

# THE BY-LAWS AND CONSTITUTION OF



**POTTERSVILLE, NEW YORK**

**NOTE:**

Interim by-laws for SonRise Lutheran Church were adopted October 7, 2012, with the resolution on file in the minutes of said meeting. As the resolution states, certain sections of the former by-laws dealing with non-structure issues are retained during the interim, namely: Article 3, 4, 9, and 10. In any case of conflict, the retained By-Laws supersede the interim By-Laws.

The resolution also states that "these Interim By-Laws may be rejected and the original By-Laws replaced in full by a simple majority vote at any general or special Voters' meeting, so long as notice of intent to replace the By-Laws is announced at the time the meeting is publicized."

The interim By-Laws are found on the following pages, after which the retained original articles appear.

## **Interim By-Laws**

### **Article 1 - ORGANIZATIONAL STRUCTURE**

It is the purpose of these Bylaws to provide a stable and effective organizational structure to aid this Church in accomplishing its mission. The sections that follow specify a model that keeps the roles of Senior Pastor (also referred to simply as the Pastor), Board, Staff, and Congregation distinct and effective for church health, church growth, and church multiplication. These Bylaws shall be reviewed annually for any changes to the structure that may increase the effectiveness of the Pastor and the Church.

- (a) The role of the Congregation is to serve as the primary ministers of the Church.
- (b) The role of the Board is to establish Guiding Principles for the Pastor's leadership.
- (c) The role of the Pastor is to lead the Church to accomplish its mission.
- (d) The role of the Staff is to manage the ministries of the Church, directed by the Pastor.

### **Article 2 - CONGREGATIONAL ROLE**

The primary role of the Members shall be to serve as the ministers of the Church: reaching out to unchurched people first and also caring for the needs of one another within the Church. The following decisions of the Church shall require the approval of the Congregation by a simple majority of those Members present and voting:

- (a) Calling or dismissing a called Pastor
- (b) Amending the Articles of Incorporation or the Bylaws
- (c) Selecting Members to serve on the Board of Directors
- (d) Ratifying the annual budget in broad categories
- (e) Purchasing or selling the primary Church facilities
- (f) Dissolving the corporation

The Congregation shall be given at least two week's notice of any vote by announcement at regular services. A vote may be taken either in a meeting or by absentee ballot. Ten percent of the average Sunday attendance of the previous three quarters shall constitute a quorum. No abstentions or votes by proxy shall be counted. The Pastor or the Board may also bring to the Congregation decisions not listed above for a nonbinding vote or a less formal expression of support, as they deem appropriate. Meetings of the Congregation for voting shall occur annually and at special times as needed when called by the Pastor or the Board.

### **Article 3 - CONGREGATIONAL MEETINGS**

#### **A. Regular Meetings**

Regular meetings of the Voters' assembly shall be held a minimum of once per year with special Assemblies called as required. Dates and times of all Voters' Assemblies shall be recommended by the Board of Directors. An annual voter's assembly meeting shall include the presentation of the election of officers and approval of the budget. Every meeting of the Voters' Assembly shall be publicized by written notice to all members at least two weeks prior to the meeting and at the worship services for two Sundays preceding the date of the meeting.

## B. Special Meetings

Special meetings of the Voters' Assembly may be called by the Board of Directors, the Pastor, or at the request of ten (10) voting members of the Congregation. The public announcement of a meeting as to the date, place, time, and nature of business shall be made known to the entire membership at least two weeks before such special meeting.

### **Article 4 - BOARD OF DIRECTORS SELECTION**

The Board shall consist of seven members (equivalent to Directors in state law), including the Senior Pastor, who shall be the only Staff person on the Board. The other six Members shall be active Church Members selected for annual terms by the following process:

- (a) Nominations for the Board shall be submitted in writing.
- (b) Potential Members must successfully complete a training course taught by the Senior Pastor covering the mission, vision, and structure of the Church.
- (c) Potential Members must sign a covenant to uphold the highest standards of participation, service, supportiveness, and first-fruit giving with regard to the Church.
- (d) The Senior Pastor shall present to the Congregation for approval a selection of candidates that have been certified by the Board as qualified to serve as Board Members.

### **Article 5 - CHURCH BOARD ROLE**

The primary role of the Board shall be to provide accountability and support for the Pastor by writing concise Guiding Principles in three categories:

- (a) Mission Principles shall define for the Pastor what ends the Church exists to achieve.
- (b) Boundary Principles shall define for the Pastor what means may not be used in pursuit of achieving those ends.
- (c) Accountability Principles shall define for the Chairperson how the Board is to establish the Guiding Principles and to monitor the Pastor's compliance with them.

