

OUR FATHER'S EVANGELICAL LUTHERAN CHURCH

6025 South 27th Street
Greenfield, WI 53221

BYLAWS

REVIEWED, EDITED AND PROPOSED BY CHURCH COUNCIL ON MARCH 9, 2021
PRESENTED AT VOTERS' ASSEMBLY JUNE 6, 2021

ARTICLE 1. PROCEDURE FOR CALLING PASTORS, PRINCIPALS, AND TEACHERS

- 1.1. Call Committees: When calling a pastor, principal or teacher, an appropriate Call Committee shall be established.
 - 1.1.1. When calling a pastor, the Board of Directors (herein also the "BOD") and the Board of Elders (herein also the "BOE") shall establish a Call Committee that shall include all members of the BOE, the President, the Vice President, and the Chairman of the Board of Christian Education (herein also the "BCE"), and the Principal. The chair of the Call Committee will normally be the Head Elder.
 - 1.1.2. When calling a principal or childcare director, the BCE shall establish a Call Committee of five persons that shall include the Chairman of the BCE, the Head Elder, the President of the BOD, and the (head) Pastor.
 - 1.1.2.1. When calling a principal, the Childcare Director can be an advisory, non-voting member of the Call Committee
 - 1.1.2.2. When calling a childcare director, the principal can be an advisory, non-voting member of the Call Committee.
 - 1.1.3. When calling a teacher to the School, the Principal and the BCE shall establish a Call Committee of at least four but no more than five persons. The Call Committee shall include the Principal, the Chairman of the BCE, a called teacher, and a member of the BCE.
- 1.2. Congregational Nominations: When calling a pastor, principal or teacher, every member of the congregation shall have the privilege of making nominations. All such nominations must be made to the Call Committee no less than four weeks prior to the meeting to present the list of candidates to the Voters' Assembly.
- 1.3. Candidate Lists: Call Committees shall prepare a list of potential pastoral, principal or teacher candidates to be presented to the Voters' Assembly at a duly convened meeting.
 - 1.3.1. When calling a pastor or principal, the Call Committee shall notify the District Office that OFELC is preparing a call. The Call Committee shall solicit counsel from the District Office and shall request the names of potential candidates, including information regarding their qualifications.
 - 1.3.1.1. In creating a list of candidates, the Call Committee shall consider but shall not be constrained by the counsel of the District Office.
 - 1.3.1.2. If the list contains candidates not recommended by the District Office, the name(s) of those candidates shall be submitted to the District Office for information regarding their qualifications.
 - 1.3.2. All candidates presented to the Voters' Assembly shall meet the qualifications specified in the Constitution.
- 1.4. When calling a pastor or principal, the Call Committee shall present to the Voters' Assembly a list of at least three candidates, unless majority vote of the Voters' Assembly at the call meeting consents

that the list can be less than three.

- 1.4.1. At least two weeks prior to the Voters' Assembly meeting, the Call Committee shall make available to the congregation pertinent information available about all candidates. Information about candidates shall be equivalent to the extent possible.
- 1.4.2. At the Voters' Assembly meeting, the Call Committee shall not present any new candidate, nor shall the Call Committee present any previously undisclosed information about any candidate.
 - 1.4.2.1. If needed, the Call Committee shall schedule a subsequent Voters' Assembly meeting so that additional candidates or information can be distributed and considered in accordance with 1.4.1.
- 1.4.3. At the Voters' Assembly meeting, prior to any vote on the candidates, the Call Committee shall present information about each candidate on the list and shall answer questions about candidates to the best of its ability.
 - 1.4.3.1. The Voters' Assembly meeting shall be called and conducted according to the Constitution and Bylaw 2.
 - 1.4.3.2. At the discretion of the Call Committee, an official representative of the District Office may be asked to attend the meeting to answer questions.
 - 1.4.3.3. At the meeting, the Call Committee shall indicate and explain its recommendations regarding the candidates.
- 1.4.4. After sufficient discussion, the President shall entertain motion(s) to close discussion and to vote to extend a call to a particular candidate.
 - 1.4.4.1. Ballot voting shall continue until a majority vote determines the disposition of the call. If needed, the candidate with the fewest votes shall be removed from subsequent ballot voting.
 - 1.4.4.2. Once a majority candidate is determined, the President shall request a unanimous vote from the Voters' Assembly. If a unanimous vote does not occur, the candidate identified via 1.4.4.1. shall nonetheless be the candidate called.
- 1.4.5. After the majority candidate is determined, the President shall entertain a motion to authorize the Call Committee, in the case that the call is returned by the majority candidate, to extend a call to other candidates from the list.
 - 1.4.5.1. If there is more than one other candidate, each shall be voted upon separately.
- 1.4.6. If the call is returned by the chosen candidate or candidates, the Call Committee shall formulate another list of candidates that should not include candidates from the original list. The call process articulated in this Article shall be followed.
- 1.5. When calling a teacher, the Call Committee shall present to the congregation at a Voters' Assembly meeting its proposed list of candidates and their biographical sketches.
 - 1.5.1. The candidate list can be one person, but it will ideally be two or more.
 - 1.5.2. At least one week prior to the meeting, the Call Committee shall make available to the congregation all information available about the candidate(s). Information about candidates shall be equivalent to the extent possible.
 - 1.5.3. At the Voters' Assembly meeting, prior to any vote on the candidates, the Call Committee shall answer questions about the candidate(s) to the best of its ability.
 - 1.5.4. At the Voters' Assembly meeting, prior to any vote on the candidates, the Call Committee

