

BY-LAWS
GRACE EVANGELICAL LUTHERAN CHURCH OF ROCK HILL, SOUTH CAROLINA
[as approved November 19, 2017]

ARTICLE I. [RESERVED]

ARTICLE II. [RESERVED]

ARTICLE III. [RESERVED]

ARTICLE IV. [RESERVED]

ARTICLE V. [RESERVED]

ARTICLE VI. [RESERVED]

ARTICLE VII. [RESERVED]

ARTICLE VIII. Membership

B8.05.01. For the purposes of removing a member from the roll due to inactivity, inactivity means having failed to receive Holy Communion and to make a contribution of record for a period of two consecutive calendar years.

ARTICLE IX. [RESERVED]

ARTICLE X. Congregation Meetings

B10.01.01. An annual congregation meeting for adopting the annual congregation budget and for electing members of the Congregation Council and the extended ministry endowment fund shall be held at a time and place to be determined by the Congregation Council. The time shall be between November 1 and December 31. This shall be known as the annual business meeting.

B10.01.02. Prior to the election of the Congregation Council, the identity, background, and activities of each candidate presented by the Nominating Committee shall be presented to the Congregation in a manner to be determined by the Congregation Council.

ARTICLE XI. Officers

B11.01.01. The president shall preside at congregation meetings and meetings of the Congregation Council and in general shall, subject to the control of the Congregation Council, perform all duties incident to the office of president as well as such other duties as may be prescribed by the Congregation Council from time to time.

B11.01.02. The vice president, in the absence of the president, or in the event of his inability or refusal to act, [shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president; and shall perform such other duties as from time to time may be prescribed by the Congregation Council.

B11.01.03. The secretary shall (a) keep the minutes of the proceedings of the congregation meetings and meetings of Congregation Council in one or more books provided for that purpose; (b) see that all notices are duly given as required by the constitution, by-laws, and continuing resolutions; (c) except as provided below, be custodian of the congregation records and of any seal of the congregation and if there is a seal of the corporation, see that it is affixed to all documents the

execution of which on behalf of the congregation under its seal is duly authorized; (d) when requested or required, authenticate any records of the congregation; (e) keep a register of the post office address of each member of the congregation; and (f) in general perform all duties incident to the office of secretary and such other duties as from time to time may be prescribed by the Congregation Council.

B11.01.04. The financial secretary shall (a) receive income from all sources, (b) give receipts for contributions, (c) timely deposit all such contributions in the name of the congregation in such banks or other depositories as shall be selected by the Congregation Council, (d) compile and be custodian of the congregation records listing all income from all sources that the congregation receives, and (e) when requested or required, authenticate any such records of the congregation.

B11.01.05. The treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the congregation, except for the extended ministry endowment fund, (b) pay all accounts payable presented in accordance with the procedures established by the Congregation Council, (c) pay all payroll in accordance with the congregation budget, (d) make regular reports of the congregation's financial condition, (e) be responsible for all reports and returns to the appropriate taxing authorities, and (f) perform any other duties imposed by the Congregation Council.

B11.01.06. Certificates for shares of the corporation and deeds, mortgages, bonds, contracts, checks, or other instruments which the congregation or Congregation Council has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by these bylaws to some other officer or agent of the congregation, or shall be required by law to be otherwise signed or executed, shall be signed by either the president or the vice president. No countersignature shall be required for checks.

ARTICLE XII. Congregational Council

B.12.04.01. In order to oversee special tasks, the implementation of the missions of the congregation, and the progress and development of the congregation's strategic plan, the congregation council shall be organized into the Executive Committee, the Spiritual Formation Commission, the Operations Commission, and the Community Relations Commission.

