

Salem Road Covenant Church CONSTITUTION

ARTICLE I

Name

The name of this church shall be Salem Road Covenant Church of Rochester, Minnesota, a 501 (c) (3) religious, non-profit corporation.

ARTICLE II

Affiliation

The church is a member of the Evangelical Covenant Church (ECC) and its Northwest Conference (NWC.)

ARTICLE III

Foundations

We believe in the Holy Scriptures, the Old and New Testament, as the Word of God and the only perfect rule for faith, doctrine, and conduct.

ARTICLE IV

Purpose

Salem Road Covenant Church exists to glorify God through stimulating worship and systematic teaching designed to lead a person to saving faith in Jesus Christ and then on to spiritual understanding, usefulness, and maturity.

ARTICLE V

Membership

Membership in the church is granted to those in agreement with Articles III and IV of this Constitution and who complete the membership process outlined in the Bylaws.

ARTICLE VI

Governance

The responsibility for management, administration, and oversight of all business and spiritual affairs rests in the appropriate leadership as delineated in the Bylaws. All elected leadership specified in the Bylaws shall be members of the church.

ARTICLE VII

Officers

The officers of the church shall be selected as delineated in the Bylaws. The officers are Chair, who presides over meetings of the church; Vice-Chair; Secretary, who provides documentation of meetings and non-liquid assets; Treasurer, who disburses liquid assets; and Financial Secretary, who receives and documents liquid assets. In circumstances or where law requires action(s) by "Trustees," the officers shall be known as "the Board of Trustees."

ARTICLE VIII

Congregational Meetings

Section 1. Annual Meeting. An Annual Meeting shall be held near the beginning of the fiscal year. At the Annual Meeting, reports shall be submitted by the pastor(s), ministry staff, officers, and ministry teams. The church budget shall be submitted for action.

Section 2. Additional Meetings. Additional congregational meetings shall be held as church business dictates.

ARTICLE IX

Assets of the Church

Section 1. Title. The congregation shall hold title to its own assets.

Section 2. Schism. In the event of schism within the church in which there are competing claims to the assets by various factions of the membership, the title of all church property, real or personal, shall remain with the group who abides by this constitution and bylaws as determined by a majority of the officers.

Section 3. Dissolution. In the event the congregation votes to dissolve, the property and all assets of the church shall become the property of the NWC, Rochester Covenant Church, and Lake Beauty Bible Camp (LBBC) shared equally among the three, for the furtherance of the mission of each.

ARTICLE X

Amendments

Amendments to this constitution that are in harmony with the non-profit laws of Minnesota, may be adopted by a two-thirds vote of active members present and voting in an annual meeting of the congregation, providing the proposed amendment was presented in written form at the preceding annual meeting.

BYLAWS

ARTICLE I

Membership

Section 1. Procedure for Admission.

- a. **Responsibilities.** Membership in the church is granted to those who through faith in God's Son, our Lord Jesus Christ, have been born anew to a living hope through the Holy Spirit, desire to live a Christian life, promise to faithfully support the mission, ministries, and policies of the church, and to share in its fellowship and obligations.
- b. **Process.** Upon completion of a membership class, persons desiring membership shall submit their application to the Elder Team. A committee appointed by the Elder Team shall receive a testimony of faith from applicants and submit the names of potential members to the Elder Team. The Elder Team shall distribute the names of potential members to the active membership who shall have ten (10) days to communicate in writing to the Elder Team any objection or concern regarding a potential member. Final action on potential members shall be taken by the Elder Team within the next thirty (30) days.

Section 2. Procedure for Dismissal.

- a. **Erring members.** Any member known to err in doctrine or conduct shall be counseled according to the procedure outlined in Matthew 18: 15-18 and Galatians 6: 1. Any member having knowledge of such error shall, in the spirit of Christian love, seek to restore the erring member. If the erring

member does not heed this counsel, the matter shall be brought to the attention of the Elder Team in writing, which shall in meekness and gentleness seek to restore the member.