The Board shall determine the compensation of the Senior Pastor based on achieving the mission principles and respecting the boundary principles. The Board shall influence all other operating and financial decisions through written policy in the Guiding Principles. The Board shall leave the leadership of the Church to the Pastor and shall leave the management of the Church to the Staff under the direction of the Pastor. In matters that require Board action by law, the Board shall routinely approve any motion of the Pastor or Chairperson without discussion unless a Member believes it violates the Guiding Principles, in which case the action shall be discussed before a vote. Action of the Board shall be by simple majority of all Members, whether or not present and voting. Voting shall be conducted in a similar manner as a congregational vote, described in Article 2 of these Bylaws, or as required by state law.

Board meetings shall occur quarterly and at other special times as needed when called by the Pastor or the Chairperson. All Board Members shall be sent at least 24 hours notice of every meeting by electronic, verbal, or written means. However, such notice may be waived by unanimous consent.

### **Article 6 - CHURCH BOARD OFFICERS**

Each year the Board shall appoint a Chairperson and Secretary. To fulfill state law, the Board Chairperson shall routinely be designated as President of the corporation and the Board Secretary shall routinely be designated as Secretary and Chief Financial Officer of the corporation; these designations shall in no way alter the functioning of the Board as defined in these Bylaws. The Chairperson shall enforce the Accountability Principles and shall lead the Board when discussing the Pastor's performance and compensation; the Pastor shall lead the Board in all other discussions. The Secretary shall maintain and distribute the current edition of the Guiding Principles and other Board documents. The Board Chair and/or Secretary may sign legal documents on behalf of the corporation.

### **Article 7 - SENIOR PASTOR ROLE**

The role of the Senior Pastor is to lead the Church to accomplish its mission. The Pastor shall lead the Congregation by teaching biblical truth, casting vision, and advancing the mission. The Pastor shall lead the Board by guiding its discussion of mission and boundary principles. The Pastor shall lead the Staff by directing them in their management of all Church operations. With regard to compensation based on performance, the Pastor shall be accountable to the Board. With regard to job retention and approval of major decisions, the Pastor shall be accountable to the Congregation. The Pastor shall hire, direct, compensate, and fire any and all Church Staff in compliance with the Guiding Principles established by the Board.

### **Article 8 - CHURCH STAFF**

A Staff person appointed by the Senior Pastor shall manage each area of Church operation, including property and finance. The term "Staff" shall apply to all ministry leaders appointed for this management purpose, whether they are unpaid, part-time, or full-time with regard to compensation. Among these appointments shall be a financial manager to process receipts and pay bills. Staff positions shall be created, filled, vacated, or discontinued based on how effectively they accomplish designated parts of the Mission Principles within the means allowed by the Boundary Principles. All such decisions are the responsibility and prerogative of the Senior Pastor, who must answer to the Board for the effectiveness of the Staff.

## Retained Articles

### **R-3. MEMBERSHIP**

#### **3.1 ADMISSION INTO MEMBERSHIP**

##### **A) By Baptism**

Baptized members are those who have been baptized in the Name of the Triune God and are under Pastoral care.

##### **B) Communicant**

Such persons shall be communicant members of this congregation who have:

- 1) Been baptized in the Name of the Triune God.
- 2) Signified their acceptance of the Confessions of this congregation.
- 3) Been accepted into communicant membership by the Church Council in accordance with the Constitution and By-laws of this congregation.

#### **3.2 PRIVILEGES AND RESPONSIBILITIES OF MEMBERS**

A) Strive to live as disciples of Jesus Christ as they are guided by the Holy Spirit through God's Word.

B) Faithfully participate in public worship, education and Christian service.

C) Commune at the Lord's Table frequently.

D) Give of their time, talent and regularly contribute of their resources as the Lord has blessed them.

#### **3.3 VOTING MEMBERSHIP**

Each communicant member above the age of eighteen (18) who has received communion at least once during the previous year at SonRise Lutheran Church shall be a voting member.

#### **3.4 TERMINATION OF MEMBERSHIP**

A) Communicant members desiring to join another Lutheran Congregation shall present their request for transfer to the Pastor. Such transfer of membership shall be presented to the Church Council for approval.

B) Communicant members who have joined a non-Lutheran Congregation or have submitted a letter of resignation shall, with the recommendation of the Pastor, be considered as having terminated their membership and their names shall be removed from membership by resolution of the Church Council.

C) Membership of persons whose whereabouts are unknown and cannot be established shall be terminated by the Church Council.

D) Communicant members who conduct themselves in an unchristian manner shall be admonished according to Matthew 18: 15-20; If they remain impenitent after proper admonition, they shall be excommunicated. Each case shall be presented individually to the Congregation for a decision.

#### **3.5 ASSOCIATE MEMBER**

An Associate Member is any person holding membership in another Christian congregation and who wishes to retain such membership but desires to

participate in life and mission of this congregation. They have all the privileges and duties of membership except voting rights at Congregational Meetings (Voters' Assembly) and eligibility for elected office. Associate Members are encouraged to participate fully in all aspects of congregational life, including serving on boards or committees and attending Congregational Meetings to offer their opinions, encouragement and insight.

