

**THE BY-LAWS OF
HOLY CROSS LUTHERAN CHURCH OF LAKE MARY, FLORIDA
Adopted May 24, 2004
Amended November 13, 2011
Amended May 17, 2015**

ARTICLE I: Voters' Assembly

A. Meetings

1. The Voters' Assembly shall meet semi-annually on a Sunday in the months of May and November. The date and hour of the meetings shall be set by the Board of Directors and announced at the previous voters' meeting. In addition, the date and hour shall be publicized at least two weeks in advance, with a notification of an agenda to be considered as well as the slate of nominees for election, when appropriate.
2. A special meeting of the Voters' Assembly may be called by the Pastor, the Executive Director of the congregation, or the Board of Directors. Notice of any special Voters' Assembly meeting shall be publicized two successive weekends in the Church publication(s) in addition to a courtesy mailing. The notice shall contain an agenda of items to be considered.
3. The Executive Director, Assistant Executive Director, or their designated Board member shall preside at all Voters' Assembly meetings.

B. Quorum

1. The voters present at a properly called meeting shall constitute a quorum to do business.
2. For the purchase of property, for the erection of buildings, or for the calling or removal of a pastor, a minimum of 30 voters shall be required for a quorum and a two-thirds majority vote shall be required for those items; however, in the absence of a quorum, those present may fix the date for an adjourned meeting for which at least five days written notice shall be given to each voting household. The members who are present at such adjourned meeting shall constitute a quorum.

C. Order of Business

1. The meetings of the Voters' Assembly shall follow an agenda prepared by the Board of Directors. Items for discussion will be submitted and reviewed by the Board of Directors prior to publishing the agenda. In questions of parliamentary procedure not covered by the Constitution and By-Laws, *Roberts Rules of Order Newly Revised* shall prevail.

ARTICLE II: Calling of Pastors

- A. Right of Calling – The right of calling pastors shall be vested in the Voters' Assembly and shall not be delegated to a smaller body or an individual. When a need arises for a pastor, the District President of the Synod shall be notified of the congregation's intent to call in order for him to assist in the call process. The Board of Directors shall solicit a Call Committee to facilitate the selection of a pastor for the final approval of the Voters' Assembly.
- B. Elections – The election shall be done at a specially called meeting of the Voters' Assembly as specified by Article I-A of the By-Laws. The election of a pastor shall be the only agenda item. The election shall proceed by ballot, and a two-thirds majority of all ballots cast shall be required to elect.

ARTICLE III: Board of Directors

- A. Membership – The Board of Directors shall consist of the Executive Director, the Assistant Executive Director, the Treasurer, the Assistant Treasurer and Secretary as well as a minimum of six and no more than 12 additional Board members. All would be voting members, and all would hold membership on the Board of Directors until their term of office expires. The exact number of board members up to the maximum of 17 will be determined by the board of Directors prior to the nominating process. The Executive Director shall act as Chairman of the meeting of the Board of Directors. The Pastor(s) of the congregation shall be considered ex-officio members of the Board of Directors.¹
- B. Meetings – The Board of Directors shall meet monthly except in the months of May, November and December. The Pastor(s), or any three members of the Board of Directors, may call a special meeting by personally informing each member, not temporarily absent from the area, of the date, time and place of such meeting at least 48 hours in advance. A majority of the voting members of the Board shall constitute a quorum.
- C. Duties of the Board – The Board of Directors shall act on the behalf of the congregation. It shall consider, discuss, and act on all matters pertaining to the general business of the congregation as set forth in the Constitution. In addition:
 - 1. The Board shall assist the Pastor(s) in all matters pertaining to the spiritual welfare of the congregation.

