



Adopted 5/96
Revised 01/20/08
Revised 01/23/11
Revised 04/2015
Revised 01/2021

BYLAWS FOR CALVARY LUTHERAN CHURCH BEMIDJI, MN 56601

PART 1 COMMUNION PARTICIPATION

- B1.01. This congregation invites all of its members, who have been prepared to receive the Sacrament, to participate regularly in Holy Communion.
- B1.02. Preparation for Holy Communion will normally be provided for persons as young as 10 years of age.
- B1.03. Participation in Holy Communion will normally be open to members of other congregations who accept the Lutheran teaching in regard to this sacrament.

PART 2 CONGREGATIONAL MEETINGS

- B2.01. The procedures for holding a congregational meeting, both annual and specially called, are stated in the constitution and shall be followed.
- B2.02. The annual meeting of the congregation shall be held in ~~January~~ **June** of each year. The annual meeting shall receive reports from all organizations of the congregation, the minutes of the previous annual meeting, and the minutes of any specially called meetings. These reports, including a financial statement, and minutes shall be submitted, in writing, to the pastor(s) not less than 14 days prior to the annual meeting.
- B2.03. At the annual meeting, the budget for the following calendar year shall be presented, discussed, and acted upon, the officers and/or council members with expiring terms shall be elected,
- B2.04. Robert's Rules of Order, latest edition, shall govern parliamentary procedure of all meetings of this congregation.
- B2.05. All meetings shall begin with a prayer.

**PART 3
OFFICERS AND COUNCIL**

B3.01. Duties of Officers.

- a. President. The President provides leadership for the organizational and management of Calvary Lutheran Church congregation. The President also provides leadership to fulfill the vision and mission of the congregation, through the utilization of long range and strategic planning of the congregation. The President will serve for a two year term, annual meeting to annual meeting.

The President of the congregation works collaboratively with staff and all organizations of the Congregation.

Specific Responsibilities:

- 1. In consultation with Pastor(s) and Vice-President, meet and set monthly Council Meeting Agenda
 - 2. Chair Regular and Special Council Meetings
 - 3. Chair Annual and Special Congregational Meetings
 - 4. Oversee the utilization of Task Forces, including charges, membership, and actions
 - 5. Submit report for Annual Congregational Report
 - 6. Delegate responsibilities as deemed necessary
-
- b. Vice-president. The Vice-President provides leadership for the organizational and management operation of Calvary Lutheran Church congregation. The Vice-President also provides leadership to fulfill the vision and mission of the congregation, through the utilization of long range and strategic planning of the congregation. The Vice President will serve a two year term annual meeting to annual meeting.

The Vice-President of the congregation performs the Presidents duties when the President is unable to serve and performs other duties as directed by the President.

- c. Treasurer. The treasurer is a member of the Church Council. The treasurer serves as the financial officer of the congregation and has oversight of financial worker duties. The Treasurer will serve a two year term annual meeting to annual meeting.

- d. Council members: In addition to the three officers listed above six other members from the active roster of the congregation shall be elected to serve two year terms, annual meeting to annual meeting. No member of the council (including the officers) may serve more then three consecutive terms on the council.

B3.02. Five Ministry teams shall be organized to carry out the ministry of this congregation. They shall be Spiritual Life, Care, Christian education, Life and Mission and Resource.

- A. The purpose of the **Spiritual Life Team** is to answer the core question: How do we keep the presence and grace of God at the center of our life together.

Answering this question should give rise to ministries of worship, prayer, music and devotional life.

- B. The purpose of the **Care Team** is to answer the core question: How do we care for each other and for each other in our own community and the global community.

Answering this question should give rise to ministries of care and life or relational ministry, pastoral care, hospitality, fellowship and global mission..

- C. The purpose of the **Christian Education team** is to answer the question: How do we grow in our faith from cradle to grave:

Answering this question should give rise to ministries of learning, discipleship and faith milestones including: Preschool, youth, family, adults, and congregational education opportunities.

- D. The purpose of the **Life and Mission** is to answer the core question: How do we model our faith, share it with others, both within and outside of our congregation?

