

**PROPOSED LCC CONSTITUTION AND BYLAW AMENDMENTS
PER RECOMMENDATION OF COUNCIL
AND COUNCIL RESOLUTION RE: REPURPOSING OF
LEAF SCHOLARSHIP FUNDS**

The Congregational Council is recommending approval of amendments to our constitution and bylaws, as detailed below, in order to more effectively meet the ministry needs of our congregation.

We have been unable to recruit membership for established terms/term limits and carry out duties within specified time limits in many instances for several of the teams required by our current organization structure as defined in our constitution and bylaws.

In order to fulfill the ministry needs, we are proposing to address certain clauses which define term limits, required organizations, and responsibilities with the following amendments.

I. Background:

- A.** Our constitution provides for establishment of ministry teams, committees and other organizations to be defined in the bylaws.
- B.** Bylaws specify terms, membership and duties.
- C.** Constitution articles which define Council oversight of church organizations:

Chapter 13 – CONGREGATIONAL COMMITTEES

C13.06 Other special congregation committees may be formed as the need arises, by decision of the Congregation Council.

C13.07 Duties of congregation committees, commissions, and ministry teams shall be specified in the bylaws.

Chapter 14 – ORGANIZATIONS WITHIN THE CONGREGATION

C14.01 All organizations within this congregation shall exist to aid it in ministering to the members of this congregation and to all persons who can be reached with the Gospel of Christ. As outgrowths and expressions of this congregation's life, the organizations are subject to the congregation's oversight and direction. The congregation shall determine their policies, guide their activities, and receive reports concerning their membership, work, and finances.

C14.02 Special interest groups, other than those of the official organizations of the ELCA, may be organized only after authorization has been given by the Congregation Council and specified in a continuing resolution.

- D.** Constitution article which defines indemnification of church principals:

Chapter 19 – INDEMNIFICATION

C19.01 Consistent with the provisions of the laws under which this congregation is incorporated, this congregation may adopt provisions providing indemnification for each person who, by reason of the fact that such person is or was a Congregation Council member, officer, employee, agent, or other member of any committee of this congregation, was or is threatened to be made a party to any threatened, pending, or completed civil, criminal, administrative, arbitration, or investigative proceeding.

- E.** Constitution amendments require votes by the congregation for two consecutive years to enact.
- F.** Amendments to our bylaws require a vote by the congregation and once approved, go into effect immediately following the vote.

II. Constitution Amendment Proposed:

AMEND Audit Committee annual election requirements:

C13.03. An Audit Committee of three voting members shall be elected by the Congregation Council. Audit Committee members shall not be members of the Congregation Council. Term of office will be three years, ~~with one member elected each year.~~ Members shall be eligible for reelection.

III. Bylaw Amendments Proposed:

A. AMEND Audit Committee Timing of Report:

C 13.03.01(b) The Audit Committee shall review the books of the Treasurer and the Financial Secretary at the end of each fiscal year and shall distribute its report to the congregation after review by the Congregation Council ~~but no later than 120 days after the end of the fiscal year~~ before the next annual Congregational Meeting.

B. DELETE C13.07.01, which currently defines each specific ministry team and responsibilities, and replace with proposed C13.07.01:

C13.07.01 ~~The following ministry teams are established for their respective missions as hereafter specified. Each ministry team shall include a Congregation~~

Council representative as liaison between the ministry team and the Congregation Council.

~~(a) The Worship and Music Ministry Team, in partnership with the applicable staff and ministry teams, shall be responsible for the worship life of the Congregation.~~

~~(b) The Caring Ministry Team shall have the responsibility to coordinate activities to promote fellowship and health wellness within the congregation, as well as to encourage outreach to our local community to share the love of God and stir up passions for and participation in activities to promote social justice.~~

~~(c) The Spiritual Formation Ministry Team shall have responsibility for directing and supervising an educational and spiritual growth program for all ages to equip and inspire adults, youth and children to grow in their relationship with Jesus Christ.~~

~~(d) The Operational Support Ministry Team shall have the responsibility to represent the congregation in all managerial, administrative, and legal matters; oversee all financial and audit matters, maintenance and repair of church grounds, buildings and property; monitor banking, budget and overall financial affairs; and provide media assistance to pastor(s).~~

~~(e) The Youth and Family Ministry Team shall have the responsibility to develop programs and activities to encourage, nurture and inspire children, youth and their families in developing and growing their relationship with Jesus Christ.~~

~~(f) The Stewardship Ministry Team shall have the responsibility to cultivate a sense of stewardship in the lives of LCC members. This includes enriching the lives of our church community through stewardship education to youth and adults, encouraging and cultivating individual personal involvement in God's mission, through giving of the self, conducting the annual pledge drive, growing awareness of legacy giving, and gathering financial support.~~

~~(g) The Future Directions Ministry Team shall have the responsibility to focus on the long-term future of LCC, including its Day School ministry. This includes developing and maintaining a master plan to guide the growth of LCC's campus, encouraging the participation of LCC members in all ministries of the church, and nurturing leadership development within the congregation to include, as tasked by the Congregation Council, identification of potential candidates to serve on committees within the congregation.~~

