

BYLAWS OF ADVENT EVANGELICAL LUTHERAN CHURCH  
As Adopted April 2, 2023

Section I.  
CONGREGATION MEETINGS

Item 1. The annual meeting of this congregation shall be held on a date to be fixed at the prior annual meeting. The congregation council may change this date at any time before notice of the meeting is sent in accordance with Item 3.

Item 2. A special congregation meeting may be called by the pastor, the congregation council, or the president of this congregation, and shall be called by the president of this congregation upon the written request of 10% percent of the members eligible to vote. The president of the congregation council shall call a special meeting upon request of the synodical bishop. The call for each special meeting shall specify the purpose for which it is to be held, and no other business shall be transacted.

Item 3. Notice of all meetings of this congregation shall be given at the services of worship on the preceding two consecutive Sundays and by mail or electronic means, as permitted by state law, to all members no less than 10 nor more than 60 days in advance of the date of the meeting.

Item 4. Twenty percent (20%) of the members eligible to vote shall constitute a quorum.

Item 5. Voting by proxy or by absentee ballot shall not be permitted.

a. The president may provide an opportunity for members to virtually participate at a meeting as long as there is an opportunity for interactive, two-way communication or its equivalent. Such an opportunity shall be included in the meeting notice sent in accordance with Item 3 and shall be binding once announced.

b. A member who virtually participates in a meeting in the manner provided for in this item shall have the same rights of voice and vote as if the member were present at the meeting. The specific method for voting virtually shall be announced at the beginning of the meeting. A vote may not be reopened after the president announces the result of the vote to accommodate a member who virtually participates in a meeting.

c. This item does not create a right for a member to virtually participate in a meeting if the president chooses not to provide a virtual option in accordance with this item.

Item 6. All actions approved by this congregation shall be by majority vote of those members present and voting, except as otherwise provided in the Constitution or by state law.

Item 7. Robert's Rules of Order, latest edition, shall govern parliamentary procedure of all meetings of this congregation.

## Section II. OFFICERS

Item 1. The officers of this congregation shall be a president, vice president, secretary, treasurer, and financial secretary. The officers shall be members of this congregation eligible to vote. Officers of this congregation shall be members and serve similar offices of the congregation council. Officers' voting rights on the congregation council are provided in Section III, Item 1.

Item 2. No officer shall hold more than one office at a time.

Item 3. If the office of the president becomes vacant for any reason, the vice president shall become the president. If any officer position other than the president becomes vacant for any reason, the congregation council shall elect, by majority vote, a successor to finish the unexpired term.

Item 4. The congregation shall elect the president and vice-president at its annual meeting, and they shall serve for one year or until their successors are elected. Any member of this congregation who has been a member of the congregation council for at least one year is eligible to serve as president or vice-president. Their terms shall begin on July 1 or the beginning of the congregational year. The president and vice-president shall be eligible to serve no more than two full terms consecutively.

Item 5. The president shall preside over all council and congregation meetings and shall serve as liaison between the council and the congregation. In the absence of the president, the vice-president shall assume the duties of the president. The president shall ensure that:

a. Meetings of the congregation and council are properly announced and held in accordance with the provisions of the Constitution and Bylaws;

b. Required reports to the council, congregation, or other entities are submitted and filed in a timely manner;

c. A current description of duties and, if appropriate, the standards for evaluation are provided to any persons employed by, under contract to, or serving as an officer for Advent Lutheran Church.

Item 6. At the first meeting in each congregational year, the congregation council shall elect a secretary, a treasurer, and a financial secretary. They shall be selected from among the members who are not currently serving as members of the council elected by the congregation. Their terms shall begin at the close of the meeting at which they are selected, and they shall serve for one year or until their successors are selected. They

may be re-elected without a limit on terms.

Item 7. The secretary shall keep accurate minutes of all meetings of this congregation and of the council in a volume or place provided by the congregation, which shall be preserved in its archives. The secretary shall be the custodian of this congregation's records, including passwords to online accounts, and shall manage access to the safe deposit box. The secretary shall have the power to attest to the authenticity of any instrument approved by this congregation or the congregation council.

