

THE BYLAWS
OF
WOODLANDS LUTHERAN CHURCH OF LAKE COUNTY, INC.

1.0 *PROCEDURE FOR CALLING MINISTERS OF RELIGION*

1.1 When a pastor or commissioned minister is to be called, every member of the congregation shall be provided the opportunity to suggest one or more names for consideration. The Call Committee, appointed by the Board of Directors for the purpose of receiving and screening the names, shall submit all names to the President of the Florida-Georgia District, ask him for further recommendations, and receive from him information on and evaluation of all candidates.

1.2 After the screening process, the Call Committee shall present to the congregation by public announcement its proposed list of at least two preferred candidates together with a biographical sketch of each.

1.3 At the Voters Assembly, properly called for the purpose of electing a new pastor or commissioned minister, the list of preferred candidates shall be presented. Balloting shall proceed by means of a secret ballot vote. A two-thirds majority vote is required in order to determine the disposition of the Call. After a two-thirds majority vote is reached, a subsequent vote shall be taken to render the vote unanimous.

2.0 *VOTERS ASSEMBLY*

2.1 *Membership*

Any communicant member or associate communicant member who has passed their eighteenth birthday shall be a voting member of the congregation. An associate communicant member may not vote on matters pertaining to District or Synod. This is because, as members of another LCMS congregation, they already have the vote in their home congregation, and they can and should exercise their vote there.

2.2 *Meetings*

2.2.1 The Voters Assembly shall meet in May and in November on a day determined by the Board of Directors and announced no fewer than two weeks prior to the meeting.

2.2.2 At the November meeting, the Voters Assembly shall elect the Board of Directors as defined in Section 3 of these Bylaws and by Woodlands Lutheran Church Board of Directors' Policy Manual.

At the May meeting, the Voters Assembly shall adopt the church and Early Learning Center budget.

2.2.3 Special meetings may be called by the Chair, Pastor(s), or by a signed petition of at least ten voting members. Such special meetings shall be announced on two consecutive Sundays before the meeting.

2.2.4 In addition to principles laid down in Holy Scripture, the latest edition of *Robert's Rules of Order* shall be followed.

2.2.5 Meetings held in person. Whenever practically possible, meetings of the Voters Assembly shall be held in person.

2.2.6 Meetings held electronically. When meeting in person is impractical or in the event meeting in person is inadvisable, meetings of the Voters Assembly may be conducted through use of:

2.2.6.1 Full-featured Internet, or combination Internet/telephone, meeting services that integrate audio (and optionally video), text, and voting capabilities.

2.2.6.2 Telephone meetings, with Internet services for conducting secret votes and sharing documents.

2.2.6.3 A speakerphone in the meeting room to allow members who are not physically present to participate by telephone.

2.2.6.4 Telephone meetings without Internet support (and without any central meeting room).

These electronic meetings of the Voters Assembly shall be subject to all rules adopted by the Board of Directors to govern them, which may include any reasonable limitations on, and requirements for, voting member participation. Any such rules adopted by the Board of Directors shall supersede any conflicting rules in the parliamentary authority but may not otherwise conflict with or alter the Church's Articles of Incorporation or Bylaws.

2.3 Quorum

2.3.1 All voting members present at a properly called meeting shall constitute a quorum.

2.3.2 There shall be no voting by proxy.

2.4 Authority

2.4.1 The Voters Assembly shall be the governing body of this congregation and shall be empowered to administer and manage all congregational affairs.

2.4.2 All matters shall be decided by a majority vote of those voting members present, unless otherwise specified by this Constitution or Bylaws.

2.4.3 A two-thirds majority vote of those voting members present shall be required for the adoption of resolutions pertaining to:

- 2.4.3.1** Amending the Constitution,
- 2.4.3.2** Construction of buildings or major alterations thereto, or
- 2.4.3.3** Calling or removing a pastor or other called worker.

2.4.4 Matters of doctrine and conscience shall be decided only on the basis of the Word of God.

3.0 BOARD OF DIRECTORS

3.1 Membership

3.1.1 The Board of Directors shall not exceed nine (9) members, one of which is a member of the Elder Ministry. (See Section 3.3.1 of these Bylaws)

3.1.2 The members of the Board of Directors shall be elected by the Voters Assembly according to the process described in Woodlands Lutheran Church Board of Directors' Policy Manual.

