

WISCONSIN LUTHERAN CHAPEL

220 W. Gilman Street - Madison, WI 53703

BYLAWS

Bylaws Amended: August 14, 2014

Ratified at February 8, 2015 Congregational Meeting

Article I Meetings of the Congregation

Section 1. Regular Meetings.

The Congregation shall meet not less than three times during each calendar year, in order to carry out its responsibilities under the Constitution, at such times and on such dates as may be scheduled by the Governing Board. Notice shall be given at least two Sundays prior to the meeting by appropriate methods to reach all members (e.g., orally during services, by publication in the bulletin, on the website and/or via e-mail to those members of the Congregation who have provided current e-mail addresses).

Section 2. Special Meetings.

Special meetings of the Congregation may be called by the Governing Board, a Campus Pastor, or upon written request of three members, with notice to be given in the same manner as for regular meetings, with the purpose of the meeting stated in the notice.

Section 3. Annual Meeting.

The regular February meeting shall be designated as the annual meeting.

Article II Governing Board

Section 1. Members.

The Governing Board shall serve as the Board of Trustees required by Wis. Stat. ch 187. The Governing Board shall consist of no less than six and no more than nine members. The Members of the Governing Board shall be appointed by the Congregation and must be adult male Members of the Congregation or male applicants for membership in the Congregation. The Governing Board shall control and be responsible for the property of the Congregation, subject to the direction of the Congregation. The Governing Board shall also be responsible for the property of the Synod at Wisconsin Lutheran Chapel subject to the general oversight of the Synod. The Campus Pastors are not members of the Governing Board, but shall participate in all meetings and discussions of the board *ex officio*, except when a Campus Pastor or his performance is the subject of the meeting.

Section 2. Terms of Office.

The term of Governing Board members shall be three years. The terms of one-third of the Governing Board members shall expire as of the annual meeting, and the vacancies thereby created shall be filled by appointment at the annual meeting. If any member of the Governing Board willfully neglects the character and responsibilities of the office and, upon due admonition, does not amend the offending behavior, the Congregation has the right, and eventually the duty, to remove that person from office.

The Congregation may choose to establish term limits for Governing Board members at its discretion.

Section 3. Organization of Governing Board.

Immediately following the annual meeting of the Congregation, the Governing Board shall meet to select from among its own members a President, a Treasurer, and a Secretary, all to hold office for one year. The outgoing President, Treasurer and Secretary shall continue to serve in those capacities until they have been replaced or reappointed.

Section 4. Meetings.

The Governing Board shall meet regularly once each quarter. Special meetings may be called by any Governing Board member or a Campus Pastor. Notice of all meetings of the Governing Board shall be posted on the Chapel bulletin board and on the Chapel's web site at least 24 hours in advance of the meeting. Except for executive sessions, Governing Board meetings are open to all Congregation members and communicant students.

Electronic or telephonic special meetings of the Governing Board may be necessary from time to time and the decisions made in such meetings shall be considered legitimate and binding.

Section 5. Vacancies.

Vacancies occurring at any time other than the expiration of the term for which a member of the Governing Board was appointed shall be filled by nomination by the President (after consultation with the Campus Pastors) and approved by the Governing Board. Any such appointment shall be effective until the next annual meeting of the Congregation, at which time the vacancy shall be filled by the congregation.

Section 6. Number of Members May Be Changed.

The number of members of the Governing Board may be changed by resolution of the Congregation. Temporary or permanent offices may be established or eliminated by the Congregation as existing needs may warrant.

Section 7. Character and Responsibilities.

The members of the Governing Board shall adorn their high offices with an honest way of life, and be good examples to the congregation (I Timothy 3:8-12). They shall authorize and enact policies to aid the Campus Pastors in the faithful oversight of the spiritual affairs of the church. They shall particularly establish policies and structures to assure the provision of care, in love, for the poor, the sick, the widowed, and the orphans (Galatians 6:9,10). The members of the Governing Board shall consult together concerning the spiritual and physical well-being of those who depend on the Chapel ministry programs, giving due attention also to the work of the Lord in the church at large. They shall establish and oversee a structure and procedure for carrying out Christian discipline which is in accordance with God's Word. They shall implement resolutions

of the Congregation and carry out such assignments as are directed to them by the Congregation, assuring that its property is kept in good repair, that the needs of the servant(s) of the Word are adequately provided for, and that all other necessary expenses are adequately funded (I Corinthians 9:6-14; Luke 10:7b; I Timothy 5:17-18; Galatians 6:6).

