

Bylaws

ARTICLE I ORGANIZATION

SECTION 1. Identity and Purpose

The Bethlehem Covenant Church of Minneapolis, Minnesota, is affiliated with The Evangelical Covenant Church and its Northwest Conference with headquarters in Chicago, Illinois, and Minneapolis, Minnesota, respectively. Its purpose is to unite Christians in fellowship for spiritual development, for the winning of persons to Christ, for the spiritual nurture of children and adults, and for the propagation of the gospel of Jesus Christ in its neighborhood, metropolitan community, and beyond.

SECTION 2. Legal Regulation

The Bethlehem Covenant Church of Minneapolis, Minnesota, is organized as a nonprofit corporation subject to the provisions of Minnesota Nonprofit Corporation Act, Chapter 317A. Authority for the church to operate as a nonprofit corporation in Minnesota is granted by the State of Minnesota, provided the church conforms with the latest revision of Bethlehem's Articles of Incorporation as approved by the State of Minnesota.

ARTICLE II MEMBERSHIP

SECTION 1. Membership Definitions

The membership of this church is composed of regular and associate members. Regular members identify Bethlehem as their primary church affiliation. Associate members retain formal regular membership in other congregations but participate actively in the Bethlehem fellowship on a seasonal basis or during transitional periods of their lives. Regular and associate members are vested with identical rights, privileges, and responsibilities. Because associate members are counted in membership statistics reported by churches in which they retain formal regular membership, they shall not be counted in such statistics reported by Bethlehem.

SECTION 2. Admission into Membership

a. Confession of Faith

A person desiring membership in this church shall apply to the pastor or chairperson of the commission having among its responsibilities the recruitment of members and nurture of the congregation's spiritual life, hereinafter called the "Spiritual Life Commission". The applicant shall profess faith in Christ to the Spiritual Life Commission either orally or in writing. The applicant shall also give witness to having received Christian baptism earlier in life or consent to such baptism upon becoming a member of the congregation. When the

Spiritual Life Commission has favorably reviewed the application, the applicant's name shall be recommended to the congregation for acceptance. Persons become members at the time of favorable action at a business meeting of the congregation. The new members shall be publicly welcomed into the fellowship of the church at a service of worship.

b. **Letters of Transfer or Affirmation**

A person who desires to transfer regular membership from another church or initiate associate membership, shall notify the pastor or the chairperson of the Spiritual Life Commission. A letter of transfer may be requested by the church or by the applicant. Similarly, a letter of affirmation may be requested of the Church in which formal regular membership is being retained by a person seeking associate membership in this church. The process of attaining membership shall be the same as in the preceding paragraph.

SECTION 3. Responsibility of Members

Members shall seek to be Christian in all their relationships. They shall accept the responsibilities and obligations placed upon them by the Word of God and the church. They shall give financial support to this church and denomination as God enables them.

SECTION 4. Discipline and Review of Membership

A member who errs in doctrine or conduct shall be admonished by the Spiritual Life Commission. Personal grievances shall be dealt with promptly, confidentially, and fairly. Discipline shall be administered in the spirit of Christ with due regard for the welfare of the individual as well as the church.

If a member is considered negligent and cannot be won to responsible membership within a reasonable period of time, the Spiritual Life Commission shall recommend to the congregation the termination of that person's membership. The Spiritual Life Commission may also recommend termination of membership of a person with whom contact has been lost after appropriate time and effort by the commission at restoring contact have proven unavailing.

SECTION 5. Transfer of Members

A member who because of change of residence must discontinue fellowship in this church is urged to identify with a local Christian fellowship as soon as possible and to make a request for a letter of transfer. Requests for letters of transfer shall be made to the pastor or to the chairperson of the Spiritual Life Commission.

SECTION 6. Termination of Membership

Termination of membership shall be considered when a member is granted regular membership in another Christian fellowship, when resignation is requested by the member in writing or when recommended by the Spiritual Life Commission in accordance with Section 4 of this article.

Termination of membership shall be effected by action of the congregation which alone has this authority. A two-thirds majority of members present and voting at a regular congregational business meeting is necessary for such action.