2. The Board shall watch over the doctrine, life, and administration of the office of the Pastor(s). The Board shall monitor the welfare of the Pastor(s) and provide additional care as appropriate.
3. The Board shall oversee the transaction of all legal and general business of the congregation.
4. The Board shall conduct business within the limitations of the annual financial operating plan approved by the Voters' Assembly.
5. The Board shall annually report to the Voters' Assembly on the organizational and financial condition of the congregation. It shall also recommend an annual financial operating plan at a Voters' Assembly meeting.
6. The Board of Directors shall fill any vacancies that occur, other than the Executive Director until the next general election. This can be by appointment until ratified at the next regular Voters' Assembly meeting.
7. The Board shall hire an independent CPA to annually audit the financial records of Holy Cross Lutheran Church of Lake Mary and submit a report to the Board of Directors. This report will be made available to members upon request.

D. Qualifications of Board Members – Board Members must be communicant members of the congregation. They cannot be paid staff members and must be 18 years of age or older.

ARTICLE IV: Election of Officers and Directors

- A. Nomination Procedure – The Assistant Executive Director shall solicit a Nominating Committee from outside the Board, which will compile a slate of Assistant Officers and Board Members. The Nominating Committee shall begin by asking our Father in Heaven to guide them to the candidates He would have serve. ⁴They must be voting members and should be people found to lead Godly lives and be good Christian leaders as well as reflect the diversity of the congregation. The Nominating Committee should confer with each of the candidates about the needs of their position, the commitment required, and their particular qualifications for that leadership position. ³Nominations will not be accepted from the floor. Communicant members are encouraged to submit their desire to serve on the board two months prior to the May Voter's Meeting.
- B. Election Procedure – At the May meeting, the Voters' Assembly shall affirm or reject by a simple majority, a slate of the following positions:
- 1 Assistant Executive Director
 - 1 Assistant Treasurer

A minimum of 3 Board Members²

1 Secretary, every other year

- C. Terms of Office – The elected officers, directors, and assistants shall assume their duties as of July 1st. The term of office of all elected officials shall be two years. The Assistant Executive Director and Assistant Treasurer shall serve the first year as the Assistant and the second year as Director and Treasurer, respectively. The term of office extends until June 30th of the second year of the term. The Executive Director and Treasurer may not serve two consecutive terms in that position. Board Members and the Secretary may not serve more than two consecutive terms in those positions.

ARTICLE V: Responsibilities of Officers

- A. Executive Director - The duties of the Executive Director shall be as follows:
1. Preside at all meetings of the Voters' Assembly and the Board of Directors.
 2. Serve as an ex officio member of all committees.
 3. Appoint ad hoc committees as deemed necessary.
 4. Execute legal documents, with the Secretary, on behalf of the congregation.
 5. Enforce the Constitution and By-Laws and perform the general duties as are common for the office, including such additional duties as may be directed by the Voters' Assembly from time-to-time.
- B. Assistant Executive Director - The duties of the Assistant Executive Director shall be as follows:
1. Perform all of the duties of the Executive Director in the latter's absence and such other additional duties which may be directed by the Voters' Assembly or by the Executive Director from time-to-time.
 2. Chair and solicit a Nominating Committee with the advice and consent of the Board of Directors.
- C. Secretary - The duties of the Secretary shall be as follows:
1. Those commonly required of that office, especially the keeping and preserving of accurate records of all Voters' Assembly meetings.
 2. Execute legal documents, with the Executive Director, on behalf of the congregation.
 3. Keep minutes of all Board of Directors meetings.

D. Treasurer - The duties of the Treasurer shall be as follows:

1. Sign checks, as well as approve all electronic payments as setup by the Administrator.
2. A designated staff position, such as the Administrator, shall act on the behalf of the Treasurer and will be responsible for establishing and maintaining accurate records of all receipts and disbursements and the preparation of financial reports for the Board of Directors meetings, as well as all Voters' Assembly meetings.

E. Assistant Treasurer – The duties of the Assistant Treasurer shall be as follows:

1. The Assistant Treasurer, in the absence of the Treasurer, shall act for and in the stead of the Treasurer. The Assistant Treasurer shall be available to assist the Treasurer in the activities of that office.