shall indicate their recommendation regarding the candidates.

- 1.5.5. After sufficient discussion, the President shall entertain motion(s) to close discussion and to vote to extend a call to a particular candidate.
 - 1.5.5.1. Ballot voting shall continue until a majority vote determines the disposition of the call. If needed, the candidate with the fewest votes shall be removed from subsequent ballot voting.
 - 1.5.5.2. Once a majority candidate is determined, the President shall request a unanimous vote. If a unanimous vote does not occur, the candidate identified via 1.4.4.1. shall nonetheless be the candidate called.
- 1.5.6. After the majority candidate is determined, the President shall entertain a motion to authorize the Call Committee, in the case that the call is returned by the majority candidate, to extend a call to other candidates from the list.
 - 1.5.6.1. If there is more than one other candidate, each shall be voted upon separately.
- 1.5.7. If the call is returned by the chosen candidate or candidates, the Call Committee shall formulate another list of candidates that should not include candidates from the original list. The call process articulated in this Article shall be followed.

1.6. Unexpected Vacancies

- 1.6.1. In the case of unexpected vacancy in the office of the pastor or the principal, the BOD and/or BOE shall notify the District Office and request assistance to fill temporarily that vacancy until the congregation can complete its procedures for calling a pastor or principal.
 - 1.6.2. In the case of an unexpected vacancy of the office of a teacher or a member of the teaching staff, the Principal shall consult with the BCE to fill that vacancy as expediently as possible.
- 1.7. Given the exigencies of staffing the Childcare, the Childcare Director shall have considerable latitude in staffing decisions. The Childcare Director shall immediately inform the Chairman of the BCE of any staffing changes, who shall report those changes to the next regular meeting of the BCE.

ARTICLE 2. MEETINGS OF THE VOTERS' ASSEMBLY

As articulated in the Constitution, the Voters' Assembly is the governing body of the congregation. The Voters' Assembly is empowered to administer and manage all of the congregation's affairs.

- 2.1. The Voters' Assembly shall meet at least yearly. It shall meet during the fourth quarter of the fiscal year on a day and at a time set by the BOD.
- 2.2. Special meetings of the Voters' Assembly may be called by the Pastor, the BOD, the BOE, or by a petition of at least ten signatures of Voting Members.
 - 2.2.1. Notice of the business to be transacted at any special meetings shall be announced in advance of the meeting. Only such business as announced shall be conducted at the meeting.
- 2.3. The BOD shall publicly announce Voters' Assembly meetings at least two weeks in advance. To the extent possible, the BOD should submit a Voters' Assembly agenda to the congregation, preferably at least two weeks prior to the meeting.
- 2.4. All Voting Members present at a meeting shall constitute a quorum.
 - 2.4.1. Only votes cast by persons in attendance at the time of the call for voting action shall be recognized and counted.
- 2.5. At least once per year, the Voters' Assembly shall do the following:
 - 2.5.1. As needed, nominate, and elect Officers to the BOD, Elders to the BOE, and members to the

BCE.