ARTICLE III PASTORS AND STAFF

SECTION 1. Pastors

- a. Pastors of the church shall be persons of exemplary Christian character. They shall be members of the Covenant Ministerium and follow the Rules of the Ordered Ministry of the Evangelical Covenant Church. They shall be devoted to the service of the church, preaching and teaching the Word of God, administering the sacraments, enlivening the congregation to opportunities for ministry and service, and sharing in the joys and sorrows experienced in the Bethlehem community. The pastors shall provide the church with accurate records of pastoral acts and present written reports to the annual business session. Upon installation, full time pastors shall become members of the church and ex-officio members of the Church Council and all ministry commissions.
- b. One of the pastors shall be designated by the congregation as Senior Pastor. The Senior Pastor shall supervise other members of the pastoral staff and members of the program and office staffs.
- c. Full time pastors shall be called for indefinite periods by two-thirds majorities of those present and voting at regular business meetings of the congregation or at special meetings called for such purpose.
- d. Pastors shall give six weeks' written notice prior to terminating service to the church. In the event the congregation desires to terminate a pastor's services, that action shall require a majority of members present and voting at a special business meeting called for that purpose.

SECTION 2. Program Staff

- a. Qualified persons may be engaged to assist in the various ministries undertaken by the church. Such persons do not by virtue of such employment become members of the congregation. Decisions to offer or terminate such employment shall be made by a majority of members present and voting at regular business meetings of the congregation or at special meetings convened to consider such actions.
- b. Music personnel shall be engaged by the Church Council or by a special committee appointed by the Church Council for such purposes.

SECTION 3. Administrative Assistant and Custodian

- a. Administrative support staff shall be responsive to needs of pastors, program personnel, church officers, commission members, and members of the congregation at large. Issues affecting applicable job descriptions, evaluating candidates for open positions, and supervising and appraising job performance of employees shall require collaboration by the senior pastor and representatives of the Church Council and the Pastoral Relations / Personnel Board.
- b. The church custodian shall be engaged by the commission having responsibilities for maintenance and care of the buildings and grounds of the church.

**ARTICLE IV
CHURCH COUNCIL**

SECTION 1. Composition

- a. The Church Council shall be composed of the president, the vice-president, the recording secretary, the financial secretary, the treasurer, the chairpersons of ministry commissions, the chairperson of the Pastoral Relations / Personnel Board, the chairpersons of the boards of auxiliary programs and two members at large elected by the congregation.
- b. Full time pastors shall be ex-officio members of the Church Council. Directors of auxiliary programs and members of the program staff shall be advisory members of the Church Council.

SECTION 2. Duties

- a. The Church Council shall formulate proposals for consideration by the congregation, manage implementation of decisions of the congregation, and coordinate and integrate the ongoing ministries of the Church assigned to and effected by the commissions. The Church Council shall support the pastors and program personnel in their efforts to fulfill the responsibilities of their offices.
- b. The Church Council shall create, modify, and consolidate ministry commissions as required to support optimally the current and emerging priorities of the congregation. The Church Council shall monitor the performance of commissions and shall procure additional resources as may be needed to ensure achievement of objectives.
- c. The Church Council shall review proposals which originate in commissions and require congregational approval for implementation before they are brought to the congregation for consideration. Proposals in which the Council concurs shall be recommended jointly by the originating commission(s) and the Council.

Proposals in which the Council does not concur may be brought to the congregation by the originating commission(s) and the Council shall advise the congregation of its reasons for withholding endorsement.

- d. The Church Council shall not review or critique proposals developed by committees or task forces named by the congregation for special purposes unless the congregation directs such involvement by the Council.
- e. The Church Council shall arrange for creation and maintenance of a management handbook detailing policies and procedures to be employed in the operations of the church. This handbook shall be consistent with provisions of the Articles of Incorporation and these Bylaws, and shall serve to consolidate, standardize, clarify, and formalize practices and responsibilities characteristic of disciplined management. It shall include but not be limited to job descriptions for the Church Council, the church officers, and the ministry commissions
- f. The Church Council shall convene a nominating committee to prepare a ballot for presentation to the congregation at the regular business meeting of the congregation scheduled to be held in April of each year.

ARTICLE V

OFFICERS

SECTION 1. The President of the Congregation

The president shall preside at all business meetings of the congregation and the Church Council. The president shall also lead worship services or arrange for leadership thereof when pastors are unavailable to do so. The president shall be an ex-officio member of all ministry commissions and committees of the church.

SECTION 2. The Vice-President

The vice-president shall assist the president and shall assume the duties of the president in the president's absence.

