

# **BYLAWS**

**MESSIAH EVANGELICAL LUTHERAN CHURCH  
FORT WAYNE, INDIANA**

**UPDATED 2018**

**BYLAWS**  
**Messiah Evangelical Lutheran Church of Fort Wayne, Indiana, Inc.**

**Section 1.**

**STATEMENT OF MISSION/VISION/VALUES**

**BL1.01.** Mission of Messiah Evangelical Lutheran Church: To help people grow a faith in Jesus Christ that works in real life.

~~**BL1.02.** Vision of Messiah Evangelical Lutheran Church: As God's people called, gathered and sent by Jesus Christ, Messiah Evangelical Lutheran Church of Fort Wayne seeks genuine connection with people of all backgrounds, beliefs and values, Accepts them as they are, encourages and equips them to be transformed into devoted followers of Christ and sends them out to change the world through changed lives.~~

**BL1.02.** Vision of Messiah Evangelical Lutheran Church:

**Our Vision:** To forever change lives through the Gospel of Jesus by becoming an equipping, empowering, and mobilizing church in our community that displays the love of Christ and connects with people of all walks of life through worship, communion, service, fellowship, and compassion, led by the Holy Spirit and focused on the Great Commission (Mt 28.18-20).

Our vision of April 2017 includes a 3-5-year focus on...

**1. Singles and Starters (ages 17-32)**

- a. We desire to broaden our scope of ministry to meet the practical spiritual needs of single, young adults.
- b. Messiah Lutheran Church will commit resources to expand hospitality and engagement to single, young adults.
- c. In the next year, we will develop a social media ministry to engage young adults in meaningful issues of faith and life. We will also create a physical space on our premises that will foster hospitable and authentic conversations.

**2. Families with Young Children**

- a. Messiah Lutheran Church desires to partner in worship and ministry with families with young children. Through our preschool and childcare ministry (Preschool/Childcare), we can meet the needs of this group, which comprises a large portion of the community surrounding the church. It is of utmost importance to connect with these families because youth are the lifeblood and future of our church.
- b. We will build and strengthen our relationships to families with young children through the Preschool/Childcare ministry.
- c. In the next five years, we dream of growing church membership within the Preschool/Childcare program from 10% to 60%. Furthermore, we desire to increase attendance and inclusion of the congregation at Preschool/Childcare events and Preschool/Childcare families at congregational events.

**3. Empty Nesters**

- a. Messiah Lutheran Church is called by God to reach Empty Nesters, both those nearing retirement and those already retired, with the Good News of abundant life

through Jesus Christ. The skills and experiences of these adults are a rich resource for our community.

- b. We will offer them new opportunities for worship, for fellowship among themselves and within our congregation, seminars and personal services to maintain and improve their quality of life, and avenues for them to be of service to the community.
- c. In each of the next 5 years, we will offer 4-6 meaningful outreach activities for personal growth, fellowship, and service.

**BL1.03.** Values of Messiah Evangelical Lutheran Church:

- a. To lift high in prayer the name of Jesus Christ in all we say and do;
- b. To enable all persons to experience a worshipful relationship with Jesus Christ;
- c. To nurture and empower all persons to be disciples through a small group centered ministry that includes learning, service, fellowship and spiritual growth;
- d. To help every Christian discover her/his spiritual gifts for ministry;
- e. To assist in the care of a hurting world.

**Section 2.**

**CONGREGATIONAL MEETINGS**

**BL2.01.** The annual congregational meeting shall be held in the month of November prior to the beginning of the next calendar year (*Inserted on advice of IK Synod Council; wording by Pastor*) on a date to be fixed by the ~~Congregational Council~~ **Board of Directors**.

**BL2.02.** At the annual congregational meeting, the pastor(s), the treasurer, and the president of this congregation shall submit reports in writing.

**BL2.03.** The agenda for the annual congregational meeting shall include, but not be limited to:

- a. opening call to order and devotions;
- b. establishing a quorum;
- c. approval of the minutes from the previous year's congregational meeting;
- d. approval of the minutes from any other congregational meeting;
- e. election of ~~Congregational Council~~ **Board of Directors** members (see Chap. ~~12~~ **14**);
- f. report of the pastor(s);
- g. report of the ~~president~~ **chairperson**;
- h. report of the treasurer;
- i. election of other Team members as provided in the constitution (see Chap. 13 **and Chap. 14**);
- j. old business;
- k. new business;
- l. approval of the budget for the coming year; and
- m. closing prayer.

