**PART 1**

**DEFINITIONS**

1. In these Bylaws:

“**Congregation**” means the Society named Trinity Lutheran Church-Quesnel.

“**LCC**” means Lutheran Church-Canada or its successor.

# PART 2 CONFESSIONAL STANDARD OF FAITH

1. The Members of the Congregation comprising the Society shall accept all the canonical books of the Old and New Testaments as the inspired and revealed Word of God, and all the Symbolical Books of the Evangelical Lutheran Church contained in the Book of Concord of the year 1580 as the correct presentation and true exposition of Christian Doctrine drawn from the Holy Scriptures, namely:
	1. The three ecumenical creeds, namely, the Apostolic, the Nicene and the Athanasian;
	2. The Unaltered Augsburg Confession;
	3. The Apology of the Augsburg Confession;
	4. The Smalcald Articles;
	5. Luther's Small Catechism;
	6. Luther's Large Catechism; and
	7. The Formula of Concord

and no doctrine or practice which is in conflict or inconsistent with these norms of our faith and life shall be taught or tolerated in this Congregation.

This Confessional Standard of Faith was previously unalterable. *Future amendments to this provision shall not destroy its essential meaning.*

# PART 3 CONGREGATIONAL AFFILIATION

1. The Congregation comprising the Society shall be affiliated with Lutheran Church-Canada (“LCC”), or its successor, for so long as the confession and constitution of LCC are in accord with those of this Congregation as set out in these Bylaws.

# PART 4 CONGREGATION HAS SUPREME POWER

1. The Congregation shall, subject to the Constitution and Bylaws of the Society, through the Board of Directors, have supreme power to administer its own affairs. No director or officer shall have any power or authority beyond that conferred by the Congregation. The Congregation shall not be empowered to decide anything contrary to the Word of God and the Confessional Standard of Faith (Bylaw 2), and any such decision shall be null and void.

**PART 5**

**MEMBERSHIP**

1. GENERAL

The members of the Society are the original applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these bylaws, and, in either case, have not ceased to be members.

## BAPTIZED INDIVIDUALS

Baptized Individuals of this Congregation are all individuals who have been baptized in the name of the Triune God and who are under the spiritual care of this Congregation.

## COMMUNICANT MEMBERS

Communicant Members are those:

1. Who are baptized in the name of God the Father, Son and Holy Spirit;
2. Who accept all canonical books of the Old and New Testaments as the only divine rule and standard of faith and life;
3. Who are familiar at least with Luther's Small catechism and declare their acceptance of it;
4. Who attend divine services faithfully;
5. Who lead Christian lives and do not live in manifest works of the flesh (Gal 5:19-21);
6. Who partake of the Lord's Supper frequently after their confirmation;
7. Who contribute regularly and faithfully, as God has prospered them, toward the building of Christ's kingdom in the congregation and throughout the world;
8. Who devote their time and talents to the extension of the Kingdom of God;
9. Who permit themselves to be fraternally admonished and corrected when they have erred;
10. Who are not members, affiliates, or supporters of organizations conflicting with the Word of God.
11. All Communicant Members are expected to comply with Bylaw 7 a, b, c, d, e, f, g, h, i, and j.

## VOTING MEMBERS

1. Voting Members are Communicant Members who have expressed a desire to be on the congregational list of voters. This list of voters is to be reaffirmed annually at the Annual General Meeting by signing a voting membership form. An eligible member may apply at any time to the Board of Directors to be added to or deleted from the Voting Membership list. Once the application has been accepted at the next meeting of the Board of Directors, it will be in effect at the next congregational meeting. A Voting Member who ceases to be a Communicant Member in accordance with these bylaws shall cease to be a Voting Member.
2. Privileges and Duties of Voting Members

It shall be the privilege and duty of a Voting Member of this congregation to:

* + 1. Conscientiously and prayerfully exercise their right to vote in all measures that will advance the work of Christ’s Kingdom both locally and in the church at large;
		2. Faithfully attend all meetings of the Voting Membership and vote at those meetings. No Member shall cast their vote by proxy;
		3. Encourage by personal example, friendly interest and judicious counsel, every eligible Communicant Member who is not yet a Voting Member to seriously consider accepting the responsibilities and privileges of Voting Membership.

