

# LAGRANGE FIRST CHURCH OF GOD BY-LAWS

## ARTICLE I - NAME

The name of this Corporation shall be LaGrange First Church of God, Inc. hereafter referred to as "Congregation".

## ARTICLE II - VISION & MISSION

The **Vision** of the LaGrange First Church of God is making disciples in our city, county, state and beyond.

The **Mission** of the LaGrange First Church of God is "Putting light in dark places".

## ARTICLE III - OFFICERS

1. The Officers of the Congregation shall be the Senior Pastor, the Governance Board Chairperson, Governance Board Vice-Chairperson, the Governance Board Secretary, and Treasurer.

1. The Chairperson, Vice Chairperson, and Secretary shall be appointed by the Governance Board from among its members.

1. The Treasurer shall be appointed by the Senior Pastor and approved by the Governance Board.

### 1. Terms of Office

The Officers shall serve a one (1) year term or until their successors are appointed.

### 1. Duties of Officers

#### a) Chairperson

i) Shall serve as the Chairperson for the Governance Board.

i) Shall manage the affairs of the Governance Board under the general direction of the Governance Board.

i) Shall be accountable to the Governance Board for the proper conduct of business according to the policies established by the Governance Board.

i) Shall represent the Congregation when requested or necessary.

i) Shall sign legal documents as instructed by the Governance Board.

i) Shall serve as a non-voting, ex-officio member of any team or committee reporting to the Governance Board.

#### a) Vice-Chairperson

i) Shall serve as Chairperson in the absence of the Chairperson.

#### c) Secretary

i) Shall keep, or cause to be kept, accurate minutes of all meetings, proceedings and actions of the Governance Board, the Annual Business Meeting, and all special meetings of the Congregation.

ii) Shall keep or cause to be kept a current copy of Guiding Principles and provide Governance Board members with a current copy.

iii) Shall give notice of all meetings to members of the Governance Board in a

manner consistent with the By-Laws and with the policies and procedures of the Congregation

d) Treasurer

The duties of the Treasurer are specified in the policy and procedures of the Office Policy Manual. The Treasurer shall not serve as a voting member of the Governance Board and will be present at meetings or portions of meetings only as invited.

#### **ARTICLE IV - MEETINGS AND VOTING PROCEDURES**

##### 1. Nomination Process:

a) The Nominating Committee shall nominate (1) candidate for each vacancy on the Governance Board that needs filled according to this document. The candidates shall be approved by the Senior Pastor and Governance Board per Article V Section 1 (b) before their name(s) are brought before the Congregation for ratification.

##### 1. Ratification Process:

a) The Governance Board Chairperson shall be responsible to create a ballot that states the names of the persons who have been nominated to serve on the Governance Board. The ballot will require the Congregation to mark "yes" or "no" to approve or disapprove the nomination of each individual name on the ballot.

a) The ratification process shall be done by secret ballot, according to the voting rights present in Article IV, Section 4.

a) A nominee must receive at least eighty-five percent (85%) approval to be ratified.

##### 1. Dismissal Process:

a) A member ratified to a position in the Church can be dismissed from that role by a sixty percent (60%) vote of those attending a meeting, specially called by the Governance Board as described in Article IV, Section 4. The vote shall be done by secret ballot.

##### 1. Voting Rights of the Congregation and Meetings:

a) The voting members of this Congregation shall be restricted to those who meet the following conditions:

i) They must be 18 years of age or older.

i) They must have worshiped regularly with the Congregation for a period of at least six

(6) months immediately preceding any meeting at which they exercise voting rights.

i) They must have lived, during this period of six (6) months, in harmony with the accepted standards of the Congregation.

a) All persons shall be regarded as voting member of the Congregation upon their own declaration of eligibility as defined in Article IV, Section 4 (a).

i) This declaration shall be by means of registering with the Governance Board Chairperson prior to the meeting, and such registration shall be incorporated into the minutes.

a) The right of any person to vote may be challenged by any other member. In such a case, the right of voting membership shall be determined by a majority vote of the members present by secret ballot.

b) The rules governing voting rights herein stated shall apply to the business organization only and shall not affect, in any way, the fellowship of the Congregation.

c) Absentee Ballot: Qualified voters can request an absentee ballot prior to a Congregational Meeting. The voter must submit his/her name with the ballot (but not on the ballot). Each absentee ballot must be approved by those attending the Congregational Meeting. If the ballot is altered during a meeting, absentee ballots will be discounted

d) Once a year, on a date no later than 5 weeks from the conclusion of the existing budget, there shall be a Congregational meeting(s) to review the financial report for the prior

year, and to approve a new annual budget.

e) All congregational meetings shall be announced to the Congregation at least one (1) week in advance.

f) At least 40 voting members need to qualify as a quorum.

g) In the event of any disagreement of procedure in a business meeting, ROBERT'S RULE of ORDER shall be followed.

h) Special meetings of the Congregation may be called by the Governance Board Chairperson with approval by the Governance Board.

i) Any decision required from the Congregation will require at least eighty-five per cent (85%) approval, in order to be ratified.