- b. **Dismissal of members.** If, after the above process has been completed, a member remains in gross error in doctrine or conduct, the Elder Team may decide to dismiss that member.

Section 3. Membership Categories.

- a. **Active.** Active members fulfill the responsibilities of membership listed in Section 1.a. of this Article and are at least eighteen (18) years of age. Only active members have voting rights.
- b. **Associate.** Children may be granted associate membership through the process described in Section 1 of this Article. At age eighteen (18), associate members become active members.
- c. **Inactive.** The Elder Team shall annually review the membership roster to determine inactivity, as determined by lack of attendance, participation, and contribution. Those who are inactive may be dropped from membership after an appropriate attempt to communicate has occurred. If the inactive member wishes to remain on the church rolls, he or she may be placed on the inactive member list.

ARTICLE II

The Elder Team

Section 1. Responsibilities. The Elder Team shall be responsible for building, maintaining, and overseeing the spiritual welfare of the congregation and for directing and overseeing all ministries and business affairs of the church.

Section 2. Composition. The Elder Team shall strive to have not less than five (5) elders, one of whom shall be the Senior Pastor (*ex-officio*).

Section 3. Qualification. Any member of the church meeting the biblical standards of character and giftedness for elder as outlined in I Timothy 3 and Titus 1, may be nominated and elected to the Elder Team.

Section 4. Election. Elders shall be nominated by the Nominating Committee and elected by a two-thirds vote of active members voting at a meeting of the congregation.

Section 5. Term of Office. Elders shall be elected for a term of three (3) years and shall not be elected for more than two (2) consecutive terms. After at least one (1) year off, a person may be eligible for subsequent service, subject again to the terms stated in this article.

Section 6. Removal and Vacancies.

- a. **Removal.** An Elder may resign. An Elder may be removed from office by a two-thirds vote of active members voting at a meeting. Grounds for removal shall originate from at least two (2) witnesses, and the Elder Team shall investigate with diligence and confidentiality before presenting such grounds to the congregation.
- b. **Vacancies.** Vacancies created by resignation or removal may be filled by appointment of the Elder Team. An Elder appointed to serve an un-expired term of less than half the remaining term shall not be precluded from being elected thereafter to two (2) full consecutive terms.

Section 7. Decisions. The Elder Team shall operate by consensus on all matters.

Section 8. Organization. The Elder Team shall select from among themselves a chair, a vice chair, and a secretary. They shall appoint from among themselves or the congregation a treasurer and a financial secretary.

Section 9. Duties. The Elder Team shall:

- a. present annual mission and ministry objectives to the congregation

- b. determine Ministry Teams needed to carry out the church's mission and ministry and appoint appropriate leadership for the Ministry Teams
- c. approve church policies
- d. be responsible for representing the congregation in certain staff relationships including:
 - 1. hiring and dismissal of staff subject to the provisions of these Bylaws
 - 2. annual appraisal of the senior pastor, other pastors and support staff, providing godly counsel or discipline as required
 - 3. annual review and approval of staff compensation and other personnel expenses for any staff member or activity
 - 4. establishment and maintenance of personnel policies
 - 5. approval of changes in staff job descriptions and approval of job descriptions for new staff positions
 - 6. maintenance of current job descriptions for all staff members
- e. prepare and submit a proposed budget each fiscal year to the membership for approval.
- f. oversee the budget expenditures. The Elder Team shall be empowered to adjust budget items as circumstances dictate but shall not spend over the total approved budget amount without notifying the membership.

ARTICLE III

Officers

Section 1. Selection. Officers shall be selected as described in Article II, Section 8 of these Bylaws.

Section 2. Duties.

