

# **Qualifications and Duties**

for St. Luke's Lutheran Church

## **Board of Directors**

Each year, St. Luke's elects three individuals to serve on the Board of Directors. These individuals are elected to a three year term. To be nominated, the individual must be a member of St. Luke's Lutheran Church and have been a member of the Voters' Assembly for at least one year.

Elections are held at the 3rd Quarter (April) Voters' Meeting each spring. Terms begin on July 1 of each year. Positions within the Board of Directors (President, Vice-President, Treasurer, Secretary) are elected by the Board of Directors themselves at the first meeting (July) of each year.

The Board meets about 7 or 8 times a year. This meetings are held on Saturday mornings (usually) from 8:30-11am at the church. Members are also asked to attend the quarterly Voters' Meetings each year.

## **Bylaws**

### **2. THE BOARD OF DIRECTORS:**

#### **2.1. Composition.**

The Board of Directors shall consist of eleven (11) members. Nine (9) members of the Board of Directors shall have voting privileges and two (2) shall be advisory members with no voting privileges. The nine (9) voting members shall be elected by the Voters' Assembly. The two (2) advisory members are the Senior Pastor and the School Superintendent.

At the first regularly scheduled Board of Directors meeting after the annual election of new Board of Director members, the Board shall themselves select a President, Vice President, Treasurer and Secretary from within their ranks. The additional duties of these positions are enumerated in By-Law Sections 4.1, 4.2, 4.3 and 4.4. The President, Vice President, Treasurer and Secretary of the Board of Directors shall constitute the "Officers of the Congregation" and serve as President, Vice President, Treasurer and Secretary of the congregation respectively.

#### **2.2. Meetings.**

The Board of Directors shall meet in regular sessions. Special meetings may be called by the President, Senior Pastor, or any three members of the Board of Directors by notifying each member at least 48 hours in advance. A majority of the voting members of the Board of Directors shall constitute a quorum for purposes of regular and special meetings.

### **2.3. Duties.**

As representatives of the Voters Assembly and stewards of the resources of the congregation, the Board of Directors primary responsibility shall be to ensure that the mission of the church is carried out. The Board shall be responsible for any decision that substantially impacts that mission including, but not limited to, the effectiveness of existing ministries, an ongoing evaluation of church finances, insuring adequate resources are in place and protecting the assets of the church. The Board of Directors shall have the power to act on behalf of the Voters Assembly between meetings of the Voters Assembly. All actions and decisions of the Board of Directors shall be brought up for discussion and ratification at Voters Assembly meetings through the review, discussion and acceptance of the Board of Director minutes.

### **2.4. Conflict of Interest.**

Conflict of interest as used in these Bylaws means a situation where a Board or committee member stands to benefit financially from their participation or vote on an issue being considered by the Board or committee. Members should strive to avoid the appearance of impropriety and should abstain from involvement in issues where a financial interest reasonably could arise.

Should a particular matter come before any Board or committee involving a conflict of interest for a Director, committee member, or Board member, that individual shall not vote or use any personal influence in such matter, and shall not be counted in the quorum for a meeting at which Board or committee action is to be taken on the issue. The individual may, however, answer pertinent questions.

The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

**2.5** Shall represent the Congregation in all legal matters.

**2.6** Shall approve all insurance contracts and policies for the physical property and plant after recommendation from the business manager and financial manager.

## **3. NOMINATIONS AND ELECTIONS:**

**3.1.** A nominating committee, selected by the President and approved by the Board of Directors, shall present to the Board of Directors for their approval a slate of candidates for all elected offices. Additional nominations may be made from the floor of the meeting of the Voters' Assembly. No person shall be nominated without his/her consent. To be eligible for elected office, a person must be a member of the Voters' Assembly for a period of at least one (1) year prior to the commencement date of his/her term of office.

In addition, no teacher or other member of the St. Luke's Lutheran School staff shall be eligible to serve on the School Board. The immediate family (spouse, sibling, child, parent, or grandparent) of school faculty and staff shall not be eligible for election to the School Board or as Treasurer of the Congregation.