- 2.5.2. Review and discuss the progress of the BOD on congregational directives.
- 2.5.3. Review and discuss the financial state of the Church, School, and Childcare.
- 2.5.4. Review, discuss, and act upon a budget for the following year as presented by the BOD or by an ad-hoc financial review group designated by the BOD (cf. Bylaws Article 3.5).
- 2.6. Unless otherwise specified by the Constitution or Bylaws, all matters before the Voters' Assembly shall be decided by majority vote.

ARTICLE 3. BOARD OF DIRECTORS (BOD)

- 3.1. The BOD shall act in accordance with the "Policy Manual of the Board of Directors."
 - 3.1.1. The manual shall be approved by the Voters' Assembly, and it shall not include any provision contrary to the Constitution and Bylaws.
 - 3.1.2. The manual shall be reviewed at least every five years by the BOD. Any recommendation for revision shall be presented to and approved by the Voters' Assembly.
- 3.2. The BOD shall meet regularly, at least four times per year.
 - 3.2.1. The BOD shall meet prior to all regular Voters' Assembly meetings.
 - 3.2.2. A majority of the voting members of the BOD shall constitute a quorum at meetings.
 - 3.2.3. Officers of the BOD shall strive to work together in a Christian manner, shall regularly participate in the worship and educational life of OFELC, and shall attend BOD meetings.
 - 3.2.4. Once discussed and resolved, Officers of the BOD shall support board decisions.
- 3.3. In addition to any duties expressed elsewhere in the Constitution and Bylaws, the duties of the Officers of the BOD are as follows.
 - 3.3.1. The President shall:
 - call and preside over meetings of the BOD, including soliciting and setting the agenda for the meetings;
 - call meetings of the Voters' Assembly, in consultation with the BOD;
 - preside over meetings of the Voters' Assembly, including soliciting and setting the agenda for the meetings;
 - enforce the Constitution and Bylaws;
 - strive to ensure that the BOD carries out the will of the congregation as articulated at Voters' Assembly meetings;
 - sign all legal documents on behalf of the congregation.
 - 3.3.2. The Vice-President shall preside over meetings of the BOD and/or Voters' Assembly when the President is unable to do so.
 - 3.3.3. The Secretary shall:
 - record minutes of the meetings of the BOD and Voters' Assembly;
 - call for review of the Board's policy manual at the appropriate time.
 - 3.3.4. At-large members shall:
 - participate in BOD meetings and attend Voters' Assembly meetings;

- attempt to represent the discussion and decisions of the BOD to the congregation accurately;
 - strive to hold the BOD to the obligations set forth in the Constitution and Bylaws and by the congregation as articulated at Voters' Assembly meetings.
- 3.4. The principal duty of the BOD is to oversee the proper functioning of OFELC by proposing, monitoring and enforcing governance policy and guidelines expressed in the Constitution, Bylaws and the will of the congregation as articulated in Voters' Assembly meetings.
- 3.4.1. The BOD shall strive to put the mission of OFELC as articulated in the Constitution as its foremost goal. In pursuing that mission, the BOD shall strive to provide spiritual, material, practical, and emotional support to all members of the congregation and to the Pastor(s), Principal, Childcare Director, teachers, and staff.
- 3.4.2. The BOD will use the expertise of individual Officers to enhance the functioning of the entire BOD, but it will never substitute such expertise as an alternative to the judgment of the whole BOD.
- 3.4.3. The BOD shall have power to act on behalf of the congregation between meetings of the Voters' Assembly within the limitations established by the Constitution, Bylaws, and decisions of the Voters' Assembly.
- 3.4.4. The BOD shall communicate with the congregation its pertinent activities at Voters' Assembly meetings, including any substantive actions taken by the BOD on behalf of the congregation that were not explicitly mandated in a prior meeting of the Voters' Assembly.
- 3.5. Financial and legal oversight: The BOD shall oversee and administer the financial concerns of the Church, School, and Childcare.
- 3.5.1. The BOD's fiscal responsibility to OFELC include:
- monitoring the fiscal circumstances of the congregation including that of the Church, School, and Childcare;
 - establishing, as needed, a line or lines of credit for short-term debt;
 - presenting to the congregation in Voters' Assembly the financial situation of OFELC;
 - developing and recommending to the Congregation an annual budget to be discussed and acted upon at a Voters' Assembly meeting;
 - in consultation with the BOE, establish, review yearly, and make changes as appropriate the compensation package for the Pastor(s);
 - In consultation with the BCE, establish, review yearly, and make changes as appropriate to the compensation package for the Principal;
 - Assist the Pastor(s), the BOE, the BCE, the Principal, and the Childcare Director to establish, review yearly, and make changes as appropriate to the compensation packages of all staff of the Church, School, and Childcare.
- 3.5.2. As legal representatives of the congregation (see Constitution Article 6.2.5), the BOD shall oversee and administer all legal concerns of OFELC.
- 3.5.3. In fulfilling these responsibilities, the BOD may appoint an ad-hoc financial review group of appropriately-expert congregational members.
- 3.5.4. In fulfilling these responsibilities, the BOD may hire external experts to assist in financial and legal matters, including but not limited to auditing, bookkeeping, accounting, and preparing financial statements.

