

101 **BYLAWS and CONTINUING RESOLUTIONS FOR**  
102 **TRINITY EVANGELICAL LUTHERAN CHURCH**

103 **Chapter 8.**

104 **MEMBERSHIP**

105 **C8.01.01** On an annual basis, the Congregation Council shall publish the membership  
106 roster subsequent to its being reviewed and updated.

107 **C8.02.01** The Church Administrator and/or Media and Facilities Specialist review  
108 attendance records and records indicating whether the member has communed during the  
109 prior year and whether the member has contributed during the prior year. They also  
110 review the records of baptism and confirmation during the prior year. The Church  
111 Administrator and/or Media and Facilities Specialist shall review current membership  
112 classifications and recommend changes, where appropriate or where requested, in  
113 membership classifications. These recommendations will be forwarded to the Pastor(s)  
114 for their action.

115 **C8.05.01** The Church Administrator and/or Media and Facilities Specialist , as part of  
116 their annual review of the membership rolls, shall designate members as active or  
117 inactive. C8.04 describes the characteristics of an active member. The Church  
118 Administrator and/or Media and Facilities Specialist shall attempt, within reason, to  
119 contact each member viewed as inactive to determine the member's intent with respect to  
120 membership at Trinity Evangelical Lutheran Church.

121 **C8.05.02** The Congregation Council shall review the Membership Report and may  
122 amend the same, including the recommendations to the Congregation, before inclusion in  
123 the Membership Report.

124 **Chapter 9.**

125 **ROSTERED MINISTER**

126 **C9.08.01** A pastor shall have ninety (90) days from the termination of the pastor's call to  
127 make satisfactory settlement of all financial obligations to this congregation.

128 **Chapter 10.**

129 **CONGREGATION MEETING**

130 **C10.01.01** There shall be at least two meetings of the congregation each year:

- 131 a) Election Meeting. An election meeting shall be held on the Second Sunday of  
132 November, at such time and place as shall be specified in the notice of the  
133 election meeting. At the election meeting, the congregation shall elect  
134 representatives and delegates as specified in the Constitution and these by-laws  
135 and conduct such other business as is properly brought before the meeting.

136 b) Annual Meeting. The Annual Meeting of the congregation shall be held on the  
137 first Sunday of February of each year, at such time and place as shall be specified  
138 in the notice of the Annual Meeting. At the Annual Meeting, the congregation  
139 shall adopt a budget for the following fiscal year and conduct such other business  
140 as is properly brought before the meeting.

141 **C10.05.01** Absentee ballots approved for use by the Congregation Council under C10.05  
142 of the Constitution will include, for example, votes (a) on election to Congregation  
143 Council, and (b) on issues that have been appropriately and effectively prepared as  
144 written proposals. If, in the judgment of Congregation Council, an issue cannot be  
145 effectively presented without interactive discussion at a meeting, Congregation Council  
146 would require presence of congregational members at the meeting for votes to be valid.  
147 When absentee ballots are permitted, individuals wishing these ballots will take initiative  
148 to request them from the church office. Prewritten resolutions that are changed by the  
149 Congregation at an assembled meeting, would result in negation of any pre-submitted  
150 absentee ballots, with the exception of votes for election to Congregation Council which  
151 would be valid. Absentee ballots must be received at the church no later than three (3)  
152 business days prior to the meeting.

## 153 **Chapter 11.**

### 154 **OFFICERS**

155 **C11.01.01** The president shall be the chief executive officer of the congregation, and  
156 shall preside at all meetings of the Congregation Council at which he or she is present.  
157 The President shall see that all orders and resolutions of the Congregation Council are  
158 carried into effect. In addition, the President shall have the general powers of supervision  
159 and management usually vested in the chief executive officer of a corporation, including  
160 the authority to vote all securities of other corporations and business organizations which  
161 are held by the corporation. The President shall be the presiding officer at all meetings of  
162 the congregation.

163 **C11.01.02** The Vice-President, in the absence or disability of the President, shall  
164 perform the duties and exercise the powers of the President and shall perform such other  
165 duties as the Congregation Council or the President may from time to time direct.

