

**[DRAFT] AMENDED BYLAWS**

OF THE

**GLORIA DEI EVANGELICAL LUTHERAN CHURCH  
OLYMPIA, WASHINGTON**

Month / Day, 2023

**Chapter 1**

**NAME AND INCORPORATION**

- 01.01 The location and address of the Gloria Dei Evangelical Lutheran Church is 1515 Harrison Avenue NW, Olympia, WA 98502.
- 01.02 For the purpose of these Bylaws the above-named Congregation is hereafter referred to as "this Congregation," the Evangelical Lutheran Church in America is hereafter referred to as "ELCA" or "the Synod," and the Congregation Council is hereafter referred to as "the Council."
- 01.03 This Congregation is incorporated under the laws of the State of Washington. The Council shall be the board of directors of this Congregation and shall have the powers and be subject to the obligations that pertain to such boards under the laws of the State of Washington, except as provided for in the Constitution. The Council shall cause a report to be filed annually with the Secretary of State naming the corporate officers.

**Chapter 2**

**CONFESSION OF FAITH**

(Refer to Constitution; Chapter2)

**Chapter 3**

**NATURE OF THE CHURCH**

(Refer to Constitution)

**Chapter 4**

**STATEMENT OF PURPOSE**

(Refer to Constitution; C4.04) Organizational Structure

## **Chapter 5**

### **POWERS OF THE CONGREGATION**

(Refer to Constitution)

## **Chapter 6**

### **CHURCH AFFILIATION**

- 02.01 The Council shall **select** Congregational delegates to the annual convention of the Synod and the meetings of the district. This **selection** shall take place no later than the regular February Council meeting. Insofar as possible, the same delegates shall represent the Congregation at both the district conference meetings and the Synod conventions. The number of delegates shall be consistent with the delegate to membership ratios defined by the Synod.
- 02.02 A copy of these bylaws shall be filed with the Synod.

## **Chapter 7**

### **PROPERTY OWNERSHIP**

(Refer to Constitution)

## **Chapter 8**

### **MEMBERSHIP**

- 08.01 Any member, who has not communed, or given a financial contribution of record, or participated in the life of the church during the preceding two calendar years, may be removed from **membership** in accordance with Chap. 8.05.e of the constitution.

## **Chapter 9**

### **ROSTERED MINISTER(S)**

- 09.01 The call documents extending a pastoral call shall be filed as an integral part of this Chapter. The specific duties of the pastor, total compensation and method of payment, expense reimbursement policy, including documentation requirements, and other matters pertaining to the service of the pastor shall be included in the letter of call.
- 09.02 The pastor(s) shall submit a report of pastoral acts to the Council quarterly and to the Congregation at its annual meeting.

## **Chapter 10**

### **CONGREGATION MEETING**

- 10.01 The annual meeting of the Congregation may be held in two parts:
- a. The first part may be held on or before the last Sunday of November and may include approval of the budget and election of Council members.
  - b. The second part, **if needed**, shall be held on or before the first Sunday in February and shall include the receiving and reviewing of the annual report and the conducting of any constitutionally mandated business not completed at the November meeting.
- 10.02 The Fiscal Year shall be the calendar year.

## **Chapter 11**

### **OFFICERS**

- 11.01 The President shall be the Chief Executive Officer and shall preside at all meetings of the Congregation, the Executive Committee and the Council. The President shall ensure that the committees established by the constitution are properly elected and/or appointed and are functioning within the guidelines established by the constitution. The Council may assign additional duties to the President.
- 11.02 The Vice-President shall act in the place of the President when the President is unable to serve or perform the duties of the President. The President and/or the Council may assign additional duties to the Vice-President.
- 11.03 **Based on leadership needs, the Council may also determine that it is in the best interest of the congregation that the position and duties of Council President be shared as Co-Presidents. The execution of this option may preclude the need for a Vice President position which shall be determined by the Council at the time a slate of officers is selected.**
- 11.04 The Secretary shall record, approve and sign all minutes of all meetings of the Congregation and the Council. The President and/or the Council may assign additional duties to the Secretary from time to time.
- 11.05 The Treasurer **shall fulfill the following duties and responsibilities:**
- a. Have charge of all funds and securities of the corporation.
  - b. Be responsible for filing the required reports with the Secretary of State.
  - c. Assist in preparing the annual budget.
  - d. Be responsible for submitting financial reports as required by the Council or the Congregation.

