

BYLAWS
of
Good Shepherd Lutheran Church
of
Herndon, Virginia

These By-laws, as contained herein, were approved by this congregation on February 21, 2010 and effective on June 28, 2010 and supersede all documents of a similar nature adopted prior to this date. Article I, Subparagraph d was voted on and revised on August 27, 2017. Article V, Subparagraph b was voted on and revised on August 26, 2018. Article IV, Section b4 was voted on and revised on April 28, 2019.

ARTICLE I – MEETINGS OF THE VOTING MEMBERS

- a. The Voting Membership shall meet at least annually, usually in the month of September, to approve the congregational budget for the ensuing fiscal year and to elect members of the Board of Servant Leaders (BoSL). Special meetings may be called by the Pastor, the BoSL, or at the written request of not less than five percent of the Voting Members, to exercise any of the membership’s powers enumerated in the Constitution or Bylaws or to act on any other congregational matter.
- b. Meetings of the Voting Membership may take place at one or more sessions, provided that if more than one session is involved: all sessions shall occur between the hours of 7 a.m. and 12 midnight of one calendar day; the same agenda shall apply to each session; and a quorum shall be present at each session.
- c. Notice of meetings of the Voting Membership shall be announced at church services of the Sunday preceding such meetings and by mailed-notice not more than four nor less than two weeks prior to the scheduled meeting date.
- d. A quorum shall consist of not less than five percent of the Voting Membership represented in person. If a quorum is present, the vote of the majority of the Voting Members represented at the meeting shall be the act of the Voting Membership.

ARTICLE II - BOARD OF SERVANT LEADERS (BoSL) MEMBERSHIP

- a. Membership
 1. The Board of Servant Leaders shall be composed of (7) seven members elected by the Congregation. The Officers of the congregation shall consist of a Chair, Vice-Chair, and Secretary of the Board of Servant

Leaders. The Senior Pastor shall serve as an ex-officio member (non-voting) of the Board of Servant Leaders.

b. Election or Appointment

1. All Officers must be at least 18 years old and shall be able to exercise those duties of their office in accordance with the laws of the Commonwealth of Virginia.
2. The Board of Servant Leaders of the Congregation shall be elected from among the voting membership at such time, in such manner and for such period of time as provided in these Bylaws. All Voting Members shall be eligible for elective office.
3. The Board of Servant Leaders will select the Chair, Vice-Chair, and Secretary from within its membership in such manner and for such period of time as determined by the Board of Servant Leaders. At a minimum, these positions will be reestablished following the addition of new members to the board. At any time, a majority of the board members can call for a Board vote for new leadership positions.

c. Mode of Election

1. A nominating committee will be established by the Board of Servant Leaders, composed of at least three members of the congregation and the Senior Pastor. Membership on this committee will be announced to the congregation not less than eight (8) weeks prior to the planned election date. In conjunction with this announcement, the Board will issue a request for direct input from the congregation to the nominating committee on prospective candidates for the BoSL.
2. Four (4) weeks before the scheduled election, the nominating committee shall publish a recommended slate of candidates, which will include a profile of each individual. There is no limit to the number of candidates who may be placed on this slate. The nominating committee shall identify candidates based on their own prayerful consideration or consultation with prospective candidates. The committee shall include at least one candidate, willing to serve, who has been a member of Good Shepherd Lutheran Church for less than 3 years.
3. For a two (2) week period following the publication of the nominating committee's recommended slate of candidates, any member of the congregation may continue to recommend the names of individuals willing to serve on the BoSL along with the individual's personal profile to the

nominating committee. Such candidates will be added to the final slate of prospective new BoSL members without prejudice.

