

Bylaws of Saint Michael Lutheran Church

Part I Statement of Faith

- A. Saint Michael Lutheran Church (herein, Saint Michael's) shall be a Lutheran congregation, which holds that the Bible is the inspired Word of God and the authoritative norm and guide for faith and life.

Saint Michael's shall embrace and conduct its operations and activities in accordance with the Bible. The Apostles' and Nicene Creeds and the Book of Concord attest to the witness of the scripture and will be used as guiding expressions of the Christian faith.

Part 2 Independence and Affiliation

- A. Saint Michael's shall operate as an independent Lutheran Church.
- B. Saint Michael's may affiliate itself with a Lutheran church body (or bodies), as the congregation so decides. A decision to join or leave a Lutheran church body shall require a two-thirds (2/3) majority vote at a legally called congregational meeting. Any action to join or leave a Lutheran church body must be ratified by a two-thirds (2/3) majority vote at a legally called congregational meeting no less than sixty (60) days after the initial vote.
- C. If Saint Michael's is affiliated with a Lutheran church body, the Board of Spiritual Oversight shall ensure compliance with the requirements of such affiliation as appropriate for Saint Michael's and shall involve the congregation as is appropriate or required.
- D. Saint Michael's has chosen, at the ratification of this document, to affiliate itself with the Lutheran Congregations in Mission for Christ (LCMC), however, reserves the right, as defined above, to affiliate with another Lutheran church body, or return to a totally independent congregation, in compliance with #2 above.

Part 3 Membership

- A. Members shall be individuals (persons on the roll of the congregation at the time these bylaws were adopted), who by baptism, confirmation, affirmation or written transfer from another Lutheran church body, have evidenced their agreement with the "Statement of Faith" in Part I of these Bylaws and maintained their membership in accordance with the provisions of the Constitution and these bylaws.
- B. It shall be the duty of members to avail themselves faithfully of the means of Grace, joining regularly in the services of worship during the past six months and seeking growth in God. The member shall make regular offerings for financial support during the past 12 months (according to contribution records), and strive earnestly in all manner of living to show forth a life worthy of a Christian, avoiding evil and cultivating a positive relationship with believers in faith and fellowship.

- C. Discontinuance of membership:
- i. By transfer – any member requesting a transfer to another congregation shall receive a transfer.
 - ii. By request – any member requesting that their name be removed as a member.
 - iii. Due to inactivity – if a member has not faithfully attended church services at Saint Michael's during the past six months or has not contributed financially to Saint Michael's during the past 12 months, according to Saint Michael's contribution records, the member may be deleted, upon approval by the Board of Spiritual Oversight, from the list of members.
 - iv. Members who have been removed due to inactivity as noted in Part 3, Subsection 4 (C), and desire their membership to be restored, shall notify the Board of Spiritual Oversight, in writing, of their request for active membership status be restored. The Board of Spiritual Oversight shall confirm or deny this request within sixty (60) days. If confirmed, the member will be restored to full voting membership; if denied, the denial and supporting reasons will be mailed to the seeking party within sixty (60) days of the written request.
 - v. The Board of Spiritual Oversight, shall yearly, review the roster and remove those members who have failed to meet the membership criteria as stated in Part 3 of these Bylaws. The removed member(s) shall remain within our concern and prayers and shall be offered conscientious pastoral care.

Part 4 Disciplining Members

- A. Chapter 18 in the New Testament Book of Matthew shall guide the congregation for any disciplinary matter of any member.
- B. The Board of Spiritual Oversight is charged with administration of any disciplinary hearing involving a member.
- C. A member, who is requested to appear before the Board of Spiritual Oversight for possible discipline, shall be advised in writing no less than ten (10) days prior to the hearing. The written notice shall include the time and place of the hearing and shall specify the exact reason for the possible discipline. If the member fails to appear at the time and place without a valid excuse, the Board of Spiritual Oversight may proceed with the hearing and may reach its conclusion in the member's absence.
- D. By a two-thirds (2/3) majority vote, the Board of Spiritual Oversight may impose one of the following:
 - i. Censure before the Board of Spiritual Oversight or the congregation.
 - ii. Suspension from membership until proof is provided of sufficient repentance and amendment.
 - iii. Exclusion from membership and denial of the Sacraments.
- E. The member will be notified of the Board of Spiritual Oversight's conclusion and any further action, in writing, within seven (7) days of the hearing.