No member of the Church staff shall be eligible for any elected office.

**3.2.** All Directors shall be elected at a duly called meeting of the Voters' Assembly during the second quarter of the calendar year. Voting shall continue until a clear majority has been established after candidates receiving the lowest number of votes have been eliminated in each succeeding ballot.

**3.3.** All elected Board of Director members are elected for a term of three (3) years, with each member having a limitation of three consecutive terms, and one-third of the Board positions elected each year.

**3.4.** Elected Board Members shall be inducted into office in a public service of the Congregation.

**3.5.** In the event a vacancy develops on the Board of Directors, the President shall make an appointment for the remainder of the term of office. All such appointments are subject to the approval of the Board of Directors, and ratified by the Voters' Assembly.

#### **4. DUTIES OF OFFICERS:**

##### **4.1. President.**

The President shall:

4.1.1. Act as Chairman, preside at Board of Directors meetings and meetings of the Voters' Assembly, and govern same in accordance with parliamentary rules.

4.1.2. Be ex-officio of all Boards and Committees.

4.1.3. Arrange for orientation of all new Board Members.

4.1.4. Encourage all elected and appointed officers and committees to perform their duties faithfully, and admonish any who are negligent in this regard.

4.1.5. Together with the Senior Pastor, prepare an agenda for each Board of Directors Meeting and meeting of the Voters' Assembly.

4.1.6. Assist the Pastoral Staff in carrying out various Church projects and programs.

4.1.7. Appoint, as necessary, and with the approval of the Board of Directors, ad-hoc committees to help care for the business of the church. The Chairman of any ad-hoc committee shall be a voting member of the Congregation. The reason for the creation of committees includes, but is not limited to, purchases of property, By-Law review and recommendations and building projects. Any and all decisions by ad-hoc committees are subject to the review and approval, first by the Board of Directors and then the Voters' Assembly.

#### **4.2. Vice-President.**

The Vice-President shall:

4.2.1. Preside as Vice-Chairman at Board of Directors Meetings and/or meetings of the Voters' Assembly in the absence of the President, or when asked to do so by the President.

4.2.2. Actively assist the President as an ex officio member of all Boards and Committees as requested by the President.

#### **4.3. Secretary.**

The Secretary shall:

4.3.1. Maintain accurate minutes of all meetings of the Voters' Assembly and Board of Directors for the permanent records of the Congregation.

4.3.2. Ensure that all church records are properly maintained and securely archived.

4.3.3. Ensure that an accurate list of voting members is maintained.

4.3.4. Keep an accurate attendance record at all meetings of the Board of Directors and Voters' Assembly.

4.3.5. Be responsible for notifying members of the Voters' Assembly of the date, time and place of regular and special meetings.

4.3.6. Be available to provide the Boards and committees with information as recorded in the minutes when so requested.

#### **4.4. Treasurer.**

The Treasurer shall:

4.4.1. Have responsibility of all monies belonging to the Congregation and shall supervise and monitor:

4.4.1.1. the deposit into the designated bank account(s) of all Church funds, including the collection of contributions after each service.

4.4.1.2. the disbursement of such funds only under the authority and approval of the Board of Directors.

4.4.2. Maintain accurate records of all funds and disbursements.

4.4.3. Submit a concise financial report monthly to the Board of Directors, and a detailed written financial report to the Congregation at each regularly called Voters' Assembly.

4.4.4. Arrange for prompt payment of salaries, remitting of monthly mission offerings and the payment of all bills authorized by the Board of Directors.

4.4.5. Offer guidance to the Board of Directors in their consideration of all financial matters, including submission of a complete budget for the coming year in the form and time frame requested.