4. Following the two (2) week period listed in paragraph (3) above, the election slate shall be closed. The actual election will take place two weeks (2) henceforth. Each voting member may cast one vote each for as many candidates as there are open seats. The number of candidates corresponding to the number of open seats who receive the most votes will be considered elected to the BoSL.
5. Following election by the congregation, at their next meeting the Board of Servant Leaders shall select a Chair, a Vice Chair, and a Secretary from their elected members. The Board will inform the congregation of the results of this election.

d. Term of Office

1. The normal term of office as a member of the Board of Servant Leaders shall be two (2) years. Members of the Board of Servant Leaders may not serve more than three consecutive elected terms. If appointed to fill a vacancy, a member may not stand for reelection if another term would extend service on the Board of Servant Leaders to more than seven consecutive years. There is no lifetime limit to the number of years a member may serve.
2. In order to establish a series of staggered board terms, in the initial elections for the board term beginning June 28, 2010, seven (7) positions will be established. In this initial election only, four (4) of the positions shall be one year terms and the other three (3) shall be two (2) year terms. Subsequently, in each successive year, elections will be held for three (3) or four (4) open board positions.
3. Election shall take place in March, with Directors to assume duties the following May.
4. Vacant offices shall be filled by appointment of the Chairman of the Board, with the concurrence of the majority of the Board until the next scheduled election.
5. A member of the Board of Servant Leaders who misses two consecutive Board meetings without prior notification to the Chairman shall be subject to termination by vote of the Board.

ARTICLE III – MEETINGS OF THE BoSL

- a. The BoSL shall meet at least monthly, or as determined by the Board leadership. It may meet at other times or at the request of the Congregation or the Pastor.
- b. A quorum shall consist of a simple majority of the members of the BoSL, represented in person or via telecommunications in a manner that allows for effective communication and discussion of the board's agenda. If a quorum is present, the affirmative vote of a majority of the BoSL represented at the meeting shall be the act of the entire BoSL.
- c. The Chair or the BoSL shall establish the agenda and manage the meetings of the BoSL. In the absence of the Chair, these responsibilities shall fall to the Vice-Chair.
- d. The Secretary of the BoSL shall record pertinent minutes and decisions of the BoSL. In the absence of the Secretary, the Chair shall appoint another individual present to record any proceedings. The Secretary shall keep and sign all minutes of BoSL meetings. The Secretary shall record of the members present at Voting meetings of the Congregation. The Secretary shall determine whether a quorum is present for the proper transaction of business at meetings of the BoSL and Voting Membership.

ARTICLE IV – BOARD OF SERVANT LEADERS RESPONSIBILITIES

- a. Powers and Duties
 - 1. The Board of Servant Leaders, acting on the Congregation's behalf, is authorized, empowered and directed to establish policies of governance for the Congregation for the management and administration of all congregational affairs, and to oversee compliance with these policies. The Board of Servant Leaders has authority to exercise all the powers of the Congregation, except as limited by the Constitution, these Bylaws, or the Congregation.
 - 2. The Board of Servant Leaders will oversee, support, encourage, and empower members of the Congregation in their involvement in mission and ministry.
 - 3. The Board of Servant Leaders will prayerfully seek to make all its decisions in accordance with the Word of God and the Confessions of the Lutheran Church (c.f. Constitution, Article III).
 - 4. The Board of Servant Leaders, acting in Christian manner and in accordance with the governing policies and procedures of the congregation, may remove any elected or appointed official from office for

one or more of the following causes: persistent adherence to false doctrine, scandalous life, incapacity, inability to perform in a satisfactory manner, neglect of official duties, or a significant or repeated recurrence of exceeding of his or her authority.

5. The Board of Servant Leader Chair and Vice Chair are authorized to sign all legal papers on behalf of the congregation, less those involving transfer of property requiring the signature of our Trustee.
6. The BoSL has authority to recommend By-laws for the Congregation.