**Section 3.**

**~~THE CONGREGATIONAL COUNCIL~~ BOARD OF DIRECTORS**

**BL3.01.** Prior to the start of each new congregational year, the ~~Congregational Council~~ **Board of Directors** shall:

- a. review the Mission Statement, update and approve the goals, objectives, and

- strategies of Messiah Evangelical Lutheran Church for the coming year; and
- b. review the congregational ministry teams as they relate to the core ministries of this congregation.
- c. Provide accountability and support for the Senior Pastor

**BL3.02.** The ~~Congregational Council~~ **Board of Directors** shall adopt, review, maintain, and oversee a standard of operations to be included as a Continuing Resolution.

- a. These standards of operation shall be the guidelines for operation for the various ministry teams and organizations of this congregation. As such, they are to be regularly reviewed by the ministry teams and organizations and approved by ~~Congregational Council~~ **Board of Directors**.
- b. The standard of operations for each ministry team or organization shall include:
  - 1. a statement of mission; and
  - 2. a list of duties and responsibilities.

**BL3.03.** The **Senior Pastor** ~~Board of Directors~~ may enter into contracts of up to \$5,000 **2% of all revenue** for items not included in the **annual** budget. The ~~Congregational Council~~ **Board of Directors** may enter contracts up to ~~\$50,000~~ **10% of all revenue for items not included in the annual budget**. The ~~Congregational Council~~ **Board of Directors** may incur obligations of no more than \$50,000 in excess of the anticipated receipts per annual budget only after approval by a Congregational Meeting.

**Section 3.—**

**~~THE CONGREGATION COUNCIL—~~**

**BL3.01.** Election of Congregation Council members shall be made in the following manner:

- ~~a.—The Nominating Team shall nominate for election a slate of nominees for each position to be filled.—~~
- ~~b.—Additional nominations may be made from the floor of the annual meeting.—~~
- ~~c.—To be elected, a nominee must receive a number of votes at least equal to a majority of the members on the active roll present and voting at the annual meeting. If the nominees elected on the first ballot are less than the number of vacancies to be filled, a second ballot shall be held by voting on the remaining nominees, after their number has been reduced, if necessary, so as not to exceed twice the number of vacancies remaining to be filled; each reduction to be accomplished by dropping the names of those receiving the least number of votes on the first ballot. Subsequent ballots shall be held in the same manner, where necessary.—~~

**BL3.02.** The agenda for the Congregation Council meeting shall include, but not be limited to:

- ~~a.—Roll call and action on excuses of absence—~~
- ~~b.—A period for the study of the life and work of the Congregation—~~
- ~~c.—Devotions—~~
- ~~d.—Approval of minutes—~~
- ~~e.—Report of the president—~~
- ~~f.—Report of the pastor(s)—~~
- ~~g.—Report of the treasurer—~~
- ~~h.—Reports of the congregational ministry teams—~~
- ~~i.—Reports of the special and standing teams—~~

- ~~j. Other reports—~~
- ~~k. Reception of petitions and communications—~~
- ~~l. Unfinished business—~~
- ~~m. New business—~~
- n. Adjournment with prayer-

**Section 4.  
ANNUAL REPORT**

**BL4.01.** An annual report of this congregation shall be **MADE AVAILABLE TO** the voting membership of this congregation **30 DAYS PRIOR TO THE NOVEMBER ANNUAL MEETING** (or mailed upon request) and shall include the minutes of all congregational meetings held the previous year and the following reports:

- a. Pastor(s)
- b. ~~Congregational President~~ **Board of Directors Chairperson**
- c. Treasurer
- d. Secretary
- e. Anticipated income for the coming year
- f. Approved budget
- g. Preschool Board

**Section 5.  
OFFICERS (See Chap. 13 of the Constitution)**

**BL5.01.** ~~President~~ **The Chairperson** ---- ~~The President~~ **Chairperson** of this congregation (and of ~~The Congregational Council~~ **Board of Directors**, see C13.01.) shall:

