

**AMENDED AND RESTATED BYLAWS  
OF  
FIRST ENGLISH EVANGELICAL LUTHERAN CHURCH  
AUSTIN, TEXAS  
As amended through September 29, 2013**

**1. ORGANIZATIONAL STRUCTURE**

1.1. In general [Codified as C4.04.01]

The congregation shall be governed by its members, by the Congregation Council, and by the Executive Committee and other committees as provided in the constitution, these bylaws, and resolutions of the Congregation Council.

The spiritual and pastoral leadership of the congregation is vested in the pastor, who shall have role, duties, and authorities set forth in the constitution.

As provided in the constitution, these bylaws, and resolutions of the Congregation Council, the executive and administrative functions of the congregation are vested solely in the pastor, the congregation's officers, and persons to whom duties and authorities are delegated by the Congregation Council from time to time. No other person has authority to bind the congregation contractually.

The work of the congregation is carried out by the congregation as a whole and by committees and ministry teams established by these bylaws or by the Congregation Council from time to time.

1.2. Appointment and Governance of Committees [Codified as C4.04.02]

1.2.1. In addition to the committees and ministry teams established by the constitution or these bylaws, the Congregation Council has established, and by may establish from time to time by a two-thirds majority vote, committees and ministry teams for the pursuit of the congregation's work. [Codified as C4.04.02.a]

1.2.2. In establishing a committee or ministry team, the Congregation Council shall [Codified as C4.04.02.b]

- set forth the purpose, authorities, and responsibilities of the committee or ministry team, including any authority to have custody of funds or property of the congregation or to bind the congregation contractually;
- establish the number of members, specify any qualifications for appointment as a member, set the term of each appointment, and appoint the members from time to time; and

- from time to time appoint a chair of the committee or ministry team, or provide that the chair shall be appointed by members of the committee or ministry team.
- 1.2.3. The Pastor shall be a voting ex officio member of each committee or ministry team other than the Nominating Committee and the Audit Committee. [Codified as C4.04.02.c]
- 1.2.4. Each committee and ministry team shall be accountable to the Congregation Council and shall report their proceedings monthly or as is otherwise appropriate. [Codified as C4.04.02.d]
- 1.2.5. Each committee and ministry team shall make an annual report to the congregation. [Codified as C4.04.02.e]
- 1.2.6. Any amendment to Section 1.3 of these bylaws or to any resolution described in Section 1.2.1 of these bylaws must be made by a two-thirds majority vote of the Congregation Council. [Codified as C4.04.02f]
- 1.3. Certain Committees and Ministry Teams [Codified as C4.04.03]
  - 1.3.1. EXECUTIVE COMMITTEE. The executive committee shall consist ex officio of the pastor, president, vice president, and secretary. The president shall be the chair of the executive committee. The executive shall act on behalf of the congregation on any matter that requires immediate attention before the Congregation Council can consider the matter, except that the executive committee has no authority to (i) appoint or remove officers or (ii) amend the budget or authorize expenditures outside the budget. The executive committee shall perform the functions of a mutual ministry team when a mutual ministry team is not established. [Codified as C4.04.03.a]
  - 1.3.2. WORSHIP MINISTRY TEAM: This team will incorporate duties normally related to worship and music functions, such as altar, ushering, choir, robes, acolytes, vestments, musical instruments, and other duties that enable the fulfillment of C4.02.a of the constitution. This ministry team shall have a number of members established by the Congregation Council from time to time, each of whom must be a voting member of the congregation and shall serve until his or her resignation or removal. The chair of this ministry team shall be appointed by the Congregation Council. [Codified as C4.04.03.b]
  - 1.3.3. LEARNING MINISTRY TEAM: This team will incorporate duties normally related to Christian education, such as schools for all age groups, including confirmation preparation. This team shall also seek to bring to the attention of qualified youth of the congregation the call to the ministry of the Gospel and to other full time church vocations. This ministry team shall have a number of members established by the Congregation Council from time to time, each of whom must be a voting member of the congregation and shall serve until his or her resignation or removal. The chair of this

ministry team shall be appointed by the Congregation Council. [Codified as C4.04.03.c]

