

**ATONEMENT LUTHERAN CHURCH
MUSKEGO, WISCONSIN**
S70W16244 Martin Dr, Muskego, WI 53150

Bylaws

Note: The sections of these Bylaws are numbered to correspond to the relevant section of the Atonement Constitution.

B. Chapter 8 MEMBERSHIP

- B. 8.05 f. Members who move away shall be encouraged to transfer their membership. Confirmed members in good standing desiring to change their membership to another ELCA congregation shall, upon request, receive a Letter of Transfer.
- B. 8.05 g. Members shall be removed from the roll by the Congregation Council due to inactivity under the following circumstances:
- i. Confirmed members who do not, for a period of one year make a contribution of record in the form of time, talent or financial support, and do not appear to desire to participate in the life and worship of the congregation shall be contacted by the Pastor and/or church staff member and encouraged by them to active membership. If after the second year, the confirmed members still do not actively participate, their names shall be removed by the Congregation Council from the membership roster of the congregation but be retained on a responsibility list as one who is in special need of the congregation's prayer and concern.
 - ii. Children, neither of whose parents or guardians are active members of the congregation, shall be dropped from the baptized membership roll if they fail to participate in the Christian education program of the congregation.

B. Chapter 9 PASTOR

- B. 9.12. d. The Pastor shall annually report to the Congregation a summary of the Pastor's ministerial acts. Should the congregation be dissolved, the official records of the congregation shall be deposited in the archives of the ELCA or its successor.
- B. 9. 12. e. The Pastor shall be responsible for the maintenance of the records, except as otherwise provided herein. Upon termination of the Pastor's services to the congregation, the pastor shall have brought the records up to date prior to departure. The records of the congregation shall be the property of the congregation. The records shall consist of:
- i. The roster of baptized, communicant, confirmed and voting members;
 - ii. The ministerial acts performed by the Pastor;
 - iii. The minutes and reports of the Synod and ELCA;

B. Chapter 10 CONGREGATION MEETING

- B. 10.01.01. A duly called meeting of the congregation shall be convened no later than January 31 of each year.
- B. 10.01.02. The order of business at the Annual Meeting shall be determined by the President.
- B. 10.01.03. At both Annual and Special Congregation Meetings, voting shall be by written ballot at the discretion of the President or when requested by ten or more voting members present.

B. Chapter 11 OFFICERS

- B. 11.01.01 a. The President shall preside over meetings of the Congregation Council and of the Congregation.
- B. 11.01.02 a. The Vice-President shall preside in the absence of the President.
- B. 11.01.03 a. The Secretary shall keep the minutes of the meetings of the Congregation Council and Congregation and shall maintain the Standing Operating Procedures. These minutes shall be posted for viewing by congregation members no later than thirty (30) days after the meeting.

- B. 11.01.04 a. The Treasurer shall be bonded by the congregation in the amount of the deductible not covered by the bond of the ELCA.
 - i. The Treasurer shall be responsible for all funds and securities belonging to the congregation and shall oversee the receipts, deposits, and disbursements of the same under the direction of the Congregation Council.
 - ii. The Congregation Council may designate those persons under whose signature or authority such funds may be disbursed or transferred. The Congregation Council may appoint a custodian or depository (financial institution) for such funds or securities who shall report to the Treasurer on a regular basis.
 - iii. The Treasurer shall present a report to the Annual Meeting and such other reports to the Congregation Council as may be required.
 - iv. The Treasurer shall serve as a resource to the Stewardship and Finance Congregation Council standing committee following the term of office, for a length of time to be determined by the committee.

- B. 11.01.05 a. Should the President die, resign, or be unable to serve, the Vice-President shall convene the Congregation Council to arrange for the appropriate care of the responsibilities of the President until an election of a new President can be held or until the President is able to serve again. The Congregation Council shall elect a successor.

- B. 11.01.06 a. Should the Vice-President, Secretary or Treasurer, die, resign, or be unable to serve, the President shall arrange for the appropriate care of the responsibilities of the officer until an election of a new officer can be held or until the officer is able to serve again. The Congregation Council shall elect a successor.

- B. 11.04.01. The Congregation Council shall determine whether an officer is unable to serve. The officer may appeal the decision by requesting a hearing before the Congregation Council. A meeting to determine the ability of an officer to serve shall be called upon the request of at least three members of the Congregation Council and prior notice of the meeting shall be given to the officer in question.

- B. 11.04.02. The recall or dismissal of an officer of this congregation and the vacating of office may be effected for:
 - a. willful disregard or violation of the Constitution and Bylaws of this congregation;
 - b. such physical or mental disability as renders the officer incapable of performing the duties of the office; or
 - c. such conduct as would subject the officer to disciplinary action as a member of the congregation.