3.1.2.1 The elected members of the Board of Directors shall elect the officers of Chair, Vice-Chair, and Secretary.

3.1.3 The Pastor(s) and Treasurer shall be advisory members with a voice but no vote of the Board of Directors and all Board appointed Committees.

3.1.4 The length of term for each position on the Board of Directors shall be three years.

3.1.5 Board of Directors members may not serve more than two consecutive terms in a given position.

3.1.6 In the event of a vacancy on the Board of Directors, the Board of Directors shall appoint a successor for the remaining term. The only exception to this is when the office of Chair is vacant, in which case the Vice-Chair shall assume the responsibilities of Chair. Service by appointment does not constitute a term.

3.1.7 The Board of Directors shall be installed during a worship service in January.

3.2 Meetings

3.2.1 The Board of Directors shall meet no less than quarterly on a day determined by the Board members. The Chair, in consultation with the Pastor(s) and other Board members, may cancel a given quarter's meeting.

3.2.2 Special meetings may be called by the Chair, or any two members of the Board of Directors. Such special meetings shall be announced at least twenty-four hours in advance.

3.2.3 Any member of the congregation may attend and participate in a Board of Directors meeting; however, only those members holding a position on the Board of Directors may vote at such meetings.

3.2.4 The rules of order shall follow those described in Section 2.2.4 of these Bylaws.

3.3 Quorum

3.3.1 At least five or more of the Board of Directors members must be in attendance at a validly called Board of Directors meeting to constitute a quorum. (This includes in person or via web/phone/conference call when circumstances dictate.)

3.3.2 There shall be no voting by proxy.

3.4 Authority

3.4.1 The Board of Directors shall have power to act on behalf of the congregation between meetings of the Voters Assembly, except for those actions reserved to a two-thirds majority of the Voters Assembly as noted in Section 2.4.3 of these Bylaws.

3.4.2 All matters of the Board of Directors shall be decided by a majority vote of those Board members present, unless otherwise specified by the Woodlands Lutheran Church Constitution or Bylaws.

3.4.3 Matters of doctrine and conscience shall be decided only on the basis of the Word of God.

4.0 ***MINISTRY***

The following ministry shall exist to assist the Board of Directors and the Pastor(s) in carrying out their responsibilities: Elders.

4.1 ***Membership***

4.1.1 The Elder ministry shall consist of as many members as needed to “Assist the Pastor(s)” and “Shepherd God’s Woodlands Lutheran Church Flock.”

4.1.2 Any male communicant member of this congregation may serve on the Elder ministry and must be a minimum of 21 years old.

4.1.3 If a new Elder is needed, a name can be presented by any Elder or Senior Pastor to the Elder ministry for consideration. The Elders will then discuss the individual and a vote is taken on whether to follow up and ask the individual if he is willing to be an Elder.

If the vote is yes, the Chairman of the Elder ministry, with the Senior Pastor, meet with the individual. They ask the individual if he would be willing to be an Elder and if so, the Elder’s position description is discussed during this meeting.

If the individual accepts the Elder appointment, they are welcomed at the next Elder’s meeting and they are publicly acknowledged and installed in a worship service with all other Elders at the beginning of the year. (January)

4.1.4 Appointed membership on the Elder ministry expires upon a written resignation presented to the Elder Chairman and the Board of Directors Chair or a recommendation by the Pastor(s) and the Elder ministry.

4.1.5 The Chairman of the Elder ministry or, in the case of a vacancy, the Chair of the Board of Directors, in consultation with the Pastor(s) shall inform the Board of Directors of newly appointed members.

4.2 ***Meetings***

4.2.1 The Elder ministry shall strive to meet once per month.

4.3 Quorum

4.3.1 A quorum shall consist of those Elder ministry members present at a properly called meeting.

4.4 Authority

It is the responsibility of the Elder ministry:

4.4.1 To make enhancements for the ministry and supervise the area of Elder ministry:

4.4.1.1 To Teach - An elder must be “an able teacher” (1 Timothy 3:2; also see 5:17). He must hold “to the faithful message as taught, so that he will be able both to encourage with sound teaching and refute those who contradict it” (Titus 1:9). Jesus’ under-shepherds feed Jesus’ sheep with Jesus’ Word.

4.4.1.2 To Lead - Just as shepherds lead their flocks, so elders lead local congregations. The biblical writers also call elders “overseers,” a title that highlights their role as leaders (Acts 20:28; 1 Timothy 3:1; Titus 1:5, 7). Hebrews instructs Christians to “obey your leaders and submit to them, for they keep watch over your souls as those who will give an account” (Hebrews 13:17).