- 3.6. Other duties of the BOD include but are not limited to the following.
 - 3.6.1. Repair, maintain, and improve as needed the physical properties of OFELC.
 - 3.6.2. In cooperation with the BOE, assist the Pastor in the nurture and Christian growth of the members of the congregation.
 - 3.6.3. In cooperation with the BCE, assist the Principal and Childcare Director in the nurture and Christian growth of students.
 - 3.6.3. Strengthen the spiritual and social fellowship between congregational members, and integrate new members into the life of the congregation.
 - 3.6.6. Provide current information to member families about the status and operations of the Church, School, and Childcare.
 - 3.6.7. Provide effective and meaningful marketing strategies for the recruitment of new families into the Church, School, and Childcare of OFELC.
- 3.7. To the extent that its activities are foreseeable, the BOD shall publish a calendar of its upcoming activities for the year during the first quarter of the fiscal year.
- 3.8. As the BOD may have limited capacity to carry out all of its tasks and activities, the BOD shall have the power to authorize individual members, groups, ad-hoc subcommittees, and “auxiliary organizations” to carry out such tasks.
 - 3.8.1. Any group seeking approval to become an OFELC auxiliary organization shall submit documentation describing its purpose, its intended duration, and its organizational structure, including rules of management and conduct, to the BOD.
 - 3.8.2. The BOD shall have authority to review and approve the activities of any individual member, groups, ad-hoc subcommittees, and auxiliary organizations.
 - 3.8.3. Proposals by any individual member, groups, ad-hoc subcommittees, and auxiliary organizations to engage in an activity to provide funding or contributions to OFELC—whether to support an activity or to refurbish or improve buildings and grounds or any other purpose—must be submitted to the BOD for approval.
 - 3.8.4. The BOD shall have authority to halt the activities of any individual member, groups, ad-hoc subcommittees, and auxiliary organizations at any time.
- 3.9. Officers on the BOD shall serve terms of three years.
 - 3.9.1. Terms of service shall be staggered, so that various Officers are elected in different years, in order to enhance continuity of purpose, mission, and effective functioning.
 - 3.9.2. Officers can be re-elected.

ARTICLE 4. BOARD OF ELDERS (BOE)

- 4.1. The BOE shall act in accordance with the “Policy Manual of the Board of Elders.”
 - 4.1.1. The manual shall not include any provision contrary to the Constitution and Bylaws.
 - 4.1.2. The manual shall be approved by the Voters’ Assembly.
 - 4.1.3. The manual shall be reviewed at least every five years.
 - 4.1.4. Any recommendation for revision shall be presented to and approved by the Voters’ Assembly.
- 4.2. The BOE shall meet regularly, at least five times per year.

- 4.2.1. A majority of the Elders of the BOE shall constitute a quorum at meetings.
- 4.3. The BOE shall elect its Head Elder every three years.
 - 4.3.1. The Head Elder shall attend BOD meetings as an Officer of the BOD, representing the discussion and decisions of the BOE.
- 4.4. In matters of theological and scriptural discernment, the BOE will defer to the judgment of the Pastor(s) so long as such judgment is in accordance with the confessional standard articulated in Article 2 of the OFELC Constitution.
- 4.5. The BOE will assist the Pastor(s), as needed, in hiring administrative staff for the Church.
- 4.6. Terms of office of Elders shall be for as long as the Elder is able and willing to perform his duties or unless he is removed from office by majority vote of the other Elders.