Part 5
The Pastoral Call

- A. Only pastor(s) who are in agreement with the "Statement of Faith" in Part I of these Bylaws shall be called and retained as pastor(s) for Saint Michael's.
- B. Authority to call a pastor(s) shall rest in the congregation. Such a call shall require a two-thirds (2/3) majority vote at a legally called congregational meeting.

Part 6
Termination of Employment of a Pastor

- A. Termination of the employment of a pastor(s) shall require a two-thirds (2/3) majority vote at a legally called congregational meeting.

Part 7
Title to Property

- A. Title to all real and personal property acquired by the congregation, its organizations or individuals for the use of the congregation, shall be held by the congregation as a corporation.
- B. Real property shall not be purchased, disposed of or encumbered in any manner except by resolution adopted by a two-thirds (2/3) majority vote at a legally called congregational meeting. Such a resolution is not required for refinancing the balance of existing loans, so long as the refinancing does not increase the amount of the encumbrance on the real property.
- C. Should the congregation be dissolved or fall into disuse, its real and personal property shall be liquidated to settle its debts and other financial obligations. The remainder of funds, if any, will be distributed to Nonprofit Christian organization(s) as determined by the Board of Spiritual Oversight, so long as such organizations are exempt from Federal income tax under the Internal Revenue Code of 1954, or to a corporation to which contributions are deductible under the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law.

Part 8
Meetings of the Congregation

- A. The power and authority of the congregation shall be exercised through the congregational meeting, which shall be called and conducted in conformity with Ohio nonprofit corporation law and the provisions of the Articles of Incorporation and Bylaws of the congregation.
- B. The quorum for all congregational meetings shall be thirty (30) percent of total voting members.
- C. Unless contrary to the Articles of Incorporation or these Bylaws, parliamentary procedures shall be in accordance with Robert's Rules of Order.
- D. Voting
 - i. Unless specifically stated otherwise in the Articles of Incorporation or in these Bylaws, any action by the congregation must pass by a simple majority of the votes cast.

- ii. In order to vote, a member must be physically present and voting. The actual vote may be by voice, hand count, standing count or secret ballot.
 - iii. Voting by proxy or by absentee ballot will not be allowed.
 - iv. Abstaining votes will not be included in the calculation to determine whether or not the proper affirmative majority has been attained.
- E. The Annual Meeting:
- i. The annual meeting shall be held in January or February on a date annually selected by the Board of Spiritual Oversight.
 - ii. It shall include, but not be limited to, an election of successors for directors whose terms have expired; a report on the activities and financial condition of Saint Michael's; and the establishment of a financial budget for the following year.
 - iii. Announcement of the time and place of the annual meeting shall be made at all worship services during the two (2) weeks preceding the date of the meeting and/or by a written notice or email notice (as determined by the members yearly indicated preference to the church secretary) mailed to every voting member at least ten (10) days before the meeting.
- F. Special Meetings:
- i. A special meeting of the congregation may be called by: the Board of Spiritual Oversight; the President; a pastor or by written demand of at least thirty (30) percent of the voting members.
 - ii. Written notice stating the date, time, place and purpose of such special meeting shall be mailed or email notice (as determined by the members yearly indicated preference to the church secretary) to every voting member at least ten (10) days before the meeting.
 - iii. The pastor(s) shall be notified of the date, time, place and purpose of each or any special meeting of the congregation.
 - iv. The business transacted at a special meeting shall be limited to the purposes stated within the notice of the meeting.

Part 9
General Provisions for Board of Spiritual Oversight

- A. The congregation shall elect the Board of Spiritual Oversight.
- B. Only voting members of the congregation shall be eligible for membership on the Board of Spiritual Oversight.
- C. A compensated staff member (pastor(s) is exempt from this definition) of Saint Michael's may not serve as a voting member of the Board of Spiritual Oversight.
- D. No member shall be eligible to serve more than two full terms consecutively.