B.12.04.02. Composition of Commissions

1. The Spiritual Formation Commission committees are:

- a. Worship
- b. Learning
- c. Nursery
- d. Youth and Family Ministry
- e. Parish Life

2. The Operations Commission committees are:

- a. Property
- b. Finance
- c. Stewardship
- d. Technology
- e. Endowment
- f. Audit
- g. Place of Grace

3. The Community Relations Commission committees are:

- a. Outreach
- b. Campus Ministry
- c. New Members
- d. Public Relations

- B.12.04.03. Each commission shall consist of the chairs and the congregation council representatives of each committee assigned to it.
- B.12.04.04. Duties of the Commissions shall be specified in the continuing resolutions.
- B.12.04.05. Commission meetings shall occur during Ministry Cabinet meetings and when called by the commission chair.

ARTICLE XIII. Congregation Committees

- B.13.06.01. The Extended Ministry Endowment Fund Committee shall operate as follows:
 1. The committee, in its discretion, may request other members of the congregation to serve as advisory members
 2. The committee shall elect a chairperson, recording secretary and financial coordinator from its voting members.
 3. The chairperson shall preside at all meetings.
 4. The recording secretary shall be the custodian of the committee's records, keep complete minutes of the meetings, and supply a copy to each committee member as well as the Congregation Council.
 5. The financial coordinator shall: (i) serve as liaison for communication between the church treasurer/ financial secretary and the endowment fund committee (ii) work with the treasurer and financial secretary to ensure the gifts and payments are accounted appropriately and maintain records listing all gifts and (iii) maintain current status of the Endowment Fund accounts, stocks, bonds, debentures, mortgages, notes, securities, or other deposits and assets of the endowment fund
 6. The church Treasurer and Financial Secretary will maintain complete and accurate financial records of the books of the financial assets of the Endowment Fund.
 7. All checks, or other disbursements of funds, shall be signed or otherwise authorized by the chairperson and financial coordinator.
 8. The committee shall meet at least quarterly. A quorum shall consist of at least four voting members. If a voting member is absent, the president of the Congregation Council may vote.
 9. All actions by the committee shall require a majority vote of the entire voting members of the committee (that is to say, at least four votes).
 10. The committee shall make reports to the Congregation Council as requested, but no less than a quarterly basis, as well as its annual report to the congregation.
 11. If a vacancy of a voting member occurs, the Congregation Council shall elect, by majority vote, a successor until the next annual business meeting, and the congregation shall elect a member to fill the unexpired term.

- B.13.06.02. The Extended Ministry Endowment Fund shall be managed as follows:
 1. All assets shall be held in the name of Grace Evangelical Lutheran Church of Rock Hill, S.C. for the benefit of the Extended Ministry Endowment Fund or in account(s) called the Grace Lutheran Church Extended Ministry Endowment Fund.
 2. No action shall be taken in the management or control of the endowment fund assets that will jeopardize the tax-exempt status of the congregation.
 3. Subject to (b) above, decisions to hold, sell, exchange, transfer, convert, invest, and reinvest, and in other respects to manage and control the assets of the endowment fund, including, but not limited to, stocks, bonds, debentures, mortgages, notes, other securities, or deposits, as in their judgment and discretion they deem wise and prudent, are to be made by the endowment fund committee, with subsequent execution by the committee chairperson and the financial coordinator, and/or the appropriate congregation officer(s).
 4. The committee may hire, at the expense of the endowment fund income, professional counselors on investment, legal, and/or accounting matters.

5. Members of the committee shall not be liable for any losses which may be incurred upon the investments of the assets of the endowment fund except to the extent such losses shall have been caused by bad faith or gross negligence. No committee member shall be personally liable as long as he/she acts in good faith and with ordinary prudence. Each committee member shall be liable only for his/her own willful misconduct or omissions, and shall not be liable for the acts or omissions of any other committee member. No member shall engage in any self dealing or transactions with the endowment fund in which the member has a direct or indirect financial interest, and shall refrain from any conduct in which his/her personal interest would conflict with the interest of the endowment fund.

