

**The Constitution  
and  
Amended &  
Restated Bylaws of  
Peace Lutheran  
Church**

**Revision 1.10**

LCMS Recommendations FOR Approval 10/20/2022

## Revision History.

- **Revision 1.0.**

- Revision 1.0 is a revision of the Constitution and Bylaws that were approved by the Peace Lutheran Church Congregation at a properly called Annual meeting on June 25, 2017.
- Revision 1.0 combined the separate Constitution and Bylaws document into this single document.
- See Appendix I for the details of all other changes.
- This Constitution and these Bylaws were adopted by the Congregation of Peace Lutheran Church at a properly called Congregational Meeting on June 22, 2022, and have received the formal endorsement of the Constitution Committee of the North Wisconsin District of the Lutheran Church Missouri Synod on XX/YY/ZZZZ. As such they are the official Constitution and Bylaws of this Congregation and supersede and replace all previous like documents made five recommendations to revision 1.0. Those recommendations are addressed in Revision 1.1.

- **Revision 1.1.**

- Revision 1.1 is a revision of the Constitution and Bylaws Revision 1.0 approved by the Peace Lutheran Church Congregation at a properly called Annual meeting on June 22, 2022.
- Revision 1.1 addresses the recommended changes received from the North Wisconsin District of the Lutheran Church Missouri Synod.
- See Appendix II for the details of the LCMS District recommended changes.
- This Constitution and these Bylaws were adopted by the Congregation of Peace Lutheran Church at a properly called Congregational Meeting on XX/YY/ZZ and have received the formal endorsement of the Constitution Committee of the North Wisconsin District of the Lutheran Church Missouri Synod on XX/YY/ZZZZ. As such they are the official Constitution and Bylaws of this Congregation and supersede and replace all previous like documents.
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# The Constitution of Peace Lutheran Church

## Preamble

According to the Word of God, as Christians are called into a relationship with Jesus Christ, they are also called to be part of his church in relationship with other Christians. Members of each local congregation are committed

- A. to worship and praise the living Lord Jesus Christ as they gather around Word and Sacrament (Acts 2:42-47; Hebrews 10:24-25, 13:15);
- B. to strive to keep the unity of the Spirit in the bond of peace through mutual love and service (Ephesians 4:3; Galatians 5:13);
- C. to make disciples for Jesus Christ through ministries of worship, evangelism, education, and service (Matthew 28:19; Ephesians 4:11-16);
- D. to conduct all the internal and external affairs of such body "decently and in order" (1 Corinthians 14:40).

Therefore we, in agreement with the principles outlined above, declare ourselves united as a Congregation and herewith accept and subscribe to this Constitution and Bylaws, in accordance with which all spiritual and material affairs of our Congregation shall be governed.

## Article I - Name

The name of this Congregation shall be **Peace Lutheran Church** located at 501 E. Fillmore, Eau Claire, Wisconsin 54702.

## Article II - Affiliation

This Congregation shall be affiliated with the Lutheran Church–Missouri Synod – hereafter known as LCMS.

### **Article III - Purpose**

The purpose of this Congregation shall be to make disciples for Jesus Christ by

- A. communicating the Gospel of Jesus Christ to the Chippewa Valley corporately and individually, seeking to be God's instruments in bringing non-Christians into a relationship with Jesus by faith and unchurched people into a relationship with a local congregation (Acts 1:8);
- B. nourishing through Word and Sacrament the faith of those who are already Christians, both members and attenders, so that they might grow in spiritual maturity (Ephesians 4:15-16);
- C. recruiting, training, and deploying members and attenders for ministry according to their spiritual gifts (Ephesians 4:11-12; 1 Corinthians 12);
- D. participating in the expansion of God's kingdom throughout the world through our support of mission outreach (Matthew 28:19-20).

### **Article IV - Confession**

This Congregation acknowledges and accepts

- A. all the canonical books of the Old and New Testaments as the revealed Word of God, verbally inspired, and as the only rule of faith and life.
- B. the confessional writings of the Lutheran Church, contained in the Book of Concord of the year 1580, as the true and genuine exposition of the Bible. These confessional writings are the Apostles', Nicene, and Athanasian Creeds, the Unaltered Augsburg Confession, the Apology of the Augsburg Confession, the Smalcald Articles, the Treatise on the Power and Primacy of the Pope, Luther's Small and Large Catechisms, and the Formula of Concord.
- C. that no doctrine which is at variance with these confessional writings of the Lutheran Church shall be taught or tolerated within this Congregation, and that all doctrinal controversies which may arise shall be decided and adjudicated according to this standard.

Revision 1.19

## Article V - Membership

The membership of this Congregation shall consist of the following:

- A. **Baptized Membership:** The baptized membership includes all adult members who have been baptized as well as children under age 18 who have not yet been confirmed.
- B. **Confirmed Membership:** The confirmed membership consists of those who
  1. are baptized and have been confirmed in the Lutheran Church;
  2. accept all the canonical books of the Old and New Testaments as the only divine rule and standard of faith and life;
  3. are familiar with the teachings of Luther's Small Catechism and have declared their acceptance of it;
  4. permit themselves to be admonished and corrected when they have erred and who submit to the rules and regulations adopted by this Congregation, provided these are not contrary to God's Word;
  5. are not members of quasi-religious societies or other organizations which conflict with the Word of God;
  6. worship a minimum of 6 times per year, unless prohibited by serious health problems.