ARTICLE 5. BOARD OF CHRISTIAN EDUCATION (BCE)

- 5.1. The BCE shall act in accordance with the “Policy Manual of the Board of Christian Education.”
 - 5.1.1. The manual shall not include any provision contrary to the Constitution and Bylaws.
 - 5.1.2. The manual shall be approved by the Voters’ Assembly.
 - 5.1.3. The manual shall be reviewed at least every five years.
 - 5.1.4. Any recommendation for revision shall be presented to and approved by the Voters’ Assembly.
- 5.2. The BCE shall meet regularly, at least four times during the academic year (August to June).
 - 5.2.1. A majority of the members of the BCE shall constitute a quorum at meetings.
- 5.3. In addition to the duties expressed elsewhere in the Constitution and Bylaws, the duties of the members of the BCE are as follows.
 - 5.3.1. The Chairman shall:
 - consult regularly with the Principal and Childcare Director;
 - call and preside over meetings of the BCE, including soliciting and setting the agenda for the meetings;
 - attend BOD meetings as an Officer of the BOD, representing the discussion and decisions of the BCE;
 - strive to ensure that the BCE provide fair, faithful, effective, and efficient assistance to the Principal and Childcare Director in the discharge of their duties as the leaders of the School, and Childcare, respectively.
 - 5.3.2. The Vice-Chair shall preside over meetings of the BCE and/or represent the BCE to the BOD or Voters’ Assembly when the Chairman is unable to do so.
 - 5.3.3. The Secretary shall:
 - record minutes of the meetings of the BCE;
 - call for review of the Board’s policy manual at the appropriate time.
 - 5.3.4. At-large members shall:
 - participate in meetings
 - attempt to represent the discussion and decisions of the BCE to the congregation accurately

- strive to hold the BCE to the obligations set forth in the Constitution and Bylaws and by congregation as articulated at Voters' Assembly meetings.
- 5.4. The general duty of the BCE is to consult with the Principal and the Childcare Director to establish policies (e.g., teaching staff reviews) of the School and Childcare. The BCE shall avoid making decisions about specific procedures (e.g., the timing and format of teaching staff reviews) designed to implement policy.
 - 5.5. The primary and foremost duty of the BCE is to provide spiritual, material, practical, and emotional support to the Principal, Childcare Director, teachers, and school staff of OFELC in the discharge of their duties.

In fulfilling this duty, it is expected that:

- 5.5.1. BCE members shall attend meetings of the BCE and shall strive to work together in a Christian manner. They shall relate to each other, the Principal, Childcare Director, teachers and school staff with integrity, honesty, and straightforwardness in a spirit of Christian love.
 - 5.5.2. BCE members shall regularly participate in the worship and educational life of OFELC.
 - 5.5.3. BCE members shall support the decisions of the board once they have been fully discussed and resolved. BCE members shall keep confidential all documents and discussions identified as confidential.
 - 5.5.4. BCE members should commit to memory and should strive to uphold earnestly, objectively, and joyfully the mission of the School.
 - 5.5.5. BCE members should actively and assiduously promote the School and Childcare to both congregational members and the public. In their day-to-day living among members of the congregation and in the community, BCE members should avail themselves of opportunities to speak supportively about the School and Childcare and the importance and the effectiveness of their ministry.
 - 5.5.6. BCE members should routinely attend special school activities. BCE members should vigorously support fund-raising activities. BCE members should volunteer to assist in tasks needed for the efficient and effective functioning of the School.
 - 5.5.7. BCE members should regularly greet the Principal, Childcare Director, teachers, and staff, show interest in their activities, commend them for their accomplishments and thank them for their faithful service.
 - 5.5.8. BCE members will not attempt personally or individually to intervene in any way with situations of conflict or disagreement involving the School or Childcare. BCE members shall direct congregational members, parents, or students involved in any conflict or disagreement to the Principal, Childcare Director, an appropriate schoolteacher, the Pastor, and/or the BCE Chairman. BCE members will steadfastly express confidence in the ability of that person(s) to resolve such matters satisfactorily.
- 5.6. Specific duties of the BCE are:
 - 5.6.1. To work with the Principal to establish a yearly budget for the School.
 - 5.6.2. To assist the Principal, as needed, in hiring administrative staff for the School.
 - 5.6.3. To assist the Principal and Childcare Director in establishing, reviewing yearly, and making changes as appropriate to the compensation packages of School and Childcare teachers.
 - 5.7. Members of the BCE shall serve terms of three years.
 - 5.7.1. Terms of service shall be staggered, so that various members are elected in different years, in order to enhance continuity of purpose, mission, and effective functioning.

