

# FaithPoint Lutheran Church Bylaws

(completed 03/19/2013)

## **Preamble:**

### **1) Vision and Mission**

The **Vision** of FaithPoint Lutheran Church (hereafter also designated as “this church” or “this congregation,” or FPLC):

*We are a church on fire for Jesus Christ  
seeking to be a beacon of God’s truth,  
shining His light to positively impact our world  
by the power of the Holy Spirit.*

**Our Mission is to:**

*Love each other with the heart of Christ,  
Learn His Word to share the good news,  
Shine His light so that all may know Him.*

### **2) Core Values**

The following presents the Core Values of FaithPoint Lutheran Church. We desire that these values define and drive our ministry in a welcoming and encouraging environment:

#### **Bible-centered**

We are grounded in bible-centered preaching/teaching that is real, reverent and relevant to our daily lives. We honor the authority of God’s Word and teach it with integrity, so that seekers find Christ, believers mature in Him and the family is spiritually nurtured. (2 Timothy 3:16; Col. 1:28; Deuteronomy 6:6-9)

#### **God’s Grace and Love**

We are saved by grace through faith in Jesus Christ. We choose to serve with love because He first loved us. We will provide welcoming community fellowship and authentic worship. (Eph. 2:8-10; 1 John 4:19; Mark 12:28-31; Hebrews 13:2; and John 4:21-24)

#### **Prayer**

We rely on prayer in the conception, planning, and execution of all the ministries and activities of this church. (Matthew 7:7–11, Phil 4:6)

#### **Faithful Service**

Because of God’s grace and love, and through the transforming power of the Holy Spirit, we will grow His kingdom with Godly service through the discovery and giving of our gifts, talents and treasures. (Acts 1:8; Mark 10:45; James 2:26; and Corinthians 9:11)

#### **Passionate Outreach**

We will be a beacon to our community and beyond through a well-mobilized

ministry, inviting all into a relationship with Christ. (Matthew 5:14-16; 1 Cor. 12:4-7; and Matthew 28:19-20)

### **3) Statement of Faith**

- a. We believe, teach, and confess the Triune God, Father, Son and Holy Spirit.
- b. We believe, teach and confess Jesus Christ as Lord and Savior, and the gospel as the power of God for the salvation of all who believe in Him.
- c. Jesus Christ is the Word of God incarnate, through whom everything was made and through whose life, death and resurrection God fashions a new creation.
- d. The proclamation of God's message to us as both law and gospel is the Word of God, revealing judgment and mercy in the person of Jesus Christ, through whom God was pleased to reconcile all things to Himself.
- e. The canonical Scriptures of the Old and New Testaments are the Word of God. Inspired by God's Spirit speaking through their authors, they record and announce God's revelation centering in Jesus Christ. Through them, God's spirit speaks to us to create and sustain Christian faith and fellowship for service in the world.
- f. We believe, teach and accept the canonical Scriptures of the Old and New Testaments as the inspired Word of God, and the sole authoritative source and norm of our proclamation, faith and fellowship.
- g. We accept the Apostles', Nicene, and Athanasian Creeds as true declarations of the scriptural faith.
- h. We believe, teach and accept the Unaltered Augsburg Confession and the Small Catechism as true witnesses to the Word of God, normative for our teaching and practice. We acknowledge that we are one in faith, and doctrine with all churches that likewise accept the teachings of the Augsburg Confession. We believe, teach and confess the other confessional writings in the Book of Concord, namely, the Apology of the Augsburg Confession, the Smalcald Articles, the Treatise, the Large Catechism, and the Formula of Concord, as further valid expositions of the Holy Scriptures.
- i. We believe, teach and confess the gospel, recorded in the Holy Scriptures and confessed in the ecumenical creeds and Lutheran confessional writings, as the power of God to create and sustain the priesthood of all believers for God's mission in the world.

### **BL1: Principal Office**

**BL.1.1:** The principal office of this Corporation is located at 201 Central Avenue North, P.O. Box 222, New Prague, MN 56071

**BL.1.2:** The Board of Directors of the Corporation (hereafter Board) may at any time change the principal office of this Corporation through a resolution in the same manner as an amendment to these Bylaws.

### **BL2: Church Leadership Design**

**BL.2.1:** The head of FaithPoint Church shall be the **Lord Jesus Christ**; not just symbolically, but practically. All leaders of the congregation shall seek His will through

diligent prayer, listening to His Word and Spirit. Congregational Leadership is established around these principles and through active involvement in leading ministry.