## **ARTICLE V - GOVERNANCE BOARD**

### **1. Membership**

a) The Congregation's Governance Board shall be comprised of seven (7) persons. They shall be presented to the Congregation for ratification by the Nominating Committee at the Annual Business Meeting.

a) The Governance Board shall appoint a Nominating Committee for the purpose of filling vacancies created on the Governance Board.

i) The Nominating Committee shall consist of the Governance Board Chairperson, four members appointed by the Governance Board, and the Senior Pastor. No appointed member of the Nominating Committee shall serve concurrently as a member of the Governance Board other than the Governance Board Chairperson. The Governance Board shall appoint the Chairperson of the Nominating Committee.

i) Members of the Nominating Committee shall be members of the Congregation. They shall be well respected within their own family, the Congregation and the community. They shall be people who possess wisdom and discernment.

i) Members of the Nominating Committee shall be appointed for a term of one year. Members can be appointed for succeeding years at the discretion of the Governance Board.

i) Meetings shall be held as needed and shall be called by the Nominating Committee Chairperson. At least four (4) of the six (6) members must be present to conduct a meeting.

i) The duties of the Nominating Committee include presenting names of the nominees for the Governance Board to the Congregation. A sample ballot shall be made available to the congregation at least two weeks prior to the Annual Business Meeting.

a) The Governance Board members shall serve a two (2) year term. Any following terms will be one (1) year in length with a maximum of six (6) consecutive years. After vacating the Governance Board for one (1) year, the individual may be eligible to serve on the Governance Board again.

#### **a) Qualifications**

i) Persons qualified to serve on the Governance Board must support the Congregation and leadership and commit to attending the meetings of the Governance Board.

i) Members shall be selected on the basis of spiritual gifts, skills, experiences and character. Each Governance Board member shall be a participating member of the Congregation and in good standing in the Congregation. Each member must support the vision, mission, and values of the Congregation.

#### **a) Duties and responsibilities**

i) The Governance Board will provide broad parameters, resources and sound financial oversight for the accomplishment of the Congregation's mission as outlined in the Guiding Principles that it develops.

ii) The Governance Board will recommend the hiring, receiving the resignation of, or terminating the Senior Pastor and appoint an interim pastor when the position becomes vacant.

i) The Governance Board shall adopt and amend the Congregation's Guiding

Principles and the By-Laws subject to the approval of the Congregation per Article VIII Section 1.

- i) The Governance Board will assist, encourage, support and provide accountability for the accomplishment of the mission of the Congregation.
- i) The Governance Board will adopt the annual budget and present it to the voting Congregation to be ratified.
- i) The Governance Board will fill mid-term vacancies on the Governance Board if, and when, they occur.
- i) The Governance Board will maintain oversight of property of every kind owned by the Corporation.
- i) The Governance Board is responsible to transact any business as may be Referred to the Governance Board at an annual or special meeting and any other business as may properly come before the Governance Board.
- i) The Governance Board shall provide financial oversight and must approve any financial transaction that involves spending more than five thousand dollars (\$5,000) beyond the amount budgeted in any line item. Any transaction that involves spending more than twenty thousand dollars (\$20,000) beyond the amount budgeted in any line items shall be approved by the Congregation. The Governance Board shall not allow total expenditures to exceed the annual budget by twenty percent (20%) without receiving approval from the Congregation.
- a) Meetings
  - i) The Governance Board shall meet no less than once each calendar quarter.
  - i) Written notice of a Governance Board meeting shall be issued no less than seven (7) days in advance of the scheduled meeting. Written notice can include an email if receipt of the email is confirmed.
  - i) A quorum for meetings of the Governance Board shall be five (5) members of the Governance Board.
  - i) Any decision ordered by a two-thirds (2/3's) majority of the Governance Board present at a duly called meeting when a quorum is present is an act of the Governance Board.
  - i) Special meetings may be called by the Chairperson of the Governance Board or the Senior Pastor or upon petition to the Chairperson by two Governance Board members.
  - i) Attendance via telephone or internet audio shall be permitted for all meetings.

#### **ARTICLE VI - CONGREGATION-PASTOR RELATIONSHIP**

1. The Senior Pastor of the Congregation shall, by virtue of his position, preside over all business meetings of, and exercise general supervision over, the affairs of the Congregation. In the event the Senior Pastor is unable to perform these functions, the Governance Board Chairperson shall be responsible for them. The Secretary shall record the minutes of all meetings of the Congregation.