- a. **Chair.** The chair shall preside at all business meetings of the church and of the Elder Team. The chair shall confer with the senior pastor in preparing the agenda for such meetings.
- b. **Vice-chair.** The vice- chair shall assume the duties of the chair in the chair's absence.
- c. **Secretary.** The secretary shall keep and preserve the minutes of all business meetings of the church and of the Elder Team, conduct and preserve all official correspondence as shall be delegated, and be responsible for the secret decoder rings and the official documents of the church.
- d. **Treasurer.** The treasurer shall be responsible for all funds of the church and shall make disbursements as authorized by the Elder Team or the congregation. The treasurer shall also present a written report of expenditures to the Annual Meeting of the congregation and monthly to the Elder Team.
- e. **Financial Secretary.** The financial secretary shall receive, record, and transmit to the treasurer all funds contributed to the church. The financial secretary shall also present a written report of all church receipts to the Annual Meeting of the congregation and monthly to the Elder Team. The financial secretary shall also ensure proper policies, processes, reporting, and reviewing of all matters related to the finances of the church.

ARTICLE IV

Ministry Teams

Section 1. Establishment. Ministry Teams shall be established by the Elder Team to implement specific ministries. The configuration of Ministry Teams shall be reviewed regularly by the Elder

Team to assure that they are in accord with the church's purpose, strategies, and objectives for mission and ministry.

Section 2. Duties. The duties of Ministry Teams shall be to:

- a. Meet as required to plan and execute specific mission and ministry objectives
- b. Recruit and train ministry personnel
- c. Define and provide the necessary materials required for ministry
- d. Submit a proposed budget annually to the Elder Team.
- e. Report as requested to the Elder Team

ARTICLE V

Pastoral and Support Staff

Section 1. Pastoral Qualifications. Pastors of the church shall meet the qualifications for character, giftedness, and call set forth in the Holy Scriptures. A pastor shall be a member of the church by virtue of the call to serve the church.

Section 2. Call of the Senior Pastor. The Senior Pastor shall be called at a congregational business meeting, the purpose of which shall be announced ten (10) days in advance. The Senior Pastor shall be nominated by a pastoral search committee. This committee shall be elected by the membership at a congregational business meeting. It shall be representative of the congregation and have five (5) to nine (9) members, including at least one (1) Elder Team member. The Senior Pastor shall be called by written ballot with a two-thirds vote of active members present and voting.

Section 3. Call of Additional Pastors. Additional pastors shall be called at a congregational business meeting, the purpose of which shall be announced at least ten (10) days in advance. The Elder Team will recommend one candidate for a call. The vote shall be by written ballot with a two-thirds vote of active members present and voting required for a call. The Elder Team may establish the search committee and may serve as the search committee.

Section 4. Duties of the Senior Pastor. The Senior Pastor shall preach and teach the Word of God, administer the sacraments, provide leadership, and faithfully carry out pastoral work. The Senior Pastor shall be an *ex-officio* member of the Elder Team and an *ex-officio* member of all ministry teams and committees.

Section 5. Duties of Additional Pastors and Support Staff. Additional pastors and support staff members shall carry out specific areas of ministry under the direction of the Elder Team. They may be designated by the Elder Team to be the leader or member of one or more Ministry Teams.

Section 6. Resignation of a Pastor or Support Staff. A pastor or support staff member may resign by submitting a letter of resignation to the Elder Team. Unless there are extenuating circumstances, six (6) weeks notice should be observed.

Section 7. Charges Against a Pastor. Charges against a pastor of indiscretion, immorality, doctrinal error, or unethical behavior shall be submitted in writing by at least 2 witnesses to the Elder Team. The Elder Team shall investigate the veracity of any charges with as much discretion as possible. They may also confer with the NWC superintendent, the ECC Board of Ordered Ministry, or any other appropriate resource to help distinguish possible impairment from willful behavior. If circumstances warrant, the Elder Team shall proceed as directed under Article V, Section 8 of these Bylaws.

Section 8. Dismissal. The dismissal of a pastor or ministry staff member should be undertaken only after avenues of remediation have been pursued.