**PART 6**

**ADMISSION INTO COMMUNICANT MEMBERSHIP**

## BY CONFIRMATION

Confirmation itself being a reception into church membership, all who are thus received become communicant members.

## BY TRANSFER

Persons coming with a communicant letter of transfer from a congregation in church fellowship with LCC, provided they conform in all respects to the requirements of membership of this Congregation, shall be received and accepted by the Pastor and Elders. Such action must be ratified at the next Board of Director's meeting.

## BY PROFESSION OF FAITH

Other persons shall submit their application to the Pastor or Board of Elders, and having given satisfactory evidence of qualifications for communicant membership to the Pastor and at least one elder, they shall be received as Communicant Members by the Board of Elders. Such action must be ratified at the next Board of Director's meeting.

# PART 7

**TERMINATION OF COMMUNICANT MEMBERSHIP**

## BY TRANSFER

Communicant Members desiring to join a congregation in church fellowship with us shall present their request for transfer to the Pastor and elders to whom authorization is granted to issue such transfers. Such a transfer of membership must be ratified by the Board of Directors in their next meeting.

## JOINING OTHER CHURCHES

In cases where Communicant Members have joined another congregation outside our own fellowship, they shall, upon the recommendation of the Pastor and Elders, be considered such as having terminated their membership; and their names shall be removed from the membership list by a resolution of the Board of Directors.

## NO CONTACT

Communicant Members who no longer have contact with the Congregation, despite attempts by the Congregation to re-establish contact for a reasonable period of time, shall have their membership terminated by the Board of Elders. This action must be ratified at the next Board of Director's meeting.

## EXCOMMUNICATION AND SELF-EXCLUSION

Members who conduct themselves in an unchristian manner shall be admonished according to Matthew 18:15-20. If they refuse to amend their sinful life after proper admonition, the Board of Elders endorsed by the Pastor shall recommend excommunication. If the member refuses to attend a meeting of the Pastor and Board of Elders to discuss their case, they have thereby excluded themselves. A unanimous vote of the Board of Directors shall be required for every resolution by the Board of Elders for excommunication or self-exclusion. Excommunication or self-exclusion terminates membership but does not deny the right to use the church facilities for worship. As soon as evidence of penitence and a desire to be received into the fellowship again has been demonstrated, the individuals shall be received as quickly as possible as a member by action of the Board of Elders with assent of the Pastor. This action must be ratified at the next Board of Director's meeting.

1. STATUS

A person whose communicant membership has been terminated has forfeited all rights as a member of this Congregation and all claims upon the property of the Congregation, as long as they are not reinstated into membership.

**PART 8**

**CONGREGATIONAL MEETINGS**

1. Congregational meetings may be called for various purposes, as follows:
	1. The Congregation shall meet for its annual meeting during the first quarter of each calendar year.
	2. Special meetings of the Congregation may be called by the President of the Congregation at the request of the Board of Directors. For Emergency Meetings, a quorum will be those in attendance.
	3. Special meetings of the Congregation shall also be called for the purpose of calling a Pastor or other called worker. This right shall never be delegated to a smaller body or an individual.
	4. The date, time and location of congregational meetings shall be announced by a written notice sent not less than fourteen (14) days prior to the date of the meeting. The written notice must include the full text of any Special Resolution to be presented at the meeting. Emergency meetings that will not vote on Special Resolution(s) may be announced by written notice sent not less than seven (7) days prior to the date of the meeting. Written notices shall be sent to all Voting Members and published in the Sunday bulletins. At the annual meeting, or on the Voting Membership application form, each Voting Member shall provide preferred contact information for receiving written notices. Preferred methods shall include email, church member’s congregational mail slot, or any method mutually agreed upon between the Congregation and the Voting Member.
	5. One-third of the Voting Membership attending a properly called Congregational Meeting shall constitute a quorum, except as otherwise provided in these Bylaws dealing with specific situations herein defined.
	6. If a congregational meeting is adjourned until a later date because a quorum is not present, and if, at the continuation of the adjourned meeting, a quorum is again not present, the voting members present will constitute a quorum for the purposes of that meeting.
	7. For amending the Constitution or Bylaws, the erection of buildings, the purchase or sale of property, the termination of a pastor or called church worker, a quorum of seventy-five percent of the Voting Membership is necessary. A Special Resolution with three-quarters majority shall be required for the adoption of such an action.