**BL.2.2:** As much as is feasibly possible, this church is built upon a **Ministry Operational Model** as opposed to a Business Operational Model. This means that the focus of all the energies and resources of the church are towards ministry and primarily leaves the business decisions to a defined Board and/or staff.

**BL.2.3:**

The Board shall conduct regular meetings as determined by the Board itself. Regular Board meetings shall be held at the principal office of the Corporation, unless agreed upon in advance by the Board. Notice of all meetings shall be given in writing to all Board members in advance. Board meetings are generally called by the Pastor or President. Any two non-president Board members may also call a special meeting by providing written notification to all other Board members at least 14 days in advance of such proposed meeting.

Any Member of the Church may observe Board Meetings. The Board may restrict the attendance of any non-Congregational member as it deems appropriate; the Board may also close any portion of any meeting (including to Members of the Church) to discuss topics of a sensitive nature, including, but not limited to, disciplinary actions, employment, or strategy with regard to transactions. Any person who is the subject of disciplinary actions or employment may request that such meeting be opened.

The Board shall keep records of all actions voted on, regardless of whether the meeting is closed, and shall provide them to any Member of the Church who makes written request of the Board.

Quorum shall be required at all Board meetings. Regular quorum requires a majority of those Board Members then serving to be present. Super quorums may be required as specified herein. For the purposes of this Bylaws document, a 'super quorum' is defined as at least 80% of the Board members who are in place at the time of the vote.

Unless otherwise specified herein, all actions of the Board shall be enacted by majority vote of those Board Members present at a meeting.

The Board may, but is not required to, conduct meetings by electronic or other means, provided that any such actions taken by the Board must be submitted in writing and approved in the same manner as if the Board were meeting in person.

BL.2.3.1: At their own discretion, the Board shall consult with the Council of Ministry Leaders to help discern major decisions in the church. The role of the Council of Ministry Leaders is to be an instrument of reason and/or recommendation for actions under Board consideration to the full body. The Council of Ministry Leaders shall consist of designated leaders within the congregation who direct and are active participants in an area of ministry (paid and unpaid), and will be defined annually by the Board. The Board shall conduct a minimum of one joint Council of Ministry Leaders meeting each calendar year.

BL.2.3.2: The Council of Ministry Leaders shall consist of staff and leaders who oversee or are actively participating in leading current identified areas of ministry within the church. Examples may include, but are not limited to:

- a. Leader of Confirmation
- b. Leader Worship Team
- c. Leader of Finance and Stewardship
- d. Leader of Missions

**BL.2.4:** The Board (known as “elders” in the New Testament), led by the Senior Pastor, shall be the governing body of FaithPoint Lutheran Church. The Board shall see themselves as submitting to the headship and Lordship of Jesus Christ.

**BL.2.5:** The Board shall consist of seven members of the church. The Senior Pastor shall be an eighth non-voting member of the Board.

**BL.2.6:** The Board shall oversee all aspects of the ministry of this church. The Board shall strive in a non-legalistic way, to live up to biblical standards for elders (1 Timothy 3:1-7, Titus 1:5-7).

**BL.2.7:** All corporate powers permitted under law for this organization shall be exercised by and are under the authority of the Board. Without limiting any general powers, the Board, always in close consultation with the Senior Pastor, shall have the following powers and responsibilities:

- 1) To select and remove all other officers, agents, and employees of the Corporation, including their compensation and ministry descriptions.
- 2) To conduct, manage, and control the affairs and business of the Corporation, and to make rules and regulations not inconsistent with state and federal laws, the Articles of Incorporation, or the Bylaws.
- 3) To affiliate FaithPoint Lutheran Church with other Christian organizations that align with our mission/vision and core values. Such associations shall be by 2/3 vote of a ‘super quorum’ of the Board, including the affirmation by the Senior Pastor.
- 4) To borrow money, and incur indebtedness for the purpose of the Corporation and for that purpose to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, or other evidence of debt and securities.
- 5) To buy and sell real property, construct facilities, obtain leases or to lease to other parties, and invest the corporate assets.
- 6) To ensure a financial audit is completed annually, independent from the Board and Finance Team.