- E. If a vacancy occurs in the Board of Spiritual Oversight, the Board of Spiritual Oversight may fill the vacancy until the next annual meeting.
- F. A member of the Board of Spiritual Oversight who is absent from two (2) consecutive regular meetings shall be consulted by the President; if the member is absent from additional regular meetings without valid excuse, the Board of Spiritual Oversight may declare the office vacant.
- G. A quorum for any regular or special meeting of the Board of Spiritual Oversight shall be one-half (1/2) of the membership of the Board of Spiritual Oversight.
- H. A special meeting of the Board of Spiritual Oversight may be called by a pastor(s) or by a member of the Board of Spiritual Oversight. Notice of such meeting shall be given not less than five (5) days prior to the meeting. The five (5) day notice may be waived by unanimous consent of the voting members of the Board of Spiritual Oversight.
- I. All elected members to the Board of Spiritual Oversight shall be installed by the pastor at the next public service following the election or as soon thereafter as convenient for the newly elected member(s).

**Part 10
Organization of the Board:**

- A. The Board of Spiritual Oversight will consist, at minimum, of seven persons, who will be six regular members and the senior pastor. Each of the seven will have one, equal vote. Notwithstanding, the Board of Spiritual Oversight shall be represented by ten (10) percent of the total voting membership, as determined by the yearly evaluation of the membership roles, and not less than thirty (30) days prior to the annual meeting. (re: Article 7 of the constitution)
- B. The Board will conduct all meetings as open meetings, except for closed (“executive”) sessions which may be necessary to consider confidential matters, such as personnel issues, including salaries, discipline and other matters that are considered sensitive.
- C. The chairperson shall be selected annually by (and from) the members of this board at the first meeting following annual congregational meeting. The pastor shall not serve as the chairperson.
- D. The chairperson of the Board of Spiritual Oversight will also serve as President of the Congregation, and will be responsible to:
 - i. Sign all legal documents of the congregation;
 - ii. Preside at all meetings of the congregation and the Board of Spiritual Oversight;
 - iii. Deliver an annual report to the congregation;
 - iv. Execute Letters of Call on behalf of the congregation; and
 - v. Meet with the pastor(s) regularly, and determine the agenda for the meetings of the congregation and this Board.
- E. Each member, duly elected, is to serve a three-year (3) staggered term. (One new member will be selected each year, to avoid turnover of the entire board within one year.) At the ratification of the new constitution and bylaws (annual meeting of 2011), all previous board members, under the former constitution and bylaws, will be required to complete Part 12 of this document in order to seek position upon the new Board of Spiritual Oversight. For purposes of the newly elected

board, and maintaining the staggered appointments, two (2) board positions shall be for a one (1) year appointment; two positions shall be for a two (2) year appointment; two (2) positions shall be for a three (3) year appointment. Those members elected to serve upon the Board of Spiritual Oversight who are selected to serve an appointment of less than three (3) years, shall not constitute a full term appointment in this initial election and will not be counted as part of the two (2) consecutive term limit requirement.

- F. If appointed to serve a partial, existing term, that board member is eligible to serve a subsequent full term.
- G. After having served one full three year term, the board member may seek an additional one term, however, is unable to be reappointed for a 3rd term, until at least two years have passed.
- H. Board members shall be elected in accordance to Part 12 of this instrument.

