget to the Congregation.
- h. Authorize expenditures that exceed the overall approved budget. The Congregation shall set the aggregate limit for such expenditures by continuing resolution during the meeting(s) in which the annual budget is approved or amended.
- i. In July of each year, and as needed at other times, designate four (4) voting members of the Congregation, to include the Congregation Treasurer, to serve as authorized signers on bank and investment accounts owned by the church, all of which require dual signatures.

C12.06.02 The Congregation Council is a decision-making body and also serves as a forum where the activities of administrative boards may be discussed, evaluated, and coordinated, and where all such activities may be integrated into an overall congregational program. The Congregation Council shall be available at all times, however, for any additional functions which the Congregation may wish to confer upon it.

C12.06.03 Each administrative board shall initiate and carry out such activities and programs within the Congregation as will enable it to effectively perform the functions and duties assigned to it by the Constitution, Bylaws, and continuing resolutions, or by specific resolution of the Congregation. The director of each board shall be responsible for establishing the board's goals and objectives for the year in conjunction with the annual budget and Congregation Council's annual plan identified in C12.06.01.c, monitor its progress, and report at each Congregation Council meeting.

C12.06.04 Each administrative board shall be under the direct control and supervision of the director

of that board. The director shall select the members of his/her administrative board. Ultimate approval of administrative board members lies with Congregation Council. Any administrative board member is subject to removal from that board upon vote in favor of said removal by a majority of said board and ratified by a majority vote of the Congregation Council. Following the election of the director of each administrative board, the director shall designate and appoint from among the board members those individuals who are to be responsible for various phases of the ministry of that board.

C12.06.05 Each administrative board shall appoint one of its members to serve as assistant director of the board. The assistant director of each administrative board shall preside at the meetings of the administrative board in the absence of the director of the board. The assistant director of an administrative board shall also attend any meeting of the Congregation Council when the director of that administrative board cannot attend. When an assistant director attends a Congregation Council meeting in the absence of the administrative board director, the assistant director shall have voice but no vote at such Congregation Council meeting.

C12.06.06 Members of each administrative board shall be voting members of the church. Each administrative board shall have a pastoral member who shall have voice but no vote on said board.

C12.06.07 Each administrative board shall submit a request to the Treasurer or his/her appointee for disbursement of funds as set aside by budget appropriation provided that the Congregation or Congregation Council may, at its discretion, restrict such expenditures to conform to the actual financial condition of the Congregation at any given time.

C12.06.08 Each administrative board shall keep a permanent set of minutes for each of its meetings. Such minutes shall be the property of the Congregation and filed with the Church Administrator within one week of their approval. A summary of the activities of each board shall be delivered to the Executive Committee by the director of the board prior to the meetings of the Congregation Council and shall be available on request by any Congregation voting member.

C12.06.09 The time and frequency of administrative board meetings shall be at the discretion of the director of the board and the board members, except that, for good and sufficient reason, the Congregation President may call a meeting of the board. Meetings thus called shall be classified as special meetings, and each person involved shall be notified of the date, time and purpose of such a meeting.

C12.07.01 It shall be the responsibility of the director of each administrative board to deliver to each member of his or her board a copy of the church's conflict of interest policy and to ensure said policy is signed by each board member. Signed copies of said policy shall then be returned timely to the Church Administrator by the director of the board.

C12.09.01 Subject to any authority delegated by the Congregation Council, the Council shall have the right to make the ultimate decision on any personnel-related or employment issues and such decision shall be final and binding for any employee and the Congregation.

C12.10.01 Each administrative board shall submit a report of its activities at the June semiannual meeting of the Congregation, and on such other occasions as the Congregation shall require. Such reports shall include specific recommendations (if any) for congregational action and/or approval.

C12.11.01 The Congregation Council shall meet at least ten (10) times yearly with the time, place, and agenda of the meeting clearly posted. Any Council member who misses three (3) consecutive meetings of the Congregation Council is subject to removal upon vote in favor of removal by a two-thirds (2/3) majority of the Congregation Council members present and voting at a regular or special called Council meeting.

C12.11.02 The Congregation Council shall keep a permanent set of minutes for each meeting, and such minutes shall be the property of the Congregation and available to any Congregation voting member upon request.

C13 - CONGREGATION COMMITTEES

C13.01.01 The Executive Committee shall elect from among its members a secretary to the Committee, who shall be responsible for preparing minutes of every Committee Meeting. Such minutes shall be the property of the Congregation.

C13.01.02 The Executive Committee, by majority vote, shall set the agenda for the meetings of the Congregation Council.

C13.01.03 The Executive Committee shall be responsible, within the existing structure of the Congregation, for coordinating the day-to-day activities of the church and resolving areas of conflict that may arise among the administrative boards, and in consultation, as appropriate, with responsible boards and committees.