166 **C11.01.03** The Secretary shall attend all meetings of the Congregation Council and of  
167 the congregation and shall assure that all votes and minutes of all proceedings are stored  
168 and maintained at the church. The Secretary shall give or cause to be given notice of all  
169 meetings of the Congregation Council and of the Congregation. The Secretary shall keep  
170 in safe custody the seal of the corporation, and, when authorized by the Congregation  
171 Council, affix the same to any instrument requiring it, and when so affixed, it shall be  
172 attested by his or her signature or by the signature of the Treasurer

173 **C11.01.04** The Treasurer shall have the custody of all the corporate funds and securities,  
174 shall keep full and accurate accounts of receipts and disbursements in books of the  
175 corporation and shall deposit all moneys and other valuable effects in the name and to the  
176 credit of the corporation in such depositories as may be designated by the Congregation  
177 Council. The Treasurer shall render to the President, Congregation Council members,  
178 and the congregation an account of his or her transactions as Treasurer and of the  
179 financial condition of the corporation. The Treasurer may appoint an assistant as  
180 required. An appointed assistant will serve only as long as the Treasurer making the  
181 appointment.

182 **C11.01.05** The proper officers and agents of the Congregation shall keep and maintain  
183 such books, records, and accounts of the Congregation's business affairs, minutes of the  
184 proceedings of its Boards and Commissions, if any, as the Congregation Council shall  
185 deem advisable and as shall be required by the laws of the State of Michigan and other  
186 states or jurisdictions empowered to impose such requirements. Books, records and  
187 minutes shall be kept within the State of Michigan in a place that the Congregation  
188 Council shall determine.

189 **C11.02.01** An officer may resign by written notice to the Congregation Council, with  
190 such resignation being effective upon its receipt by the Congregation Council, or at such  
191 subsequent time specified in the notice of resignation. An officer may be removed by the  
192 Congregation Council for the causes specified in C12.01 of the Constitution.

193 **C11.02.02** The Congregation Council may fill any vacancy in any office occurring for  
194 any reason.

## 195 **Chapter 12.**

### 196 **CONGREGATION COUNCIL**

197 **C12.01.01** Congregation Council may make appointments as necessary to assist in  
198 carrying out their duties.

199 **C12.01.02** All officers, employees and agents of the Congregation shall have such  
200 authority and perform such duties in the conduct of the affairs of the congregation as  
201 shall be designated by the Congregation Council and these by-laws.

202 **C12.02.01** Alternate lay members of the Congregation Council also may be elected at  
203 the congregation meeting. Alternate members will be non-voting members of  
204 Congregation Council. Their term of office shall be for one (1) year, with the term  
205 beginning on January 1 and ending on December 31.

206 **C12.03.01** Should a lay member's place on the Congregation Council be declared vacant,  
207 the Congregation Council shall fill the vacancy from the available alternate members of  
208 the Congregation Council. The alternate will serve as a voting member of Congregation  
209 Council for the remainder of the alternate's one year term. If no alternate is available to  
210 serve the remainder of the current year, the Congregation Council may elect, by majority  
211 vote, a successor to serve the remainder of the current year.

212 **C12.05.01 Conflict of Interest:**

213 (a) Any possible conflict of interest with respect to any issue on the part of any  
214 Council member shall be disclosed to the other Congregation Council members  
215 prior to any discussion or action by the Congregation Council or a task force of  
216 the Congregation Council where the issue could become a matter of action.  
217 Disclosure may be made by way of an annual report of affiliations or verbally to  
218 all Congregation Council members. A conflict of interest shall be made a matter  
219 of record.

220 (b) Any Congregation Council member who has a possible conflict of interest  
221 with respect to any matter shall neither vote nor exercise any personal influence in  
222 the disposition of such matter. The minutes of the meeting shall reflect the  
223 disclosure and the member's abstention from participation.

224 (c) A Congregation Council member with any possible conflict of interest shall  
225 not vote or exercise personal influence in the disposition of such a matter.

226 (d) Annually, the President may circulate to all Congregation Council members  
227 such questionnaires and other forms as may be necessary to further the policy of  
228 the action.

229 **C12.05.02** The proposed budget will be made available to the congregation two weeks  
230 prior to the Annual Meeting.

231 **C12.05.03 Gifts and Investments**

232 **(a) Receipt of Gifts** The Congregation Council shall receive gifts, grants,  
233 bequests, or devises (hereinafter referred to as the "Gifts") to Trinity Evangelical  
234 Lutheran Church for the support of the work of the kingdom of God. The  
235 Congregation Council will also receive any inter vivos gift at any time that is  
236 designated for deposit to a Trinity Evangelical Lutheran Church Investment Fund.

237 (i) The Congregation Council will determine, prior to accepting each Gift,  
238 if the source, stipulations and restrictions on use are consistent with the  
239 mission and vision of Trinity Evangelical Lutheran Church.

240 (ii) Upon accepting a Gift, the Congregation Council will determine  
241 whether said Gifts are undesignated (i.e., without restrictions on the timing  
242 or purpose of their use) or designated.