Section 8. Installation.

As soon as possible, after the appointment of new members and the organization of the Governing Board, the entire Board shall be installed into office in a regular service and shall thus be presented to the Congregation.

Article III Officers and Duties.

Section 1. President.

The President shall generally coordinate the affairs of the Congregation and conduct all its business affairs according to established good order, shall sign all deeds, mortgages, notes, leases, and all other legal documents directed to be executed by the Congregation, assure that the Congregation's financial records are audited annually and that a report of the audit is presented to the Congregation at the meeting following the close of the fiscal year, and shall perform such other duties as may be assigned by the Congregation. The President is an ex officio member of all boards and committees. In the absence of the President, either the Secretary or Treasurer, in that order, or an alternate the Board selects, shall serve as temporary meeting facilitator.

Section 2. Secretary.

The Secretary shall record accurately the proceedings of all meetings of the Congregation and the Governing Board, shall be responsible for the legal records of the Congregation, shall countersign all deeds, mortgages, notes, leases, and all other legal documents executed by the Congregation and assist in the orderly conduct of its business affairs according to established good order, and shall perform such other duties as may be assigned by the Congregation.

Section 3. Treasurer.

The Treasurer shall receive a monthly report of all monies received and credited to ensure that income and expenses have been properly allocated, shall make provision for disbursements according to instructions from the Governing Board as directed by the Congregation, shall ensure that the books and records of the Congregation are kept in good order, and in the absence of the secretary, shall countersign legal documents on behalf of the Congregation. In the event the Treasurer is unable to carry out these duties, the President or Secretary shall do so.

Article IV Committees

Section 1. Nominating Committee.

The Nominating Committee shall be convened at the regular meeting of the Governing Board that immediately precedes the annual meeting of the Congregation. The Nominating Committee shall be comprised of those Governing Board members whose terms are not scheduled to expire. They shall, with broad input from the Ministry Staff, Congregation and other constituents, select nominees from among Members (and

applicants for membership) of the Congregation to fill vacancies on the Governing Board with nominees of diverse backgrounds who bring necessary skills and interests to the Governing Board. The Nominating Committee shall present that slate of nominees to the Congregation at the annual meeting.

Section 2. Budget Committee.

The Budget Committee shall be made up of the members of the Governing Board, who shall serve as a committee of the whole. The Budget Committee shall be responsible for preparing an annual budget, with input from the Ministry Staff, Administrative Staff, Congregation and other constituents, to be presented to the Congregation for its approval at the last regular meeting prior to the end of the calendar year, or at such special meeting as may be called for that purpose.

Section 3. Long Range Planning Committee.

The Long Range Planning Committee shall be made up of a minimum of two designated Governing Board members and other individuals appointed by the Governing Board.

The Long Range Planning Committee shall (a) design a process for and guide the Congregation and broader constituencies of the Chapel (e.g., alumni, parents, friends, the WELS Campus Ministry Committee or its successor, and other WELS boards and committees, as appropriate) through a dialogue for identifying long-range priorities for Chapel ministries and establishing broad strategies for achieving them and (b) assure that those strategies are implemented.

Section 4. Other Committees.

The Congregation or Governing Board may establish other committees as necessary from time-to-time.

Section 5. Ex Officio Membership.

The Campus Pastors and President, by virtue of their offices, are members of all committees and are to be informed of all meetings of the committees so that they may attend if they desire to do so.

Article V Appointment of Governing Board Members

Section 1. Nomination Process .

The Nominating Committee of the Governing Board shall select from the adult male Members (and applicants for membership) of the Congregation a slate of candidates, one for each vacancy, in keeping with the scriptural requirements stated in the Constitution. Each candidate shall be informed of the responsibilities of the office to which the candidate is nominated. Consent of each nominee is necessary for candidacy.