# PART 9

**PASTORAL OFFICE AND CALLED WORKERS**

1. The Pastoral Office of this Congregation as well as that of any called worker shall be conferred upon such as profess and adhere to the confessional standard set forth in Bylaw 2. They shall, in the call extended to and accepted by them, be pledged to this confessional standard.

This provision was previously unalterable. *Future amendments to this provision shall not destroy its essential meaning.*

**PART 10**

**CALLING OF PASTORS AND OTHER CHURCH WORKERS**

## NOMINATIONS

The Board of Elders shall serve as the nominating committee. They shall consult with the President of LCC, or his representative, to secure a list of candidates for the Pastorate or church-worker. Any member of the Congregation may submit the name of a candidate through any member of the Board of Elders. The Board of Elders shall then secure all available information concerning the additional nominees through accepted LCC channels. This then becomes the official call list from which the pastor-elect or church worker is chosen.

## ELECTIONS

The election of a pastor or other called worker shall be by ballot in a special meeting of the Congregation called by the President. A quorum for such a congregational meeting shall be seventy-five (75) percent of the Voting Membership. The candidate receiving a two-thirds majority of all votes cast shall be considered elected. The election shall, if possible, be made unanimous by a rising vote, and the call shall be sent to the Pastor or worker elect. The call shall be signed by the Circuit Counsellor or Vacancy Pastor, as well as by the President of the Congregation, the secretary and an elder.

# PART 11

**TERMINATION OF A PASTOR OR OTHER CALLED WORKER**

1. Termination of a Pastor or Called Church Worker shall be governed as follows:
2. Sufficient grounds for deposing a Pastor or terminating the services of a called worker include persistent adherence to false doctrine, leading a scandalous life, behavior or actions that are harmful to the reputation of the congregation, willful neglect of duty and protracted incapacity to perform the duties and obligations of the office.
3. The Board of Elders shall investigate all charges of such grounds and, in the event such charges or grounds are established, the Pastor or Called Worker shall be provided with the evidence of the same and be given an opportunity to resign. Should the Pastor or Called Worker not elect to resign, the Board of Elders shall, in consultation with LCC, submit the matter of termination to the Voting Members at a Regular Meeting or at a Special Meeting called for that purpose.
4. The disposition of a Pastor or the termination of the services of a Called Worker shall be by Special Resolution of the Voting Members, taken after the notice of intention to do so has been declared by the President at worship services on two Sundays preceding the meeting of the Voting members, and after notice by mail has been forwarded to every Voting Member at least two weeks prior to the meeting. (See also Bylaw 18.g.)