4.4.1.3 To Model - Most importantly, elders lead by example. Shepherd the church “not [by] lording it over those entrusted to you but being examples to the flock” (1 Peter 5:3). Not surprisingly, the New Testament lists of elder qualifications focus predominantly on character (1 Timothy 3:1-7, Titus 1:5-9; 1 Peter 5:1-4). An elder’s most basic job is to say, “Imitate me as I also imitate Christ” (1 Corinthians 11:1).

4.4.1.4 To Pray - Finally, elders should take up the apostolic shepherding mantle and say, “we will devote ourselves to prayer and to the preaching ministry” (Acts 6:4). Ultimately elders are powerless in themselves to mature anyone in Christ; only the Holy Spirit can do that through God’s Word. The sooner an elder realizes this, the sooner he will hit his knees and plead for a continual work of grace among church members, as well as in his own life.

4.4.2 To present a written report of its activities at each Board of Directors meeting and Voters Assembly meeting.

4.4.3 To make recommendations to the Board of Directors and Voters Assembly for the enhancement or advancement of the ministry of Woodlands Lutheran Church.

5.0 DUTIES OF THE OFFICERS, TREASURER, AND ELDER CHAIR

5.1 Chair (*officer*)

5.1.1 Prepare the agenda in consultation with the Board of Directors Executive Committee for and preside at all meetings of the Board of Directors and Voters Assembly.

5.1.2 Be an ex-officio member of the Elder ministry and Board-appointed committees.

5.1.3 Appoint all delegates and committees with the approval of the Board of Directors.

5.2 Vice-Chair (*officer*)

5.2.1 Perform the duties of the Chair in his/her absence.

5.2.2 In accordance with Woodlands Lutheran Church Board of Directors' Policy Manual, Chair the Nominating Committee.

5.3 Secretary (*officer*)

5.3.1 Record all meetings of the Board of Directors and Voters Assembly.

5.3.2 Prepare all official correspondence of the Board of Directors and Voters Assembly.

5.4 Treasurer

The Treasurer of Woodlands Lutheran Church is a Board of Directors appointed position to serve as an advisory member of the Board of Directors and Board appointed Committees with a voice but no vote. (See Section 3.1.3 of these Bylaws)

All monies for both the church and Early Learning Center are received, recorded, and deposited by the Bookkeeper through a process that excludes the Treasurer, who has the responsibility to disburse the funds in consultation with the Pastor(s) and Bookkeeper.

5.4.1 In consultation with the Pastor(s) and Bookkeeper maintain a set of permanent, well-kept financial records.

5.4.2 In consultation with the Pastor(s), Early Learning Center Director, and Bookkeeper, prepare the church and Early Learning Center budget for presentation at the May Voters Assembly Meeting.

5.4.3 In consultation with the Pastor(s) submit a quarterly financial report to the Board of Directors and/or Voters Assembly.

5.4.4 In consultation with the Pastor(s) be prompt in the payment of all authorized bills and forwarding of all mission and charitable monies.

5.4.5 In consultation with the Pastor(s) arrange for an internal control audit every five years.

5.4.6 In consultation with the Pastor(s) prepare annual offering statements in January to be distributed to members of the congregation.

5.5 Elder Chair

5.5.1 Support the pastor(s) and be his (their) extension into the congregation; concerned primarily with the spiritual welfare of the congregation members.

5.5.2 In consultation with the Pastor(s) oversee with the assistance of other elders all worship-related activities including, but not limited to, music, choirs, ushers, altar guild, and acolytes.

5.5.3 In consultation with the Pastor(s) and the Elder leadership team develop the agenda for Elder's meetings.

5.5.4 Preside over and conduct the meeting of the Elder ministry.

5.5.5 Provide physical, emotional and spiritual support for the pastors, staff, and their families.

6.0 AMENDMENTS TO THE BYLAWS

The voting members of Woodlands Lutheran Church may amend any section of these Bylaws. Proposed amendments shall be presented in writing at any properly called meeting of the Voters Assembly. Adoption of proposed amendments shall require a simple majority vote of those present at a properly called subsequent meeting. The revised Bylaws shall, as a condition of continued membership in The Lutheran Church-Missouri Synod, be submitted to the Florida- Georgia District's Constitution Committee for review and favorable action by the District's Board of Directors before being implemented by the congregation.