## Article VI - Participation In Congregational Life

Confirmed members, responding to God's Word, shall commit to

- A. growing in their relationship with Jesus Christ by
  1. participating regularly in corporate worship;
  2. receiving the Lord's Supper often;
  3. reading God's Word; and
  4. engaging in prayer and personal devotions  
(1 Peter 2:18; Acts 2:42; John 8:31),
- B. participating in the ministry of Peace by
  1. identifying personal gifts and talents;
  2. being equipped to serve by the church staff;

3. seeking opportunities to serve; and
  4. giving generously to support the church's staff and programs (1 Peter 4:10; Ephesians 4:11-12; 1 Corinthians 16:2),
- C. sharing in the mission of Peace by
1. praying for its growth;
  2. inviting others to worship;
  3. demonstrating personal faith through a life of obedience and love; and
  4. speaking to others of the Good News of Jesus (Ephesians 6:18; Matthew 28:19),
- D. protecting the unity of Peace by:
1. acting in love toward other members;
  2. refusing to gossip and belittle others;
  3. supporting and encouraging its leaders; and
  4. living in accordance with Biblical values as understood by Peace Church (1 Peter 1:22; Ephesians 4:29; Hebrews 13:17).

## Article VII - Powers Of the Congregation

- A. **General Powers:** the Congregation as a body, through the Congregational Meeting, shall have complete authority to administer and manage all its external and internal affairs. Without exception, the following affairs can only be acted upon by the Congregation at a properly called Congregational Meeting:
1. approval of the annual operating budget;
  2. the election of officers;
  3. the consideration of any proposed changes in the Constitution and/or Bylaws;
  4. the calling of a pastor or other called worker;
  5. an excommunication decision upon appeal; to excommunicate an individual or to act upon an appeal of the decision to excommunicate an individual;
  6. purchase of land or capital property; or
  7. commitment to contract(s) for new construction totaling more than \$50,000 annually.

All other affairs are delegated by the Congregation to the Board of Deacons unless otherwise specifically restricted in the Bylaws or unless otherwise directed by the Congregation at a properly called Congregational Meeting. At no time, however, shall the Congregation, or any agent thereof, be empowered to decide anything contrary to the word of God and/or the confessions of the Lutheran Church (see Article IV). Any such decisions so rendered shall be null and void.

- B. **Standards for Decisions:** matters of doctrine and conscience shall be decided by the Word of God and must be consistent with the Constitution and Bylaws of the LCMS. Other matters shall be decided by a majority vote of the Congregational Meeting or by a majority vote of the Board of Deacons as appropriate under the Constitution and Bylaws unless otherwise specified herein.
- C. **Property Rights:** all rights to the property of the Congregation are vested in the Congregation.

## Article VIII - Called Workers

- A. **Eligibility for a Call:** only those workers who profess and adhere to the confessional standard set forth in Article IV of this Constitution and who have been certified by the LCMS are eligible to fill called positions in the Congregation. Pastors and other staff members shall, in the call extended to and accepted by them, be pledged to this confessional standard.
- B. **Membership Privileges:** called workers shall be members of the Congregation, with all the rights and privileges of such membership.
- C. **Discipline:** called workers shall be disciplined and discharged according to the procedures outlined in Article IV of these Bylaws.

## Article IX - ~~Other~~ Officers

- A. **General Definition:** the officers of this Congregation shall be ~~such officers, boards, or committees as described in the~~ Bylaws of this Congregation ~~shall prescribe.~~

- B. **Officer Authority:** congregational officers as elected by the Congregational Meeting have the authority to conduct all affairs of the Congregation in accordance with the Constitution and Bylaws. The officers and all structural units within the Congregation are at all times accountable both to the Lord Jesus and to the Congregational Meeting.
- C. **Removal from Office:** any officer may be removed from office ~~by the Congregation or its designee~~ in accordance with Bylaws Article V, in Christian and lawful order, for one of the following reasons: persistent adherence to false doctrine, a corrupt life, willful neglect of official duties, the inability, for whatever reason, to perform those duties; or actions not in the best interest of the Congregation or mission of Peace Lutheran Church.

## Article X - Doctrinal Literature

Only such written material shall be used in the worship services of the Congregation and in all ministerial acts as conform to the confessional standard of Article IV. Likewise, in all classes for instruction of Christian doctrine, only such books shall be used as conform to this standard.



## **Article XI - Amendments**

Amendments to this Constitution and changes in the Articles of Incorporation may be adopted at a regular or special Congregational Meeting provided:

- A. they do not conflict with the provisions laid down in Article IV or with any section of any other article that pertains to scriptural doctrine and practice;
- B. they have been submitted in writing at a previous Congregational Meeting held at least 30 days prior to the Congregational Meeting where they are to be voted upon;
- C. they have received an affirmative vote of a two-thirds majority of the voting membership present at a properly called Congregational Meeting.

## **Article XII - Bylaws**

The Congregation shall adopt such Bylaws as may be required for the accomplishment of its purposes.

# Amended & Restated Bylaws Of Peace Lutheran Church

## Article I - Membership

- A. **Admission Into Membership:** since young people (over age 14) and adults are normally received simultaneously as both baptized and confirmed members, they are hereafter referred to as confirmed members. Children or adults who have not yet been confirmed are received as baptized members. People may enter through the following means:
1. **Baptized Membership**
    - a. **by Baptism:** children of Peace members received by the Sacrament of Baptism in this Congregation become baptized members. Nonmember children who are baptized will not become baptized members until a parent or guardian becomes a member.
    - b. **by Transfer:** children of Peace members coming with a letter of transfer from another Lutheran congregation in church fellowship may be received into baptized membership by the Pastor.
    - c. **by Request:** other baptized persons who have no church affiliation and who have come under the spiritual care of this Congregation may be received into baptized membership by the Pastor.
  2. **Confirmed Membership:** all people coming into Peace as confirmed members must be received into membership through action by the Executive Committee or Board of Deacons with a report to the Congregation at the next Congregational Meeting. People may enter through the following means:
    - a. **by Confirmation:** Persons received by rite of confirmation in this Congregation following instruction become confirmed members.
    - b. **by Transfer:** Persons coming from another Lutheran congregation may be received into membership through a letter of transfer.
    - c. **by Reaffirmation of Faith:** Persons who have previously been confirmed in a Lutheran church and who reaffirm their Christian faith shall be received as confirmed members.
    - d. **by Affirmation of Faith with Doctrinal Instruction:** Persons who have not been confirmed in the Lutheran Church shall be received

as confirmed members after completing Lutheran doctrinal instruction.