# PART 12

**THE ELECTION OF OFFICERS AND ADMINISTRATIVE BOARDS**

## NOMINATION PROCEDURE

1. In the month of March, the Board of Directors shall announce its selection of two (2) qualified Voting Members who, together with the Pastor, shall serve as the Nominating Committee.
2. The Nominating Committee shall prepare a list of candidates drawn from among the Communicant Members of the Congregation, either male or female. This list shall then be made available to Communicant Members of the Congregation at least two weeks prior to the election. In keeping with our confession regarding the Office of the Public Ministry, only qualified male candidates shall be eligible for membership as President and serve on the Board of Elders. Candidates for President, Vice-President, Secretary, Treasurer, and Elders shall be of the age of majority.
3. Following the publication of the Nominating Committee’s list, any Voting Member of the Congregation may submit to the Committee additional names for inclusion on the list and such names shall be placed in nomination by the Committee along with the candidates already chosen provided:
4. That such names shall be submitted at least 10 days before the date of the May election;
5. That the Nominating Committee, through consultation with the Pastor and the Board of Elders shall have investigated the status of the proposed candidates and found them eligible for office and willing to serve.
6. The Nominating Committee, at least one week before the date of the annual meeting, shall post conspicuously on the church bulletin board the list of candidates, each specifically nominated for election to one of the following Boards or Offices.
7. President
8. Vice-President
9. Board of Elders
10. Secretary
11. Treasurer
12. Board of Properties
13. The term of office of all Officers and Board Members shall be two years, with half the members elected in a given year. There shall be no limit on the successive terms a member can serve in a position.
14. The Secretary shall be elected in an even year; the Treasurer in an odd year.

## THE ELECTION PROCEDURE

From the list of candidates for each elective office submitted, Board members shall be elected by a majority vote of the Congregational Voters. Elections shall proceed in the order listed above (Bylaw 23d). Candidates not elected to a board may be nominated for a subsequent Board or office. The election shall take place at the annual meeting.

**PART 13**

**THE BOARD OF DIRECTORS AND ADMINISTRATIVE BOARDS**

## THE BOARD OF DIRECTORS

1. The Board of Directors of the Congregation is made up of the President, the Vice- President, the Secretary, the Treasurer, one (1) member of the Board of Elders, and one (1) member of Board of Properties.
2. All Communicant Members elected to serve on any Board will automatically become a Voting Member and their name will be added to the list of Voting Members.
3. Every regular meeting of the Board of Directors shall be announced at each Fellowship at a Sunday service prior to the meeting. Whenever a meeting has been thus announced and at least one-half of the members of the Board of Directors, or a quorum, are in attendance, it shall be considered a properly convened and legal meeting, capable of transacting business. Special meetings of the Board of Directors may be called with short notice by the President, or Vice-President, if insufficient time is available for proper notice. Such special meetings of the Board of Directors may only be used to approve resolutions requiring immediate action.
4. The function of the Board of Directors is to:
5. Receive regular financial reports from the Treasurer of the Congregation.
6. Receive regular reports and approve such actions as brought to the Board of Directors for approval by the various Administrative Boards.
7. Carry out the resolutions of the Congregation.
8. Co-ordinate the work of the Board of Elders and Board of Properties and to develop long-range plans for the development and expansion of Christ's work.
9. Appoint the Nominating Committee as required.
10. Fill unexpired terms or shortages of personnel by appointment.
11. Record and maintain a permanent set of minutes for each meeting, and such minutes shall be the property of the Congregation.
12. Present the annual financial statements to the Congregational Members at the annual meeting after having first approved those statements. The statements shall be signed by one or more directors to confirm that the approval has been obtained.
13. Review and update Terms of Reference for each Administrative Board. The Terms of Reference shall include the mandate, specific duties and functions, and composition for each Administrative Board.
14. The Board of Directors shall meet a minimum of six (6) times per year.
15. The Board of Directors serves as a forum where activities of the Administrative Boards may be discussed, evaluated and coordinated, and where all such activities may be integrated into an overall congregational program. The Board of Directors shall be available for any additional duties and responsibilities which the Voting Membership may wish to confer upon it.
16. The Board of Elders shall declare to the Board of Directors at the first Board meeting following the elections who the voting member shall be for the following year.

## ADMINISTRATIVE BOARDS

1. Administrative Boards include the following:
2. Board of Elders
3. Board of Properties

The following committees may be activated as appropriate by Board of Directors to meet the needs of the congregation:

1. Board of Evangelism
2. Board of Education
3. Board of Parish Fellowship
4. Board of Stewardship

## GENERAL DUTIES AND POWERS

Each Administrative Board shall submit a report of its activities to the Board of Directors for each regular meeting of the Board of Directors. Such a report may include specific recommendations for Board or Congregational action.