- B. 11.04.03. Proceedings for the recall or dismissal of such officer shall be instituted by petition of the Congregation Council on a vote of at least two-thirds (2/3) of its elected members and approved by a two-thirds (2/3) majority of those present at a duly called special congregation meeting.

B. Chapter 12 CONGREGATION COUNCIL

- B. 12.11. Meetings
- a. Regular meetings of the Congregation Council shall be held a minimum of ten (10) times each year.
 - b. A special meeting of the Congregation Council may be called by a combination of two or more of the following:
 - i. notice to the congregation given at prior worship services;
 - ii. Appropriate publications to the congregation;
 - iii. first class mail to each Congregation Council member at least ten (10) days in advance; or
 - iv. an e-mail reminder two (2) days in advance to Congregation Council members.

C11.03. No officer shall hold more than one office at a time. No elected officer except the Treasurer and Secretary shall be eligible to serve three (3) terms in the same office.

C13.05. A *Memorial Committee*, shall consist of the Council President, Treasurer and a lay member of the Church elected by the Church Council for a term of three years with no limit of succession.

- B. 12.15. The Congregation Council shall periodically review Standard Operating Procedures of all committees.

B. Chapter 13 CONGREGATION COMMITTEES

B. 13.02. The **Nominating Committee** shall nominate one or more candidates for each position to be filled and secure consent of each candidate to serve if elected. The candidates of the Nominating Committee shall be made known, with their anticipated position, to the congregation in conjunction with the announcements of the Special or Annual Meeting at which the election is to take place. In addition to the candidates submitted by the Nominating Committee, additional nominations may be made from the floor.

- a. The process of the Nominating Committee will be a search to find nominees for all Council positions, with a focus on each of the officer and standing and special-committees (Ministry Team) areas of interest. This allows nominees to consider their involvement in these areas of interest before the election and ensure all areas are covered.
- b. The membership of the Nominating Committee is: Council President and Vice-President serve as automatic members. The names put up for election will be the Immediate Past President and one member at-large.
- c. Term of membership on the Nominating Committee is one-year with consecutive re-election allowed.

B.13.03 The **Audit Committee** shall submit its reports to the Congregation Council and post this report for congregation review within one hundred eighty (180) days after the close of the fiscal year.

B. 13.04. The **Call Committee** has responsibility for carrying out the call of a new Pastor in accordance with the provisions of the Constitution.

B. 13.05. The **Memorial Committee** has responsibility for the proper administration of special and memory gifts donated to the congregation and making recommendations thereon to the Congregation Council.

- B. 13.06. a. The Congregation Council shall select from its own membership, members of the Congregation Council Standing Committees and Special Committees (Ministry Teams)

Standing Committees

- i. Administration – Personnel
- ii. Building and Grounds
- iii. Executive Committee
- iv. Stewardship and Finance

Special Committees (Ministry Teams)

- i. Children, Youth and Family (CYF)
- ii. Church in Society (Domestic /International Hands-on-ministry)
- iii. Evangelism
- iv. Fellowship and Social Planning
- v. Growth Group Ministry
- vi. Worship
- vii. WELCA

- B. 13.08. Congregation Council appointment of newly elected members:
- a. Following the process of the Nominating Committee, the Executive Committee will recommend these elected individuals in placement/approval to Standing and Special Committees.
 - b. Elected members of the Congregation Council, however can serve as at-large representatives to Standing/Special Committees, as needed.
 - c. WELCA Special Committee (Ministry Team) will have an elected representative to the Congregation Council unless they decide not to continue this role. In that case, they shall inform the Nominating Committee prior to the next election cycle. WELCA shall present an annual report encompassing activities.

- B. 13.11 General guidelines for all Congregation Council Standing Committees and Special Committees (Ministry Teams) are:

- a. to have the duly elected chairperson of the standing committees have the authority to appoint additional congregation members, who are not members of the Congregation Council, to serve as members of their respective committees and report these to the Congregation Council for approval;
- b. to follow guidelines of Congregation Council standing committees as found in the Standard Operating Procedures, which is reviewed, amended by the committee, and presented to the Congregation Council for approval;
- c. to provide an annual report inclusive of financial information as requested by the church office manager for the Congregation Annual meeting;
- d. to record and maintain committee meeting minutes;
- e. to propose program suggestions to the Congregation Council for implementation;

- f. to recommend budget proposals to the Congregation Council at their request; and
- g. to always seek the Rostered Minister's input concerning committee activities.