3. **Voting Membership:** Confirmed Members 18 years of age or older are voting members and are encouraged to participate in the affairs of the Church by regularly attending Congregational Meetings. Only those who attend have the right to cast votes for elections, budgets, and other Congregational business.

**B. Termination of Membership**

1. **Transfer in Fellowship:** members in good standing desiring to join another Lutheran congregation shall present their request for transfer to the Lead Pastor. Such requests shall be granted and the transfer of membership shall be reported by the Lead Pastor to the Board of Deacons at their next meeting and to the Congregation at the next Congregational Meeting.
2. **Release from Membership:** members requesting a release to join, or who have already joined another congregation outside of our fellowship, shall present their request for release to the Lead Pastor. Such requests shall be granted and the release of membership shall be reported by the Lead Pastor to the Board of Deacons at their next meeting and to the Congregation at the next Congregational Meeting.
3. **Non-Attendees:** members who move away or leave this Congregation without applying for release or transfer shall be terminated by the Board of Deacons when no contact can be established with them by the pastoral staff for a period of at least 24 months. The following process shall be used:
  - a. during the aforementioned 24-month period, the staff or designated ministry team shall make a reasonable effort to determine the status of the individuals involved and, if possible, help to bring those individuals back into active participation in the life of Peace.
  - b. a written report of these efforts shall be presented to the Board of Deacons.
  - c. Upon the recommendation of the Lead Pastor, a non-attendee's membership may be terminated by majority vote of the Board of Deacons.
  - d. a written report of members so terminated shall be made to the Congregation at the annual Congregational Meeting.

4. **Excommunication:** any member who persists in public offense by actions contrary to the will of God shall be disciplined according to the following process:
  - a. He or she shall be admonished in accordance with Matthew 18:15-20 and 1 Corinthians 5:1-7 by the Lead Pastor.
  - b. If the individual refuses to amend his/her way of life, a Board of Review may be authorized and appointed by the Board of Deacons upon a recommendation by any Pastor then serving the Congregation. After a thorough investigation, the Board of Review shall present its findings and a recommendation to the Board of Deacons.
  - c. ~~A recommendation for Termination of membership by excommunication to the Congregation shall be by a two-thirds (2/3) vote of the members of the Board of Deacons.~~
  - d. ~~Termination of membership by excommunication shall be by a two-thirds (2/3) vote of voting members present at a properly called Congregational meeting.~~
  - e. The individual so terminated shall have the right to appeal that termination to the members of the Congregation at a properly noticed special meeting. Any such appeal shall be filed by such individual with the Chair of the Congregation within ninety (90) days of the date of termination of membership and the special meeting shall be held within thirty (30) days thereafter.
  - f. If an individual seeks God's forgiveness, he/she may be reinstated into membership by the Board of Deacons upon the recommendation of any Pastor then serving the Congregation.
  - g. Written notification to the individual of either excommunication or reinstatement shall be made by certified mail, return receipt within ten (10) days thereafter.
5. **Forfeiture of Rights:** upon termination of membership, individuals shall forfeit all rights of a member of this Congregation, including all claims upon the property of the Congregation.

## Article II - Congregational Meetings

- A. **Regular Congregational Meetings:** a regular Congregational Meeting shall be held annually prior to the commencement of the fiscal year for which the budget is being submitted for the purposes of approving the budget, electing officers and other members of the Board of Deacons, reporting on the

church's ministries, and conducting other necessary Congregational business. Notwithstanding the approval of such budget, the Board of Deacons may, in its sole discretion, allow the Lead Pastor, annually, to authorize expenditures in excess of the budget in an amount up to five percent (5%) of the current year's budget. Congregational Meetings shall be announced in a weekly Church communication over at least five (5) successive weeks prior to the meeting date. In all matters not already decided by the Word of God the majority rules, unless otherwise specified in the Constitution or Bylaws.

- B. **Special Congregational Meetings:** special Congregational Meetings may be called by the Board of Deacons or the Lead Pastor. Special Congregational Meetings and their purpose shall be announced in a Church communication on the two (2) successive weeks prior to the meeting date. Special Congregational Meetings may also be called by presentation of a petition to the Board of Deacons bearing the signatures of at least five percent (5%) of the voting members of the Congregation.
- C. **Agenda:** an agenda shall be prepared for all Congregational Meetings, regular or special, containing the items of business and published in a Church communication on at least two (2) successive weeks prior to the meeting date.
- D. **Rules of Protocol:** in general, the conduct of all Congregational and Board of Deacons meetings within the Congregation shall follow procedures outlined in Roberts' Rules of Order. Meetings of other groups in the Church may also be conducted by this standard if necessary. Voting by electronic or other means may be conducted as determined by the Board of Deacons from time to time and announced at the time of the publication of the agenda for such meeting.

### **Article III - Selection of Called Workers**

In the event of a position vacancy or the establishment of a new position to be filled by a called worker, the following procedure shall be followed:

- A. the Chair of the Board of Deacons of the Congregation, with the approval of the Board of Deacons, shall appoint a call committee with a minimum of five (5) members.