4.4.6. The Treasurer shall meet regularly with the Finance Committee for consultation and assistance.

4.4.7. Communicate and correspond with the Endowment Foundation (as authorized by, created under and defined in Section 5.4.10 of these Bylaws), to provide the Endowment Foundation with the financial priorities of the Church, to provide the Board of Directors with updates on the operations of the Endowment Foundation, to effectively account for potential distributions from the Endowment Foundation in the budget process, and to otherwise handle all issues that may arise with the Endowment Foundation, all under the supervision and direction of the Board of Directors.

## Further Detail for Board of Directors

- What type of person should you be?
  - **Acts 6:3** Therefore, brothers, pick out from among you seven men of good repute, full of the Spirit and of wisdom, whom we will appoint to this duty.
  
  - **1 Timothy 3** The saying is trustworthy: If anyone aspires to the office of overseer, he desires a noble task. Therefore an overseer must be above reproach, the husband of one wife, sober-minded, self-controlled, respectable, hospitable, able to teach, not a drunkard, not violent but gentle, not quarrelsome, not a lover of money. He must manage his own household well, with all dignity keeping his children submissive, for if someone does not know how to manage his own household, how will he care for God's church? He must not be a recent convert, or he may become puffed up with conceit and fall into the condemnation of the devil. Moreover, he must be well thought of by outsiders, so that he may not fall into disgrace, into a snare of the devil.
  
  - **Titus 1:6-9** if anyone is above reproach, the husband of one wife, and his children are believers and not open to the charge of debauchery or insubordination. For an overseer, as God's steward, must be above reproach. He must not be arrogant or quick-tempered or a drunkard or violent or greedy for gain, but hospitable, a lover of good, self-controlled, upright, holy, and disciplined. He must hold firm to the trustworthy word as taught, so that he may be able to give instruction in sound doctrine and also to rebuke those who contradict it.

The board should possess a majority of the following qualifications:

- Spiritually Mature (as well as the other attributes of Acts, Timothy & Titus)
- Commitment to the church's mission and strategic directions
- Business Leadership Experience
- Knowledge of the community
- Financial expertise
- Legal expertise
- A commitment of time
- Openness to learning

The Board of Directors is to provide accountability and guidance to our Senior Pastor and Superintendent in the leadership of the church. The Board of Directors is composed of nine executive-level people in Christian ministry that understand the operation and ministry of the church. The Board of Directors will:

- Actively participate in church activities.
- Work in good faith with the Pastors and other Board members as partners in advancing the mission.
- Be responsible for overseeing the Senior Pastor and assisting him in the work of the church.
- Participate in the development and review of St. Luke's goals and objectives through the oversight and continued development of the strategic plan.
- Review and approve the annual report. Once a year, the Board of Directors will review the annual report, which includes ministry highlights and financial statements.
- Approve the annual budget for presentation to the congregation.
- Approve indebtedness that is equal to or exceeds 10% of the annual budget.
- Act in the best interests of the organization and excuse myself from discussions and votes where there is a conflict of interest.
- Stay informed about what is going on with the church; ask questions and request information as needed at monthly board meetings and participate in and take responsibility for making decisions on issues, policies and other Board matters.
- Communicate with members of the congregation on a formal and informal basis.
- The Board of Directors will elect the President, Vice President, Secretary and Treasurer at the first meeting of each fiscal year.

In turn, St. Luke's will be responsible to BOD members in the following ways:

- Provide them with monthly and quarterly financial reports
- Provide reports from Pastors, executive staff and committees
- Offer opportunities for them to discuss with the Pastor and other members the goals, activities and status at monthly board meetings
- Respond in a straightforward fashion to questions/concerns I may have in order to carry out my fiscal, legal, and moral responsibilities to the church;

Every member of the Board of Directors is expected to do the following:

- Prepare for and attend 75% of Board Meetings annually
- Work as a team member and support board decisions
- Monitor the performance of the church and the board in relation to its goals and objectives
- Approve the annual budget and monitor financial performance in relation to it
- Abide by the congregation's bylaws and the board's protocols
- Establish, review and monitor policies that guide core operational practices (e.g. financial management, human resources management)
- Participate in the recruitment of new board members