243 (iii) The Congregation Council will determine how Gifts will be  
244 disbursed. For Designated Gifts that are not added to the current budget,  
245 the Congregation Council will direct that the Designated Gifts be  
246 distributed among existing or newly created Investment Funds as outlined  
247 in 12.05.03(b) and maintained for the benefit of Trinity Evangelical  
248 Lutheran Church.

249 (iv) Undesignated gifts will be directed as follows:

- 250       • 10% of the gift is added to the benevolence budget,  
251       • 10% of the gift is added to the General Endowment Fund, and



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- Each member of the mission shall be elected by the Congregation at the Annual Meeting of the Congregation to serve a three (3) year term.
- No member of the mission may serve more than two (2) consecutive terms.
- Up to two (2) members shall be elected each year. Members may be appointed by Congregation Council to fill unexpired terms.
- The President and Treasurer of the Congregation shall be ex-officio members of the Gift and Investment Mission, but shall not be entitled to vote on Gift and Investment Mission matters.
- Members of the Congregation Council are not eligible for election to the Gift and Investment Mission.

(iii) Each year the Gift and Investment Mission, following the election of new members to the mission, shall select officers as follows:

- Chair: The Chair of the Mission shall be the presiding officer at all meetings of the Mission.
- Vice-Chairperson: The Vice-Chairperson shall perform all the duties of Chairperson when the Chairperson, by reason of any absence, is unable to act.
- Secretary: The Secretary shall keep records of all meetings and actions of the Mission. Minutes of each meeting shall include the status of investment funds and are to be published to the Congregation Council. The Secretary shall also prepare an annual written report concerning the activities of the mission. This annual report will be included in the Bulletin of Reports at the Annual Meeting.

(iv) The Gift and Investment Mission shall meet at least two (2) times per year. Additional meetings may be called as appropriate. In any meeting, three (3) voting members of the mission shall constitute a quorum.

**(d) Administration of Investment Funds**

(i) Gifts directed to an Investment Fund shall be invested by the Congregation Council upon recommendation of the Gift and Investment Mission with the following limitations:

- (a) All real estate transferred to Trinity Evangelical Lutheran Church shall be liquidated as soon as economically feasible.
- (b) No funds will be allocated to or invested in any “unrelated business activity” as that term is defined in the Internal Revenue Code.

Welch, Cathy 7/4/16 9:04 AM  
**Comment [1]:** Steve Graflund suggested 2 times a year

331 (c) In accord with our call as the Church to be a prophetic voice to  
332 the society in which we live, and to “do justice, love, kindness, and  
333 walk humbly with God”, special care will be given to avoid  
334 investments in any corporation engaged, anywhere in the world, in  
335 act of oppression, prejudice, or violence.

336 (ii) Endowment Fund Earnings

337 (a) Endowment fund earnings will be calculated using an index  
338 and the average market value of the endowment fund as computed  
339 on June 30 for each of the past three years. The index will be  
340 recommended by the Gift and Investment Mission and affirmed by  
341 the Congregation Council.

342 (b) Estimates of annual fund earnings shall be provided to  
343 Congregation Council no later than two months prior to the annual  
344 congregational meeting. This allows the appropriate earnings to be  
345 included in the subsequent annual budget.

346 (c) Thirty percent (30%) of the annual earnings from the GEF  
347 shall be allotted to benevolence. This allotment shall be added to  
348 the budget for benevolence. The remaining seventy percent (70%)  
349 may be retained in the GEF or go to the Church’s general operating  
350 fund as directed by Congregation Council.

351 (d) DEF fund earnings are distributed in accordance with the  
352 restrictions identified upon creation of the funds.

353 (iii) Monies of the General Endowment Fund may be transferred to the  
354 general operating account for Trinity Evangelical Lutheran Church only  
355 under the following conditions:

356 (a) Amounts transferred from the GEF to the general operating  
357 account shall be treated as interest-bearing loans to the operating  
358 account. Interest on such amounts shall accrue at a rate which is  
359 three-quarters (3/4) of the prime rate in effect at the time of the  
360 request. Interest shall be repaid to the GEF at least semi-annually,  
361 on June 1 and December 1 of each year beginning with the year in  
362 which the loan is made. Interest shall not be compounded.

363 (b) Requests for loans from the GEF to the operating account shall  
364 be submitted to the Congregation Council for approval. Upon  
365 receiving approval from the Congregation Council, the request  
366 shall be submitted to the entire Congregation for their approval at  
367 the Annual Meeting for the Congregation, or at a special meeting  
368 called for this purpose.

369 (c) Transfers to the general operating account of Trinity  
370 Evangelical Lutheran Church cannot be made from DEFs or LPFs.