- B. the call committee shall compile a list of candidates as submitted by District officials, Peace members and/or as identified from other resources.
- C. the call committee shall establish and follow a procedure for evaluating the candidates which shall involve prayer and may include the review of candidate information as received from the district office, written questionnaires, telephone or on-site interviews, visitations to a candidate's current community of faith, or other appropriate means.
- D. having completed their evaluation, the call committee shall present their findings and recommendations to the Board of Deacons for approval. If approved by the Board of Deacons, the recommendation shall be submitted to the Congregation for approval or rejection and shall be completed with adequate time to meet the required notification schedule for a special Congregational Meeting.
- E. at the Congregational Meeting, any voting member may nominate an LCMS rostered candidate from the floor. The election of the candidate shall be by ballot. The candidate receiving more than one-half (1/2) of the votes cast shall be considered elected. The election shall, if possible, be made unanimous by a rising vote, and the call shall be sent to the candidate.

#### **Article IV - Called Worker Discipline/Discharge**

- A. All called workers are under the jurisdiction of the constitution and bylaws of the LCMS. Additionally, called workers must adhere to the Constitution of Peace Lutheran Church. If the called worker is in violation of these conditions, the procedures within this article are to be followed.
- B. Called workers are tenured ~~employees~~, as defined in the LCMS Handbook, as amended from time to time, subject to regular Congregational disciplinary procedures, unless the problem falls in the category of a serious charge. Serious charges include any of the following:
  - 1. persistent false doctrine;
  - 2. gross misconduct, including but not limited to sexual sin, sexual contact with a member or child, breach of confidentiality, and any potentially criminal activity;
  - 3. persistent malfeasance of duty or an inability to continue to perform those duties.

C. When serious charges are brought against a called worker, the following procedure shall be followed:

1. If the charge(s) involve(s) gross misconduct, the called worker shall be immediately placed on administrative leave with pay and the District President shall be notified immediately by the Board Chair.
2. The Congregational Chair or if the Chair is unable, or unwilling to act, the Chair-elect, assisted by the worker's supervisor (if applicable) and another member of the Board of Deacons shall form a committee to investigate any charge against a called worker. In all cases every effort shall be made to preserve confidentiality. Within two (2) weeks, the investigating committee shall render a written decision on the matter. If a majority of the investigating committee believes that the matter should be pursued, the District President and the Board of Deacons shall be informed.
3. Should such charges be substantiated by clear evidence to the satisfaction of two-thirds (2/3) of the Board of Deacons, the Board shall in consultation with District officials then determine the most appropriate resolution of the matter. Such resolutions may include, but are not limited to: dismissal of the called worker, suspension with or without pay, a written reprimand, a directive to receive professional help, or such other remedies as may fit the situation.
4. If the determination is to remove the called worker, the individual involved shall first be given an opportunity to resign his/her position in the Congregation.
5. Such opportunity having been given and declined, the Board of Deacons shall submit the matter for action at a special Congregational Meeting. The intended removal of the called worker shall be announced by the Congregational Chair or Chair-elect at regular worship services on the two (2) successive weekends immediately preceding a special meeting of the voting members called for that purpose. A two-thirds (2/3) vote of the voting members present at such meeting shall be required to remove a called worker.
6. In addition to Congregational action, the District President may also take disciplinary action with regard to a called worker as outlined in the LCMS Handbook (Sections 2.13.2 – 2.13.4.3) as amended from time to time. Conditions and privileges for employment while under restricted or suspended status are outlined in (2.13.2) and (2.13.4).
7. Every effort by all concerned shall be made to overcome whatever has led to the above actions in compliance with the mandate of Matt. 18:15,16.

## Article V - The Office of Deacon

- A. **Listing of Officers:** The Board of Deacons of this Congregation shall consist of not less than ten (10) nor more than twelve (12) voting members, as determined by the Board of Deacons from time to time and as elected to the Board of Deacons by the Congregation. Three (3) members shall be elected as officers to serve in the following positions: Chair, Chair-elect, and Treasurer. All other members shall be elected to the Board of Deacons as members-at-large and may be assigned by the Chair to serve as liaisons to the following ministry areas: Chair of the Operations Committee, Chair of the Policy Committee, Chair of the Personnel Committee, and such other additional ministry areas as may be assigned by the Chair including, but not limited to: Group Ministries; Mission Ministries; Worship Ministries; Word Ministries; Age and Stage Ministries; and Leadership and Guiding Ministries. The Lead Pastor and other called and/or ordained staff may serve as ex-officio members without voting privileges as determined by the Chair. The Chair may from time to time on an as needed basis create ad-hoc committees to attend to Board or Congregational issues. Board members shall be elected for terms specified in these Bylaws and shall perform such duties as specified in these Bylaws or authorized by the Board of Deacons as necessary to promote and carryout the work of the Congregation until replaced by the incoming duly elected Members of the Board.
- B. **General Responsibility:** Deacons shall provide overall leadership for the Congregation, working with staff to ensure that its purposes and plans are fulfilled. In addition, individual deacons may have particular responsibilities associated with their office or assigned area of ministry.
- C. **Qualifications of Deacons:** A candidate for the Board of Deacons:
1. may be a man or woman, eighteen (18) years of age or older, who has been a member of Peace Lutheran Church for at least one (1) year;
  2. must accept the confession of this Congregation as specified in Article IV of the Constitution; and
  3. must agree to and sign the Board Covenant.