C13.02.01 The Congregation Council shall appoint the chairperson and members of the Nominating Committee at the September council meeting. The committee will consist of at least five (5) voting members of the Congregation, including at least one (1) of the members being an outgoing member of the Congregation Council. Appointment shall be for a term of one (1) year with members eligible to serve no more than two (2) consecutive terms. A member may be eligible to serve again on this committee after a one (1) year period of separation from service to this committee. The Pastor (s) shall serve as advisory member (s) with no vote.

C13.02.02 For each position listed below, the Nominating Committee shall, through consultation with the Pastor(s), identify one or more candidates eligible and willing to serve and encourage their dedication to the mission and vision of the Congregation.

- a. Congregation President
- b. Congregation Vice President
- c. Congregation Treasurer
- d. Each of the directors of administrative boards listed in C12.01.02 of the Bylaws.
- e. Delegates and alternates to Lutheran association conventions.
- f. Candidates for office or committees of Lutheran associations.

C13.02.03 Any voting member of the Congregation may submit to the committee names for inclusion on the list, and such names shall be placed in nomination by the committee along with the other candidates provided:

- (a) That such names shall be submitted at least four (4) weeks before the date of the election meeting;
- (b) That the Nominating Committee, through consultation with the Pastor(s) shall have investigated the status of the proposed candidates and found them eligible for office and willing to serve.

C13.02.04 The Nominating Committee, at least two (2) weeks before the date of the election meeting, shall publish on the church bulletin board the candidates for the positions listed in C13.02.02 of the Bylaws.

C13.02.05 Any Nominating Committee member who accepts a nomination for any of the positions in C13.02.02 of the Bylaws must resign as a member of the Nominating Committee.

C13.03.01 The Audit Committee, consisting of at least two qualified voting members of the

Congregation other than the Treasurer and Church Administrator shall be appointed by the Congregation Council. The Council shall name one of the Audit Committee members as chair. Appointment shall be for a term of two (2) years with members eligible to serve not more than two (2) consecutive terms. A member may be eligible to serve again on this Committee after a one year period of separation from service to this Committee has occurred. Unless the Congregation authorizes an external audit, the Audit Committee shall audit the financial records of the Congregation. The Audit Committee or external auditor shall submit the Audit Committee's or auditor's report at the June semiannual meeting of the Congregation. The Pastor(s) shall not serve as either advisory or voting member(s) of the Audit Committee.

C13.03.02 For financial purposes, the fiscal year of the Congregation is the calendar year.

C13.04.01 A Call Committee of at least seven (7) voting members of the Congregation shall be appointed by the Congregation Council. The Committee members' term of office will terminate at the installation of the newly called pastor. The Call Committee shall elect the head of the Committee.

C13.05.01 The Mutual Ministry Team shall consist of five (5) voting members of the Congregation. The Congregation President shall be a member of the Mutual Ministry Team by virtue of office. The remaining members of the Mutual Ministry Team may not be members of the Congregation Council. Terms of office and the duties and responsibilities of the Mutual Ministry team shall be established by a continuing resolution of the Congregation Council.

C13.06.01 The St. Martin Committee Chair shall be appointed by the Congregation Council. The Committee shall consist of no less than five (5) voting members of the Congregation. Terms of office and the duties and responsibilities of the St. Martin Committee shall be established by a continuing resolution of the Congregation Council.

C13.07.01 The Memorial Committee and its chair shall be appointed by the Congregation Council and shall report directly to the Congregation Council. The Memorial Committee shall be comprised of at least four (4) and not more than six (6) voting members. Appointment to said Committee shall be for a term of two (2) years with members eligible to serve not more than two (2) consecutive terms. A member may be eligible to serve again on this Committee after a one year period of separation from service to this committee has occurred.

C13.08.01 The Finance Committee shall be appointed by the Congregation Council and shall report directly to the Congregation Council. The chair of the Finance Committee shall be the Treasurer of

the Congregation. The Finance Committee shall be comprised of at least four (4) and not more than six (6) voting members. Appointment to said committee shall be for a term of two (2) years with members eligible to serve not more than two (2) consecutive terms. A member may be eligible to serve again on this committee after a one year period of separation from service to this committee has occurred.

C13.09.01 A Ministry Review Committee shall consist of all Council members and shall conduct an annual ministry review of the Senior Pastor and the Church Administrator. The review shall be completed and delivered to the Senior Pastor and Church Administrator by September 30th of each year. All meetings of this committee shall be held in closed session.

Effective Date: The effective date of the operation of these amended bylaws shall be July 1, 2009, and the most recent continuing time of service prior to July 1, 2009, shall carry over for any officer, director, and committee members except that directors whose current term of service is continuing past July 1, 2009, are exempt from this provision and their eligibility may not be affected until the end of said term.

Subsequent Revision History:

Approved November 21, 2010; Effective December 1, 2010

Approved June 28, 2016; Effective July 1, 2015

Approved and Effective June 26, 2016

Approved and Effective November 11, 2018