- a. **Pastoral Staff.** The dismissal of a pastor shall be by congregational vote at a meeting called for that express purpose. Such an agenda item cannot be a part of or added to the agenda of any other meeting. The congregational meeting for such a vote may be called by the Elder Team, or by request of the congregation accomplished by a petition for such a meeting signed by 20% of the active membership. The quorum for such a meeting shall be 50% of the active membership. The grounds for dismissal shall be presented only after following the procedures in Article V, Section 7 of these Bylaws. Members shall be allowed to speak to the matter. The pastor shall be allowed to speak to the matter. The vote shall be by written ballot. A two-thirds vote of active members present is necessary to dismiss a pastor.
- b. **Support Staff.** Support staff may be dismissed by the Elder Team.

ARTICLE VI

Committees and Auditors.

Section 1. Nominating Committee.

- a. **Composition.** The nominating committee shall consist of one (1) Elder designated by the Elder Team, the Senior Pastor or staff member designated by the Senior Pastor, and at least two (2) members-at-large elected by a majority of active members voting at a congregational meeting
- b. **Term.** The terms of the member(s) from the Elder Team shall be at the discretion of the Elder Team. The at-large members shall serve two-year terms. The initial terms of the at-large members shall be alternated so that at least one (1) at-large member shall be elected each year.
- c. **Responsibilities.** The nominating committee shall be responsible for nominations to fill the offices of Elder Team, the at-large members of the nominating committee, the auditors, and any other positions requested by either the Elder Team or congregation.

Section 2. Other Committees. The Elder Team or the congregation may establish a committee to address a specific task. The committee shall report back to the body which formed it unless otherwise instructed by its founding body. The committee shall terminate upon the completion of its task or the next Annual Meeting, whichever is sooner.

Section 3. Auditors. The auditors shall examine all financial and written records of the church and submit a written report at the Annual Meeting of the congregation. The auditing team shall consist of two (2) members elected at the Annual Meeting for a term of two (2) years with one (1) elected each year. The auditors shall not be current members of the Elder Team.

ARTICLE VII

Congregational Meetings

Section 1. Annual Meeting. An Annual Meeting shall be held as near to the first of the fiscal year as is feasible. At the Annual Meeting, written reports shall be submitted by the pastor(s), ministry staff, officers, and ministry teams. Election for offices shall be held. The church budget shall be submitted for action. Items as required by the Constitution and Bylaws shall be submitted for congregational action.

Section 2. Other meetings. Other meetings may be called by the Elder Team or by written request signed by 10% of the active membership unless otherwise noted in these Bylaws.

Section 3. Notification of meeting. All meetings shall be announced by written communication to the active membership at least ten (10) days prior to the meeting date.

Section 4. Voting. Only active members shall be entitled to cast one (1) vote on any matter at hand at any meeting of the membership. Such votes must be cast in person. Vote by proxy shall not be allowed. All votes shall be by written ballot. The Chair of the meeting may call for open balloting where no objection is raised.

Section 5. Quorum. Twenty percent of the active membership shall constitute a quorum unless otherwise noted in these Bylaws.

Section 6. Rules of order. All congregational meetings of the church shall be conducted according to the current edition of Robert's Rules of Order, subject to the provisions of this Constitution and Bylaws.

ARTICLE VIII

Dissolution

Section 1. Action Needed. The congregation may terminate its existence by a majority vote of the active membership present and voting at a congregational meeting called for that purpose.

Section 2. Meeting Provisions. The decision on whether to dissolve the church cannot be a part of or added to the agenda of any other meeting. The congregational meeting for such a vote may be called by the Elder Team or by request of the congregation, accomplished by a petition for such a meeting signed by 20% of the active membership.

Section 3. Notification. All active members must be notified of the meeting through certified mail at least two (2) weeks in advance.

Section 4. Quorum. The quorum for such a meeting shall be all active members who are present at the meeting.

Section 5. Asset Distribution. Upon the vote to dissolve, the assets of the congregation shall be transferred according to Article IX of the Constitution.

ARTICLE IX

Amendments

These Bylaws may be amended by a vote of two-thirds of the active membership present and voting at a duly called meeting. A proposed amendment to the Bylaws must be presented in writing to the membership at a congregational meeting not less than ninety (90) days prior to the meeting at which it will be voted upon.