D. **Deacon Selection Process:** The following selection process shall be followed:

1. the nominating committee recommended by the Chair and approved by the Board of Deacons shall be formed prior to the annual voters meeting. The nominating committee shall consist of at least one past Board president, the Lead pastor or his pastoral designee, and other members as determined by the board. The nominating committee shall not exceed five (5) members.
2. nominations to be reviewed by the nominating committee will be submitted according to the current nomination schedule in the Peace Lutheran Church Policy Manual.
3. the nominating committee shall review the names of the nominees and recommend a slate of nominees for consideration at the annual meeting of the congregation.
4. persons recommended by the nominating committee shall be informed of such nomination and are urged to engage in personal evaluation and prayer so as to discern God's calling to serve as Deacon. Nominees must also be willing to sign the Board Covenant prior to their being placed into nomination.
5. names for any open positions, except for Chair, shall be brought annually to the Congregation for affirmation by majority vote.
6. Congregational members may also nominate candidates from the floor for any position under consideration, so long as the proposed nominee's qualifications are consistent with the Constitution and Bylaws, and the nominee agrees, at such time or prior to their nomination, to sign and abide by the Board Covenant.
7. nominations for the position of Chair or Chair-elect must be made from current Board members with more than one (1) year of service on the Board.
8. if more than one (1) name is presented for a particular position, an election shall be held. Otherwise, candidates shall be selected by formal affirmation of the Congregation at the Congregational Meeting.

E. **Terms of Office:** The Chair shall be elected to a two (2) year term in the office of Chair. An individual Chair may not serve more than one (1) consecutive two (2) year term. A minimum of three (3) years must elapse before an individual is eligible to serve again as Chair.

The Chair-elect shall be elected to a two (2) year term in the office of the Chair-elect followed by a two (2) year term as Chair.

The Treasurer shall be elected to a two (2) year term in the office of Treasurer.

Elected Deacons shall be elected to a three (3) year term, subject to review and recommitment at the end of that period. However, the Board of Deacons shall be authorized to adjust the length of terms for some of the newly elected Deacons so there are no more than four (4) deacon terms expiring in the same year. The term may be adjusted from three (3) years to either two (2) years or one (1) year as needed.

~~An individual's service as a Deacon (including officers) may be discontinued by the individual's own decision, or by a two thirds (2/3) vote of the other members of the Board of Deacons to remove that individual as a Deacon.~~ At the end of the first term, a Deacon is eligible for nomination and election to the Board of Deacons at the Congregational Meeting. A Deacon may serve consecutive terms totaling no more than eight (8) years. At the expiration of the successive years of such service, a Deacon shall not be eligible to be appointed or elected for a period of one (1) year. The exception to this restriction shall be to allow a retiring Deacon to fulfill his term as Chair or, if newly elected or serving as the Chair-elect, to allow the Chair-elect to succeed to the position of Chair.

An individual's service as a Deacon (including Chair, Chair-elect, and Treasurer may be discontinued by the individual's own decision.

An individual's service as a Deacon (including Chair, Chair-elect, and Treasurer may be discontinued by a two-thirds (2/3) vote of the other members of the Board of Deacons to remove that individual as a Deacon.

- F. **Vacancies:** If any office becomes vacant prior to the expiration of the committed term, the Board of Deacons shall appoint a qualified successor to serve until the next regularly scheduled Congregational Meeting.
- G. **Legal Trustees:** The Chair, Chair-elect, and Treasurer shall serve as legal trustees for the Congregation and shall be the custodians of all legal documents and other valuable papers of the Congregation, including the minutes of all meetings of the Congregation, the Board of Deacons and all contracts, deeds, mortgages, property documents, insurance policies, certificates of incorporation and any such other documents as define the life, decisions, customs, property and history of the Congregation.

At least two (2) of the three (3) legal trustees shall sign and execute all legal and financial agreements, contracts, and documents for the Congregation when authorized by the Congregation or Board of Deacons to do so. Legal trustees who handle financial affairs for the Congregation shall be bonded by the Congregation.

The Congregation shall be directly responsible for its property and for whatever the officers serving as legal trustees do in conformance with the resolutions, directives, and instructions of the Congregation. The Congregation shall not suffer said officers to incur any personal loss whatsoever as a result of transacting business for and with the authorization of the Congregation.

- H. **Expense Reimbursement:** Elected Deacons shall serve without compensation. However, upon submission of receipts, deacons may be reimbursed for actual and necessary expenses incurred on behalf of the Board of Deacons or Congregation, as approved by the Board of Deacons.

## Article VI - The Board of Deacons

- A. **Authority and Accountability:** The Board of Deacons shall be the legally constituted representative of the Congregation, authorized to make all decisions and to conduct all business delegated by the Constitution, the Bylaws, chair or a specific action of the Congregation, so long as that action is not in conflict with the Constitution or Bylaws. The Board of Deacons shall be accountable to the Congregation through the Congregational Meeting.
- B. **Membership:** The Board of Deacons shall consist, as determined by the Board of Deacons from time to time, of not less than ten (10) nor more than twelve (12) voting members of the Congregation. The Lead Pastor and other called and/or ordained staff will serve as ex-officio members without voting privileges.
- C. **Attendance at Meetings:** Members of the Board of Deacons are expected to attend all meetings of the Board of Deacons unless excused by the Chair or if the Chair is unable or unwilling to act, the Chair-elect or the Lead Pastor for a good and proper reason. Staff and others may attend and participate by invitation of the Lead Pastor or the Chair or the Chair-elect as non-voting

visitors. Any member of the Congregation may attend as a nonparticipating observer, unless the Board of Deacons has voted to go into executive session.