Item 8. The financial secretary shall keep a record of all receipts of this congregation. The financial secretary shall furnish monthly reports as required by the council, supervise the tabulating and keeping of a record of the envelope and other offerings of the congregation, and provide to donors an annual report of their contributions.

Item 9. The treasurer shall keep the books of account of this congregation. With the advice and approval of the church council, the treasurer shall select financial institutions for all funds, investments, and credit cards in the treasurer's care. The treasurer shall disburse the respective funds according to the direction of this congregation or the council. The treasurer shall make monthly remittance on the benevolence assignments to the treasurer of the synod. The treasurer shall report monthly to the council as to the financial condition of this congregation. The treasurer shall provide a financial report to this congregation at its annual meeting. The treasurer shall submit the books for audit annually and at such other times when directed by the council.

Item 10. The congregation council may appoint individuals as desired to assist the secretary or the financial officials, who shall work with such officials and be responsible to them.

### Section III. CONGREGATION COUNCIL

Item 1. The voting membership of the congregation council shall consist of the pastor, the president, the vice-president and not more than eight (8) nor fewer than four (4) additional members of this congregation. Any member of this congregation eligible to vote may be elected, subject only to the limitation on the length of continuous service permitted in that office. A member's place on the congregation council shall be declared vacant if the member a) resigns; b) ceases to be a member of this congregation; or c) is absent from four successive regular meetings of the congregation council without cause.

Item 2. The non-officer members of the congregation council except the pastor shall be elected by the congregation at the annual meeting to serve for two years or until their successors are elected. Members of the congregation council shall be eligible to serve no more than two full terms consecutively. Their terms shall begin July 1 or the beginning of the congregational year as set by the congregation council. Newly elected congregation council members shall be installed at worship on a mutually agreed upon Sunday.

Item 3. Should a member's place on the congregation council become vacant for any reason, the congregation council shall elect, by majority vote, a successor to finish the unexpired term.

Item 4. The congregation council shall have general oversight over the life and activities of this congregation, and in particular its worship life, to the end that everything be done in accordance with the Word of God and the faith and practice of the Evangelical Lutheran Church in America. The duties of the congregation council shall include the following:

a. To lead this congregation in stating its mission, to do long-range planning, to set goals and priorities, and to evaluate its activities in light of its mission and goals.

b. To affirm candidates for all classes of congregation membership at the pastor's recommendation.

c. To invite and encourage all members of this congregation to be involved in worship, learning, witness, service, and support.

d. To oversee and provide for the administration of this congregation to enable it to fulfill its functions and perform its mission.

e. To maintain supportive relationships with the pastor(s) and staff and help them annually to evaluate the fulfillment of their calling or employment.

f. To be examples individually and corporately of the style of life and ministry expected of all baptized persons.

g. To promote a congregational climate of peace and goodwill and, as differences and conflicts arise, to endeavor to foster mutual understanding.

h. To arrange for pastoral service during pastoral vacancy or incapacitation.

i. To emphasize partnership with the synod and church-wide organization of the Evangelical Lutheran Church in America as well as cooperation with other congregations, both Lutheran and non-Lutheran, subject to established policies of the synod and the Evangelical Lutheran Church in America.

j. To recommend and encourage, in coordination with the pastor, the use of program resources produced or approved by the Evangelical Lutheran Church in America.

k. To seek out and encourage qualified persons to prepare for the ministry of the Gospel.

Item 5. The congregation council shall be responsible for the financial and property

matters of this congregation.

a. The congregation council shall not have the authority to buy, sell, or encumber real property unless specifically authorized to do so by a meeting of the congregation.

b. The congregation council may approve the use of this congregation's property and buildings by those whose goals and purposes are not inconsistent with this congregation's mission.

c. The congregation council shall prepare an annual budget for approval by this congregation and shall ascertain that the financial affairs of this congregation are being conducted efficiently, giving particular attention to the prompt payment of all obligations and to the regular forwarding of benevolence monies to the synodical treasurer.

d. The congregation council shall be responsible for this congregation's investments and its total insurance program.