Each Administrative Board shall initiate and carry out such activities and programs within the Congregation which will enable it to effectively perform the functions and duties assigned to it either by the Bylaws, Terms of Reference, or by specific resolution of the Congregation or Board of Directors.

Each Administrative Board shall be empowered to administer all funds set aside for its work in the budget, provided that the Board of Directors may, at its discretion, restrict such expenditures to conform with the actual financial condition of the Congregation at any given time.

## ORGANIZATION AND MEETINGS

Each Administrative Board, at their initial meeting, shall elect a Chairperson who is of the age of majority. The Chairperson of each Board (with the exception of the Board of Elders) shall serve as a member of the Board of Directors. The Board of Elders, at its initial meeting each year, shall elect, from its members, a chairperson and secretary as well as designate one members to sit on the Board of Directors.

The time and frequency of Administrative Board meetings shall be at the discretion of the Chairperson of the Administrative Board and its members, except that, for good and sufficient reason, either the President of the Congregation or the Pastor may call a meeting of an Administrative Board at any time. Meetings thus called shall be classified as extraordinary meetings and each person involved shall be given reasonable notice of the date, time and purpose of such meetings.

## THE DUTIES OF THE OFFICERS OF THE BOARD OF DIRECTORS

1. PRESIDENT

The President shall:

* + 1. Preside at all regular and special meetings of the Board of Directors and Congregational meetings;
		2. To the best of his ability enforce the Constitution, Bylaws and any established policies of the Congregation and carry out the expressed will of the Congregation as embodied in the resolutions of the Voting Members;
		3. Endeavour to co-ordinate the functions, plans and activities of the Congregation and all its parts for the total furtherance of the work of Christ's Kingdom in our midst;
		4. Appoint a Financial Review Committee two months prior to the annual meeting consisting of any two (2) qualified Communicant Members of the Congregation other than the Treasurer and Financial Secretary, which shall review the Financial Records of the Congregation and submit a report to the Board of Directors prior to the Annual General Meeting.

## VICE PRESIDENT

The Vice President shall act for and in the stead of the President and shall perform all of the duties and obligations of the President in the absence of the President.

## SECRETARY

The Secretary shall:

1. Be present at all regular and special meetings of the Board of Directors and at all meetings of the Congregation and shall record the proceedings in the form of minutes for all such meetings, and shall have custody of all such minutes.
2. Be responsible for keeping the Minutes Binder up to date with all minutes from Voters and Board of Directors meetings along with any supporting documents or reports.
3. Be responsible for all official correspondence of the Congregation.
4. Be responsible for maintaining the records to be kept as required by the Societies Act, including up to date lists of directors and members of the Congregation.

## TREASURER

The Treasurer shall:

* + 1. Be responsible for accurate recording of Congregational receipts and disbursements and budgeted and actual expenditures, in accordance with generally accepted accounting principles, and shall suggest for congregational consideration improvements to the methods and systems for keeping the Financial Records of the Congregation;
		2. Submit permanent Financial Records for annual review;
		3. Be responsible for quarterly remission of offerings for Missions and Church Agencies and for prompt payment of salaries and bills authorized by the Congregation or the Board of Directors of the Congregation, as the case may be;
		4. Receive from the Financial Secretary a report of all monies received through the worship services, special offerings or any other source of revenue and shall duly record same;
		5. Sign all cheques jointly with the President, Vice President or other designated representative of the President with signing authority for payment of bills, salaries or other payments on behalf of the Congregation, as approved.

# PART 14So

**THE TERMINATION OF OFFICERS AND DIRECTORS**

## TERMINATION OF DIRECTORS AND OFFICERS

Any officer or director of the Congregation who willfully neglects the duties of his office may be deposed by a two-thirds majority vote of the Board of Directors. When an office has been made vacant by deposition, resignation or death, a successor may be appointed by the Board of Directors to fulfil the term.