~~(h) The Faith Sharing Ministry Team shall have the responsibility to guide this congregation in sharing the Good News of Jesus with the community, inviting and welcoming guests at worship, and helping to assimilate new members into the life of the congregation. The team shall research, develop and implement programs to bring our community closer to the Word of God and to introduce the community to this congregation.~~

PROPOSED C13.07.01 to replace above stricken paragraphs:

C13.07.01 The Lutheran Church of the Cross Church Council shall empower Committees, Ministry Teams, and Task Forces as necessary to carry out the vision and mission of the congregation. Each Committee, Ministry Team or Task Force shall:

- (a) Work in accord with the vision and mission of Lutheran Church of the Cross.
- (b) Consist of at least three persons, including an identified leader.
- (c) Have a staff person assigned as contact person/liaison/resource.
- (d) Not exceed their budget nor raise funds without the Congregation Council's approval.
- (e) Be empowered to do ministry in their specific area.
- (f) Have a specific, Congregation Council-approved definition of its scope of ministry.
- (g) Provide regular reports detailing goals, achievements, and needs to the Congregation Council.

C. DELETE C13.07.02, which requires that the Congregation Council appoint Ministry Team leaders annually:

~~**C13.07.02** Ministry Team Leaders shall be appointed by the Congregation Council for one year terms beginning and ending at the March meeting of the ministry teams. A Ministry Team Leader is eligible for up to three consecutive terms as team leader.~~

Note: We have been unable to successfully recruit membership for established terms/term limits and carry out duties within specified time limits in many instances.

D. PROPOSED C19.01 bylaws articles that extend and expand the indemnification of all officers, employees, members of Council, Ministry Teams, Task Forces and Committees, and Pastors:

C19.01.01 The Congregation shall, to the fullest extent permitted or required by *FLORIDA LAW* incorporated by this reference and as may be amended, restated or renumbered from time to time (the "Indemnification Statutes"), indemnify the Council, Pastors, Employees, Officers and Committee, Ministry Team and Task Force members of the Congregation against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any Council Member, Pastor, Employee, Officer or Committee, Ministry Team or Task Force member is a Party because such person is a Council Member, Pastor, Employee, Officer or Committee, Ministry Team or Task Force member of the Congregation. Indemnification of Committee, Ministry Team and Task Force members of the Congregation shall be made under the preceding sentence as if, in the same manner and to the same extent as if such member was an officer of the Congregation.

C19.01.02 The Congregation may in its discretion also choose to indemnify any volunteer performing duties for and on behalf of the Congregation under above Section C19.01.01 as if, in the same manner and to the same extent as if such member was a member of Council or officer of the Congregation or to a lesser extent or not at all.

C19.01.03 Determination of the right to indemnification shall in all cases be made solely by the Lutheran Church of the Cross Congregation Council, in the manner set forth in Florida statutes.

C19.01.04 The rights to indemnification granted under the Article shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses to which such person may be entitled under any written agreement, Council resolution, or otherwise. All capitalized terms used in this Article and not otherwise defined herein shall have the meaning set forth in Florida statutes.

C19.01.05 The Lutheran Church of the Cross Congregation Council may purchase and maintain insurance on behalf of any person who is a pastor, officer, agent, employee, or a member of the Council , a Committee, Ministry Team, or a Task Force, insuring that person against liability asserted against and incurred by such person in his or her capacity as such, or arising from his or her status as such, regardless of whether the Congregation is required or authorized to indemnify or allow expenses to the person against the same liability.

IV. Resolution Adopted by Council During 2023: Repurpose of LEAF Dedicated Funds

Background: The LEAF Scholarship Fund was established as a restricted fund to provide scholarships to students, with the award amounts specified by Council. The Scholarship is awarded to students entering their first year of college (i.e., not Seminary) at a Lutheran School. This fund is not an endowment, but a named restricted fund. When most gifts to a restricted fund that has been in abeyance for an extended period of time are relatively small, and it is difficult or impossible to identify and/or contact the original donors, it may be appropriate for the Congregation Council, as representatives of the congregation and of the original donors, to repurpose residual funds toward a similar purpose and notify the Congregation in our annual meeting of such action taken.

In reviewing LCC’s financial records, no new contributions to, nor disbursements from, the LEAF Scholarship Fund appears to have been made in at least the past 10 years.

Therefore, the following resolution was proposed to and adopted by Council at the November 2023 Council Meeting

RESOLUTION TO REPURPOSE THE LEAF SCHOLARSHIP FUNDS DATED 11-13-2023 RESOLUTION NUMBER CR1 OF 2023

Whereas the LEAF Scholarship Fund now has a balance of \$2,137, and from which no scholarship funds have been received, awarded, or requested in the past 10 years, and whereas the original donors are not readily identifiable, let it be resolved that the balance of this fund be transferred to the “Undesignated Special Gifts Fund” as of December 31, 2023.