

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

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**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 **Governance** 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**

The Voters Assembly shall consist of those communicant members who have passed their eighteenth (18th) birthday.

**2.2 Meetings**

2.2.1 The Voters Assembly shall meet in May and in November on a day determined by the **Governance** 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 **Governance** Board *of Directors* as defined in Section 3 of these Bylaws and by **policy** *Woodlands Lutheran Church Board of Directors' Policy Manual* and adopt the following year's church budget.

At the May meeting, the Voters Assembly shall adopt the following school year's Early Learning Center budget.

**2.2.3** Special meetings may be called by the **President** *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 **Governance** 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 **Governance** 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 **GOVERNANCE BOARD OF DIRECTORS**

#### 3.1 **Membership**

3.1.1 The **Governance** Board *of Directors* shall consist of the four officers: President, Vice President, Secretary, and Treasurer; and the chair of each of the following ministries: Elders, Christian Education and Support and any other ministries established by the congregation *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 **Governance** Board *of Directors* shall be elected by the Voters Assembly according to the process described in *the Governance Policy 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 **an** advisory members *with a voice but no vote* of the **Governance** Board *of Directors*, **all Ministries**, and all *Board appointed* Committees.

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

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

3.1.7 The **Governance** Board *of Directors* shall be installed during a worship service **as determined by policy** *in January.*

## 3.2 Meetings

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

3.2.2 Special meetings may be called by the **President Chair**, or any two members of the **Governance** 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 **Governance** Board *of Directors* meeting; however, only those members holding a position on the **Governance** 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 **Governance** Board *of Directors* membership must be in attendance at a validly called **Governance** 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 **Governance** 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 **Governance** Board *of Directors* shall be decided by a majority vote of those **Governance** Board members present, unless otherwise specified by this g 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 **MINISTRIES**

The following ministries shall exist to assist the Governance Board *of Directors and the Pastor(s)* in carrying out *its* their responsibilities: Elders, ~~Christian Education, Support.~~

### 4.1 **Membership**

4.1.1 ~~Each~~ *The Elder* ministry shall consist of at least three members *as many members as needed to "Assist the Pastor(s)" and "Shepherd God's WLC Flock."*

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

4.1.3 Appointed membership on ~~a~~ *the Elder* ministry expires upon the first meeting of the Governance Board in January of each year and may be renewed as described in Section 4.1.4 of these Bylaws. *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.*

4.1.4 The ~~chair~~ *Chairman* of the *Elder* ministries ~~y~~ or, in the case of a vacancy, the ~~President~~ *Chair* of the ~~congregation~~ *Board of Directors*, in consultation with the Pastor(s) shall inform the Governance Board *of Directors* of newly appointed members. ~~Reappointment of and adding new members shall normally be done at the January meeting. Additional members may be added throughout the year following the same process.~~

### 4.2 **Meetings**

4.2.1 ~~All~~ *The Elder* ministries ~~y~~ shall strive to meet once per month.

### 4.3 **Quorum**

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

## 4.4 Authority

It is the responsibility of ~~each~~ the Elder ministry:

**4.4.1** To ~~establish policies and procedures,~~ make enhancements for the ministry, and supervise the area of Elder ministry: ~~assigned to it as described in Section 6 of these Bylaws.~~

*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 Governance Board of Directors meeting ~~or~~ and Voters Assembly meeting, and

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

**5.0 DUTIES OF THE OFFICERS, TREASURER, AND ELDER CHAIRS**

**5.1 President 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 Governance Board *of Directors* and Voters Assembly.

**5.1.2** Be an ex-officio member of all *the Elder* ministries and *Board-appointed* committees.

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

**5.2 Vice President-Chair (officer)**

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

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

**5.2.3** ~~Supervise the mission activity of the congregation.~~

**5.3 Secretary (officer)**

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

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

**5.4 Treasurer (officer)**

*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)*

**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 ~~staff~~ the Pastor(s), Early Learning Center Director, and Bookkeeper, Officers and Ministry Chairs prepare the Early Learning Center Budget (July 1 – June 30) for presentation at the May Voters Assembly Meeting and in consultation with the Pastor(s) and Bookkeeper prepare the Congregational Budget (January 1 – December 31) for presentation at the November Voters Assembly Meeting.

**5.4.3** In consultation with the Pastor(s) submit a quarterly financial report to the Governance 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 Elders Ministry 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) Approve 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.

~~**5.5.3**—Members of this ministry shall be at least twenty one years old.~~

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

~~**5.5.4**—In consultation with the Ministry of Support, supervise and evaluate pastor(s), as well as supervise the hiring, evaluation and termination of paid musicians and nursery staff.~~

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



## **5.6 Christian Education Ministry**

~~5.6.1 Foster, promote, and organize Christian education in the congregation.~~

~~5.6.2 Prescribe and approve, with pastoral guidance, all Bible study curriculum.~~

## **5.7 Ministry Support**

~~5.7.1 Provide for daily operations to include, but not be limited to: communications, HR/personnel, volunteer management, facilities, staff training, budget and financial planning, event management, marketing, contract management, safety.~~

~~5.7.2 Provide administrative and operational support for congregational and ministry events/activities.~~

## **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.