b. Responsibilities

1. The Board of Servant Leaders represents the members of the Congregation in congregational affairs.
2. The Board will ensure that the Mission and Vision of Good Shepherd Lutheran Church is the focus of all activities and related ministries.
3. The Board will approve governance principles and procedures for Church activities as generated by the Senior Pastor. These approved governance principles and procedures policies will be maintained in a Principles and Procedures Manual available to all Church members.
4. The Board will present a proposed budget for each fiscal year (1 September to 31 August) to the Congregation for approval prior to the beginning of the fiscal year.
5. The Board will ensure that the operations and financial decisions of the Church are executed in accordance with the Constitution, Bylaws and approved policies. The Board will also establish the policies necessary to ensure that financial and other operations of the Church are in accordance with applicable law and sound management practices. At a minimum these include methods to collect all monies of the congregation; keep account of all money received; deposit same in properly designated bank accounts; obtain receipts of such deposits; pay all bills and indebtedness of the congregation when properly authorized, and keep a correct account of all financial transactions.
6. The Board shall appoint trustees in accordance with Article VII of the Constitution.
7. The Board will proactively seek the views and ideas of the members of the Congregation to ensure that the Congregation is properly represented in Board actions.

8. The Board will bring to a vote of the Voting Members of the Congregation any matter which the Board is unable to approve or reject by a majority vote.
9. The Board may facilitate the contracting or hiring of compensated non-called Pastors or other individuals as needed to provide spiritual leadership or work within the Ministries of the Congregation. (In accordance with the Constitution and notwithstanding the Board, the Congregation may call individuals to serve in the Ministries of the Congregation. Nothing herein limits such rights of the congregation.) The Board may delegate to the Senior Pastor the authority to appoint uncompensated individuals to Ministry positions when the positions are not filled by workers called by the Congregation.
10. General supervision of the ministry of Word and Sacrament.
11. Provide an annual review of the Senior Pastor and, in agreement with established governance policies, establish the Senior Pastor's salary.

ARTICLE V – CALLED WORKERS

a. Qualifications

1. All called offices within this congregation shall be filled by individuals whose beliefs are in accord with the Confessional Standard of this congregation and also who have attained the necessary levels of theological and ministerial competence as approved by the Lutheran Church Missouri Synod.

b. Calling

1. At the time of vacancy in the office of pastoral ministry, the Board of Servant Leaders shall notify the appropriate District President and the Circuit Counselor (or other local LCMS representatives), and obtain the suggested procedure for calling a new pastor or teacher. The BoSL shall arrange for an open nomination process from the members of the congregation. This open nomination period shall be limited in time to no less than two weeks. The candidates, along with recommendations from the Southeastern District, shall be considered by the BoSL's Call Committee. At a properly called congregational meeting, the BoSL shall make a recommendation to the congregation for the position of Pastor. A call shall be extended to the specific candidate if the majority of the meeting attendees agree with the recommendation.

ARTICLE VI - REMOVAL FROM OFFICE

a. Any called worker may be removed from office by the congregation in a Christian and lawful order, for one of the following reasons: persistent adherence to false teaching contrary to the Confessional Standard of the congregation, a scandalous life, inability to perform, and/or willful neglect of duties. This action shall be taken only after the officer, elder, teacher or pastor has been advised of the charges preferred against him and given the opportunity to answer such charges. The Circuit Counselor and District President shall have full knowledge of removal procedures when they are preferred against a called worker, and all such actions shall be taken in full consultation with said officials.

ARTICLE VII - CONGREGATIONAL RECORDS

a. The records of the congregation shall be and remain the property of the congregation. The Senior Pastor shall establish procedures to ensure the maintenance of the following records:

1. Rosters of baptized, communicant, and voting members.
2. Ministerial acts: Holy Baptisms, First Communion, Confirmations, Transfers of Membership, Professions of Faith, Marriages, Funeral/Memorial Services.
3. Minutes of meetings of the Board of Servant Leaders and Voters Assembly.
4. All financial records.

ARTICLE VIII – AMENDMENT PROCEDURE

a. Amendment of Bylaws

1. At a properly called meeting, the Board of Servant Leaders shall have the right to develop amendments to these By-laws by a simple majority vote of those present. These amendments shall not be effective until properly approved by a majority vote of the congregation at a properly called meeting.

2. At any properly established Voters meeting, any member of the congregation may recommend for consideration and / or vote any changes to these By-Laws.