- a. **Enforce the Accountability Principles.**
- b. **Conduct the quarterly review of governance tasks.**
- c. **Work with the Senior Pastor to establish the agenda for all meetings of the ~~Congregational Council~~ Board and Voters' Assembly.**
- d. **Lead the Board meetings when discussing the Senior Pastor's performance and compensation. The Senior Pastor shall lead the ~~Congregational Council~~ Board in all other discussions.**
- e. **Lead all meetings of the Voters' Assembly.**
- f. **Initiate counseling with any ~~Congregational Council~~ Board Member who violates policy insuring that policy is followed.**
- ~~g. preside over congregational meetings;~~
- ~~h. preside over Congregation Council meetings;~~
- ~~i. set the agendas for congregational meetings and Congregation Council meetings;~~
- ~~j. receive petitions;~~
- ~~k. prepare a report for the annual congregational meeting;~~
- ~~l. prepare a report for the annual report;~~
- ~~m. see that the annual report is prepared and sent to all members (see Section 4); and~~
- ~~n. attend various meetings regularly as appropriate.~~

**BL5.02.** ~~Vice-President~~ **Chairperson** ---- The vice-president **chairperson** of this congregation and of ~~Congregational Council~~ **Board of Directors** (see C13.01) shall:

- a. **Perform the duties of the Chairperson when the Chairperson is absent or when requested**

to do so by the Chairperson.

- b. Initiate counseling with the Chairperson should the Chairperson violate policy insuring that policy is followed.
- ~~c. preside over congregational meetings in the absence of the president;~~
- ~~d. preside over Congregation Council meetings in the absence of the president; and~~
- ~~e. fulfill all the duties and responsibilities of the president in the event of a vacancy.~~

**BL5.03.** Secretary ---- The secretary of this congregation (and of the ~~Congregational President Board of Directors~~, see C13.01.) shall:

- a. Maintain and distribute the current edition of the Guiding Principles and other Board documents.
- b. Record and maintain the minutes of all meetings of the Board and Voters' Assembly.
- c. Conduct all official correspondence of the Board and Voters' Assembly under the supervision of the Chairperson.
- d. Maintain a book of Voting Members who have signed the Constitution and Bylaws.
- ~~e. keep the minutes of congregational and Congregation Council meetings;~~
- ~~f. post and distribute the minutes as required; and~~
- ~~g. submit a report on Congregation Council for the annual report.~~

**BL5.04.** Treasurer ---- The treasurer of this congregation (and of the ~~Congregational Council Board of Directors~~, see C13.01.) shall:

- a. Keep and preserve the accurate records of all receipts and disbursements and submit a written report of them at all regular meetings of the Voters' Assembly.
- b. Assure accuracy and propriety of all financial transactions of the congregation.
- ~~c. receive all monies and record same;~~
- ~~d. pay out monies owed by this congregation;~~
- ~~e. keep records following acceptable financial accounting practices;~~
- ~~f. prepare a monthly report for Congregation Council;~~
- ~~g. prepare a report for the annual congregational meeting;~~
- ~~h. prepare a report for the annual report;~~
- ~~i. serve ex-officio on the finance ministry team; and~~
- ~~j. provide access to records and be available for questions during the annual audit.~~
- k. Prepare a monthly report for the Messiah School Board

## Section 6.

### CONGREGATIONAL MINISTRY TEAMS

**BL6.01.** Congregational ministry teams shall be composed of a majority of persons on the voting roll of confirmed members of this congregation. Although responsible to the ~~Congregational Council~~ **Board of Directors**, these ministry teams shall be recognized as representative of the interests of, and performing essential services for, this congregation as a whole. The pastor(s) shall have voice in all ministry teams. The congregational ministry teams shall concern themselves with the recruitment and development of disciples for Jesus Christ.

## Section 7.

### STANDING COMMITTEES

**BL7.01.** The standing committees shall operate in accordance with the standard of operation

adopted by ~~Congregational Council~~ **Board of Directors** as set forth in the Continuing Resolutions for this congregation, with the exceptions of the Preschool Board which shall operate in accordance with Chapter 8 and the Covenant Fund Team which shall operate in accordance with Chapter 9 of the by-laws of Messiah Evangelical Lutheran Church, **provided the fund exceeds \$700,000.00.**

**BL7.02.** The Nominating Committee shall present to the congregation at its annual meeting a slate of candidates to fill any vacancy for the following:

- a. ~~Congregational Council~~ **Board of Directors** (minimum 2 ~~4~~ to be elected annually, see C14.02);
- b. Synod Assembly Representatives (number to be determined by synod census formula);
- e. ~~Nominating Committee (minimum 3 to be elected annually, see C13.02).~~
- d. ~~Preschool Board (minimum 1 to be elected annually, see BL8.02.01)~~
- e. Such other representatives as required.