- D. **Executive Sessions:** As a general rule the business of the Congregation must be conducted openly and publicly. However, by majority vote the Board of Deacons may go into executive session with only members present when necessary to maintain the confidentiality of information, to protect the reputation of individuals, to protect the legal standing of the Congregation, and/or when the Congregation's business can only be so conducted responsibly. The executive session should be used sparingly for such business as the discussion of any proposed or pending legal action, discussion or negotiation of the proposed purchase or sale of property, consideration of the performance or behavior of staff, investigation of illegal, immoral or unethical behavior by individuals or groups in the church, discussion of the merits of candidates for employment, the disciplining of a member under Article I, Section B, Subsection 4 of the Bylaws, or any other business that specifically fits the above intent.
- E. **General Responsibilities:** The Board of Deacons shall meet regularly, but at least every two (2) months, to consider all matters pertaining to the spiritual and material welfare of the Congregation. The Board of Deacons shall act upon those matters within its Constitutional purview and recommend to the Congregation any and all other matters brought before it. The Board of Deacons shall be authorized to make such expenditures and disbursements as fall within the framework of the annually adopted budget. It shall also annually prepare and present a budget for adoption by the Congregation at a properly called Congregational Meeting.
- F. **Electronic Voting:** As a general rule the business of the Congregation should be conducted during properly called meetings of the Board of Deacons. However, at times, at the discretion of the Chair, or if the Chair cannot act, the Chair-elect, with pre-approval of the Board, the Board may utilize electronic means to approve Congregation business. Electronic means will include e-mail and/or teleconference. Teleconference meetings shall be conducted as a regular meeting of the Board including all normal meeting protocols and procedures where all can be heard and all can hear.

E-mail voting, having, in each case, been pre-approved by the Board, shall be limited to the topic pre-approved by the Board at a duly called meeting. The Chair, or if the Chair cannot act, the Chair-elect, or the member designated, shall present the necessary information to the members for approval. The Chair, or if the Chair cannot act, the Chair-elect, shall determine a schedule for completion of the voting by members. Voting input

by members shall be considered attendance at the meeting for purposes of a quorum. Issues under discussion shall be deemed approved when a majority of the Board quorum has indicated their approval within the schedule determined by the Chair, or if the Chair cannot act, the Chair-elect.

G. **Written Consent:** Any action required or permitted by the Certificate of Incorporation, Constitution, these Bylaws, or any provision of Chapter 187 of the Wisconsin Statutes to be taken by the Board at a Board meeting may be taken without a meeting if one or more written consents, setting forth the action so taken, shall be signed by not less than two-thirds (2/3) of the voting members of the Board of Deacons within the time period set forth in such written consent. The Chair, or if the Chair cannot act, the Chair-elect, shall use electronic e-mail, telephone or teleconference to notify the Board members of the issue and using any of the above methods, develop a motion for approval by the Board. The Chair, or if the Chair cannot act, the Chair-elect, shall then determine a deadline for the members of the Board to go to the Church office and provide their written consent. Action taken pursuant to this provision shall be effective when the requisite number of members of the Board of Deacons have signed the Consent.

H. **Severance for Employees and Called Workers:**

Peace Lutheran Church does not offer a severance package (monetary, benefits, or in-kind) for employees and called workers who voluntarily resign (retirement benefits are part of the total compensation benefits).

In some cases, the Peace Lutheran Church Board of Deacons may wish to provide a goodwill gift to a voluntarily resigned called worker in good standing. The goodwill gift may be monetary in nature and may not exceed \$5000, without being brought to the Congregation for affirmation by majority vote.

For employees who have been terminated involuntarily, a severance package may be offered by the Peace Lutheran Church Board of Deacons, in its sole discretion. In such cases, the severance package shall not include an extension of benefits or severance in kind. The severance shall be monetary in nature and will be no more than one week of pay for each year served at Peace Lutheran Church with a maximum limit of 26 weeks of payout.

## Article VII - Standing or Ad-hoc Committees

The Standing Committees shall have at least one (1) Board member and consist of the following:

- A. **Operations Committee:** The Operations Committee shall be specifically responsible for:
  - 1. meeting on an ad-hoc or standing basis as needed to meet the needs of the Board, the Lead Pastor, staff, and the Congregation.
  - 2. working with the Lead Pastor and other staff to assure the adequate upkeep of the facilities and grounds of the Church.
  - 3. handling all other duties as assigned by the Board of Deacons.
- B. **Policy Committee:** The Policy Committee shall be specifically responsible for:
  - 1. meeting on a standing basis to meet the needs of the Board, the Lead Pastor, Staff and the Congregation.
  - 2. development of the policies and procedures for the ongoing operations and management of the Church.
  - 3. preparing proposed policies for consideration by the Board of Deacons.
  - 4. working with the Lead Pastor and other staff to assure the timeliness and adequacy of the Church policies.
  - 5. handling all other duties as assigned by the Board of Deacons.
- C. **Personnel Committee:** The Personnel Committee shall be specifically responsible for:
  - 1. meeting on a standing basis to meet the needs of the Board, the Lead Pastor, staff and the Congregation.
  - 2. Assisting the Lead Pastor in the recruitment, evaluation, and compensation of paid staff.
  - 3. Maintaining the Peace Lutheran Church Employee Handbook to assure that all legal requirements and Congregational needs are met.
  - 4. Handling all other duties as assigned by the Board of Deacons.
- D. **Ad-hoc Committees:**
  - 1. Ad-hoc committees, as established by the Chair, need not be comprised of members of the Board of Deacons.

## Article VIII - Responsibilities of the Lead Pastor and Deacons

### A. **The Lead Pastor** shall:

1. provide the overall spiritual leadership of the Congregation through the preaching and teaching of the Word of God. God's Word is to be communicated in its full truth and purity as contained in the Sacred Scriptures of the Old and the New Testament and as set forth in the confessional writings of the Lutheran Church as found in Constitutional Article IV.
2. administer the Holy Sacraments in accordance with their divine institution.
3. provide the overall organizational leadership for the Congregation, including Communicating his vision for the church, setting staff goals, proposing administrative policy, and supervising and coordinating both paid and lay leadership.
4. ensure that pastoral care for the Congregation is being provided, including visiting the sick and shut-ins, providing counsel and guidance from God's Word, and giving admonition, instruction and encouragement to all that they may grow in their spiritual maturity.
5. counsel the Congregation in matters of church discipline.
6. provide leadership for evangelistic and mission activity as the Congregation seeks to reach the Chippewa Valley, the nation and the world with the Gospel of Christ.
7. serve the Congregation as an example of Christian conduct, endeavoring earnestly to live in loving unity with the members of the Congregation and fellow workers and sister Congregations in the District and the LCMS, and by the grace of God doing everything possible within the sphere of his calling to build up this Congregation and the kingdom of God.
8. encourage ministry to those who are unchurched and to minorities and handicapped persons.