B. 13.11.01. Congregation Council Standing Committee duties shall be fully prescribed in the Standard Operating Procedures documents, and shall include but are not limited to:

- a. The **Administration-Personnel Committee** has responsibility to develop and review personnel policies and procedures, review all salaries annually and making recommendations thereon to the Congregation Council.
- b. The **Building and Grounds Committee** has responsibility for management and care of property and making recommendations thereon to the Congregation Council.
 - i.. Buildings that are the property of the congregation shall not be lent or rented to any group or individuals not affiliated with the congregation or the ELCA unless application for such use has been approved by the Congregation Council.
 - ii. . Contracts for building and grounds use shall be prescribed in the Standard Operating and Procedure documents.
- c. The **Executive Committee** has responsibility for reviewing the Standard Operating Procedures and making relevant recommendations to the Congregation Council. This committee shall meet to interpret and prepare business items that will be presented to the Congregation Council.
- d. **The Stewardship and Finance Committee** has responsibility for the congregation's development of stewardship in accordance with scriptural principles, for securing the congregation's financial commitment and making recommendations thereon to the Congregation Council. Financial policies include:
 - i. this committee shall adopt and abide by practices that minimize the chance for financial wrongdoing, including a separation of responsibilities in handling funds received by the congregation. This shall include delegating responsibility for the following actions to a financial secretary other than the treasurer: Overseeing the counting and deposit of offerings and other receipts; reporting these transactions to the treasurer; providing summary reports on giving to the congregation council and the congregation; and providing periodic and annual statements to contributors;
 - ii. all persons elected or appointed to handle money in this congregation and its auxiliaries shall be covered under an employee dishonesty blanket bond;
 - iii. no individual shall be required or allowed to handle this congregation's income alone at any time. Individuals involved in handling this income shall serve in rotation. Cash receipts shall not be stored in the church;
 - iv. all bills and obligations to be paid shall be approved and initialed by someone other than the preparer of a check. Blank checks shall never be signed in advance on any account. The pastor(s) shall not be an authorized signer on any congregational bank account;
 - v. approval for all reimbursements shall be given in writing by the treasurer, except those for her/his own expenses. Approval for reimbursements for the treasurer shall be given in writing by the president;
 - vi. bank accounts shall be reconciled on a monthly basis by someone other than the treasurer or anyone with check-signing authority.

- vii. persons related to one another may not serve together in any capacity regarding financial controls. Related persons are defined as those who are spouses, parents, sons, daughters, siblings, uncles, aunts, nieces, nephews, grandparents, grandchildren, including corresponding members of blended families, and or in-laws (parents, sons, daughters, or siblings of a spouse, spouses of a sibling, or the parents or siblings of the spouse of a sibling); and
- viii. all checks, drafts, or orders for the payment of money shall be signed by such congregation officers or other persons as the Congregation Council shall designate from time to time.

B. 13.11.02 **Congregation Council Special Committees (Ministry Teams)** duties shall be detailed in the Standard Operating Procedures documents; they include:

- a. the **Children, Youth and Family Ministry Team** has responsibility for the development of children, youth and family programs for the congregation;
- b. **the Church in Society Ministry Team** has responsibility, with the advice of the Pastor, for the congregation's enhancement of knowledge and application of Christian faith upon social concerns in the congregation, community, nation and world, and making recommendations thereon to the Congregation Council;
- c. **the Evangelism Ministry Team** has the responsibility, with the advice of the Pastor, for the congregation's development of a sound program of evangelism, for the spiritual care of the congregation, for securing the congregation's commitment of time and talent and making recommendations thereon to the Congregation Council;
- d. **the Fellowship and Social Planning Ministry Team** has the responsibility for organizing and coordinating social activities for the congregation throughout the year;
- e. **the Growth Group Ministry Team** has the responsibility to provide small group experiences for all generations throughout the year; (name change 1/16/18 – editorial change)
- f. **the Worship Ministry Team** has responsibility for all matters pertaining to the congregation's worship and making recommendations thereon to the Congregation Council; and,
- g. **the WELCA Ministry Team** has the responsibility to provide varied service oriented and educational opportunities for women throughout the year.

B. 13.12 This congregation shall adopt and abide by an Operational Ethics Policy based on the ELCA's Model Operational Ethics Policy for Congregations. All individuals covered by the provisions of this policy shall sign an affirmation of the policy when it is adopted and annually thereafter.