- e. Develop procedures to **ensure** that the Congregation's full indicated share in support of the wider ministry being carried on in the partnership with the Synod, as provided for in the annual budget, is promptly and regularly submitted to the treasurer of the Synod.
- f. **These duties shall be executed in working consultation with the staff financial position(s) as determined by the Council. Any such staff position(s) shall provide regular reports to the Council and shall work with the Council on an ongoing basis to insure proper financial management of the assets of the congregation.**

11.06 The above officers and the Pastor(s) shall constitute the Executive Committee.

## **Chapter 12**

### **CONGREGATION COUNCIL**

- 12.01 The Council shall cause a mission statement for the Congregation to be developed, approved by the Council and adopted by the Congregation. The Council shall also prepare a long-range plan and set goals and priorities in accordance with the constitution. The Council must review and evaluate its activities in light of its mission and goals. Such review must be accomplished at least annually.
- 12.02 At the annual meeting of the Congregation, the Council shall present a report of all insurance and a statement of assets and liabilities along with statements of receipts and disbursements.
- 12.03 The Council shall prepare an organizational chart setting forth the duties and functions of persons responsible for carrying out the mission and goals of the Congregation. The Council shall employ lay workers consistent with the chart.
- 12.04 The Council shall cause an annual budget to be prepared and submitted to the Congregation for adoption at the annual meeting.
- 12.05 The Council shall see that the provisions of the Constitution are carried out.
- 12.06 Robert's Rules of Order, latest edition, shall govern parliamentary procedure of all Council Meetings.
- 12.07 Council members may be elected on or before the last Sunday in November. Council terms shall begin at the beginning of the fiscal year.

## **Chapter 13**

### **CONGREGATIONAL COMMITTEES**

- 13.01 Executive Committee (see Constitution)
- 13.02 Nominating Committee (see Constitution)
- 13.03 Audit Committee (see Constitution)
- 13.04 Mutual Ministry Committee (see Constitution). In the absence of a Mutual Ministry Committee, the duties shall be fulfilled by the Executive Committee.

- 13.05 Finance Committee. The **Finance Committee** shall assist the Pastor and Council in the stewardship of our tithes and offerings. The committee will develop the annual budget, with input from all committees, and track revenues and expenditures to ensure that funds are available to meet obligations. The committee will also recommend financial policies and budget changes to the Council.
- a. Membership shall be open to the entire Congregation, should consist of at least six members.
  - b. Approximately one-third of the members should have at least one year's experience. A chair shall be elected annually by the committee.
- 13.06 The **Personnel Committee** shall assist the Council and Pastor with the development and administration of essential personnel systems pertaining to the staff of the Church.
- a. The Committee shall be comprised of at least 3 members elected by the Congregation Council and shall develop, assist with, and monitor the following:
    - i. The development of job descriptions and recruiting initiatives.
    - ii. Job application, screening, and selection processes.
    - iii. Compensation and benefits.
    - iv. Personnel policies, records, and performance appraisals.
    - v. Training, compliance, and workplace safety.
- 13.07 **Call Committee**. When a vacancy occurs in a position for which this congregation calls a rostered minister, a Call Committee comprised of a minimum of 6 and a maximum of 12 voting members shall be elected by the Congregation Council. Term of office will terminate upon installation of the newly called rostered minister. **The Call Committee will work within the process outlined and prescribed by our Synod.**
- 13.08 As stipulated in the Constitution (13.08), the Council may form other committees as the need arises. The Council shall specify the rules for membership and the duties of each committee. As each of the committees is approved by the Council in a continuing resolution, the information regarding the committee shall be proposed for addition to this Chapter of the Bylaws. The membership and duties of all such committees must not be in conflict with the constitution.
- 13.09 Ex Officio Committee Members. As stipulated in the Constitution (13.09), the senior pastor of this congregation shall be *ex officio* a member of all committees of this congregation. The president or vice president of this congregation shall be an *ex officio* member of all committees of this congregation, except the Nominating Committee.
- 13.10 The **Buildings and Grounds Committee** shall oversee the maintenance and security of Gloria Dei's physical plant including the lawns, parking lot, trees, shrubs and buildings.
- a. Membership shall be open to the entire Congregation. It should consist of at least six members.
  - b. A chair shall be elected annually by the committee.
  - c. Within the limitations of the annual budget, the committee will initiate actions for

improvements and maintenance as needed in support of the overall mission of the church.

- d. Where project expenses exceed the annual budget, the committee will seek Council approval.

13.11 The **Education Committee** shall provide for the development of the Education program at Gloria Dei, including goals and objectives. The education ministry will encompass teaching, nurturing, and preparing all generations to know and live their Christian faith.

- a. Membership shall be open to the entire Congregation, should consist of at least six members.
- b. A chair shall be elected annually by the committee.

13.12 The **Endowment Management Committee** shall **provide oversight** for receiving and investing of the funds of the Gloria Dei Endowment Fund with the purpose of preservation of the fund's capital while generating earnings to be used in global and local ministry.