Answering this question should give rise to ministries of witnessing or evangelizing, outreach and service.

- E. The purpose of the **Resource Team** is to answer the core questions: How can we use the gifts that God has given us to best serve his kingdom?

Answering this question should give rise to ministries of stewardship, property management, facilities use and financial management.

**PART 4
PARISH RECORDS**

B4.01 The records of the congregation shall be the property of the congregation. Maintenance of the records shall be the responsibility of the pastor(s), except as otherwise provided in either the Constitution or the Bylaws. The records must be brought up to date prior to the departure of the pastor whose service to the congregation is being terminated.

The records shall consist of:

1. The roster of baptized, confirmed, and voting members.
2. The ministerial acts performed by the pastor(s).
3. The minutes and report of the Northwestern Minnesota Synod and the General Assembly of the Evangelical Lutheran Church of America.
4. The minutes of the meetings of the congregation and the Congregation Council.
5. The financial records of the congregation, for which the Council shall be responsible.

B4.02. The Pastor(s) shall report to the secretary of the Evangelical Lutheran Church of America such statistics as may be requested and shall annually report to the congregation a summary of ministerial activities.

B4:03 Inactive members: A member on the active roster who does not partake of Holy Communion, support the church with offerings, and does not give evidence of participation in the life and worship of the congregation for a period of one year shall be contacted by a pastor or a congregational officer and be encouraged to actively participate. After a second year of inactivity, the member shall be contacted by a pastor or congregational officer and be encouraged to active membership. If the member does not become active at this time they shall be removed from the active membership roster, but be retained on a responsibility list of inactive members for whom this Congregation has a continuing pastoral concern.

B4.04 An inactive member may be restored to active membership by contacting a pastor of the Congregation and actively participating in worship and other congregational activities.

**PART 5
CALVARY LUTHERAN FOUNDATION**

B5.01 The general purpose of the Calvary Lutheran FOUNDATION shall be to secure and receive monies, gifts, bequests of real or personal property, or both, and

subject to the limitations and restrictions set forth herein to use and apply such funds for religious, charitable or educational purposes as may be directed by those having responsibility for administering programs of Calvary Lutheran Church.

- B5.02 Affairs of the Calvary Lutheran FOUNDATION shall be conducted by a Board of Directors consisting of eight (8) members, one of which shall be the President of the Calvary Lutheran Church Council. Each member shall have one vote.
- B5.03 The Board of Directors of the FOUNDATION shall be active members of Calvary Lutheran Church of Bemidji, Minnesota and shall have attained the age of eighteen (18) years of age at the time of election. Termination of membership in Calvary Lutheran Church of Bemidji, Minnesota shall automatically result in termination of office in the FOUNDATION.
- B5.04 Directors of the FOUNDATION shall be nominated and elected at the annual meeting of the Calvary Lutheran Congregation.
- B5.05 Election to the Board of Directors (Exclusive of the President of the Church Council) shall be for a term of two (2) years. Members shall be elected or re-elected at each annual meeting of the Calvary Lutheran Congregation. Directors may be re-elected for three successive terms.
- B5.05 Any Director may resign at any time by giving written notice of such resignation to the Secretary of the Board of Directors.
- B5.06 Vacancies on the Board of Directors occurring during the year shall be filled by appointment by action of the Church Council. Such appointment shall be in effect until the next ANNUAL meeting of the Congregation.
- B5.07 The Board of Directors shall organize itself at its first meeting by election of officers consisting of a Chairperson, a Vice Chairperson, a Secretary and a Treasurer. The President of the Council shall serve as a director only, and will not be eligible to serve as an officer of the FOUNDATION.
- B5.08 Duties of the Officers of the FOUNDATION shall be as follows:
1. **Chairperson:** Shall preside at all meetings of the Board of Directors, sign all instruments requiring such signature, prepare an annual report for the Calvary Church Council and Calvary Lutheran Church, and perform such other duties as are usually assigned to the office of Chairperson of similar Foundations.
 2. **Vice Chairperson:** Shall perform all duties of the Chairperson in case of absence or disability of the Chairperson or in case the office of Chairperson should at any time become vacant.

