

**BYLAWS FOR THE CONGREGATION
OF
GOOD SHEPHERD ~~EVANGELICAL~~ LUTHERAN CHURCH MADISON AND VERONA INC.**

Reflecting Jesus' love to transform lives

**ARTICLE 1
VISION AND MISSION STATEMENTS**

- B1.01** ~~We invite and welcome all people to worship God, grow in the Holy Spirit, and serve others in Jesus' name~~Our Vision: By the grace of God and the love of Jesus Christ, we will meet each person where they are, and invite them into transformative relationships with God, each other, and the communities in which we live and serve. We will cultivate and empower lay leaders to support this life-changing work at Good Shepherd and beyond.
- B1.02** ~~Our Mission: In response to God's love and grace we will: Welcome as we have been welcomed, Forgive as we have been forgiven & Serve as we have been served.~~

**ARTICLE 2
ANNUAL MEETING OF THE CONGREGATION**

- B2.01** ~~The fiscal year of the Congregation shall end on June 30.~~
- B2.02** The Annual Meeting of the Congregation shall be held:
- a. on or near the last Sunday in ~~January~~July; or
 - b. on such other date during ~~the first sixty (60) days of the calendar year~~July or August as selected by two-thirds of the members present and voting at a properly noticed and held Good Shepherd Lutheran Church Madison and Verona Inc. (hereinafter "Good Shepherd Lutheran Church") Board of Directors Meeting.
- B2.02-03** The business transacted at the Annual Meeting shall include:
- a. the election of voting members to serve on the Good Shepherd Lutheran Church Board of Directors;
 - b. the election of voting members to serve on the Nominating Committee;
 - c. ~~the election of voting members to serve on the Good Shepherd Lutheran Church Foundation, Ltd. Board of Directors;~~
 - d. ~~the election of voting members to serve on the Good Shepherd Columbarium, LLC Board of Directors;~~

- ~~e.e.~~ the presentation of oral or written reports concerning the financial status and affairs of the Congregation by the pastor(s), designated program staff, the Board~~s~~ of Directors, the Treasurer, and the other Committees, Task Forces, Ministry Teams, and organizations;
- ~~e.f.~~ the presentation and adoption of an Annual Budget; and
- ~~e.g.~~ the transaction of such other business as may be brought before the Congregation.

~~B2.0304~~ Congregation business may be conducted at the Annual Meeting only if a quorum of voting members of the congregation is present. The number of members required to constitute a quorum shall be determined in the manner set forth in the constitution of the Congregation. Except as otherwise provided in the constitution and bylaws, all actions by the Congregation at the Annual Meeting and any other Congregation Meeting shall be by majority vote.

~~B2.05~~ The Annual Meeting shall be conducted in such manner as may be determined by the Good Shepherd Lutheran Church Board of Directors, utilizing one of the following three methods:

- a. Congregation members meeting only in person; or
- b. Congregation members meeting only virtually through an appropriate internet service; or
- c. Congregation members meeting in a hybrid setting, including both in person and virtual attendance.
- d. A Congregation member who participates in a meeting by any means described in a, b or c above shall be considered to have been present in person at the meeting.

~~B2.06~~ Voting by proxy shall not be permitted at any Congregation Meeting.