B. Chapter 14. ORGANIZATIONS WITHIN THE CONGREGATION

- a. B.14.03. Apple Tree Society. This Mission Endowment Fund shall be considered a committee of the Congregation. The description is in the bylaws or continuing resolutions. (as adopted by Congregation Council, June 2013) * Until the initial principal amount of \$50,000 is obtained, the Treasurer and Stewardship/Finance Committee shall oversee the Mission Endowment Fund and no funds shall be spent. The Fund Committee will be elected only after the \$50,000. is obtained.
- b. The Fund Committee: three (3) voting members shall be elected by the congregation at the Annual Meeting in staggered years. The term of office will be three years with no consecutive terms. A vacancy can be filled by the church council until the next Annual Meeting. The Council President shall be an advisory member of the Fund committee. The Committee may request other members of the Congregation to serve as advisory members and, at the expense

of Fund, may provide for such professional counseling on investments or legal matters as it deems to be in the best interest of the Fund.

- c. the Fund Committee shall meet semi-annually. A quorum of two (2) members is sufficient. When only two members are present, a unanimous vote shall be required to carry any motion.
- d. the Fund committee will elect a president, treasurer and recording secretary with the approval of the Congregation Council. Minutes of all meetings shall be supplied to each member of the Fund committee with a copy given to the Congregation Council.
- e. the Fund treasurer will work with the Congregation's financial committee or Treasurer to coordinate accurate accounts. The Treasurer and Fund Committee member shall co-sign checks and necessary documents on behalf of the Congregation. Financial records will be audited by the Audit Committee of the Congregation annually. Financial reports shall be given to the Congregation Council semi-annually, including a full account of the administration of the Fund.
- f. The Fund committee members are not liable for any losses which may be incurred upon the investments except to the extent such losses shall have been caused by bad faith. No member is personally liable as long as he/she acts in good faith. Each member shall be liable only for his/her own willful misconduct or omissions, and shall not be liable for 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 or her personal interests would conflict with the interest of the Fund.
- g. Defining Principle and Income
 - i. The Fund committee shall determine what is principal and income, and shall have the discretion to include all appreciation of the assets of the Fund within the definition of income.
 - ii. An account, or accounts, shall be established to receive gifts from all sources. The Fund shall accumulate until a principal amount of \$50,000.00 is achieved, after which the income generated from the investment of the principal shall be distributed annually as provided below.
 - iii. The Fund shall accumulate until a principal amount of \$50,000.00 is achieved, after which a set percent of the assets of the Fund shall be distributed annually. In no event shall annual distributions reduce the Fund balance below \$50,000.00.
- g. Income distribution: The portion of the Fund above-stated shall be distributed annually, or at such other times as is deemed necessary or feasible to accomplish its purposes through the following distributions:
 - i. up to thirty (30%) percent for outreach into the community, including, but not limited to, grants to community not for profit ministries that provide special programs designed for those persons in our parish area who are in physical, spiritual and/or economic need, and/or;
 - ii. up to thirty (30%) percent for missions of the Evangelical Lutheran Church in America, and/or;
 - iii. up to forty (40%) percent for capital improvements, or for the development of any special ministry of the Atonement Lutheran Congregation.
 - iv. The Fund committee shall determine both the percentage of available funds per category to be distributed annually and the recipients of the annual distribution within any

category. Such determinations of the Fund committee shall be approved by the Congregation Council prior to the distribution of funds.

- v. Principal distributions may be made as long as the principal balance remains in excess of \$50,000.00. Principal distributions will be presented to the Congregation Council for approval.

B. Chapter 19. INDEMNIFICATION

- B. 19.02. The congregation shall indemnify each officer and Congregation Council member for all liabilities incurred in such capacity except for liabilities due to gross negligence or willful misconduct. The congregation shall further indemnify each officer and each Congregation Council member to the full extent permitted by statutory or other applicable law. B.20.07

B. Chapter 21. MISCELLANEOUS PROVISIONS

- B. 21.04. The fiscal year of the congregation shall be as determined by the Congregation by appropriate resolution and may be changed from time to time. This is subject to the provisions of applicable federal and state laws.
- B. 21.05. The Congregation Council shall adopt and maintain a corporate seal in a form required by law.

Process:

Special committee review and revisions; review by GMW personnel (with suggestions). Presented to Council June 2016. Revisions and Adoption of the Revised Substitution by Council 8/16/16. E-mail and postal mailing to congregation members 9/10/16. Listening Posts for congregation: 9/18/16, 9/27/16, 10/2/16. Special Congregation Meeting 10/16/16 @ 9:05 am. Unanimous vote by quorum of members to adopt as written. REVISED SUBSTITUTE BYLAWS ADOPTED.

Editorial changes and Amendments adopted 1/14/18 to B Chapter 13 Congregation Committees @ Congregation Annual Meeting.

2/25/18 amended B. 8. 05. g