3. Secretary: Shall issue notices for all meetings, shall keep their minutes, shall have charge of the corporate books, shall sign with the Chairperson all instruments requiring such signature, shall prepare reports and perform other duties incident to this office as assigned by the Board of Directors.
4. Treasurer: Shall receive and take charge of all monies, title papers and investment securities of the FOUNDATION and disburse the same from time to time as ordered by the Board of Directors. Checks and other disbursing documents shall be signed by the Treasurer and one other officer of this Board. The Treasurer shall have custody of all monies and securities of the FOUNDATION and shall keep regular books of account, sign or countersign all instruments requiring such signature and perform other duties incident to the office of Treasurer in similar Foundations, or as may be assigned by the Board of Directors.

- B5.09 It will be the policy of the Calvary Lutheran FOUNDATION Board to invest non-committed cash and maintaining liquidity with a professional manager using a larger endowment or foundation for a vehicle.
- B5.10 The Calvary Lutheran FOUNDATION Board shall maintain a list of donors and known intended donors (i.e. those who have listed the Calvary FOUNDATION in their wills or made the Calvary FOUNDATION an insurance beneficiary); and may provide for an annual inspirational gathering of these people.
- B5.11 In the event of dissolution or liquidation of the FOUNDATION, the assets and properties belonging thereto shall be assigned and turned over to the Calvary Lutheran Church of Bemidji, Minnesota, or its successor organization.
- B5.12 Regular meetings of the Board of Directors shall be called by the Chairperson (four meetings per year). Special meetings may be called at any time by the Chairperson or at the request of any Director. The Secretary shall issue a written notice of meetings to all members of the Board of Directors to be received by same at least five (5) days prior to each meeting.
- B5.13 At all meetings of the Board of Directors a total of four (4) Directors shall be present to constitute a quorum for the transaction of business that may come before the Board.
- B5.14 All funds and property of the FOUNDATION shall be invested or reinvested in such manner and form as the Board of Directors shall prescribe. The Board of Directors may cause to be selected and/or appointed a competent and experienced administrator or such personnel as, in sound judgment and discretion of the Board, is necessary for the proper operation and management of the FOUNDATION and to pay any fees, costs, or expenses incurred for such purposes.

B5.15 Undesignated funds, gifts or bequests are those received without direction, limitations or conditions as to the use of the principal and/or income. Such funds shall be utilized at the discretion, and in the best judgment, of the Board of Directors to accomplish the purposes of the FOUNDATION.

Designated funds, gifts or bequests are those received subject to directions, limitations or conditions provided such use constitutes an activity permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended; and further provided that such use shall be for the exclusive benefit of, or to perform the functions of, or to carry out the purposes of the FOUNDATION. The Board of Directors of the FOUNDATION shall accept no gift or bequests if such acceptance would jeopardize the FOUNDATION's status under either Section 501 (c) (3) or section 509 (a) (3) of the Internal Revenue Code.

B5.17 In order to accomplish the primary purpose and objective of this FOUNDATION the principal shall be allowed to accumulate. Withdrawal of the principal will not be permitted until assets of the FOUNDATION reach \$12,000. After assets of \$12,000 have been attained, withdrawal of the principal for specific purposes will be permitted, not to exceed 10% of the principal in any one calendar year. However, in no case shall withdrawal be made which would cause the principal to be less than \$10,000.

B5.18 The Board of Directors shall prepare a detailed report to reach the Church Council prior to their January meeting of each year, including earnings from both designated and undesignated funds for the year stated. It is not intended that funds received by the FOUNDATION or earnings from such funds be used for regular ongoing expenses of the Church, or for the regular benevolent responsibilities of the Calvary Lutheran Congregation.