Section 2. Publication of Candidates.

The Nominating Committee shall publish the candidates' names and post them (with the Nominating Committee members' names) two Sundays before the annual meeting of Congregation. Concerns about any of the nominees and alternate recommendations for nominations may be made in writing to the Nominating Committee through any committee member. The committee shall consider such written concerns and alternate nominations and take appropriate action, posting any revisions.

Section 3. Appointment of Governing Board Members.

At the annual meeting, the Congregation shall hear the recommendations of the Nominating Committee and proceed to come to agreement on members to fill the vacancies on the Governing Board. Nominations shall not be open to the floor at the election meeting.

Article VI Reception into Membership

Persons who wish to be received into membership in this Congregation, other than through the sacrament of holy baptism or rite of confirmation, shall bring their request to the attention of a Campus Pastor who will present nominations for membership at the next regular meeting of the Congregation. The Congregation shall honor the request when accompanied by a letter of transfer, a recommendation from a sister Congregation, or a profession of faith, provided that qualifications for membership, as specified in the Constitution, have been met. Since reception into membership signifies acceptance of and submission to the Constitution and Bylaws, each individual or family shall be given copies of those documents prior to reception so that they may become familiar with their provisions.

Article VII Transfer or Release, or Removal from Membership

Section 1. Transfer or Release.

Those desiring a transfer or release from membership shall bring their request to the attention of a Campus Pastor for action to be ratified at the next meeting of the Congregation. Transfer of membership shall apply only to those who desire membership in a Congregation which is in agreement with this Congregation in doctrine and practice. Release from membership shall apply when affiliation is sought with those denominations not in agreement with this Congregation in doctrine and practice.

Section 2. Removal.

Members with whom the Congregation has been unable to communicate, despite diligent efforts to do so, may be removed from the membership list.

Section 3. Effect of Transfer, Release, Removal, Termination of Fellowship or Excommunication.

Members released, transferred, removed, excommunicated and/or with whom fellowship has been terminated pursuant to these Bylaws or Article V, Sections 3 and 4, have no further rights in this Congregation and its property.

Article VIII Indemnification

Section 1. Mandatory Indemnification.

The Chapel shall, to the fullest extent permitted or required by Wisconsin Statutes ch. 181, indemnify each Governing Board member against any and all liabilities, and advance any and all reasonable expenses as incurred by a Governing Board member, arising out of or in connection

with any proceeding to which the Governing Board member is a party because of the member's status or activities as a Governing Board member. The rights to indemnification granted under this section shall not be deemed exclusive of any other rights to indemnification against liabilities or the advancement of expenses to which a Governing Board member may be entitled under any written agreement, resolution of the Governing Board or Congregation, Wisconsin Statutes or otherwise. The Chapel may, but shall not be required to, supplement the right to indemnification against liability and advancement of expenses under this section by the purchase of insurance on behalf of any one or more of such persons, whether or not the Chapel would be obligated to indemnify such person under this section.

Section 2. Limited Liability of Volunteers.

Each individual (other than an employee of the Chapel) who provides services to or on behalf of the Chapel without compensation ("Volunteer") shall be immune from liability to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a Volunteer, to the fullest extent provided by Section 181.0850 of the Wisconsin Nonstock Corporation Law or any similar successor provision. For purposes of this section, it shall be conclusively presumed that any Volunteer who is licensed, certified, permitted or registered under state law and who is performing services to or on behalf of the Corporation without compensation is not acting within the scope of his or her professional practice under such license, certificate, permit or registration, unless otherwise expressly indicated to the Chapel in writing.

Article IX Repeals and Amendments of the Bylaws

Any and all Bylaws may be repealed or amended by agreement of members present at any Congregational meeting, provided that public notice of this proposed action shall have been given the Congregation on at least two Sundays prior to the time of the meeting and provided that the proposed amendment has been submitted in writing to the Governing Board for its study and recommendation.

Final Congregational Approval of Constitution and By-laws: March 14, 1983

Bylaws Amended: June 2006

Bylaws Amended: April 2007

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