- a. The Committee shall consist of three voting members appointed by the Congregation Council. Their term of office shall be three years, with one member appointed each year. Members shall be eligible for re-appointment.
- b. The committee shall report on the investments and their earnings in the Annual Report.
- c. The Committee will carefully balance preservation of the Endowment's earning potential for future ministries with the desire to generously distribute in the current year and in compliance with the Uniform Prudent Management of Institutional Funds Act (UPMIFA).
- d. The Committee will assess Fund performance and strategic alignment with Gloria Dei Lutheran Church's goals and ministry needs and make needed recommendations to the Church Council on an annual basis. The Committee may consider Environmental and Social Governance to help shape this recommendation.
- e. **Gifts, bequests.** The Endowment Fund is an open fund. Members and friends of Gloria Dei Church who have plans for memorial or one-time giving are encouraged to remember the Gloria Dei Endowment Fund. Gifts need not be limited to large bequests or any form of one-time giving. Memorial gifts or gifts of honor in any amount are welcome at any time. Such gifts, once in the fund, will add to the principal amount and continue the special outreach and service of our church. **Unrestricted gifts to Gloria Dei shall be contributed to the Fund in accordance with the Gloria Dei Gift Policy.**
- f. **Loans.** Up to 50% of the fund's principal amount may be made available as a **no-interest** loan to Gloria Dei Church when requested by the Church Council during a time of urgency because of a problem with its cash flow needs. **The Council must advise the congregation of any loan, the repayment plan and other sources of funding (special appeal, grant or loan) considered before making the loan. The previous five-year earning average expressed as a percentage rate, should be considered before evaluating other loan options to ensure the opportunity cost of removing endowed funds is taken into account.** Any loan must be amortized according to an established and approved schedule of payments. Re-payments must be made timely and regularly as defined in the re-payment schedule **and will be reviewed quarterly by the Endowment Management Committee and compliance reported to**

the Church Council and Congregation.

- g. **Loan types.** A loan may be secured based on the value of the investment portfolio if available, or securities may be liquidated and distributed in a manner that best meets the emergent need and preserves the maximum earning potential of the fund based on the advice of the Fund Manager and the policies of the investment account. In every instance consideration shall take into account the status of investment instruments.

13.13 The **Endowment Ministry Distribution Task Force** shall administer the disbursing of the earnings of the Gloria Dei Endowment Fund for global and local ministry. The amount of the annual disbursement will be provided by the Endowment Management Committee and approved annually at the March Church Council Meeting. The Task Force shall promote, encourage and educate members to ministry opportunities and shall solicit, evaluate and select ministries to be recommended to the Church Council for funding. The Fund shall be used to enhance and further the mission and ministries of Gloria Dei Lutheran Church.

- a. The Endowment Ministry Task Force shall be appointed by and make its recommendations to the Council.
- b. The Endowment Ministry Task Force shall be composed of six persons: the Senior Pastor, the Council President, and four appointed Congregation members diverse in age and gender.
- c. Appointed members serve one distribution cycle and shall be eligible for re-appointment.
- d. The Task Force shall promote, encourage and educate members to ministry opportunities and shall solicit, evaluate and select ministries to be recommended to the Church Council for funding.
- e. The Task Force shall collect and evaluate proposals for local and global ministries as well as scholarships for Gloria Dei members pursuing education, between January 1 and March 31 for disbursement of income generated from the Endowment fund; make recommendations to the Council at the June meeting; and present the result to the Congregation in the *Intercom* and in the Annual Report.
- f. **Investment income.**
  - i. Only investment earnings may be disbursed from the Endowment Fund. The disbursement will be based on a minimum 3-year trailing average of fund earnings along with other committee considerations and not greater than 7% of the total Fund value. This methodology will ensure short term changes in market value do not result in too little or too much distributed from the Fund. If the Endowment Fund is placed under management of an entity with a similar policy, that entity's policy will be adopted. Overall management of the Fund must meet requirements specified in the UPMIFA. The income shall be allocated as follows:
  - ii. Thirty five percent for use in local ministries within the area served by the South Sound Conference of the Southwestern Washington Synod of ELCA: i.e., special ministries, local benevolence agencies, Gloria Dei student scholarships, as recommended by the Task Force.
  - iii. Thirty five percent for global ministries beyond the South Sound Conference: i.e.,

Synodical projects, Global Mission, specific missionary sponsorship, ELCA projects as recommended by the Task Force

- iv. Thirty percent distributed between the local and global ministries as recommended by the Task Force.

**g. Substitution of funds.**

- i. No part of the resources available for disbursement from the Endowment Fund shall substitute for or replace similar functional amounts in the annual operating budget of the church.

- h. **Dissolution.** Should Gloria Dei Lutheran Church close, the Endowment Fund shall be used to satisfy just debts as determined by the Church Council. Remaining funds shall be gifted to the South Sound Conference of the Southwestern Washington Synod of the ELCA.