**BL.2.8:** The original Board (initially known as the Launch Team) was selected by the convening group (initially known as the Core Group) seeking an LCMC (Lutheran Congregations in Mission for Christ) church plant prior to the organization of FaithPoint Lutheran Church (formerly known as New Prague Lutheran Church). The first meeting of the Corporation was called by the convening group.

**BL.2.9:** Subsequent Board members shall be proposed by the Senior Pastor after the adoption of these By-laws and shall be elected by a 2/3 majority vote of the Board. The terms of Board members shall be 4 years, with no member serving more than eight years in succession. All terms will be staggered with the intent of having no more than 40% turnover in any given year. Appointments are made at the beginning of the calendar year.

**BL.2.10:** Vacancies on the Board will be filled by a 2/3 majority vote of the remaining Board members, including the affirmation of the Senior Pastor, within 60 days and without interruption to Board business.

**BL.2.11:** Any member of the Board may be removed with or without cause by a 2/3 majority vote of the Board, and must include the affirmation of the Senior Pastor.

**BL.2.12:** Board members shall receive no compensation for their services.

### **BL.3: Officers of the Board**

**BL.3.1:** The officers of this congregation's Board shall be a President, Vice President, Secretary and Treasurer and shall be elected by the Board. These officers shall work directly with the Senior Pastor to carry on all business, spiritual and mission work of FaithPoint Lutheran Church. No person may hold more than one of these offices at any one time.

**BL.3.2:** These officers are decided upon annually prior to the spring Vision Meeting. The filling of a vacancy in any office due to death, resignation, removal, disqualification or otherwise, shall be determined by the Board by 2/3 vote.

#### **BL.3.3: Senior Pastor**

BL.3.3.1: The Senior Pastor shall oversee the business of the church on a daily basis and give leadership to the Board, the church staff, and the general church body and its ministries. The Senior Pastor may delegate these duties to others, but retains full responsibility for their execution.

BL.3.3.2: The Senior Pastor shall be the teacher-shepherd of the church. He or she shall give considerable time to study of the Word and shall teach the scriptures to the flock by precept and example. He or she shall aim to feed the flock, equip the saints for ministry, and guard the church against the attack of the enemy.

BL.3.3.3: The Senior Pastor shall serve as the Chief Executive Officer of FaithPoint Lutheran Church. He or she shall oversee the business of the church on a daily basis and give leadership to the Associate Pastors, pastoral ministers, the Board of Directors, the general church body and its ministries. The Senior Pastor shall have general supervision of the entire church and charge of all services, gatherings, and meetings. The Senior Pastor may delegate these duties to others but retains full responsibility for their execution.

BL.3.3.4: The Senior Pastor shall be an ordained pastor within LCMC or another recognized Lutheran church body that holds Scripture as its highest authority in all matters of faith and life and is Christ-centered.

BL.3.3.5: The Board, in cooperation with the Senior Pastor, shall have an explicit written succession plan, recorded as a continuing resolution, in the event of a Senior Pastor vacancy.

BL.3.3.6: In anticipation of a Senior Pastor vacancy, the Board shall convene a pastoral search team. This team shall search, identify, interview, elect and recommend to call a candidate in concordance with the succession plan (BL.3.3.5). Final decision to call shall be by  $\frac{3}{4}$  vote of a super quorum (80%) of the Board.

BL.3.3.7: The Senior Pastor's initial compensation shall be specified by the Board at the time of his/her calling and in subsequent years. The church shall provide a fair and adequate salary, housing allowance, expense account, health insurance, retirement account, vacation time, conference funds, and continuing education.

BL.3.3.8: The Senior Pastor is an unelected position. His or her call will commence formal acceptance to serve as Chief Executive Officer of FPLC. While the Senior Pastor has no vote on the Board, he/she is responsible for using his or her given talents to direct, oversee and monitor the direction of the FaithPoint Board and Congregation to fulfill the great commission as directed by our Savior Lord Jesus Christ.

BL.3.3.9: For the purpose of potential termination of the employment of the Senior Pastor, any two directors of the Board must call a meeting of the Board with at least 15 days advance written notification to all other Board members. Should three fourths ( $\frac{3}{4}$ ) of the Board of Directors, with a super quorum (80%), concur that the Senior Pastor should terminate his or her pastorship of the church, the approved motion without any change shall be brought before the Council of Ministry Leaders within 30 days for a vote. Following the first affirmative vote by the Board, the Board must also provide written communication to the congregation of the motion to terminate the Senior Pastor.