**ARTICLE 3
ELECTION AND DUTIES OF OFFICERS**

- B3.01** The Good Shepherd Lutheran Church Board of Directors shall convene and hold a special organizational meeting immediately following the Annual Congregation Meeting to elect the officers of the Congregation.
- B3.02** The President of the Congregation shall:
- a. preside at all meetings of the Congregation and the Good Shepherd Lutheran Church Board of Directors;
 - b. meet regularly with ~~the Lead Pastor~~pastoral staff;
 - c. receive reports from all Committees, Task Forces, Ministry Teams, and other committees appointed by the Good Shepherd Lutheran Church Board of Directors; and
 - d. ensure that the Good Shepherd Lutheran Church Board of Directors fulfills all of its duties and responsibilities under the constitution and bylaws.
- B3.03** The Vice-President of the Congregation shall preside at all meetings of the Congregation and the Good Shepherd Lutheran Church Board of Directors in the absence of the President.
- B3.04** The Secretary of the Congregation shall prepare and keep accurate minutes of all meetings of the Congregation and the Good Shepherd Lutheran Church Board of Directors, which shall be preserved permanently in the Congregation's archives.
- B3.05** The Treasurer of the Congregation shall:
- a. oversee preparation and maintenance of the financial books and records of the Congregation, showing the management and disbursement of all income and receipts of the Congregation;
 - b. subject to the direction and supervision of the Good Shepherd Lutheran Church Board of Directors, arrange for:
 1. the purchase and acquisition of insurance for the Congregation;
 2. the investment and depositing of the Congregation's income, receipts, and other funds in appropriate financial institutions for the benefit of the Congregation; and
 3. the disbursement of the Congregation's income, receipts, and other funds in accordance with the Annual Budget, constitution, bylaws, and continuing resolutions adopted by the Good Shepherd Lutheran Church Board of Directors;
 - c. prepare and present monthly written reports to the Good Shepherd Lutheran Church Board of Directors, summarizing the income, receipts, disbursements, and accounts of the Congregation;

- d. prepare and present an annual report, together with a satisfactory review of the Congregation's financial records, to the Congregation at its Annual Meeting.

ARTICLE 4
NOMINATING COMMITTEE; ELECTIONS; EXECUTIVE COMMITTEE

- B4.01** The Nominating Committee shall be convened by the Good Shepherd Lutheran Church Board of Directors at least forty-five (45) days before the Annual Meeting. It shall nominate at least one qualified nominee for each vacancy on the Boards of Directors and the Nominating Committee. Nothing herein shall bar additional candidates from being nominated from the floor during the Annual Meeting.
- B4.02** The Nominating Committee shall be responsible for screening and nominating candidates to fill vacant positions on the Boards of Directors and on the Nominating Committee.
- B4.03** Subject to the following terms and conditions, members of the Good Shepherd Lutheran Church Board of Directors, other than the Lead Pastor, shall be elected upon written ballot by at least a majority vote of the voting members in attendance and voting at the Annual Meeting.
- a. The election of members to fill such vacancies on the Boards of Directors in section B2.03 above normally shall be conducted on one combined ballot; those candidates who receive the greatest number of votes shall be declared elected ~~provided, however, that they receive at least a majority of the votes cast for that particular vacancy on the Board of Directors.~~
 - b. If only one candidate is nominated for each vacancy on the se Boards of Directors, the requirement of a written ballot may be dispensed with upon majority vote of the voting members in attendance and voting at the Annual Meeting.
- B4.04** Executive Committee: The Lead Pastor, the President, Vice President, and one other member of the Good Shepherd Lutheran Church Board of Directors elected by the Good Shepherd Lutheran Church Board of Directors shall constitute the Executive Committee. Duties of the Executive Committee include:
- a. Act on behalf of the Good Shepherd Lutheran Church Board of Directors between meetings, as needed
 - b. Prepare agendas for Board Meeting
 - c. Evaluate and mentor the Lead Pastor
 - d. Evaluate the performance of Board members
 - e. Serve as the Compensation-Personnel Committee
 - f. Appoint the Audit Committee
 - g. Evaluate Congregational financial matters and present recommendations to the Good Shepherd Lutheran Church Board of Directors for action.

**ARTICLE 5
COMMITTEES, MINISTRY TEAMS, AND TASK FORCES**

- B5.01** The Good Shepherd Lutheran Church Board of Directors shall empower Committees, Ministry Teams, and Task Forces as necessary to carry out the vision and mission of the congregation. Each Committee, Ministry Team or Task Force shall:
- a. Work in accord with the vision and mission of Good Shepherd Lutheran Church
 - b. Consist of at least three persons, including an identified leader
 - c. Have a staff person assigned as contact person/liaison
 - d. Not exceed their budget nor raise funds without Good Shepherd Lutheran Church Board of Directors approval
 - e. Be empowered to do ministry in their specific area
 - f. Have a specific, Board-approved definition of its scope of ministry

**ARTICLE 6
SYNOD DELEGATES**

- B6.01** The Good Shepherd Lutheran Church Board of Directors shall be responsible for appointing delegates and alternate delegates to attend synod conventions.
- B6.02** If the delegates and the alternates appointed by the Good Shepherd Lutheran Church Board of Directors are unable to attend a synod convention, the Lead Pastor shall have the authority to appoint substitute delegates.