6. Except in a dire and emergency economic situation which threatens the future of the congregation, no expenditure of the endowment fund income or principal shall be made for items, programs, or charities customarily included in the congregation's annual operational budget. Nothing shall prevent an expenditure to supplement an item, program, or charity of outreach, benevolence, or social ministry beyond the support customarily contained in the congregation's annual operational budget. No expenditure shall be made from the endowment fund to meet the congregation's synodical apportionment, but expenditures may be made to exceed it. In the event of a dire emergency economic situation, no expenditure may be made from the endowment fund income and/or principal, unless recommended by a two-thirds majority of the full Congregation Council and specifically authorized by a meeting of the Congregation.

B.13.07.01.

The Place of Grace Committee has responsibility for insuring that the building at 410 Oakland Avenue, purchased by the congregation in 2012, operates on a revenue neutral basis by leasing space to established community non-profit organizations with missions complementing Grace's outreach to Rock Hill and York County.

The committee shall operate as follows:

1. The committee shall elect a chairperson, recording secretary and treasurer from its voting members.
2. The chairperson shall preside at all meetings.
3. The secretary shall be the custodian of the committee's records, keep complete minutes of the meetings, and supply a copy to each committee member as well as the Congregation Council.
4. The treasurer shall maintain the committee's bank account and perform all duties normally performed by the treasurer.
5. All checks shall be signed by the treasurer.
6. The church treasurer will maintain complete and accurate duplicate copies of financial records of the Place of Grace Committee.
7. The committee shall meet at least quarterly. A quorum shall consist of at least four voting members. If a voting member is absent, the president of the Congregation Council may vote.
8. All actions by the committee shall require a majority vote of the entire voting members of the committee (that is to say, at least four votes).
9. The committee shall make reports to the Congregation Council as requested, but no less than on a quarterly basis, as well as its annual report to the congregation.
10. If a vacancy of a voting member occurs, the Congregation Council shall elect, by majority vote, a successor to serve the remainder of the unexpired term.
11. The committee, in its discretion, may request other members of the congregation to serve as advisory members.
12. The committee may make financial commitments and contractual agreements as needed for normal operation, but shall not make such commitments or agreements in excess of \$7,500 without Congregation Council approval.
13. No action shall be taken in the management of Place of Grace that will jeopardize the tax-exempt status of the congregation.

14. Members of the committee shall not be liable for any financial losses which may be incurred through operation of the building.

15. The committee chairperson is responsible for coordinating operation of the Place of Grace, as appropriate, with the congregation's Property Committee.

16. The committee chairperson is responsible for maintaining good relations on behalf of the congregation with Place of Grace neighbors and tenants.

B.13.09.01. The following committees shall be the Standing Committees of the Congregation:

1. Worship
2. Learning
3. Parish Life
4. Outreach
5. Property
6. Finance
7. Nursery
8. Personnel
9. Stewardship
10. Public Relations
11. Technology
12. New Member
13. Youth & Family Ministry

B.13.09.02. The Personnel Committee shall have up to 6 members, and a minimum of 3 members, appointed by the Executive Committee with the rostered leaders abstaining from voting. The term of office shall be three years, with staggered appointments. No member shall serve more than 2 consecutive terms.

B.13.09.03. There shall be a committee called Winthrop Episcopal Lutheran Campus Ministry (WELCM). It shall be a joint ecumenical partnership of Grace Evangelical Lutheran Church and Episcopal Church of Our Saviour (the Sponsoring Churches), and serving the students of Winthrop University. The mission of this campus ministry shall be to invite people in academic settings more deeply into Jesus Christ and the community that bears his name, so that they can discover and fulfill their vocation as disciples. Representation from each church should approximately be equal, with a university student, university staff or faculty member, and an ordained minister. A quarterly report shall be made to Council. Actions and policies of the committee shall be subject to prohibition by the Council or Vestry of either sponsoring church. Professional staff appointment must be agreed upon by the committee, Vestry (of Episcopal Church of our Saviour) and Council.

ARTICLE XIV. [RESERVED]

ARTICLE XV. [RESERVED]

ARTICLE XVI. [RESERVED]

ARTICLE XVII. [RESERVED]

ARTICLE XVIII.[RESERVED]