Bylaws for
Christians in Action Ministry

1.0. Name and members.

1.1. Name. The name of this organization is Christians in Action Ministry.

1.2. Members. Members are congregations. The members of this organization are:

- Atonement Lutheran Church of Jamestown
- Christ the King Lutheran Church of Ellendale, North Dakota
- Ev. Luth. Emanuel Congregation of Gackle
- English Lutheran Church of Medina
- Montpelier Lutheran Church
- St. John's Lutheran Church of Jamestown, North Dakota
- Trinity Lutheran Church of Jamestown
- Evangelical Lutheran Zion Church of Kulm

1.3. The Board of Directors may welcome new member congregations by consent of three quarters (¾) of the directors at a regular or special meeting of the board after the congregation requesting to join Christians in Action Ministry has approved the following at a regular or special meeting of the congregation:

1.3.a. New members will be given the same services and have the same responsibilities as charter member congregations including representation on the board of directors.

1.3.b. New members must accept the current bylaws at the time of requesting membership in Christians in Action Ministry.

1.3.c. New members must agree to pay the administrative fee that is current at the time of requesting membership in Christians in Action Ministry as well as agree to join and financially support any appropriate shared staffing agreements or shared ministry resources. (Bylaws 6.2.a., 6.2.b., and 6.2.c.)

1.3.1. Congregations that are eligible to join Christians in Action Ministry shall be congregations of the Evangelical Lutheran Church in America (ELCA) or full communion partners of the ELCA. (Article 4 – Articles of Incorporation.)

1.3.2. A majority of the member congregations shall be ELCA congregations that are included in the group ruling for the 501(c)(3) Group Exemption of the ELCA. (Criteria for Inclusion of Congregation Related Organizations, point 1)

1.3.3. Congregations that are not part of Christians in Action Ministry may participate in shared staffing (such as but not limited to pulpit supply) or shared ministry resources by agreeing to financially support such endeavors. Such participation does not include membership on the board of directors by voice or vote. Such participation will be handled administratively by the person or persons working directly with the preaching schedule or shared ministry resource and the Financial Administrator.

2.0. Mission Statement.

2.1. The mission of this organization is to strengthen the ministries of member and other congregations in South Central North Dakota.

2.2. It is not the purpose of the member congregations to replace the congregations that have formed this organization. Rather, the member congregations have agreed to work together in common mission for better use of resources and for fulfillment of their common mission and purpose. A new Synod Authorized Worshiping Community or congregation may be formed with the consent of three quarters (¾) of the member congregations and the Eastern North Dakota Synod.

3.0. Board of Directors

3.1. This organization shall be governed by a board of directors.

3.1.1. Each member congregation shall select one lay member to serve on the board of directors.

3.1.2. Each board member shall be a voting member of their respective congregation.

3.1.2.a. Board members shall be elected by their respective congregations at the congregation’s annual meeting, or

3.1.2.b. In the case of a vacancy on the board, the congregation Council may appoint a board member to complete the term of their board member, or

3.1.2.c. The congregation may give authority to their Council to appoint a board member if none is elected at the congregation’s annual meeting.

3.1.3. The term shall be one-year, and board members may be re-elected for three consecutive terms.

3.1.4 The rostered ministers and synod lay ministers (or their equivalent) assigned to lead a member congregation shall appoint from their number one non-voting advisor to the board of directors.

3.1.5. The board of directors shall annually elect a chair, vice chair, and secretary/treasurer. The election of these officers shall be at the first meeting following the completion of the annual meetings of each member congregation or March 1 of each year (whichever is sooner), and the officers shall take office at the end of the meeting at which they are elected.

3.1.6. The member congregations shall strive to elect an experienced diverse board of directors.

3.1.7. A member congregation may replace its representative to the board of directors, without cause, at any time. The congregation Council shall have this authority. (Bylaw 3.1.2.b.)

3.1.8. Each member of the board of directors shall discharge the duties of the position in good faith, in a manner the member reasonably believes to be in the best interests of the organization, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

3.2. The board of directors shall have general oversight of the life and activities of the organization. The duties of the board of directors shall include the following:

a. To lead the organization in stating its mission, to do long-range planning, to set goals and priorities, and to evaluate its activities in light of its mission and goals.
b. To encourage shared staffing agreements among congregations when such a model will strengthen ministries of member congregations without being detrimental to other member congregations.
c. To establish annual measurable goals for the organization and to evaluate the organization’s accomplishment of the goals at the end of each year.
d. To emphasize partnership with the Synod and churchwide organization of the Evangelical Lutheran Church in America as well as cooperation with other congregations, both Lutheran and non-Lutheran.
e. To seek out and encourage qualified persons to prepare for the ministry of the Gospel.

3.3. The board of directors shall be responsible for the financial and property matters of the organization.

a. The board of directors shall be responsible for maintaining and protecting its property and the management of its business and fiscal affairs. It shall have the powers and be subject to the obligations that pertain to a board of directors under the laws of the State of North Dakota, except as otherwise provided in these bylaws.

b. The board of directors shall not have the authority to buy, sell, or encumber real property of a member congregation.
c. The board of directors shall prepare an annual budget for adoption by the member congregations, shall supervise the expenditure of funds in accordance the budget following its adoption, and may not incur obligations in excess of the anticipated receipts without the approval of the member church councils.
d. The board of directors shall set rates for pulpit supply, mileage, and ministerial services for the ministry having referred to appropriate synod guidelines.