**ARTICLE 7
INDEMNIFICATION OF OFFICERS, AGENTS, EMPLOYEES, AND MEMBERS OF THE BOARD Ss OF
DIRECTORS, CONGREGATIONAL COMMITTEES, AND TASK FORCES**

- B7.01** ~~To the extent allowed and required under secs. 181.042, 181.047 and 181.049, Wis. Stats., as they may be amended from time to time, and subject to Section 7.03 below, the Congregation shall indemnify its officers and the members of the Board of Directors against all damages, liability, expenses, costs, and attorney's fees that they actually incur in connection with threatened, pending or completed legal actions, suits or proceedings to which they are or may be made a party because of their status, actions, or omissions as current or former officers or members of the Board of Directors. The Congregation shall, to the fullest extent permitted or required by Sections 181.0871 to 181.0889, inclusive, of the Wisconsin Statutes, incorporated by this reference and as may be amended, restated or renumbered from time to time (the "Indemnification Statutes"),~~

indemnify the Directors, officers and Committee, Ministry Team and Task Force members of the Congregation against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any Director, officer or Committee, Ministry Team or Task Force member is a Party because such person is a Director, officer or Committee, Ministry Team or Task Force member of the Congregation. Indemnification of Committee, Ministry Team and Task Force members of the Congregation shall be made under the preceding sentence as if, in the same manner and to the same extent as if such member was a Director or officer of the Congregation.

B7.02

~~To the extent allowed under sec. 181.051, Wisc. Stats., as it may be amended from time to time, and subject to Section 7.03 below, the Congregation also shall indemnify its Committees, Ministry Teams, and Task Forces against all damages, liability, expenses, costs, and attorney's fees that they actually incur in connection with threatened, pending or completed legal actions, suits or proceedings to which they are or may be made a party because of their status, actions, or omissions as current or former agents, employees, or members of a Committee, Ministry Team or Task Force. The Congregation may in its discretion also choose to indemnify any volunteer performing duties for and on behalf of the Congregation under above Section B7.01 as if, in the same manner and to the same extent as if such member was a Director or officer of the Congregation or to a lesser extent or not at all.~~

B7.03

~~Unless otherwise ordered by a court of law, any indemnification under Sections 7.01 or 7.02 above shall be made by the Congregation only as authorized in the specific case upon a determination that indemnification of the officer, agent, employee, or member of the Board of Directors, a Committee, Ministry Team, or a Task Force is appropriate under the circumstances taking into account the standards of conduct set forth in sec. 181.042, Wisc. Stats., as it may be amended from time to time. Such determination shall be made:~~

- ~~a. by the Board of Directors by a majority vote of a quorum consisting of such members who are not and were not parties to such action, suit or proceeding;~~
- ~~b. by the Congregation at a regular or special Congregation Meeting properly called and held for that purpose; or~~
- ~~c. in a written opinion by independent legal counsel hired and paid for by the Congregation. Determination of the right to indemnification shall in all cases be made solely by the Good Shepherd Lutheran Church Board of Directors, in the manner set forth in Section 181.0873(1) of the Wisconsin Statutes.~~

B7.04

~~The rights to indemnification granted under the Article shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses to which such person may be entitled under any written agreement, board resolution, or otherwise. All capitalized terms used in this Article and not otherwise defined herein shall have the meaning set forth in Section 181.0871 of the Wisconsin Statutes.~~

B7.054

The Good Shepherd Lutheran Church Board of Directors may purchase and maintain insurance on behalf of any person who is an officer, agent, employee, or a member of the Board~~s~~ of Directors, a Committee, Ministry Team, or a Task Force, insuring that person against liability asserted against and incurred by such person in his or her capacity as such, or arising from his or her status as such, regardless of whether the Congregation is required or authorized to indemnify or allow expenses to the person against the same liability.

ARTICLE 8
AMENDMENT OF BYLAWS

B8.01 These bylaws are subject to amendment in accordance with the procedure set forth in the constitution.