~~**BL7.03.** The Nominating Committee shall present to the Congregation Council at its first meeting a slate of candidates to fill any vacancy for the following:~~

- a. ~~Audit Committee (minimum 1 to be elected annually, see C13.03);~~
- b. ~~Covenant Fund Team (minimum 1 to be elected annually, see BL9.03.01);~~

## **Section 8.**

### **THE MESSIAH EVANGELICAL LUTHERAN CHURCH PRESCHOOL**

#### **BL8.01. School Advisory Team**

- A. The Messiah Lutheran Preschool Advisory Team shall consist of at least six members and no more than ten members. Team members shall be selected by the Preschool Director with the approval of the Senior Pastor. Team members shall include Messiah Lutheran Church members and may include people who are not members of Messiah Lutheran Church. At least one-half of the School Advisory Team shall be comprised of Messiah Lutheran Church members. The Leader of the School Advisory Team shall be a Messiah Lutheran Church member.
- B. Team members shall serve a one-year term. There shall be no term limits. At the end of each term, a determination shall be made as to whether the Team member shall serve another term. After consulting with the Team member, this determination shall be made by the Director with the approval of the Senior Pastor.
- C. The Messiah Lutheran Preschool Advisory Team shall be a standing Ministry Team established to primarily be a policy and planning group, establishing the philosophy, policies, and procedures under which the School shall carry out the vision of the Congregation. The School Advisory Team shall also be an advisory panel and support group for the Director.
- D. The Preschool Director shall be directly accountable to the Senior Pastor. The Senior Pastor shall be responsible for the implementation of policies and procedures under which the Director will function. Policies and procedures recommended by the School Advisory Team must also be approved by the Director. The Director shall make the final decision on all proposed policies and procedures submitted by the School Advisory Team.
- E. The Preschool Advisory Team's duties shall include Messiah's Pre-school and Child Care. The School Advisory Team's duties shall include the following categories:
  - a. Financial planning and developing relevant policies and procedures. This

includes modifications in tuition, salary adjustments, and budgeting. The School Advisory Team will advise the Principal in the preparation of the annual budget and review the budget for conformity to policy prior to its submission to the Senior Pastor and then the Board of Directors.

- b. General policies and procedures. This includes school-wide policies and procedures, i.e., enrollment, tuition, dress code, financial aid requests, revenue generation and collection, etc.
- c. Long-term planning. This includes, within the parameters of the congregation's vision statement, setting and striving for goals concerning enrollment, growth, space needs, fundraising, publicity, etc.

## **Section 8—**

### **~~THE MESSIAH EVANGELICAL LUTHERAN CHURCH PRESCHOOL~~**

**BL8.01.** Purpose: ~~The Messiah Evangelical Lutheran Church Preschool should be a positive educational experience that fosters a strong sense of self-worth. It shall strive to work with each child on his/her own level in a loving Christian atmosphere to help him/her to achieve his/her own potential in the areas of spiritual development, social-emotional growth, science, math, and physical development, as well as art and music appreciation.—~~

**BL8.02.** ~~There shall be a board for the Messiah Evangelical Lutheran Church Preschool. The board of directors will represent parents, community, and Messiah Evangelical Lutheran Church. The majority of board membership will be voting members of this congregation. The board president will be a voting member of this congregation. The preschool director will be an ex-officio member of the board. The board will be held accountable to the Congregation Council of Messiah Evangelical Lutheran Church.—~~