13.14 The **Inviting and Welcoming Committee** shall reach out to all in the community with the good news of Jesus Christ. The committee will develop a structure of welcome and friendship at worship services for members and visitors. In addition, the committee will create intentional programs which will foster connections within the Congregation and community.

- a. Membership shall be open to the entire Congregation, should consist of at least six members and approximately one-third of the members should have at least one year's experience.
- b. A chair shall be elected annually by the committee.

13.15 The **Social Justice Committee** shall help Gloria Dei carry out the gospel in the area of social needs: locally, nationally and worldwide. This includes researching needs, networking with other groups, communicating information, educating others about social issues and organizing effective action. Membership shall be open to the entire Congregation, should consist of at least six members and approximately one-third of the members should have at least one year's experience. A chair shall be elected annually by the committee.

13.16 The **Stewardship Committee** shall provide an annual program which sets the stage for individuals and families to thoughtfully plan their giving of time, talents and financial support. The program should include an opportunity for reflection and education about Lutheran Church activities overall and Gloria Dei Congregation goals and opportunities for the coming year. The committee will coordinate all activities with the Council and the Finance Committee. Membership shall be open to the entire Congregation, should consist of at least six members and approximately one-third of the members should have at least one year's experience. A chair shall be elected annually by the committee.

13.17 The **Worship and Music Committee** shall foster an environment for gathering people in peace and celebration through the Word, sacrament and music in keeping with our Lutheran heritage so that the Congregation may grow in Christian faith and service. The committee will coordinate all activities with the support of the clergy and musicians. Membership shall be open to the entire Congregation, should consist of at least six members and approximately one-



third of the members should have at least one year's experience. A chair shall be elected annually by the committee.

- 13.18 The **Youth Ministry Committee** shall provide a Congregational faith ministry, nurturing opportunities for youth and families to grow in their relationships with Christ and with each other through faith in action and through outreach to the community and the world. Membership shall be open to the entire Congregation, should consist of at least six members and approximately one-third of the members should have at least one year's experience. A chair shall be elected annually by the committee.
- 13.19 The **Long-Term Vision Team** shall explore and generate opportunities for the implementation of the vision and ministry of Gloria Dei Lutheran Church. This committee, as directed by the Church Council, will initiate/explore options to address the emerging short/long range directions of the Congregation consult with the Council and other committees to assess financial and programmatic implications, secure Congregational input/ approval as needed, and identify plans consistent with our mission and Pastoral leadership. The Long-Range Planning Committee may, from time to time, recommend the establishment of sub-group "task forces" to address specific needs of GDLC, such as a long-range facility planning task force, long range financial direction task force, and others as deemed necessary. Membership of the Long-Range Planning Committee shall consist of a minimum of six members, with annual appointments by the Council with a minimum of one non-Council Congregational member. A Chairperson shall be elected annually by the Long-Range Planning Committee membership.

## Chapter 14

### ORGANIZATIONS WITHIN THE CONGREGATION

(Refer to Constitution)

**Chapter 15**  
**DISCIPLINE OF MEMBERS**  
(Refer to Constitution)

**Chapter 16**  
**AMENDMENTS**  
(Refer to Constitution)

**Chapter 17**  
**BYLAWS**

- 17.01 Adoption and changes to these Bylaws shall conform to the provisions of Chapter 17 of the Constitution for this congregation
- 17.02 Where these Bylaws are in conflict with any provisions of the Constitution the provisions of the Constitution shall prevail.

**Chapter 18**  
**CONTINUING RESOLUTIONS**  
(Refer to Constitution)

**Chapter 19**  
**INDEMNIFICATION**  
(Refer to Constitution)

- 16.01 The Council shall review annually the need for indemnification insurance and the adequacy of any such insurance in force at the time of such review.

**Chapter 20**  
**PARISH AUTHORIZATION**  
(Refer to Constitution)

**CHRONOLOGICAL HISTORY OF PREVIOUS ACTIONS BY THIS CONGREGATION**

*Approved by Council: December 17, 1995*

*Approved by Congregation: January 28, 1996*

*Amendments approved by Council: July 9 and August 13, 1996*

*Amendments approved by Congregation: November 17, 1996*

*Amended Constitution ratified by Congregation: January 26, 1997*

*Amendments approved by Council: May, 1997*

*Amendments approved by Congregation: June 22, 1997*

*Amendments approved by Council: September 9, 1997*

*Amendments approved by Congregation: November 23, 1997*

*Amendment approved by Council, November 11, 2007*

*Amendment approved by Congregation, January 27, 2008*

*Amendment approved by Council: April 13, 2010*

*Amendment approved by Congregation: November 21, 2010*