- If the Council of Ministry Leaders vote is also affirmative in favor of termination, which is constituted by a  $\frac{3}{4}$  majority vote of an 80% quorum of the Council of Ministry Leaders (excluding Board members), the motion would accede to a special combined meeting of the Board and Council of Ministry Leaders within 30 days of the Council of Ministry Leaders vote. If the combined Board and Council of Ministry Leaders vote results in a  $\frac{3}{4}$  affirmative decision to terminate, the Senior Pastor is considered terminated as specified by the motion. In the event of termination, all financial obligations to the pastor must be met by the congregation.
- If any vote on the subject of the termination of employment of the Senior Pastor (Council of Ministry Leaders or Board) is not affirmative, as defined by a  $\frac{3}{4}$  majority vote of the 80% quorums, then the motion to terminate is withdrawn.

BL.3.3.10: Associate Pastors, pastoral ministers and staff may be appointed by the Senior Pastor and their term and scope of service ratified by the Board of

Directors. Staff positions may not coincide with positions on the Board. Stipend positions and Council of Ministry Leaders may coincide with positions on the Board.

BL.3.3.11: The Senior Pastor, after counsel with the Board, may ask for the resignation of any staff if they are not in harmony with the ministry of the church as directed by the Senior Pastor.

#### **BL.3.4: The President**

The President will work with the Senior Pastor to plan agendas and run Board meetings. In the extended absence or disability of the Senior Pastor, the President of the Board in consultation with the Board shall be responsible to ensure that the duties of the pastor are fulfilled.

#### **BL.3.5: The Vice President**

The Vice President will assume the President's role and responsibilities when he or she is absent.

#### **BL.3.6 The Secretary**

The Secretary shall keep an accurate record of the Board proceedings and shall discharge such other duties of the office as prescribed by the Board of Directors.

#### **BL.3.7: The Treasurer**

The treasurer shall receive and safely keep all funds of the Corporation and deposit them in the bank or banks that may be designated by the Board of Directors. The treasurer may delegate any such authority to a finance team member or a staff person, but retains full responsibility for its execution. The Treasurer shall also chair the Finance Team.

#### **BL.3.8: Board Members at Large**

All other members of the Board are "at large members". Board members are expected and encouraged to be active and visible within the life of the congregation.

### **BL.4: Membership**

#### **Preamble:**

Our sincere desire is that all members profess and live out their faith and trust in Jesus Christ as their Lord and Savior. We desire all to grow in an authentic relationship with Him within the Body of Christ. This congregation desires to partner with and encourage all believers on this active, growing journey of faith.

**BL.4.1:** Members of this congregation shall be those persons baptized in the Christian faith on the roll of this congregation at the time that these by-laws are adopted, those who are admitted thereafter and all who have declared and maintained their membership in accordance with its by-laws.

**BL.4.2:** Each year, members are asked to affirm our areas of ministry and agree to work towards the characteristics of a disciple. Having trusted Jesus Christ as Lord and Savior, being baptized in the name of the Triune God, and being in agreement with FaithPoint's Vision and Mission, we the members of this congregation strive to:

- a. Live a Christian life in accordance with the Word of God.
- b. Make regular use of the means of grace, both Word and sacraments through regular worship.
- c. Support the work of this congregation through contributions of our time, abilities, and financial support.
- d. Make prayer and Bible study a regular part of our life.
- e. Give our "first fruits" to God and work toward tithing (10%) of our income.
- f. Serve in ministries based on our spiritual gifts and talents.
- g. Share our faith with others in word and deed.
- h. Protect the unity of our church by acting in love toward other members, supporting our pastor(s) and leaders, and resolving conflict in God-honoring ways according to Matthew 18:15-17.

**BL.4.3:** Membership at FaithPoint Lutheran Church is generally established by attending new member orientation. All members agree with and support the Core Values, Mission and Vision of FaithPoint Lutheran Church.

**BL.4.4.:** The Board shall be the voting members representing this organization, except as outlined in BL.3.3.9 (termination of employment of the Senior Pastor) and BL.7.5 (dissolution of the Corporation).

**BL.4.5:** Membership in this congregation shall end upon any of the following:

- a. death;
- b. resignation;
- c. transfer or release;
- d. extended inactivity
- e. disciplinary action by the Board (in which case such individual shall have the opportunity to address the Board before any such disciplinary action has been taken)

Members who have been removed from the roll shall remain people for whom the Church has continuing pastoral concern.