5.7.2. Members can be re-elected.

ARTICLE 6. BOD, BOE, AND BCE NOMINATIONS AND ELECTIONS

Requirements for election to the BOD, BOE, and BCE are articulated in the Constitution. The procedure for the nomination, election, and reelection of members of the BOD, BOE, and BCE shall be as follows.

- 6.1. Elections shall happen at the fourth quarter meeting of the Voters' Assembly, as specified in Bylaws Article 2.1.
 - 6.1.1. The Secretary of the BOD shall announce elections and open positions on the BOD, BOE and BCE one month prior to the Voters' Assembly meeting at which elections will occur.
 - 6.1.2. The positions of President, Vice-President, and Members-At-Large of the BOD shall be elected by the Voters' Assembly.
 - 6.1.3. Members of the BOE and BCE shall be elected by the Voters' Assembly.
 - 6.1.4. The position of Secretary (nonvoting) of the BOD shall be appointed by the BOD.
 - 6.1.5. Members of the BOE and BCE shall elect their Head Elder and Chairman and Vice-Chairman, respectively.
- 6.2. Making nominations and announcing nominees.
 - 6.2.1. Nominees shall be solicited from the congregation in any manner, including nomination by the Pastor(s), Principal, Childcare Director, the BOD, the BOE, the BCE, self-nomination, and nomination from any Voting Member.
 - 6.2.2. Nominations must be submitted to Secretary of the BOD at least one week prior to the Voters' Meeting when elections will occur, and the Secretary shall ensure that they are duly recorded and communicated to the congregation.
- 6.3. No person shall stand for election without actively consenting to do so.
 - 6.3.1. So long as the nomination occurred appropriately and in timely fashion, any person nominated may consent to stand for election at the Voters' Assembly meeting.
- 6.4. Persons consenting to be nominated should be familiar with the responsibilities of that respective Board and should view themselves and be viewed by others as qualified to serve in consideration of its responsibilities.
- 6.5. Candidates for membership on the BOD, BOE or BCE shall be presented to the Voters' Assembly for vote.
 - 6.5.1. By default, the vote shall be a voice vote. However, if requested by any member, the vote shall be conducted by written ballot.
 - 6.5.2. A majority of the votes of the Voters' Assembly shall be required for all elections. If no candidate receives a majority, candidates receiving the lowest number of votes shall be eliminated in each succeeding ballot.
- 6.6. BOD Officers, Elders, and BCE members shall be inducted into office in a public service of the congregation.
- 6.7. In case of a vacancy on any board, current members of the BOD, BOE or BCE shall elect a successor to fill the unexpired term. The successor shall serve out the term of the person succeeded.

ARTICLE 7. RULES OF ORDER

Meetings of the Voters' Assembly, BOD, BOE, and BCE shall be guided by scriptural edicts and guidance. In order to promote fairness and efficiency, all meetings shall be conducted following the procedures of the newest edition of *Robert's Rules of Order, Newly Revised*.

ARTICLE 8. AMENDMENTS TO BYLAWS

- 8.1. These bylaws may only be amended in a properly convened meeting of the Voters' Assembly.
- 8.2. Proposed amendments to the Bylaws shall be submitted in writing at a meeting of the Voters' Assembly and shall be published by posting in a conspicuous place in the church or by mail at least two weeks prior to the meeting at which the proposed amendment will be acted upon.
- 8.3. An affirmative vote of the majority of the voters present shall be required for adoption of any amendment to the Bylaws.
- 8.4. The revised Bylaws shall, as a condition of continued membership in good standing of The Lutheran Church—Missouri Synod, be submitted to the office of the President of the South Wisconsin District of the LCMS for review by the District's constitution committee and favorable action by the District's board of directors before being adopted by the congregation.