SECTION 3. The Recording Secretary

The recording secretary shall record and preserve minutes of all business meetings of the congregation and of the Church Council and shall receive and ensure the preservation of documents and official correspondence of the church.

SECTION 4. The Financial Secretary

The financial secretary shall be responsible for recording and safeguarding all monetary receipts of the church, supervising bank deposits and maintaining pledge records. The financial secretary shall also be an ex-officio member of the Church Council and the ministry commissions responsible for solicitation of monetary pledges and oversight of financial

operations. The financial secretary shall present a written report of receipts to each regular business meeting of the congregation.

SECTION 5. The Treasurer

The treasurer shall make disbursements of church funds as authorized by the congregation or the Church Council. The treasurer shall present a written report of receipts and expenditures to each regular business meeting of the congregation. The treasurer shall be an ex-officio member of the Church Council and of the ministry commissions responsible for solicitation of monetary pledges and oversight of financial operations.

SECTION 6. The Officers as Trustees

The five officers named above shall function as "trustees" of the church in actions defined legally or contractually as requiring such representation. Pursuant to enabling decisions of the congregation, any two of these officers shall be authorized to sign documents binding the church in matters including but not limited to purchase or sale of property, construction contracts, mortgage documents, employment agreements, or any other matter which may result in financial, operational or legal encumbrance of the church. Decisions of the congregation which authorize such actions by the trustees may be made at either regular or special business meetings of the congregation. Advance notices of such meetings shall identify issues of major consequence to be addressed. Decisions shall be made by a majority of members present and voting, and they shall specify all parameters which enable and constrain the trustees in implementing the decisions.

ARTICLE VI

MINISTRY COMMISSIONS

SECTION 1. Composition

Each ministry commission shall be composed of a chairperson elected by the congregation and non-elected persons of such number and qualifications as appropriate to the scope and nature of assigned responsibilities. Non-elected members may be volunteers or recruits and they may be church members or interested persons who are not church members. Non-elected members may serve on more than one commission. The Council shall actively recruit non-elected commission members if volunteers are insufficient to fill all roster positions. The majority of every commission shall be members of the church. The Church Council shall formalize the appointment of all non-elected commission members.

SECTION 2. Organization

- a. The continuing and newly elected commission chairpersons shall meet with the nominating committee soon after the annual election of officers and commission chairpersons to coordinate recruitment of members of the various commissions.
- b. The chairperson of each commission shall convene a meeting of its members early in the term to review the commission's purpose and functions, to assign

individual responsibilities, to define priorities, establish goals, and construct schedules and benchmarks. Priorities and goals shall be consistent with objectives embraced by the congregation, the pastors, and the Council, and they should be brought to the Council to verify their compatibility with those developed by other commissions.

SECTION 3. Duties

- a. Each commission shall be responsible for the functions and duties specified in its job description, consonant with agreed priorities and schedules. Personnel shall be recruited to perform those functions which require staffing or special skills. Inability to secure resources to satisfy fully the expectations of the job description shall be reported to the president immediately so that the Council may arrange for assistance or relief.
- b. Ministry Commissions shall be accountable to the Church Council.

ARTICLE VII

PASTORAL RELATIONS / PERSONNEL BOARD

SECTION 1. Composition

The Pastoral Relations / Personnel Board shall consist of four members. Members of the board shall be elected to four year terms in such manner that the term of one member expires each year. The board shall elect its own chairperson annually. The chairperson shall be a member of the Church Council. The Pastoral Relations / Personnel Board shall be accountable to the congregation.

SECTION 2. Duties

- a. The Pastoral Relations / Personnel Board shall provide support to the pastors and staff to enable them to fulfill their ministries. The board shall encourage communication and seek to resolve issues between pastors, staff and congregation. The board shall hold matters which come before it in confidence.
- b. The Pastoral Relations / Personnel Board shall meet individually with each staff member at least annually and shall meet individually with each pastor at least quarterly. An opportunity shall be afforded to the spouse (if any) of each pastor to meet with the board at least annually.
- c. The Pastoral Relations/ Personnel Board shall establish and maintain procedures for a formal written annual performance appraisal for pastors and staff members. The board shall conduct the performance appraisal for the senior pastor and shall review performance appraisals conducted for other employees.