### B. **The Chair** shall preside at all meetings of the Congregation and the Board of Deacons. The Chair shall vote only on those occasions where a tie exists during the conduct of meetings of the Board of Deacons or the Congregation. In the event of temporary incapacity, absence, or refusal to act, the Chair-elect shall assume the duties of the Chair. In the event of the temporary incapacity, absence or refusal to act by both the Chair and Chair-elect, a Chair pro tempore shall be appointed by the majority of the remaining

members of the Board of Deacons. At each meeting, the Chair shall submit such recommendations and information as the Chair may deem proper and appropriate concerning the spiritual and material welfare of the Congregation. The Chair shall support the Lead Pastor in directing the functions and teams within the Ministries of Peace.

- C. **The Chair-elect** shall be responsible for assisting the Chair and preparing for assumption to the position of Chair. The Chair-elect shall also assume the Chair's role at regular meetings in the absence of the Chair. The Chair-elect, in conjunction with the Lead Pastor and Chair, shall also be responsible for preparing, maintaining and evaluating a long-range plan of ministry for the Congregation, including recommending annual budget and program goals, as well as other duties as assigned by the Chair.
- D. **The Treasurer** shall be the lead for oversight of the financial condition, affairs and records of the Congregation and together with the Chair, or if the Chair is unable or unwilling to act, the Chair-elect, shall review and sign financial papers of the Congregation. In addition, the Treasurer shall:
1. In conjunction with the decisions made by the Board of Deacons, verify that the staff prepare an annual budget that is reviewed by the Board of Deacons and approved by the Congregation.
  2. Verify that the expenditures of the Congregation are within the framework of the annual budget.
  3. Verify that the staff have adequate accounting and financial processes, policies, systems and controls in place to safeguard the assets of the Congregation and the recording and safeguarding of receipts.
  4. Verify that the staff maintain proper financial records and prepare timely and materially accurate financial statements and reports.
  5. Verify that financial statements and reports are presented to the Board of Deacons.
- The Treasurer shall keep the Board of Deacons informed of the financial condition and affairs of the Congregation and shall inform the Board of Deacons if any of the above standards are not materially being met. The Chair shall initiate a financial review process as detailed in the Peace Lutheran Church Policy Manual.
- E. **The Ministry Deacon(s)**, in addition to carrying out their duties of the Board, may serve as liaison(s) to the then current ministries as recommended by the Chair or if the Chair is unable or unwilling to act, the Chair-elect and Lead Pastor and approved by the Board of Deacons. A



Ministry Deacon may be responsible for supporting staff, lay leaders, and volunteers as necessary within these areas of ministry.

## **Article IX - Amendments**

Amendments to the Bylaws may be adopted at a regular or special Congregational Meeting provided:

- A. they do not conflict with any provision of the Constitution or any other standing provision of the bylaws;
- B. they have been announced in a Church communication and made available to members of this Congregation in the Church office at least thirty (30) days prior to the Congregational Meeting where they are to be voted upon;
- C. the Congregational Meeting where they are to be voted upon has been properly called according to Article II of these Bylaws; and
- D. they have received an affirmative vote of a majority of the voting membership present at such a properly called Congregational Meeting.

## **Appendix I**

### **Constitution and Bylaw Changes for Revision 1.0.**

- **Peace Constitution.**

- Article II – Affiliation
  - Added “- hereafter known as LCMS.”.
- Article IV – Confession.
  - Section C.
    - Remove “Evangelical” from “Evangelical Lutheran Church”.
- Article VII – Powers of the Congregation.
  - Section A, Item # 7.
    - Clarify with “new” construction.
    - Increase limit from \$20,000 to \$50,000.
  - Section B, The Right to Call.
    - Deleted - the right to call is previously defined in Article VII Section A, Item # 4.
  - Section C, Standards for Decisions:
    - Replace “Lutheran Church–Missouri Synod” with “LCMS”.
- Article VIII – Called Workers.
  - Section A – Eligibility for a Call.
    - Replace “Synod” with “LCMS”.
- Article IX – Other Officers.
  - Section C.
    - Added additional reason for removal of an officer from office.

- **Peace Bylaws.**

- Article I – Membership.
  - Section A, Par 2.
    - The “Peace Membership Covenant” is no longer used.
  - Section A, Par 2.
    - Added item “d” to cover the case where an individual has not been confirmed at all.
  - Section B, Par. 1.
    - Remove “or” to clarify the Lead Pastor’s action.
  - Section B, Par. 2.
    - Clarify the actions that need to be taken and by who.
  - Section B, Par. 3, Item c.
    - Change the “action” of the Board of Deacons to “majority vote”.
- Article II – Congregational Meetings.

- Section A – Regular Congregational Meetings.
  - Decrease the limit the Board of Deacons may authorize the Lead Pastor to exceed the budget by from “ten” to “five”, 10% to 5%.
  - Change “prior year’s general giving” to “current year’s budget”.
  - Replace “Church bulletin” with “Church communication”.
  - Replace “weekends” with “weeks”.
  - Clarify the proper announcement timeframe prior to a regular Congregational meeting being held.
- Section B. Special Congregational Meetings.
  - Replace “Church bulletin” with “Church communication”.
  - Clarify the proper announcement timeframe prior to a special Congregational meeting being held.
- Section C – Agenda.
  - Replace “Church bulletin” with “Church communication”.
  - Clarify the proper announcement timeframe prior to a special Congregational meeting being held.
  - Change Sundays to weeks.
- Article III – Selection of Called Workers.
  - Section C.
    - Change “establish a procedure” to “establish and follow a procedure”.
    - Strike “and” to use “or” to follow the structure of the rest of the sentence.
  - Section D.
    - Clarify that the recommendation is presented to the Congregation only upon approval by the Board of Deacons.
  - Section E.
    - Add “LCMS rostered” candidate.
- Article IV – Called Worker Discipline/Discharge.
  - Section A.
    - Replace “employees” with “workers”.
    - Replace “Lutheran Church – Missouri Synod” with “LCMS”.
    - Strike “Each employee should be provided . . .”.
    - Strike “The constitution requires acceptance . . .”.
    - Added “Additionally, called workers must adhere to the Constitution of Peace Lutheran Church.”.