ARTICLE VI: Amendments

A. Amendments - These By-Laws may be amended at any meeting of the Voters' Assembly by a simple majority vote, provided:

1. That a motion to submit for consideration such a proposal to amend has been made at the previous regular meeting of the Voters' Assembly.
2. The Voting Membership has been advised, at least thirty days in advance, of the nature of the proposed change(s), also the date, time and place of the meeting at which the proposed amendment is to be acted upon.
3. The amendments do not conflict with the provisions laid down in Article III of the Constitution.

All amendments to the By-Laws or to the Constitution shall be recorded in the official copy of the Constitution and By-Laws in the possession of the current Secretary of the congregation. For the purpose of reference, amendments shall be numbered consecutively.

ADOPTED at a specially called session of the Voters' Assembly on May 24, 2004 and amended at Voters' Assembly on November 13, 2011.

Motion to change Bylaw Article III section A to change the number of Board of Directors

WHEREAS The Bylaws of Holy Cross Lutheran Ministries (HCLM) were written in 2004 to address the known needs of HCLM at that time.

WHEREAS Holy Cross Lutheran Ministries is embarking on a bold multi campus expansion to start seven congregations in Central Florida and

WHEREAS the intent is to have all of these ministries under one board, one budget, and one vision and mission. It is recognized that a larger Board of Directors will be needed as the new ministries begin to ensure proper representation by the different ministries, As such,

¹IT IS MOVED: To change the Board of Directors to a flexible number of members. The present six at large members would be the minimum with a maximum of 12 at large Members. The new Article III section A will read:

- A. MEMBERSHIP – The Board of Directors shall consist of the Executive Director, the Assistant Executive Director, the Treasurer, the Assistant Treasurer and Secretary as well as a minimum of six and no more than 12 additional Board members. All would be voting members, and all would hold membership on the Board of Directors until their term of office expires. The exact number of board members up to the maximum of 17 will be determined by the board of Directors prior to the nominating process. The Executive Director shall act as Chairman of the meeting of the Board of Directors. The Pastor(s) of the congregation shall be considered ex-officio members of the Board of Directors.

²IN Article IV section B under those to be elected each year, it shall read "a minimum of 3 Board Members".

ADOPTED at the Voters' Assembly on November 16, 2014 and amended at Voters' Assembly on May 17, 2015.

Motion to change the Bylaws
Article IV Section A
“Election of Officers and Directors - Nomination Procedure”

Whereas: Holy Cross Lutheran Church of Lake Mary as a member of the Lutheran Church Missouri Synod has written the bylaws of our Congregation to conform with the rulings of the Synod and the Synod has traditionally mandated that the lay leadership of the Congregation (Executive Director/Chairman) must be held by a male member of the congregation, the current bylaws reflect that ruling, and

Whereas: The Lutheran Church Missouri Synod in Convention on July 15, 2004 ruled, “that women may serve in humanly established offices in the church as long as the functions of these offices do not make them eligible to carry out ‘official functions [that] would involve public accountability for the function of the pastoral office’”, and

Whereas: The offices of Executive Director and Assistant Executive Director, as they are defined in the current bylaws of Holy Cross Lutheran Church of Lake Mary, do not allow these officers to carry out the function of the pastoral office, and

Whereas: The membership of Holy Cross Lutheran Church of Lake Mary desires to make the offices of Executive Director and Assistant Executive Director open to both male and female members of the congregation. Therefore be it

³Resolved: That in Article IV section A the sentence that reads “In addition, the Assistant Executive Director must be nominated from the male voting membership, as currently mandated by the Lutheran Church Missouri Synod.” be deleted, and be it further

⁴Resolved: the third sentence of the article be amended to read, “They must be voting members and should be people found to lead Godly lives and be good Christian leaders as well as reflect the diversity of the congregation.”