Part 11
Board of Spiritual Oversight
Purpose, Duties and Responsibilities

- A. Purpose:
 - i. To be accountable to God for the effectiveness of the complete ministries of Saint Michael's;
 - ii. To lead the congregation in pursuing its mission, conducting long range planning, and evaluating its activities in light of its mission and goals;
 - iii. To exercise general oversight of the life and activities of the congregation by encouraging, equipping, and supporting those who are directly involved in the ministry of the church;
 - iv. To act as representatives of the church body (as a whole) and to exercise good judgment over the preservation of church property, its missions, and activities.
- B. Duties and Responsibilities:
 - i. To regularly review all activities and programs of the church, to ensure that the church pursues balance in the five purpose areas of:
 - (a) Outreach;
 - (b) Worship;
 - (c) Fellowship;
 - (d) Discipleship; and
 - (e) Service.
 - ii. To constantly assess the overall spiritual condition of the church, as guided by the churches Core Values, using regular, two-way communication with front-line ministry leaders and staff;
 - iii. To actively pursue knowledge of the current programs and curriculum used at Saint Michael's, and to regularly search for and recommend new materials which will enable ministries to be more effective;

- iv. To regularly meet and pray for *all* ministries of the church;
 - v. To encourage and help equip ministry leaders (paid and unpaid) to become more effective in their areas of ministry, by locating and coordinating necessary training;
 - vi. To encourage and equip people in their spiritual growth, by coordinating spiritual gifts training.
- C. To prepare and recommend to the congregation annual budgets, new staff positions, new ministry proposals, changes to bylaws, and similar matters that have a church-wide impact.
- [During the monthly* meeting, this Board will address specific issues which arise during the year, such as new positions, capital expenditures and other financial matters which fall *outside* of the budget, and may amend the budget accordingly. All financial and property matters which fall within the budget previously approved at the annual Congregational Meeting (or as amended by the Board of Spiritual Oversight) will be delegated to the Board of Spiritual Oversight.]
- D. To regularly communicate with the congregation as to the status of frontline ministries, including an annual report to be provided at the annual congregational meeting which summarizes the accomplishments of the year and provides long-range plans of front-line ministries.
- E. To exercise overall responsibility for appointment and supervision of salaried employees (Secretary, Janitorial Services, etc), including annual review of the membership roster, and ensuring that the provisions of the Constitution and these Bylaws are carried out.
- F. Although the Board will be responsible for meeting as often as necessary, it is expected that the Board will regularly meet at least monthly on the 3rd Thursday of each month, at 7:00 p.m. Should the Board meeting fall on a legal holiday or major church event, the meeting shall be moved to the 4th Thursday of the month (during that affected month) at 7:00 p.m. The Board meetings shall take place in Fellowship Hall of the Church, unless otherwise changed, with notice to the congregation of the change being made during at least two (2) Sunday's consecutively prior to the meeting. Otherwise, notice must be either in writing, mail or email notice (as determined by the members yearly indicated preference to the church secretary) and no fewer than (10) days prior to the meeting.
- G. To faithfully support the Pastor(s) in his/her ministry goals, initiatives, spiritual direction, operational direction, mission, vision and overall direction of the church.
- H. Approve hiring of compensated ministry staff other than the pastor(s) and annually adjust and review their compensation package and objectively evaluate and consider performance based increases to the package, unless otherwise negotiated by contract and within the limits of the budget approved by the congregation
- I. Annually and objectively review the performance and compensation of the pastor(s) and make adjustments from time to time within the limits of the budget approved by the congregation, unless otherwise negotiated by contract
- J. Establish church committees as necessary for the ongoing operations and programs of Saint Michael's, in coordination with the Pastor's direction and needs for spiritual growth of the congregation and its missions. The Board of Spiritual Oversight will establish at minimum the following committees:

- i. Church Property Committee
 - (a) This committee shall oversee the proper maintenance and protection of all property
 - (b) This committee shall strive to make necessary repairs and adequately insure that all property is in good order for the benefit of worship and safety to all

- ii. Church Finance Committee
 - (a) This committee shall prepare for presentation to the Board of Spiritual Oversight, the annual budget of the congregation for the succeeding year.
 - (b) This committee shall provide ways and means for the gathering of needed funds in a scriptural and systematic way.
 - (c) This committee shall actively seek grant opportunities and make applications to same for the enhancement of the church property or to support the missions of the congregation or support for ministry efforts of the congregation.
 - (d) This committee shall be responsible for educating the congregation on stewardship and informed giving (Tithing) as well as serving the members of this congregation in financial management, as we read and apply the teachings of financial management from the written Word of God.
 - (e) An annual audit committee shall be formed and consist of two (2) Board of Spiritual Oversight members and two (2) regular members, to audit the treasurers documents/records and present a final written report of their findings at the next regularly scheduled Board of Spiritual Oversight committee.