- d. The Pastoral Relations / Personnel Board shall submit salary and allowance recommendations for pastors and staff members to the ministry commission charged with formulating the operating budget. One of its members shall participate in the budget development process.
- e. The Pastoral Relations / Personnel Board shall be available to meet with any employee or church member. The Board may also request to meet with any employee or church member concerning issues related to its charter.

ARTICLE VIII AUXILIARY PROGRAMS

SECTION 1. **General**

- a. The congregation may act to sponsor ambitious and specialized programs uniquely designed to serve deserving church or community needs. Such programs shall be consistent with purposes of Bethlehem Church as delineated in the Articles of Incorporation and these Bylaws and in mission statements and strategic plans adopted by the congregation. Sponsorship may require financial involvement of the congregation and/or use of church facilities and resources.
- b. A decision to undertake, modify fundamentally, or terminate an auxiliary program shall be made by two-thirds of the members present and voting at either a regular or special meeting of the congregation. Such decision shall be recommended by the Church Council and endorsed by those ministry commissions of the church which may be directly affected. Members of the congregation shall be notified of the recommendation in writing at least thirty (30) days in advance of the meeting to which it will be brought for action.
- c. Each auxiliary program shall be governed by a board representing both the congregation and the community constituency served by the program. Representatives of ministry commissions affected directly by the program and members of the congregation elected at-large shall compose the majority of the program board. Community representatives shall be named by the sitting members of the board. The sitting members of the board shall elect a chairperson from among the members of the church serving on the Board. The chairperson shall represent the program as a member of the Church Council.
- d. Each auxiliary program shall operate in accordance with formal policies and procedures. Those policies and procedures shall be appropriate to the mission of the program and consistent with bylaws of Bethlehem Church. They shall be drafted by the program board and approved by the Church Council. The program board and the Church Council shall review those policies and procedures at the beginning of every even-numbered calendar year to ensure their satisfaction of ordinances and regulations, community and congregation needs, and other considerations of mutual interest.

- e. Professional staffing of an auxiliary program shall be consistent with terms of sponsorship established by the congregation. The program board may hire staff as needs dictate and projected revenues justify. The Church Council must approve the hiring of any person as a program administrator and the job description and terms of employment associated therewith. The program administrator shall serve as an advisory member of the Church Council. Each auxiliary program shall provide a written report of its operations to the annual meeting of the congregation.

ARTICLE IX

BETHLEHEM CHILD CARE CENTER

SECTION 1. Purpose

The Bethlehem Child Care Center is an auxiliary program of the church as defined in Article VIII. Its mission is to provide children of the community and the church family with such care and instruction as will contribute to their physical, intellectual, social, emotional and spiritual development.

SECTION 2. Organization

- a. The Bethlehem Child Care Center is governed by a board of directors which is regulated by "Guidelines for Bethlehem Child Care Center Board of Directors" and approved by the Church Council. The Board of Directors is composed of seven members: three representatives of ministry commissions having interests in common with the Center, two appointed by the Church Council to represent the Church at large, and two parents of children currently enrolled in the Center's programs. The latter two are appointed by the sitting members of the Board and need not be members of the church. The chairperson of the Board is elected by its sitting members, and must be one of the members of the church serving on the Board. The chairperson of the board shall be a member of the Church Council. The program director of the Child Care Center shall be an advisory member of the Council.
- b. The Board of Directors shall be accountable to the Church Council.

ARTICLE X

MEETINGS

SECTION 1. Congregation

- a. The congregation shall schedule four regular business meetings each year. They shall be convened in or near the months shown below, and their agendas shall give high priorities to the issues indicated.

<u>Month</u>	<u>Issues</u>
January	<ul style="list-style-type: none"> - The official annual meeting of the church - Comprehensive and audited financial reports - Pastors' Annual Reports - Presentation and discussion of pastors' challenging and quantified objectives for the church during the new year
April	<ul style="list-style-type: none"> - Election of officers and commission chairpersons - Year ending report of president of congregation - Reports from ministry commissions and auxiliary programs including performance versus goals for preceding year
August	<ul style="list-style-type: none"> - Presentation by council and commissions of comprehensive plans for programs to commence in September. Measurable goals shall be defined. Correlation with pastors' earlier objectives will be described
December	<ul style="list-style-type: none"> - Enactment of budget for ensuing year

Special business meetings of the congregation may be convened by the President. Members shall be notified in writing at least five days in advance of both regular and special meetings of the congregation. Such notice may be communicated by conventional or electronic mail, or by highlighted announcement in a periodic newsletter issued to all members for whom current addresses are known.