B5.19 The purposes of the Calvary Lutheran Church Mission Endowment Fund (hereinafter called the "Mission Fund") shall be:

1. To provide for the receipt of extra-ordinary gifts, both designated and undesignated, by having a congregational plan for use that is coordinated with the congregation's total ministry.
2. To promote faithful Christian stewardship of all resources, present as well as accumulated, by encouraging personal wills and estate plans that reflect love for family, neighbor, and God's work through the church.
3. To encourage gifts of accumulated assets to enhance the mission outreach of the congregation beyond that expected and supported through regular giving.
4. To generate income for distribution to special mission purposes, after review

by the Church Council and approval by the Calvary FOUNDATION Board.

- B5.20 The Mission Fund shall be managed by the Calvary Lutheran FOUNDATION Board, and follow all of the by-laws and reporting procedures of the FOUNDATION.
- B5.21 Gifts, bequests and grants to the Mission Fund shall constitute the principal.
- B5.22 The Mission Fund shall not create or allow overdraft of undistributed income. It shall not disburse the principal funds except in the amount that such disbursement may be approved or permitted by the donor or for investment or reinvestment purposes. Profits realized from the sale or transfer of securities or other assets in the principal amount shall remain as principal, and losses from sale or transfer of securities and other assets in said principal account may, in the discretion of the board, be charged to the income account. Stock dividends and dividends received in the form of common stock shall be treated and considered as principal. Any portion of the income may, in the discretion of the board, be transferred to the principal account and then shall remain permanently a part thereof.
- B5.23 Income from the Mission Fund shall be distributed annually and at such other times as deemed necessary and/or feasible to accomplish the following purposes:
1. Up to 100% for outreach into the community and worldwide expressions of Calvary Lutheran Church, including, but not limited to, grants for mission projects or programs of Calvary Lutheran Church, grants to students attending ELCA seminaries, Bible camps of the ELCA, institutions or agencies to which this congregation relates, and grants to special programs designed for those persons in the Beltrami County and surrounding area of this congregation who are in spiritual and/or economic need. Distribution may also include but is not limited to missions of the ELCA in this continent and worldwide.
 2. Maximum of 20% for capital improvements of Calvary Lutheran Church.
 3. Maximum of 30% for emergency needs such as building repair, or replacement of essential equipment such as heating equipment or office equipment. The Church Council shall determine on a case by case basis what constitutes an emergency need. In any case, the FOUNDATION Board and the Church Council shall first seek to find solutions to emergency needs which do not require distribution of income from the Mission Fund.
- B5.24 Funding requests shall be granted in accordance with general guidelines approved by the congregation of Calvary Lutheran Church at a regular or specially called meeting.

B5.25 Gifts designated by a Donor for a particular purpose must be reviewed by the FOUNDATION Board before acceptance. Any gift accepted must be consistent with the needs and mission of Calvary Lutheran Church. The FOUNDATION will only consider designated or named gifts that exceed \$10,000. Following acceptance, the board should ensure that designated gifts are used for the intended purpose. However, because needs change, it is desirable that donors include with their gifts the option of alternative uses, preferably “where most needed”. The policy for designated gifts shall be:

1. Designated gifts will be allocated to a separate account for that purpose.
2. If the Board determines that the funds designated to a particular purpose are not likely to be needed for that purpose in the foreseeable future or that the particular purpose is not consistent with the needs and mission of Calvary Lutheran Church and its congregational purposes, then the Board may allocate the principal and accrued income of that gift to another congregational purpose within the Mission Endowment Fund. The new purpose will be determined by the Board, in keeping with the general intentions of the donor.

B5.26 Any amendment to this chapter which will change, alter or amend the purposes for which the Mission Fund is established shall be adopted by a two-thirds vote of the members present at an annual meeting of this congregation or at a special meeting called specifically for the purpose of amending this chapter.

B5.27 In the event that Calvary Lutheran Church of Bemidji, Minnesota, ceases to exist either through merger or dissolution, disposition or transfer of the Mission Fund shall be at the discretion of the Church Council in conformity with the approved congregational constitution and in consultation with the bishop of the synod to which this congregation belongs at such time. Consultation with the ELCA may be desirable for continuation of Mission Fund obligations.