3.4. The board of directors shall normally meet at least quarterly. Special meetings may be called by the chair, and shall be called by the chair at the request of at least one-half of the board's members. Notice of each special meeting shall be given to all who are entitled to be present.

3.4.1. A quorum for the transaction of business shall consist of a majority of the voting members.

3.4.2. The board of directors may establish appropriate teams to conduct the business of the organization.

3.4.3. The board of directors and its teams may hold meetings by remote communication, including electronically and by telephone and/or video conference, and notice of all meetings may be provided electronically.

3.4.4. The board of directors shall typically meet by Zoom or another video conferencing platform. In person meetings may be scheduled as determined by the board of directors.

3.4.5 The board meetings shall be open to any voting member of a member congregation unless the board of directors votes to go into executive session to discuss sensitive personnel, legal, or other matters.

3.4.6. The board of directors shall report to each member congregation in time for each member congregation's annual meeting. This report shall include financial statements and ministry activity related to the goals of the year. (Criteria for Inclusion of Congregation Related Organizations, point 6.)

4.0. Powers reserved by the member congregations

4.1. The member congregations reserve all rights and responsibilities not specifically delegated to the board of directors.

5.0. Property ownership

5.1. The board of directors may acquire and own property for the use of the Christians in Action Ministry, and the board of directors may dispose of the property when it is no longer needed. This does not change the ownership or responsibility of individual member congregations for their own property.

6.0. Organizational finances

6.1. The board of directors shall submit, by October 15, a proposed budget for the following calendar year to the member congregations.

6.2. The assessment to the member congregations shall be determined by the board of directors.

6.2.a. An administrative fee shall be assessed equally to each member congregation. (e.g., $50 per month per member congregation or another amount that will cover the shared administrative expenses in the budget.)

6.2.b. Shared staffing shall be divided among member congregations in proportion to the number of hours the staff member is anticipated to serve that congregation, or in some other proportion agreed to by the congregations and stated in a shared staffing agreement signed by the Presidents of the congregations sharing the services of that staff member.

6.2.c. Other expenses shall be divided among member congregations in proportion to what each member congregation anticipates using (e.g., orders for palm branches, curriculum licenses, other per unit items) or in some other proportion agreed to by the congregations sharing that ministry resource.

6.3. The member congregations shall vote on the proposed budget at the member congregations' annual meetings. The member congregations shall promptly advise the board of directors of the vote on the proposed budget.

6.4. If a member congregation fails to timely approve the proposed budget, the board of directors shall follow the budget for the previous calendar year until all member congregations have approved a budget for the then-current calendar year. The board of directors may approve paying the compensation for shared staff members at the current calendar rate, if the congregation that has not yet approved the budget has a less than 20% responsibility for that staff member's compensation.

6.5. The treasurer shall maintain a separate checking account for corporate funds.

All checks must be approved by the board at a regular or special meeting or by electronic correspondence before they are issued. The Financial Administrator will prepare and sign checks that have been approved. The board of directors may pre-approve specific checks for a fiscal year (i.e., payee and amounts.)

Payroll checks and associated taxes will be part of the contract with each employee and will be included in the budget, so these are considered pre-approved expenses.

7.0. Withdrawal from and termination of the organization

7.1. A member congregation may withdraw from the organization by giving 180 calendar days' notice to the board of directors.

7.1.1. At the end of the 180-day period, the withdrawing congregation shall no longer be a member of the organization.

7.1.2. When a member congregation withdraws from the organization, the board of directors (except for the departing members) shall negotiate a financial separation agreement with the departing congregation.

7.2 If a member congregation fails to pay its financial assessment for more than six months, the remaining members may terminate that congregation's membership in the organization.

7.2.1. The termination of a member congregation for failure to pay its financial assessment does not terminate that congregation's obligation to pay its assessment.

7.3. The member congregations may agree to terminate the corporation at any time in accordance with N.D.C.C. §§ 10-33-96 through 10-33-105.

7.4. Upon termination of the corporation, the assets of the organization shall be divided among the current member congregations in proportion to the member congregations' financial contributions to the organization. If a congregation has withdrawn or closed during the current month or preceding 12 months, that portion shall be divided among the remaining congregations or distributed to the Eastern North Dakota Synod or its successors. (Criteria for Inclusion of Congregation Related Organizations, point 7.)

8.0. Amendment of the bylaws.

8.1. The board of directors may, at any time, propose an amendment to the bylaws.

8.2. The amendment is effective when all of the ELCA member congregations have approved the proposed amendment.

9.0. Compliance with Criteria for Inclusion of Congregation Related Organizations in the 501(c)(3) Group Exemption of the ELCA

9.1. The board of directors shall fully comply with *Criteria for Inclusion of Congregation Related Organizations in the 501(c)(3) Group Exemption of the Evangelical Lutheran Church in America.* Any noncompliance shall be promptly reported to the member congregations and the Office of the Secretary, ELCA. (Criteria for Inclusion of Congregation Related Organizations, point 11.)

9.2. Christians in Action Ministry shall not solicit funding from any persons who are members of the member congregations without the prior approval of that congregation in which the person has membership. (Criteria for Inclusion, point 3.)

9.3. Christians in Action Ministry shall not solicit funding from any churchwide unit without prior approval of the leadership of each member congregation and also the Eastern North Dakota Synod or other Synod in which the member congregation is located. (Criteria for Inclusion point 4.)

9.4. Christians in Action Ministry shall not elect or employ a chief executive officer without prior approval of a majority of the board of directors. (Criteria for Inclusion point 5.)

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