- 1.3.4. **WITNESS MINISTRY TEAM:** This team will incorporate the duties that normally relate to the stewardship and evangelical outreach resulting from the growth of faith, and any other duties that assist in fulfillment of C4.02.e of the constitution. This ministry team shall have a number of members established by the Congregation Council from time to time, each of whom must be a voting member of the congregation and shall serve until his or her resignation or removal. The chair of this ministry team shall be appointed by the Congregation Council. [Codified as C4.04.03.d]
- 1.3.5. **SERVICE MINISTRY TEAM:** This team will incorporate the duties normally related to social ministry concerns, hospitality, and any other duties that will assist in fulfillment of C4.02.d of the constitution. This ministry team shall have a number of members established by the Congregation Council from time to time, each of whom must be a voting member of the congregation and shall serve until his or her resignation or removal. The chair of this ministry team shall be appointed by the Congregation Council. [Codified as C4.04.03.e]
- 1.3.6. **SUPPORT MINISTRY TEAM:** This team will incorporate duties that normally relate to finance, property, and administration. For the sake of enabling more efficient work patterns the team may be divided into two or more sub-groups, each related to a specific function. This team may insure effective work by having a Congregation Council member as chair-person of each sub-group. This ministry team shall have a number of members established by the Congregation Council from time to time adequate to support the work of the subgroups, each of whom must be a voting member of the congregation and shall serve until his or her resignation or removal. The chair of this ministry team shall be appointed by the Congregation Council. The Support Ministry Team may do its work through its subgroups and need not act as a whole. [Codified as C4.04.03.f]
- 1.3.7. **AUDIT COMMITTEE.** The Audit Committee shall periodically undertake an independent evaluation of the financial reports and records and the internal controls of the congregation by a qualified person or persons for the purpose of reasonably verifying the reliability of the financial reporting, whether assets are being safeguarded, and whether the congregation is complying with the law and with the congregation's constitution, policies and procedures.<sup>1</sup> The Audit Committee shall make a report to the Congregation Council with respect to each such evaluation, and may make recommendations to the Congregation Council as it deems appropriate. The Audit Committee shall be guided in its work by the Congressional Audit Guide of the Evangelical Church in America.<sup>2</sup> [Codified as C4.04.03.g]

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<sup>1</sup> This language is from the ELCA Congregational Audit Guide.

<sup>2</sup> This provision is new. Our present documents don't describe the duties of the Audit Committee.

## **2. MEMBERSHIP**

- 2.1. In the event that the Congregation Council shall refuse to approve an application for confirmed membership, the Congregation Council shall inform the applicant in writing of the reasons for its action and the procedure to be followed in the event an appeal is made; such procedure shall be in harmony with the appeal procedure described in C.15.04 of the constitution for a member of this congregation who has been placed under discipline.<sup>3</sup> [Codified as C8.03.01]

- 2.2. Inactivity.

“Inactivity” of a member shall be defined as the member’s failure to receive Holy Communion and to make a financial contribution of record for a period of two consecutive calendar years. [Codified as C8.05.01]

## **3. NOMINATION OF MEMBERS OF THE CONGREGATION COUNCIL**

- 3.1. Before the meeting of the congregation at which members are to be elected to the Congregation Council, the Nominating Committee will meet to elect its chair and to consider members of the congregation for nomination for election to the Congregation Council. The Nominating Committee may consult with prospective nominees and other members of the congregation as it deems appropriate. At least 14 days prior to the meeting of the congregation at which members are to be elected to the Congregation Council, the Nominating Committee shall nominate a number of members of the congregation equal to the number of positions on the Congregation Council that are open for election at such meeting. [Codified as C12.02.01]
- 3.2. At the annual meeting of the congregation, additional nominations from the floor are permitted. The congregation shall elect to the Congregation Council only persons who are so nominated or are nominated by the Nominating Committee. [Codified as C12.02.02]

## **4. OFFICERS.**

- 4.1. The officers of the Congregation Council and of this congregation shall be a president, vice president, secretary, treasurer, and, if desired, a financial secretary. The Congregation Council may appoint such other officers and assistant officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall have such authority and exercise such powers and perform such duties as shall be determined from time to time by the Congregation Council by resolution not inconsistent with the constitution and these Bylaws. [Codified as C11.01.01]
- 4.2. No offices other than the treasurer and the financial secretary may be held by the same person at the same time. No elected officer other than the treasurer and the financial secretary shall be eligible to serve more than two consecutive terms in the same office. [Codified as C11.01.02]
- 4.3. The officers shall be voting members of the congregation. The president, vice president, and secretary must be members of the Congregational Council, but the

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<sup>3</sup> This is from C.8.03 of the present constitution. The model does not include this language.

treasurer and financial secretary need not be members of the Congregational Council. [Codified as C11.01.03]

- 4.4. The Congregation Council shall elect the officers. Their terms shall begin at the close of the annual meeting of the congregation next following their election, and they shall serve for one year or until their successors are elected. Any officer may be removed at any time by the Congregation Council whenever, in its judgment, the best interest of the congregation will be served thereby. [Codified as C11.01.04]

- 4.5. President.

The president shall preside at all meetings of be the Congregation Council and the congregation, and shall be the chief executive officer of the congregation. [Codified as C11.01.05]

- 4.6. Vice President.

