

December 29, 2021

St. Mark's approved a restatement of the church's governing documents (Constitution, Bylaws and Continuing Resolutions) at the 2021 annual congregational meeting. Many of these changes were to align the church's governing documents with recommended ELCA practices and to clarify ambiguous terms so that when our new senior pastor is called, he/she will not have to immediately focus on organizational issues.

The Congregational Council, along with other key committees and/or groups within our congregation, identified several Bylaws sections where changes would better reflect the church's current practices. The Congregational Council recommends the congregation approve the Bylaw changes shown in redline form on Exhibit A attached hereto and summarized below:

- Revise Bylaw C13.06.01 to remove a minimum number of Spiritual Team meetings per year.
- Revise Bylaw C13.06.02 to remove a minimum number of Operations Team meetings per year and to remove the Operation Team's role in preparing the annual budget (the Finance Team prepares the annual budget for consideration by the Congregational Council).
- Revise Bylaw C13.06.03 to allow the Mission Endowment Fund Committee to recommend the recipients of the congregation's annual benevolences. The Congregational Council will retain the authority to recommend the budget for benevolences and the allocation between ELCA affiliated and non-ELCA affiliated organizations. The actual recipients of the congregation's benevolences will be approved by the congregation at the annual congregational meeting.
- Revise Bylaw C13.06.04 to clarify that the Pre-School Director(s) are to be non-voting members of the Pre-School Team. This change is consistent with the Executive Director of Operations being a non-voting member of the Congregational Council.

Changes to the Bylaws must be adopted at any legally called meeting of this congregation with a quorum present by a two-thirds vote of those voting members present and voting. The Congregation Council shall notify the congregation's members of the proposed amendment to the Bylaws with council's recommendations at least 30 days in advance of the Congregation Meeting. Notification may take place by mail or electronic means.

The Congregation Council voted to include the proposed amendments to the Bylaws shown on Exhibit A to be on the agenda for approval at the February 6, 2022 annual congregational meeting.

*Bylaw C13.06.01. This congregation shall have a Spiritual Team to collaboratively plan programs and events that synergize the strengths of various ministry areas and involve a cross-section of the congregational membership.*

- (a) *The Spiritual Team shall consist of the pastor(s), president, the five mission chairs: evangelism, fellowship, discipleship, worship, health ministry chairs and mission coordinator chair, and staff who oversee selected ministries.*
- (b) *The Congregation Council recorder shall serve as the recorder of the Spiritual Team.*
- (c) *The Spiritual Team shall meet as many times as necessary to accomplish the purposes of the Spiritual Team. a minimum of four (4) times a year.*
- (d) *The Spiritual Team shall report to the Congregation Council.*

*Bylaw C13.06.02. This congregation shall have an Operations Team.*

- (a) *The Operations Team shall consist of senior pastor, president, vice president, property chair, finance chair, stewardship chair, treasurer, financial secretary, memorials chair, preschool chair, and non-voting executive director of operation.*
- (b) *The Congregation Council recorder shall serve as the recorder of the Operations Team.*
- (c) *The Operations Team shall be responsible for the facilities and the administration of the church.*
- (d) *The Operations Team shall provide leadership by implementing fiscally responsible actions in all financial matter.*
- (e) *The Operations Team shall meet a minimum of four (4) times a year as many times as necessary to accomplish the purposes of the Operations Team.*
- (f) *The Operations Team shall report to the Congregation Council*
- (g) *The Operations Team shall be responsible for presenting a budget to the council for consideration and recommendation to the congregation at the annual meeting.*

*Bylaw C13.06.03. This congregation shall have a Mission Endowment Fund Team Committee.*

(a) *The Mission Endowment Fund Committee Team shall consist of seven members: a pastor, the church treasurer, finance team chair, stewardship team chair and three members elected for terms of three (3) years by a majority vote by the congregation at the annual meeting. A member cannot be elected to serve on the Mission Endowment Fund Committee Team for more than six consecutive years (not including time served as an appointed member of the Mission Endowment Fund Committee Team under Bylaw C13.06.03(b)) until three (3) years have elapsed. The terms for members of the Mission Endowment Fund Committee Team should be arranged so that one-third of the terms expire annually. Prior to the annual meeting of the congregation, the Congregation Council retains the right to declare that the term for an open position on the Mission Endowment Fund Committee team is one-year or two-years in order to maintain that one-third of the terms of elected members of the Mission Endowment Fund expire annually.*

(b) *Should a member's place on the Mission Endowment Fund Committee Team be declared vacant, the Congregation Council shall elect, by majority vote, a successor until the next annual meeting. At the next annual meeting, the voting member elected to serve in the previously vacant position shall be elected for a three-year term. The Executive Team shall nominate a voting member of the congregation to be considered by the Mission Endowment Fund Committee Team for any vacant position.*

(c) *Distributions from the income of the Mission Endowment Fund shall be as follows:*

- i. *minimum of 20% to address the needs within the St. Mark's Evangelical Lutheran Church;*
- ii. *minimum of 20% for outreach into the local area;*
- iii. *minimum of 20% for Synod/ELCA Church wide ministries; and*
- iv. *remainder may be distributed through any of the above categories and other national and international organizations.*

*When, in the opinion of the Mission Endowment Fund CommitteeTeam, circumstances are so dire and of such an emergency nature that the future of the congregation is a stake, and that the only recourse seems to be in the use of the Mission Endowment Fund principal, the Mission Endowment Fund Committee Team may, upon a two-thirds majority vote, recommend such action to the Congregation Council. Upon receiving such recommendation by the Mission Endowment Fund*

Committee Team or on its own initiative, the Congregation Council may, upon a two-thirds majority vote, recommend such authorizing action to the congregation. Any action by the congregation concerning the Mission Endowment Fund shall require a two-thirds majority vote at a duly called congregation meeting where quorum is established.

- (d) the Mission Endowment Fund Committee Team shall meet a minimum of four times a year. Four members constitute a quorum. Four votes are required to carry any motion or resolution. Members must be present to vote (including remote participation as provided in C12.10). A report shall be submitted to the Congregation Council after each meeting and to the congregation at the annual meeting.
- (e) The event St. Mark's Evangelical Lutheran Church ceases to exist, either through merger or dissolution, disposition or transfer of the Mission Fund shall be at the discretion of the Congregation Council in conformity with the approved congregation constitution.
- (f) The Mission Endowment Fund Committee shall make recommendations to the Congregation Council for the recipients of the congregation's annual benevolences, provided, however, that such recommendations shall be consistent with the congregation's benevolences policy, if such a policy is adopted.

Bylaw C13.06.04. This congregation shall have a St. Mark's Childcare and Preschool Team

- (a) The St. Mark's Childcare and Preschool (hereinafter "Preschool") Team shall advise the Preschool Director(s) on the operation of the Preschool, including assuring that it is staffed by sufficient qualified personnel, that sound fiscal policies and financial controls are maintained, a Christian-focused curriculum is taught and that adequate equipment and supplies are provided.
- (b) The Preschool Team shall consist of not less than seven (7) members but not more than nine (9) members, comprised of members elected by the congregation, Preschool Director(s) as a non-voting member, and the senior pastor (or his or her staff designee) as a non-voting member. The Nominating Committee shall nominate candidates for membership on the Preschool Team to be presented for election at the next annual meeting of the congregation. The Chair of the Preschool Team shall be responsible for seeing that the duties and responsibilities of the Preschool Team are accomplished.