**R-4. OFFICE OF THE PASTOR**

- A) The Pastor by virtue of his office shall be the spiritual leader of this congregation.
- B) The Pastoral Office of this congregation shall be conferred only upon a minister who professes acceptance of and pledges faithful adherence to the confession of this congregation as set forth in Article III of the Constitution and who is a member of the Lutheran Church Missouri Synod.
- C) A Pastor may be removed from office in a Christian manner on the grounds of persistent adherence to false doctrine, failure to conduct himself in a Christian manner, willful neglect of official duties, prolonged incapacity or general incompetence.

**R-9. CALLING OF PASTORS OR OTHER PROFESSIONAL WORKERS**

**9.1 THE CALL LIST**

- A) When a vacancy exists, a Call Committee of five to eight members representing, as much as possible, a cross section of the congregation shall be appointed by the President with the approval of the Church Council. Names of Call Candidates shall be submitted to the District President, where upon, he will give the congregation a call list of recommended candidates, which list may include some or all of the names submitted by the congregation.
- B) The list shall be submitted to the congregation at a properly called meeting (Voters' Assembly) at which time any voting member may make additional nominations from the floor. An approved list of candidates shall be selected by majority ballot of those present.

**9.2 THE PROCESS OF ISSUING A CALL**

The approved list of candidates shall be publicly announced to the congregation on two successive Sundays before a congregational meeting (Voters' Assembly) at which the call is to be extended. The election shall proceed by ballot. A two-thirds majority of all ballots shall be required to elect. The election if possible shall be made unanimous.

**R-10. AMENDMENTS**

These By-laws may be amended by a two-thirds vote of the members present at any regular or special meeting of the congregation (Voters' Assembly) after written notice embodying such amendments has been openly given at a previous meeting of the congregation (Voters' Assembly) and included in the notices of the meeting at which the proposed amendments are to be acted upon.

# **THE CONSTITUTION OF SONRISE LUTHERAN CHURCH, INC.**

## **ARTICLE I NAME**

The name of this incorporated congregation is SonRise Lutheran Church, located in Warren County, New York.

## **ARTICLE II MISSION**

**SONRISE LUTHERAN CHURCH EXISTS TO INVITE PEOPLE TO KNOW CHRIST AND MAKE HIM KNOWN, MOTIVATING AND EMPOWERING THEM FOR DISCIPLESHIP SO THAT THEIR WITNESS WILL BEAR FRUIT IN THE CHURCH, COMMUNITY AND WORLD.** The means toward this mission are the right preaching and teaching of the Word of God and the proper administration of the Sacraments of Holy Baptism and Holy Communion.

This congregation shall be a religious organization established and maintained not for profit, but to promote the Christian faith and maintain the public ministry for the motivating and equipping of people toward discipleship in Jesus Christ in accordance with the confessional basis set in Article III below.

## **ARTICLE III CONFESSIONAL BASIS**

This congregation accepts without reservation:

- A. The Scriptures of the Old and the New Testaments as the inspired and written Word of God and the only source and norm of faith and practice.
- B. The Symbolic Books of the Evangelical Lutheran Church as a true and accurate statement and exposition of the Word of God, which books include:
  - 1. The three Ecumenical Creeds (being the Apostles', the Nicene, and the Athanasian Creeds);
  - 2. The Unaltered Augsburg Confession;
  - 3. The Apology of the Augsburg Confession;
  - 4. The Smalcald Articles;
  - 5. The Large Catechism of Dr. Martin Luther;
  - 6. The Small Catechism of Dr. Martin Luther; and
  - 7. The Formula of Concord.

## **ARTICLE IV CONGREGATIONAL MEMBERSHIP**

Members of this congregation shall include all persons who have been baptized in the Name of the Triune God; Father, Son and Spirit and are under the pastoral care of this congregation. Communicant members are those baptized in the Name of the Triune God; Father, Son and Spirit, who accept Scripture as the sole source and rule of life, who worship regularly and commune frequently. It is expected that communicant members will lead godly lives and seek to use all God has given them for the furthering of God's will and kingdom. Members who are eligible to vote in the Voters' Assembly include all communicant members of the congregation who are 18 years of age or older, and who have made a public affirmation of faith and have signed the Constitution (as and if amended).

## **ARTICLE V AUTHORITY OF THE CONGREGATION**

The authority of this congregation is vested in the Voters' Assembly. Accordingly, no arrangement or decision, though proceeding from a member or group of members in the congregation, shall be valid unless made in the name of the congregation and in accordance with the powers delegated by the Voters' Assembly. The Voters' Assembly shall receive into their number communicant members who wish to become part of the Voters' Assembly and who qualify as a voting member in accordance with Article IV above. The Voters' Assembly shall retain the authority to deny participation in the Voters' Assembly to those communicants who fail to meet the standards set forth in Article IV and, if appropriate and in accordance with Scripture, it may place those people under church discipline. The Voters' Assembly shall retain and not