- a. ~~The board shall consist of five (5) members with terms of office arranged so that at least one person representing this congregation is to be elected each year. Non-church representatives may be appointed at the direction of the Board in consultation with the Preschool Director.—~~
- b. ~~The Preschool Board representatives of this congregation shall be elected by the same election as for council members. Terms of office will be determined by the Preschool Board with the exception that no one person may serve more than two consecutive terms.—~~
- c. ~~In the event of a vacancy on the Board, the Congregation council may appoint a member to fill the vacancy until the next annual meeting of the congregation, at which time the congregation shall elect a member to fulfill the term of vacancy.—~~
- d. ~~Members of the Team (hereinafter referred to as “MEMBER(S)”) shall not be required to furnish any bond or surety for the faithful performance of their duties.—~~
- e. ~~Members may be removed from the Preschool Board by the body that elected or appointed the member(s).—~~
- f. ~~The Board shall elect from its membership a chairperson and a secretary. The chairperson and secretary shall serve as such for one (1) year and shall be eligible for re-election without limitation on the number of terms they may serve such.—~~

**BL8.03.** ~~The functions of the preschool board shall be:~~

- a. ~~to carry out the philosophy of the preschool in accordance with the confession and teaching of the Evangelical Lutheran Church in America.—~~
- b. ~~to assure adherence to the continuous standards of the State of Indiana;—~~



- ~~g. to recommend the hiring and firing of preschool staff members;—~~
- ~~h. to establish the yearly preschool calendar;—~~
- ~~i. to draw up a yearly budget which will make the preschool self-supporting through tuition, fundraisers and registration fees;—~~
- ~~j. to communicate with Sunday School teachers, church nursery, workers and others affected in regard to personal responsibility in sharing and caring for space and materials in the church building; and—~~
- ~~k. to inform the congregation and the community of the philosophy and activities of the preschool.—~~

**BL8.04. Preschool Board Meetings**

- ~~a. The Board will meet at least quarterly, or more frequently as determined by it in the best interest of the Preschool.—~~
- ~~b. Meetings shall be called and held at such times and places as shall be specified by the chairperson of the board or by any three (3) Board members. Notification of meetings shall be sent by regular mail to all members seven (7) days prior to date of meeting.—~~
- ~~c. The transactions of any meeting of the Board however called and noticed or wherever held are as valid as though the meeting had been duly held after proper call and notice, if either before or after the meeting, each of the members not present signs a waiver of notice, a consent to the holding of the meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the Board records or made part of the minutes of the meetings.—~~
- ~~d. To hold a meeting, conduct and transact business, a majority of the Board must be present and concur.—~~

**BL8.05. Records and Recording**

- ~~a. The Board shall submit quarterly reports to Congregation Council and an annual report to the Congregation.—~~
- ~~b. The secretary shall keep minutes of all Board meetings.—~~
- ~~c. The financial records of the Preschool shall be audited by the Messiah Evangelical Lutheran Church audit Team annually.—~~
- ~~d. A permanent record shall be kept of all members of the Preschool Board and tenure in office.—~~

**Chapter 9.**

**COVENANT FUND**

**BL9.01. MINISTRY TEAM MEMBERSHIP**

The Covenant Fund Ministry Team shall consist of seven members, all of whom shall be voting members of good standing of Messiah Evangelical Lutheran Church. Five members shall be appointed by the ~~Congregational Council~~ **Board of Directors**, with a three-year term, and a limit of two consecutive three-year terms. Upon formation of the Ministry Team, two members shall be appointed for three years, two members shall be appointed for two years, and one member shall be appointed for one year. Thereafter the necessary number shall be appointed for a term of three years. The senior pastor and the president of the ~~Congregational Council~~ **Board of Directors** shall be members of the Ministry Team. In the event of a vacancy on the Ministry Team, the ~~Congregational Council~~ **Board of Directors** shall appoint a member to fill the unexpired term. The ~~Congregational Council~~ **Board of Directors** of the congregation shall

appoint for the Ministry Team and report at the annual congregation meeting in the same as for other offices and Ministry Teams.