Item 6. The congregation council shall see that the provisions of the Constitution, its Bylaws, and Continuing Resolutions are carried out.

Item 7. The congregation council shall provide for an annual review of the membership roster prior to the annual meeting.

Item 8. The congregation council shall be responsible for the employment and supervision of the staff of this congregation. The council shall maintain a current description of duties and, if appropriate, the standards for evaluation for any persons employed by or under contract to this congregation. Nothing in this provision shall be deemed to affect this congregation's responsibility for the call, terms of call, or termination of call of any employees who are on a roster of the church.

Item 9. The congregation council shall maintain minutes of its meetings and shall submit a comprehensive report to this congregation at the annual meeting.

Item 10. The congregation council shall normally meet once a month.

a. A special meeting may be called by the pastor or the president, and shall be called by the president at the request of at least one-half of its members.

b. Congregation council meetings shall be open to all members of this congregation, except when the congregation council, by a two-thirds vote, determines that a specific matter must be resolved in closed session. Except for a final, binding decision, all business conducted in closed session will be withheld from the minutes.

c. Advance notice of meetings shall be given to all members of the congregation

council and, to the extent practicable, to all members of this congregation, especially those whose responsibilities or activities may be affected by the council's decisions at that meeting.

Item 11. A quorum for the transaction of business shall consist of a majority of the voting members of the congregation council and the pastor or interim pastor. The pastor may consent to their absence at a regular or special congregation council meeting. The pastor's consent to meet shall include prior approval of the agenda. When the pastor is absent, the pastor-approved agenda shall be considered as adopted and shall be the only business considered at the meeting unless—

- a. the pastor gives unconditional consent to meet; or
- b. the pastor approves an updated agenda prior to the meeting.

Item 12. The congregation council and its committees may hold meetings by remote communication, including electronically and by telephone conference; and, to the extent permitted by state law, notice of all meetings may be provided electronically. Minutes or a written record of these meetings shall be maintained. The congregation council may also act without meeting to the extent permitted by Virginia law.

Item 13. The congregation council may appoint ministers to oversee various responsibilities as determined by the council and shall provide a written description of each minister's responsibilities and authority.

Item 14. The congregation council shall no later than its April meeting elect a number of Synod Assembly representatives as determined by the Metropolitan Washington, D.C. Synod. Any member of the congregation eligible to vote may be elected, and shall serve for one year or until their successors are elected. They may be re-elected without a limit on terms. The congregation council shall present to the congregation at two consecutive Sunday worship services the names of the person(s) elected. Not later than 14 days after the congregation council's election, 10% of the members eligible to vote may make a written request to hold a congregation election for the Synod Assembly representatives. Upon receipt of a valid request, the congregation council's election shall be voided and the president shall call a special congregation meeting using the procedures in Section I. If such a written request is not validly made, the congregation will be considered to have ratified the congregation council's election of the Synod Assembly representatives.

Item 15. The Council is required to adopt and maintain a Conflict of Interest Policy providing for full disclosure by Council members, officers, and employees. The council shall adopt and maintain other policies to foster institutional trust and integrity that are not inconsistent with the congregation's mission.

#### Section IV. CONGREGATION COMMITTEES

Item 1. A Nominating Committee of two voting members, one of whom, if possible,

shall be an outgoing member of the congregation council, shall be elected by this congregation at the annual meeting for a term of one year. Members of the Nominating Committee are not eligible for consecutive re-election. The committee shall:

- a. Solicit eligible candidates in accordance with the guidelines of the Constitution for all available council, officer, and elected committee positions from as broad a range of candidates as possible.
- b. Obtain consent from proposed candidates prior to inclusion on the slate of candidates.
- c. Present all nominations to this congregation at a properly called congregation meeting at which elections will be held.
- d. Request further nominations of eligible candidates from the floor at a properly called congregation meeting at which elections will be held, provided prior consent to be nominated has been given by the nominee.

Item 2. An Audit Committee of three persons shall be elected by the congregation council. Audit Committee members shall not be members of the congregation council. Their term of office shall be three years, with one member elected each year. Members shall be eligible for re-election without a limit on terms.