The vice president shall, in the absence or disability of the president, perform the duties and have the authority and exercise the powers of the president. [Codified as C11.01.06]

- 4.7. Secretary.

The secretary shall attend all meetings of the Congregation Council and the congregation and record all of the proceedings of such meetings and shall be the custodian of the congregation's corporate records. [Codified as C11.01.07]

- 4.8. Treasurer.

The treasurer shall have custody of the congregation's funds and securities unless such custody is delegated to a committee or other person and shall keep or cause to be kept full and accurate accounts and records of receipts, disbursements, and other transactions of the congregation. The treasurer shall provide to the Congregation Council, at its regular meetings, or when the president or board of directors so requires, an account of all the transactions and the financial condition of the congregation. [Codified as C11.01.08]

- 4.9. Financial Secretary.

The financial secretary shall maintain records of all contributions to the congregation, including pledges and payments thereof, in such detail as may be requested by the treasurer. The financial secretary shall prepare and distribute reports to members of the congregation concerning their pledges and contributions.<sup>4</sup> [Codified as C11.01.09]

## **5. THE PASTOR**

- 5.1. In the congregation's vote on a decision to call a pastor, balloting shall be limited at any one meeting to a single nomination presented by the Congregation Council. Any

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<sup>4</sup> This text is new. The present documents don't describe the duties of the financial secretary.

vote to issue a call must be passed by at least two-thirds of congregation members who are present and voting at such meeting.<sup>5</sup> [Codified as C9.01.01]

- 5.2. A pastor of this congregation shall be a person whose soundness in the faith, aptness to teach, and educational qualifications have been examined and approved by the Evangelical Lutheran Church in America, and who has been properly ordained; who accepts and adheres to the Confession of Faith of the Evangelical Lutheran Church in America and of this congregation; and whose life and conduct are above reproach.<sup>6</sup> [Codified as C9.02.01]

## **6. PROTECTION OF OFFICERS, DIRECTORS AND EMPLOYEES.**

- 6.1. Indemnification at the Discretion of the congregation.

To the fullest extent permitted by law, the congregation shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a director, officer, employee, agent of the congregation or is or was serving at the request of the congregation as a director, manager, officer, trustee, employee, or agent of any other entity against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses actually incurred by the person in connection with the proceeding. [Codified as C19.01.01]

- 6.2. Expenses Advanced.

The congregation may pay or reimburse in advance of the final disposition of a proceeding any reasonable expenses incurred by a director, officer, employee, or agent of the congregation, or by a person serving at the request of the congregation as a director, officer, trustee, manager, employee, or agent of any other entity who was, is, or is threatened to be, made a named defendant or respondent in such a proceeding after the congregation receives a written affirmation by such person of his or her good faith belief that he or she has met the standards of conduct necessary under law for indemnification under this Article 6 and a written undertaking by or on behalf of such person to repay the amount paid or reimbursed if it is ultimately determined that he or she has not met those requirements. [Codified as C19.01.02]

- 6.3. Expenses as a Witness.

The congregation may pay or advance reasonable expenses incurred by a director, officer, employee, or agent of the congregation, or by a person serving at the request of the congregation as a director, officer, trustee, manager, employee, or agent of any other entity in connection with the appearance of such person as a witness or other participation in a proceeding at a time when he or she is not a named defendant or respondent in the proceeding. [Codified as C19.01.03]

- 6.4. Other Protection and Indemnification.

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<sup>5</sup> This is from C.9.01 of the present constitution, with some adaptation. The model does not include this language.

<sup>66</sup> This is from C.9.02 of the present constitution. The model does not include this language.

The protection and indemnification provided hereunder (i) shall not be deemed exclusive of any other rights to which such person may be entitled under law, any agreement, any insurance policy, or vote of the members, or otherwise; (ii) shall continue as to any person who has ceased to serve in the capacity which initially entitled such person to indemnity and advancement of expenses; and (iii) shall inure to the benefit of the heirs, executors, administrators, successors, and assigns of such person. The rights granted by this Article 6 shall be deemed to be contract rights, and no amendment, modification, or repeal of any provision of this Article 6 shall have the effect of limiting or denying any such rights with respect to actions taken or proceedings arising prior to any such amendment, modification, or repeal. [Codified as C19.01.04]

## **7. GENERAL PROVISIONS.**

### **7.1. Fiscal Year.**

The fiscal year of the congregation shall be fixed and may be changed by resolution of the Congregation Council. [Codified as C12.05.01]

### **7.2. Annual Meeting.**

The annual congregation meeting shall be held in January on a date and at a time designated by the Congregation Council. The annual meeting shall be held at the church unless otherwise designated by the Congregation Council. [Codified as C10.01.01]