

The Bylaws Of Saint Thomas Lutheran Church, Rocky River, OH.

Article 1 - ORGANIZATIONAL STRUCTURE

It is the purpose of these Bylaws to provide a stable and effective organizational structure to aid St. Thomas 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 Congregation.

- (a) The role of the Congregation is to serve as the primary missionaries (priesthood of all believers) of the Church.
- (b) The role of the Board is to establish Guiding Principles for the Pastor.
- (c) The role of the Pastor is to serve the church by leading it to accomplish its mission.
- (d) The role of the Staff is to manage the ministries of the Church, directed by the Pastor.

Article 2 - THE CONGREGATION

1. THE ROLE OF THE CONGREGATION.

The primary role of the Members shall be to serve as primary missionaries (priesthood of all believers) of the Church: reaching out to un-churched people and caring for the needs of one another within the Church. The following decisions of the Church shall require the approval of the Congregation Voters' Assembly:

- (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, significantly changing or selling the primary Church facilities
- (f) Dissolving the corporation

- (g) Establishing or revising the Mission and Vision of the Church

The Pastor or the Board may also bring to the Voters' Assembly decisions not listed above for a vote or a less formal expression of support, as they deem appropriate

2. CONGREGATIONAL MEETINGS

Dates and times of all Voters' Assemblies shall be recommended by the Board of Directors. Every meeting of the Voters' Assembly shall be publicized for two weeks preceding the date of the meeting, including the date, time, and place of the meeting. For Special Meetings, the purpose, nature of the meeting, or topic must also be stated.

A. Regular Meetings

Regular meetings of the Voters' Assembly shall be held semi-annually. One of which shall be an annual Voters' Assembly meeting that shall include the presentation of the election of the Board of Directors and approval of the annual budget.

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 agenda of the special meeting shall be limited to the topic for which the meeting was called.

C. Quorum

At any duly announced meeting of the Voters' Assembly, fifteen (15) members present shall constitute a quorum.

Article 3 - BOARD OF DIRECTORS

1. THE ROLE OF THE BOARD.

The primary role of the Board shall be to provide accountability and support for the Pastor by, providing in 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 Pastor based on achieving the mission principles and respecting the boundary principles. The Board shall monitor all other operating and financial decisions as described by a written policy in the Guiding Principles. The Board shall leave the direction of the Church to the Pastor and shall leave the management of the Church to the Staff under the direction of the Pastor. The Board shall oversee the call process of a new Pastor in case of a vacancy. Action of the Board shall be by simple majority of all Members.

2. SELECTION OF THE BOARD.

The Board shall consist of a six members plus the Pastor, who shall be the only Staff person on the Board. The Members shall be active Church Members selected for designated terms by the following process:

- (a) Nominations for the Board shall be submitted in writing.
- (b) Potential nominees must complete an interview with the Pastor to determine their qualifications to serve on the Board.
- (c) Potential Members must agree to uphold the Mission and Vision of the congregation, be regular participants in worship and Bible study, and are faithful givers of their time, talents and treasures to support the mission of St. Thomas Lutheran Church and School.
- (d) The Pastor shall present to the Congregation for approval all candidates

that have met the qualifications to serve as Board Members.

Members of the Board shall serve for a term of two (2) years, three (3) members being elected each year. All elections shall be by ballot. A majority of all votes cast shall constitute an election. In the event of a vacancy on the Board of Directors, the Board shall appoint a replacement who meets the criteria of Section 2(c) above.

3. BOARD OFFICERS

Each year the Board shall appoint/elect a Chairperson, Secretary, and Chief Financial Officer. The Pastor may not fill any of these roles. The Board Chairperson must be a male. To fulfill state law, the Board Chairperson shall routinely be designated as President of the corporation, the Board Secretary shall routinely be designated as Secretary of the corporation, and the Chief Financial Officer shall routinely be designated as the 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 Chairperson shall also chair all Voters' meetings. The Secretary shall maintain and distribute the current edition of the Guiding Principles and other Board documents including minutes of Board and Voters' Meetings. The Chief Financial Officer shall oversee the organization's financial processes to ensure sufficient resources exist for the Pastor to understand the financial impact of decisions and to provide accurate and timely reporting in accordance with the finance-related Boundary and Accountability Principles. The Board Chair and/or Chief Financial Officer may sign legal documents on behalf of the corporation.

4. BOARD MEETINGS

Board meetings shall occur quarterly, at least one week prior to the Voter's meetings, 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 4 - THE PASTOR

1. THE ROLE OF THE PASTOR

The role of the Senior Pastor is to serve the Church by leading it to accomplish its mission. The Pastor shall be a shepherd/leader to the Congregation by preaching and teaching biblical truth, casting vision, and advancing the mission.

2. RELATIONSHIP TO THE BOARD OF DIRECTORS.

The Pastor shall serve the Board by guiding its discussion and providing assessments of the church's mission and boundary principles. The Pastor shall direct the Staff in their management of all Church operations. With regard to compensation of Staff members, based on performance, the Pastor shall be accountable to the Board.

3. RELATIONSHIP TO THE CONGREGATION.

With regard to his job retention and approval of any major decisions that would affect the role of the Congregation as stated in Article 2, Section 1 of these By-Laws, the Pastor shall be accountable to the Congregation.

4. RELATIONSHIP TO THE CHURCH STAFF.

The Pastor shall appoint or hire, direct, compensate, and fire any and all Church Staff in compliance with the Guiding Principles. (Note: since the Board has created the Guiding Principles then the boundaries have been established for the Pastor in relationships with the staff hiring and firing. Obviously the wise Pastor would seek the input of the Board on HR issues that would have major impact.)

Article 5 - THE CHURCH STAFF

A Staff person appointed or hired by the Pastor shall manage each area of Church operation, including property and finance. The term "Staff" shall apply to all leaders appointed or hired for this management purpose, whether they are paid, unpaid, part-time, or full-time. 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 of the Pastor, who must answer to the Board of Directors for the effectiveness of the Staff.

Article 6 – ENDOWMENT FUND

The Board of Directors shall establish a committee to oversee the activities of The St. Thomas Endowment Fund. This committee shall consist of five (5) members; three (3) members appointed by the Board, the Board chairperson, and the Pastor.

Article 7 – RULES OF ORDER

All meetings of the Voters' Assembly and the Board of Directors shall be conducted according to the most recent edition of Robert's Rules of Order, Revised, as far as they are not inconsistent with the St. Thomas Constitution, its Bylaws and Christian love.

Article 8 – AMENDMENTS TO THESE BY-LAWS

These Bylaws may be amended in any regular meeting of the Voters' Assembly by a two-thirds (2/3) vote, provided that the proposed amendment has been submitted in writing to the Voters at least two (2) weeks prior to the meeting.

Amended December 13, 2010, November 20, 2011, June 2016