Item 3. When a pastoral vacancy occurs, a Call Committee of six voting members shall be elected by this congregation. Their term of office will terminate upon installation of the newly called pastor. The Committee shall:

- a. Adhere to all provisions regarding the call of a pastor found in Chapter 9 of the Constitution.
- b. Meet on an as-needed basis, at the discretion of the Committee.
- c. Maintain detailed records of all contacts made, interviews held, and expenses incurred in connection with the search effort, as well as detailed minutes of all meetings.
- d. Report on the status of a search no less frequently than each regularly scheduled congregation council meeting while a search is in progress, and additionally as requested by the congregation council.
- e. Treat all candidates as equally as practicable by providing the same information to each candidate and, for each round of interviews, conducting each interview in the same format.
- f. At the end of the call process, unanimously recommend one candidate to the congregation council.

Item 4. Other committees, taskforces, or teams of this congregation may be formed as the need arises, by decision of the congregation council. The congregation council may delegate its powers to such a committee, taskforce, or team, which may be composed of members of the congregation council or members of this congregation in any proportion. Duties of these committees, taskforces, or teams shall be specified by the council.

Item 5. *Ex officio* membership on a committee means membership with full rights of voice and vote unless otherwise expressly limited. An *ex officio* member is not counted in determining the number required for a quorum or whether a quorum is present.

a. The pastor of this congregation shall be an *ex officio* member of all committees and boards of this congregation except for a call committee.

b. The president of this congregation shall be an *ex officio* member of all committees and boards of this congregation, except—

(1) the Nominating Committee; and

(2) they may not make a motion or vote during a call committee meeting.

Item 6. If an elected position on a committee becomes vacant for any reason, the congregation council shall elect, by majority vote, a successor to finish the unexpired term.

#### Section V. MEMBERS

Item 1. Membership classes are defined in the Constitution. This section contains additional provisions on membership as authorized by the Constitution.

Item 2. Associate members do not have voting rights or other rights and privileges ascribed to voting members. The pastor may make exceptions to this Item upon good cause shown and in consultation with the congregation council. The pastor shall announce such exceptions at the next congregation council meeting and the exception shall be entered in the minutes.

Item 3. Inactive members are confirmed members who have not participated in the life and mission of this congregation for a period of two years or more and for whom this congregation has a continuing pastoral concern until their membership is terminated in accordance with Chapter C8.05 of the Constitution.

#### Section VI. ORGANIZATIONS WITHIN THE CONGREGATION

Item 1. Special interest groups, other than those of the official organizations of the Evangelical Lutheran Church in America, may be organized only after authorization has



been given by the congregation council.

## Section VII. FINANCIAL SYSTEM

Item 1. The financial system of this congregation shall be that of the Scripture free-will offering.

Item 2. The fiscal year for this congregation shall be from July 1 to June 30.

Item 3. The congregation council shall prepare an annual budget for adoption by this congregation and shall supervise the expenditure of funds in accordance therewith following its adoption. The budget shall include this congregation's full indicated share in support of the wider ministry being carried on in partnership with the synod and church-wide organization.

a. Expenditures that are in accordance with the budget may be approved by the Finance Minister for payment.

b. Any expenditure that exceeds a budget line item by more than ten percent (10%) or \$1,000, whichever is greater, must be approved by the congregation council.

c. Any expenditure that exceeds a budget line item by more than five percent (5%) of the total congregation budget must be approved at a congregation meeting.

## Section VIII. GENERAL PROVISIONS

Item 1. These bylaws may be amended using the procedures in Chapter 17 of the Constitution.

Item 2. The congregation council is the final authority as to the proper interpretation of the Constitution or Bylaws.

Item 3. In accordance with Chapter 19 of the Constitution, Advent Evangelical Lutheran Church shall indemnify each director, officer, employee, and volunteer of this congregation to the fullest extent permissible under the laws of the Commonwealth of Virginia and may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this article. This congregation shall have the right, but not the obligation, to indemnify any agent of this congregation not otherwise covered by this article to the fullest extent permissible under the laws of the Commonwealth of Virginia.