371 **C12.05.04 Orders for Payment of Money** All checks, drafts, notes, bonds, bills of  
372 exchange and orders for payment of money of the Congregation shall be signed by such  
373 officer or such other person or persons as the Congregation Council may from time to  
374 time designate.

375 **C12.05.05 Contracts and Conveyances** The Congregation Council may designate the  
376 officer and /or agent who shall have authority to execute any contract, conveyance,  
377 mortgage or other instrument on behalf of the Congregation, or who may ratify or  
378 confirm any execution. When the execution of any instrument has been authorized  
379 without specification of the executing officers or agents, the President or the Vice-  
380 President, the Secretary or Treasurer may execute the same in the name and on behalf of  
381 this Congregation.

382 **C12.05.06 Loans** No loans shall be contracted on behalf of the corporation and no  
383 evidences of indebtedness shall be issued in its name unless authorized by the  
384 Congregation Council.

385 **C12.05.07 Deposits** All funds of the congregation not otherwise employed shall be  
386 deposited on a timely basis to the credit of the corporation in such depositories as the  
387 Congregation Council shall direct.

388 **C12.05.08 Reliance on Books and Records** In discharging the duties of office, a  
389 Congregation Council member or an officer of the Congregation, when acting in good  
390 faith, may rely upon the opinion of counsel for the Congregation, upon the report of an  
391 independent appraiser selected with reasonable care by the Congregation council or upon  
392 financial statements of the corporation, represented to him or her to be correct by the  
393 President or the officer of the corporation having charge of its books of account or stated  
394 in a written report by an independent public or certified public accountant or firm of such  
395 accountants, fairly to reflect the financial condition of the congregation.

396 **C12.08.01.** The Executive Committee shall review and approve the personnel policies of  
397 the corporation at least once every three years.

398 **C12.09.01** An Annual Report shall be prepared for presentation at the Annual Meeting.  
399 It shall include Pastor(s) Report, a Treasurer's Report, a Gift and Investment Mission  
400 Report and a Pastoral Acts report. All Task Forces shall be notified of the opportunity to  
401 submit a report for inclusion in the Annual Report, and any reports so submitted shall be  
402 included.

403 **C12.09.02** The Pastoral Acts report shall include information about the number of  
404 pastoral acts as of December 31 of the prior year. Pastoral acts to be counted include  
405 baptisms, confirmations, receiving new members, members transferred, weddings, and  
406 funerals. Additionally, the report should include the number of baptized and confirmed  
407 members as of December 31 of the prior year.



408 **C12.09.03** The Treasurer's report shall include past and expected future financial  
409 performance. A Congregation Council approved statement of the prior year's financial  
410 performance shall be presented. The future performance through the end of the year shall  
411 be presented in the form of an annual budget. The prior year's financial performance  
412 shall receive review by appropriate parties external to the congregation once every three  
413 years. Internal reviews will be conducted in each of the other two years of this three year  
414 cycle.

415 **C12.09.04** The Congregation Council shall prepare the agenda for the Annual Meeting  
416 of the congregation.

417 **C12.12.01** A majority of the voting members of Congregation Council then in office, or  
418 of the members of a task force thereof, constitutes a quorum for the transaction of  
419 business. The vote of a majority of the Congregation Council members present at any  
420 meeting at which there is a quorum shall be the acts of the Congregation Council or of  
421 the task force, except as a larger vote may be required by the laws of the State of  
422 Michigan. Any action required or permitted to be taken at any meeting of the  
423 Congregation Council, or of any task force thereof, may be taken without a meeting if all  
424 members of the Congregation Council consent thereto in writing and the writings are  
425 filed with the minutes of the proceedings of the Congregation Council.

426 **C12.12.02** A member of the Congregation Council who is present at a meeting of the  
427 Congregation Council, or a task force thereof of which he or she is a member, at which  
428 action on a matter is taken is presumed to have concurred in that action unless that  
429 member's dissent is entered in the minutes of the meeting, or unless a written dissent to  
430 the action is filed with the person acting as the secretary of the meeting before the  
431 adjournment thereof or such dissent is forwarded by registered mail to the secretary of the  
432 corporation by the close of the next business day after the adjournment of the meeting.  
433 Such right to dissent does not apply to a member who voted in favor of such action. A  
434 member who is absent from a meeting of the Congregation Council, or a task force  
435 thereof of which he or she is a member, at which any such action is taken, is presumed to  
436 have concurred in the action unless a written dissent is filed with the secretary of the  
437 corporation within a reasonable time after he or she has knowledge of the action.