# PART 15 REMUNERATION AND REIMBURSEMENT

## PAYMENTS TO DIRECTORS

1. Directors and Officers may be reimbursed for expenses incurred on behalf of the Congregation.
2. Directors and Officers shall not be paid for being Directors, but may receive renumeration for other work or services provided to the Congregation. However, the majority of members on the Board of /directors cannot be employed or under contract with the Congregation.

## REPORTING OF REMUNERATION

The annual financial statements must include a note indicating the remuneration paid to directors, employees and contractors as required by the Societies Regulations and the Societies Act.

# PART 16 SPECIAL DONATIONS

## ACCEPTANCE OF SPECIAL DONATIONS

1. From time to time, the Congregation receives extraordinary, memorial, or planned gifts from members or member families. The donor has an option to designate how these funds may be used (a restricted gift), or they may simply make the gift (an unrestricted gift).
2. In the case of a donor stipulating a designated use for their gift, acceptance of the gift by the Congregation constitutes agreement with the donor’s request. This agreement shall include provision that should the Congregation receive more funds than are required for the designated use, or the program related to the designated use ceases to exist, or the designated use is later determined not in the best interests of the Congregation, at the discretion of the Board of Directors, all excess funds designated for that purpose will be directed elsewhere, if possible for use in a similar type program.
3. The Congregation shall have a ‘Gift Acceptance and Use Policy’ for extraordinary, memorial, and planned gift donations.

**PART 17**

**INVESTMENTS AND BORROWING**

1. INVESTMENTS
2. The Board of Directors may only invest general congregational funds, including reserve funds,
3. in interest-bearing investments that preserve the original principal until the funds can be used for the intended purpose;
4. in investments in which a prudent investor might invest when approved through resolution at a Congregational Meeting.
5. When a special donation is received from a donor for a specific purpose, but the donation cannot be immediately applied to the purpose, those funds may only be placed in interest- bearing investments that preserve the original principal until the funds can be used for the intended purpose or the need for the intended purpose no longer exists. However, a donor may stipulate in writing at the time of the donation that the funds may be invested in prudent investments with some risk to the original principal until the funds can be used for the specified purpose.

## BORROWING

In order to carry out the purposes of the society the Board of Directors may, on behalf of and in the name of the Congregation, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the use of leases, loans or other borrowing instruments.

# PART 18

**DIVISION WITHIN CONGREGATION**

1. In the event that the members of the Congregation shall become divided into factions, consultation with LCC officers shall be sought. If the division cannot be resolved, the property of the Congregation and all benefits and privileges connected therewith shall remain only with those members who continue to adhere to the confession and practice as set out in the Constitution and Bylaws of the Congregation.

# PART 19

**WINDING UP OR DISSOLUTION**

1. In the event of the winding up or dissolution of the Congregation, any money or assets remaining after payment of all debts and liabilities shall be transferred to LCC.

**PART 20**

**LANGUAGE OF CONSTITUTION AND BYLAWS**

1. The Congregation’s Constitution and Bylaws may be translated into languages other than English. In the event of disagreement between translations, the most recent English text, as filed with the Registrar of British Columbia’s Societies Act, shall prevail.

# PART 21 AMENDMENTS

1. Amendments to this Constitution and Bylaws may be made provided:
2. They do not conflict with the provisions laid down in Bylaw 2 or with any section of any other article or bylaw that pertains to Scriptural doctrine and practice;
3. That the proposed amendment has been submitted in writing by any Communicant Member of the Congregation and read at a previous Board of Directors meeting as well as being re-read at the meeting the action is taken;
4. The affirmative vote of two-thirds majority, at a properly convened Board of Directors meeting shall be required for the adoption of an amendment; and
5. The amendment must be ratified by the Voting Membership by a Special Resolution with three-quarters majority at the next annual meeting or Special Meeting.