1. Selection and call of Senior Pastor:

In the event the Congregation is without the services of a regular Senior Pastor, a Pulpit Committee consisting of seven (7) persons is to be appointed by the Governance Board. The Committee shall include two members from the Governance Board. This Committee shall elect its own officers and proceed in the following manner:

- a) It shall be responsible for the regular services during the period when the Congregation is without Senior Pastor leadership. The honorarium for such services shall be determined by the Governance Board.

b) It shall investigate the availability of prospective Senior Pastors and study their qualifications as to character, leadership abilities, experience, ministerial recognition and status. It may seek the counsel of a representative area Church of God minister acquainted with the Congregation and of the current Associate Pastors. It may consult the Division of Church Services of the Church of God and the Indiana Ministries of the Church of God for information and certification of ministerial status before submitting the name of any prospective minister to the Congregation for votes.

c) When agreement has been reached by the Pulpit Committee on a prospective Senior Pastor, the selection will be reviewed by Governance Board. If approved as a viable candidate, he/she shall be invited to meet with and preach to the Congregation. After reasonable time for prayer and spiritual guidance, the Congregation shall express its desire by ballot at a special business meeting (see Article IV, Section 4) to determine whether or not to extend a call.

d) The Governance Board and Pulpit Committee shall submit the name of only one (1) prospective Senior Pastor at a time for consideration and possible call. In the event he/she does not receive eighty-five percent (85%) approval of the voting members present, the Committee shall proceed to select another prospective minister for presentation.

e) The Pulpit Committee may arrange with the elected Senior Pastor and with the ministers of the area for a Service of Installation that will add dignity to his/her call and express the Congregation's recognition of his/her leadership.

### 3. The Retention or Removal of a Senior Pastor

a) if 10 members of the Congregation object to the continued leadership of the Senior Pastor, they may present their objections in writing to the Governance Board where the objections shall be carefully studied. If no solution to the problem is reached, the Governance Board shall bring the matter to the Congregation, being responsible to properly call and conduct the meeting in keeping with the By-laws. The decision of the Congregation shall be final.

a) The decision to remove a Senior Pastor from his/her office shall require sixty percent (60%) approval of the voting members present at the special meeting. If the vote is for removal, a minimum of 60 days shall be allowed for termination of the pastorate, unless there had been defection of character resulting in the loss of recognized ministerial status. In such case, the removal shall be immediate and the Congregation shall have no further financial obligation.

b) Should a Senior Pastor feel inclined to terminate his/her leadership, he/she shall present his/her resignation in writing to the Governance Board which in turn shall present the Pastor's resignation to the Congregation in the proper manner. The resignation should provide for a minimum of 30 days before vacating the pastorate unless other arrangements are worked out to the satisfaction of both the Governance Board and Pastor.

### 4. Selection and Call of an Associate Pastor

The Senior Pastor can hire Associate Pastors as deemed necessary by the Congregation according to the following:

a) The position has been approved by the Governance Board by a sixty-six percent (66%) vote.

b) The person is selected by the Senior Pastor and approved by the Governance Board.

c) The Senior Pastor can recommend to the Governance Board termination of an Associate Pastor. Such action must be approved by unanimous consent of the Governance Board.

d) An Associate Pastor can have his/her position terminated by unanimous decision of the Governance Board.

### 5. Selection of paid support staff

The Senior Pastor can hire paid support staff such as an Administrative Assistant, Custodian and any other position according to the following manner:

- a) The position has been approved by the Governance Board by a sixty-six percent (66%) vote.
- b) The person is selected by the Senior Pastor and approved by the Governance Board.
- c) The Senior Pastor can recommend to the Governance Board termination of a paid support staff employee. Such action must be approved by unanimous consent of the Governance Board.
- d) Paid support staff can have his/her position terminated by the decision of the Governance Board.

**ARTICLE VII - INDEMNIFICATION**

1. Every Governance Board member and Officer of the Congregation and his/her executors, administrators, and estate shall be indemnified and saved harmless, out of the funds of the Congregation, from and against:
  - a) All costs, charges, damages, and expenses whatsoever that the Governance Board member or Officer sustains or incurs in or about any action, suit, or proceeding which is brought, commenced, or prosecuted against him or her, or in respect of any act, deed, or matter of thing whatsoever, made done, or permitted by him, in or about the execution in good faith, of the duties of his/her office or in respect of any such liability.
  - a) All other costs, charges, damages, and expenses which the Governance Board member or Officer sustains or incurs in or about or in relation to the affairs thereof, except such cost, charges, or expenses as are occasioned by the Governance Board member's or Officer's own willful neglect or default. The LaGrange First Church of God shall carry such sufficient indemnification insurance as is currently available and can be reasonably afforded by the Church.

**ARTICLE VIII - AMENDING OF BY-LAWS AND GUIDING PRINCIPLES**

1. Amendment Procedure:  
 The By-laws and Guiding Principles may be altered, amended or replaced by 100% approval of the Governance Board and Senior Pastor, followed by an eighty-five percent (85%) approval by voting members present at a Special Business Meeting of the Congregation per Article IV Section 4.
  
1. The Governance Board can create amendments to the By-laws or delegate the process to a By-law Committee. The By-law Committee shall consist of three members from within the Congregation, one member of the Governance Board, and the Senior Pastor. The Governance Board shall appoint the Chairperson.

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