SECTION 2. Church Council

The president shall announce a schedule of monthly meetings of the Council. The president shall convene additional meetings if requested by any member of the Council or if deemed by the president to be warranted.

SECTION 3. Ministry Commissions, Pastoral Relations / Personnel Board

To the extent that their workloads can be spread relatively uniformly over time, these organizations shall meet each month. Since that will not be feasible in all cases, meetings shall be scheduled as required to fulfill assigned responsibilities.

SECTION 4. Planning

The Church Council and ministry commissions shall meet in extended session at least once each year for sharing and planning.

SECTION 5. Records

Minutes of meetings of the congregation and the Church Council shall be recorded for preservation. Decisions and actions of the Pastoral Relations / Personnel Board shall be documented and kept confidential when appropriate.

SECTION 6 Parliamentary procedures

Roberts Rules of Order shall regulate official meetings of the congregation and Church Council.

ARTICLE XI

GENERAL PROVISIONS

SECTION 1 Quorum

- a. Thirty-five members of the church, including at least two officers, shall constitute a quorum for business meetings of the congregation. Unless otherwise specified herein, the affirmative vote of members present and voting is required for passage of a motion.
- b. Fifty percent of the membership of the Church Council and commissions shall constitute a quorum for their respective meetings. The affirmative vote of the majority of members present is required for passage of a motion.

SECTION 2 Tenure

- a. Persons shall assume office on the first day of May immediately following their election.
- b. The president and vice-president of the congregation shall be elected to terms of one year.
- c. The recording secretary, financial secretary, treasurer and members-at-large of the Church Council shall be elected to terms of one year.
- d. Chairpersons of ministry commissions shall be elected to terms of two years in such manner that the terms of one half of their number expire each year.
- e. No person shall serve more than four consecutive years in any combination of the following elective positions: president, vice-president, recording secretary, financial secretary, treasurer, chairperson of ministry commission, and at-large representatives of the congregation of the Church Council. A person shall be ineligible for election to any of the aforementioned offices for a period of one year after serving four consecutive years in any combination of them.

- f. Persons serving in elective office must be members of the congregation. No person shall hold more than one elective office concurrently.

SECTION 3. Vacancies in Office

The Church Council shall fill any vacancy in office until the next annual election.

SECTION 4. Fiscal Year

The fiscal year shall coincide with the calendar year.

SECTION 5. Keeping Bethlehem's Story Alive

The Church Council shall appoint persons as required to document the history of the church and to collect, classify, and preserve archived materials.

**ARTICLE XII
AMENDMENTS TO THE BYLAWS**

Amendments to the Bylaws which do not conflict with the Articles of Incorporation shall be introduced in writing at a regular business meeting of the congregation and adopted by a two-thirds majority of members present and voting at a subsequent regular business meeting.

**ARTICLE XIII
INDEMNIFICATION**

The church shall indemnify a person made or threatened to be made a party to a proceeding by reason of the former or present official capacity of the person against judgments, penalties, fines, including without limitation, excise taxes assessed against the person with respect to an employee benefit plan, settlements, and reasonable expenses, including attorneys fees and disbursements, incurred by the person in connection with the proceeding, if, with respect to the acts or omissions of the person complained of in the proceeding, the person meets all the requirements of Section 317A.521 of the Minnesota nonprofit corporation act, which is hereby incorporated by reference in its entirety.

**ARTICLE XIV
NOT FOR PROFIT CORPORATION**

All of the assets and earnings of the corporation and its affiliates and subsidiaries shall be used exclusively for religious, charitable, benevolent, educational and scientific purposes, in the course of which operation:

- (a) No part of the net earnings shall inure to the benefit of or be distributable to its members, council members, trustees, directors or officers, or other persons; except that the corporation and its affiliates and subsidiaries are empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein;

- (b) No substantial part of the activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation and its affiliates and subsidiaries shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office; and
- (c) Notwithstanding any other provisions of Bylaws, the corporation and its affiliates and subsidiaries shall not carry on any other activities not permitted to be carried on by an organization exempt from tax under Section 501(c)(3) of the Internal Revenue Code.

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