**BL.4.6:** Each year, FaithPoint shall hold a Vision Meeting for the membership at large in the spring at or near the principal office of the Corporation. The purpose of the meeting shall be to provide a summary of the previous year's ministry and to share the ministry goals and commitments of the upcoming year (vision).

## **BL.5: Amendments**

**BL.5.1:** The By-laws of FaithPoint Lutheran Church may be amended. Amendments must be submitted in writing and approved by two meetings of the Board at least 60 days apart. Following the first affirmative vote by the Board, the Board must present the proposed amendment in writing, first to the Council of Ministry Leaders and then to the congregation of any proposed changes. The Board must approve each of the two votes on an unaltered proposed amendment by a 2/3 majority of a super (80%) quorum of the Board, including affirmation of the Senior Pastor.



## **BL.6: Partnerships**

**BL.6.1:** FaithPoint Lutheran Church shall endeavor to maintain a mutually advantageous and positive relationship with LCMC. FaithPoint Church shall seek out ways to share resources, leadership, facilities and enthusiasm to grow the Kingdom of God together with LCMC.

## **BL.7: Miscellaneous**

**BL.7.1:** The Board may authorize by majority vote any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of, and on behalf of the church and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or other person shall have any power or authority to bind the church by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

**BL.7.2:** The church shall keep in its principal office the original or a copy of its Articles of Incorporation and bylaws, as amended to date, certified by the Board secretary.

**BL.7.3:** The Bylaws written and approved herein shall fulfill the Corporation's requirement, as defined in the Minnesota Non-Profit Articles of Incorporation, to state the management of the Corporation by a vested Board and the rights, eligibility and obligations of its members.

**BL.7.4:** For the purpose of potential dissolution of the Corporation (this Church), any two directors of the Board may call a meeting of the Board with at least 15 days advance written notification. Should three fourths (3/4) of the Board of Directors, with a super (80%) quorum, vote that the corporation should dissolve, then the approved motion without any change shall be brought before the Council of Ministry Leaders in written form within 30 days for a vote. Following the first affirmative vote by the Board, there will be written communication to the congregation of the motion to dissolve the Corporation.

- If the Council of Ministry Leaders vote is also affirmative in favor of dissolution, which is constituted by a  $\frac{3}{4}$  majority vote of an 80% quorum of the Council of Ministry Leaders (excluding Board members), the proposal would accede to a combined meeting of the Board and Council of Ministry Leaders within 30 days of the Council of Ministry Leaders vote. If the combined Board and Council of Ministry Leaders vote results in a  $\frac{3}{4}$  affirmative decision to dissolve, the Corporation shall begin the process of dissolution.
- If any vote (Council of Ministry Leaders or Board) is not affirmative, as defined by a  $\frac{3}{4}$  majority vote of the super quorums, then the motion to dissolve is withdrawn.

**BL.7.5:** In the event that this Corporation is dissolved, all remaining assets after payment of liabilities and obligations will be distributed to other qualified Christian non-profit corporations and no member of the Board or employee or member of the congregation, past or present, or their families, may benefit financially from this dissolution.

**BL.7.6:** IN WITNESS WHEREOF, these Bylaws have been submitted for approval to the initial Board of Directors named in the Articles of Incorporation and the initial Launch Team. These By-laws shall cancel, void, and supersede all previous Constitutions and Bylaws of FaithPoint Lutheran Church and shall be the only Bylaws of this congregation. Working in conjunction with the Launch Team, and after presentation to the Core Group/Council of Ministry Leaders and the congregation, we hereby authorize that these Bylaws are adopted and in full force and shall be placed in the permanent records book of the Church as of the date set forth below.

Dated: March 19, 2013

\_\_\_\_\_  
By: Rev. Dr. Steven Trewartha  
Its: Senior Pastor

Launch Team (LT) & Initial Board of Directors (IBD):

\_\_\_\_\_  
Dwayne Anderson LT/IBD

\_\_\_\_\_  
Rod Tietz LT

\_\_\_\_\_  
Ann Sletten LT/IBD

\_\_\_\_\_  
Gretchen Havlicek LT

\_\_\_\_\_  
Brad Carlson LT

\_\_\_\_\_  
Katy Fjelstad LT

\_\_\_\_\_  
Mark Besser LT

\_\_\_\_\_  
Pete Sletten IBD