#### **BL9.02. RESPONSIBILITIES**

- a. The Ministry Team shall meet at least quarterly, or more frequently as deemed by it in the best interest of the fund.
- b. A quorum of the Ministry Team shall consist of four members. A vote of approval by four members shall be required to carry any motion or resolution.
- c. The Ministry Team shall elect from its membership a chairperson, recording secretary, and financial secretary. The chairperson, or member designated by the chairperson, shall preside at all Ministry Team meetings.
- d. The recording secretary of the Ministry Team shall maintain complete and accurate minutes of all meetings and supply a copy thereof to each member of the Ministry Team. Each member shall keep a complete copy of minutes to be delivered to his/her successor. The recording secretary shall also supply a copy of the minutes to the ~~Congregational Council~~ **Board of Directors**.
- e. The financial secretary of the Ministry Team shall work with the congregation's treasurer in maintaining and coordinating complete and accurate accounts for the fund and shall sign necessary documents on behalf of the Ministry Team in furtherance of the purposes of the fund. The books shall be audited annually by a Certified public accountant or other appropriate person who is not a member of the Ministry Team.
- f. The Ministry Team shall report on a quarterly basis to the ~~Congregational Council~~ **Board of Directors** and, at each annual or duly called special meeting of the congregation shall render a full and complete audited account of the administration of the fund during the preceding year.
- g. The Ministry Team may request other members of the congregation to serve as advisory members and, at the expense of the fund income, may provide for such professional counseling on investments or legal matters it deems to be in the best interest of the fund.

#### **BL9.03. LIABILITY**

- a. Members of the Ministry Team shall not be liable for any losses which may be incurred upon the investments of the assets of the fund except to the extent such losses shall have been caused by bad faith or gross negligence. No member shall be personally liable as long as he/she acts in good faith and with ordinary prudence. Each member shall be liable only for his/her own willful misconduct or omissions, and shall not be liable for the acts or omissions of any other member. No member shall engage in any self-dealing or transactions with the fund in which the member has direct or indirect financial interest and shall at all times refrain from any conduct in which his/her personal interests would conflict with the interest of the fund.
- b. All assets are to be held in the name of the Messiah Covenant Fund of Messiah Evangelical Lutheran Church of Fort Wayne, Indiana, Inc.
- c. Recommendations to hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest and in all other respects to manage and control the assets of the fund, including real property, stocks, bonds, debentures, mortgages, notes, or other securities, as in their judgment and discretion they deem wise and prudent, are to be made by the Ministry Team for approval by the ~~Congregational Council~~ **Board of**

**Directors**, with subsequent execution by the delegated member of the Ministry Team.

**BL9.04. DISTRIBUTION OF INCOME**

- a. The Ministry Team shall determine what is principal and income according to accepted accounting procedures.
- b. Income from the fund shall be distributed at such times as deemed necessary and/or feasible to accomplish the purposes of the fund.
- c. A minimum of 10% of the annual distributions from the fund shall be used for outreach into the community, synod, or ELCA.
- d. Programs for support shall be recommended by the Ministry Team and approved by the ~~Congregational Council~~ **Board of Directors** for the funding according to the guidelines established by the congregation and ELCA.
- e. Distribution of income from the fund need not occur annually in the event causes and programs have not been approved by the Ministry Team sufficient to utilize total income available, or in the judgment of the Ministry Team total annual disbursement of income is not recommended.

**BL9.05. DISTRIBUTION OF PRINCIPAL**

- a. An amount as much as 10% of the principal of the fund, or an amount of fund principal as much as 10% of the congregation's preceding year operating budget's support and revenue, whichever is greater, may be distributed in the same manner as the income of the fund.
- b. When in the opinion of the Ministry Team circumstances are of such an emergency nature that the future of the congregation is at stake, and the only recourse seems to be the use of the fund, the Ministry Team may, upon a vote of approval by five of its members, recommend such authorizing action to the congregation.

**BL9.06. AMENDING THE RESOLUTION**

Any amendment to this resolution, which will change, alter or amend the purpose for which the fund is established, shall be adopted by a two-thirds vote of the members present at an annual meeting of the congregation or at a special meeting called specifically for the purpose of amending this resolution.

**BL9.07. DISPOSTION OR TRANSFER OF FUND**

In the event Messiah Evangelical Lutheran Church ceases to exist either through merger or dissolution, disposition or transfer of the fund shall be at the discretion of the ~~Congregational Council~~ **Board of Directors** in conformity with the approved congregation constitution and in consultation with the bishop of the synod to which this congregation belongs at such time, for continuation of Messiah Covenant Fund obligations.

**Section 10.**

**AMENDMENTS**

Amendments to the By-laws shall be made in accordance with Chapter ~~16~~ **20** of this congregation's constitution.