- Very last sentence.
- Replace: “the procedures in Article I of the Bylaws are to be followed”.
  - With: “the procedures within this article are to be followed”.
  - The procedure to be followed is defined in this same article, Section C.
- Section B.
  - Replace “Synodical” with “LCMS”.
  - Clarify “serious” charges to include “any of the following” and strike the word “or” in item # 2 to make this section’s structure consistent.
- Section C, Par. 1.
  - Strike “until the matter is resolved”.
  - Add “and the District President shall be notified immediately by the Board Chair.”.
- Section C, Par. 2.
  - Added “if applicable” for the worker’s supervisor to cover the case where the worker’s supervisor may be involved.
- Section C, Par. 3.
  - Change the Board of Deacons evidence of satisfaction from a “majority” to “two-thirds (2/3)”.
- Section C, Par. 6.
  - Replace “Synodical” with “LCMS”.
  - Updated references to the LCMS Handbook to align with the current revision of that handbook.
- Article V – The Office of Deacon.
  - Section A.
    - Change “The Chair may . . . constitute ad-hoc committees” to “The Chair may . . . create ad-hoc committees”.
      - The chair should not be defining “who” the members of ad-hoc committees are.
  - Section D, Par. 3.
    - Use lower case to remain consistent with this section.
  - Section D, Par. 4.
    - Change “nominations committee” to “nominating committee” to use consistent names.
  - Section E.
    - Add language to allow the Board of Deacons to adjust the terms of office of newly elected deacons in the

- case where there are four (4) or more open Deacon positions. This is to keep the deacon terms spread out rather than have many (in our case for June 2021, eight (8)) open Deacon positions.
- Add “(including officers)”.
  - Adjust the vote by the board of Deacons to remove a Deacon from office from “unanimous” to a “two-thirds (2/3)” vote.
  - Restate the maximum consecutive time/terms a deacon may serve to align with the case where there were four (4) or more deacons elected at some point in time.
- Section G.
    - Change: “As legal trustees, the Chair, Chair-elect, and Treasurer shall sign . . .”.
      - To: “At least two (2) of the three (3) legal trustees shall sign . . .”.
- Article VI – The Board of Deacons.
    - Section G.
      - Clarify what the “Action taken” is referring to.
    - Section H.
      - Added Section H to address Severance for Employees and Called Workers.
  - Article VII – Standing or Ad-hoc Committees.
    - Add statement that the Standing Committees shall “have at least one (1) Board member”.
    - Add “Section D. Ad-hoc Committees” with a statement that “ad-hoc committees need not be compromised of members of the Board of Deacons”. This was moved from “Article VIII, Section E, the Ministry Deacon”.
  - Article VIII – Responsibilities of the Lead Pastor and Deacons.
    - Section A, Item 1.
      - Delete “Evangelical”.
    - Section A, Item 7.
      - Replace “Synod” with “LCMS”.
    - Section C.
      - Add note to indicate the chair-elect is to work “in conjunction with the Lead Pastor and Chair” rather than by themself.
    - Section D.
      - Removed the word “director” as it is out of place in that sentence.

- Change “appoint a financial review” to “initiate a financial review”.
- Change “Peace Policy Manual” to “Peace Lutheran Church Policy Manual”.
- Section E.
  - Made Ministry Deacon plural to signify the possibility that more than one deacon may be assigned due to the large number of ministries defined later in this section.
  - Struck The Ministry Deacon “shall be a member of the board of deacons”. Restating the obvious.
  - Change “carrying out the duties” to “carrying out their duties”.
  - Change “that Board” to “the Board”.
  - Replace “one of the following ministries” with “the then current ministries”.
  - Remove the list of ministries since we just redefined them as “the then current ministries”.
  - Delete last two sentences of the paragraph since they are out of place. The last sentence was moved to Article VII, Section D.
- Article IX – Amendments.
  - Section B.
    - Clarified the statement by adding the word “they” to be consistent with the rest of the section.
    - Change “the bulletin” to “a Church communication”.

## Appendix II

### Constitution and Bylaw Changes for Revision 1.1.

#### • Peace Constitution.

- Article VII – Powers of the Congregation
  - Section A, Item 5
    - Add excommunication of an individual
- Article IX – Other Officers
  - Strike “Other” from the title
  - Section A
    - Reword so that “officers” are defined in the Bylaws
  - Section C
    - Reword so that “any officer may be removed from office in accordance with Bylaws Article V”

#### • Peace Bylaws.

- Article I – Membership
  - Section B, Item 4c
    - Change Board of Deacons vote to excommunicate to a recommendation of excommunication to the Congregation.
  - Section B, Item 4d
    - New item
      - Excommunication shall be by a two-thirds (2/3) vote of voting members present at a properly called Congregational meeting
- Article IV – Called Worker Discipline/ Discharge
  - Section B
    - Delete “employees”
- Article V – The Office of Deacon
  - Section E
    - Separated each of the first two sentences of the fifth paragraph to a paragraph by themselves for better understanding
      - Changed “including officers” to specifically include the Chair, Chair-elect, and Treasurer.

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