- iii. Worship, Music and Ministry Committee
 - (a) This committee shall assist in ensure all necessary means have been cared for in the delivery of God's Word for services of this church
 - (b) This committee shall assist the pastor in the selection of music; promote the development of special music opportunities and ensure the procurement of necessary musicians (or organist) to lead our weekly, and special services of the church.
 - (c) This committee shall, in consultation with the pastor, be responsible for the organization, promotion and supervision of the schooling of the church (e.g. Sunday School, Bible School, Catechism, first communion instruction)
 - (d) This committee shall work to assist the pastor in preparing the church for weekly worship and provide for enhancements to the sanctuary to comply with God's word in the development of and ensuring proper preparation for weekly services.

- iv. Church Missions Committee
 - (a) This committee shall be responsible, in consultation with the Pastor, develop mission opportunities to serve God's people, locally, Nationally and World-wide.
 - (b) This committee shall actively seek ways and means (spiritual and financial) to support the mission efforts of the congregation
 - (c) This committee will actively promote its missions efforts to the congregation and community, in order to muster support and interest in serving others (e.g. hospital visitation, services for elderly and confined; supporting welfare agencies and the food bank).
 - (d) This committee shall work to revitalize, stimulate and direct the congregation in continuing a program of personal evangelism.
- K. Each board member shall serve on a minimum of two committees, with each committee having a minimum of two appointed voting members serving as volunteer committee members. One board member shall serve as the committee chairperson (unless otherwise noted in this document, e.g. exempt is the audit committee), and report monthly, to the Board of Spiritual Oversight, a synopsis of ongoing activities and ways the Board of Spiritual Oversight can assist and equip the mission of each committee.
- L. Assign other duties and responsibilities to the committee's as necessary.

Part 12 Selection of the Board of Spiritual Oversight

- A. Qualifications for Selection
 - i. Applicants for the board must be voting members of the congregation, as defined in this document, and have the reputation of, and consistently exhibit the biblical qualifications of, Godly leaders (as defined in I Timothy 3 and Titus 1, 3).
 - ii. Consideration for vacancies on the Board of Spiritual Oversight shall be based upon the applicant's submitted form which summarizes the spiritual maturity requirements of the nominee.
 - iii. Applicants seeking board appointment must submit a completed questionnaire, as developed by the Board of Spiritual Oversight, and shall be published at least 30-days prior to the annual congregational meeting or a special meeting for purposes of voting for members of the Board of Spiritual Oversight.
- B. The Selection Process
 - i. Vacancies on the Board of Spiritual Oversight will be filled by the applicant's submission of all complete and necessary paperwork (forms) as prescribed by the Board of Spiritual Oversight. Election shall be by congregational vote at the next annual or special congregational meeting.
 - ii. The Board of Spiritual Oversight will receive and review all the completed applications of interest and supporting questionnaires, and assure the applicant meets the minimum requirements and there are no conflicts with this instrument or another governing

document. The Board of Spiritual Oversight will authorize the Secretary to post the answers to the questionnaires and make available the congregation for review and consideration, prior to the annual or special meeting.

- iii. The applicant member receiving the highest amount of votes will assume the position(s) available.

Part 13
Secretary of the Board of Spiritual Oversight

- A. The Secretary of the Board of Spiritual Oversight shall be the Administrative Secretary of the Church.
- B. The Secretary of the Board of Spiritual Oversight shall not be a voting member.
- C. The Secretary shall oversee:
 - i. The keeping of minutes of the Board of Directors;
 - ii. Keeping of the minutes of all congregational meetings;
 - iii. Maintaining of the archives of the congregation.

Part 14
Financial Secretary

- A. The Financial Secretary shall be an appointed by the Board of Spiritual Oversight.
- B. The Financial Secretary shall not be a voting member of the Board of Spiritual Oversight.
- C. The Financial Secretary shall be the liaison between:
 - i. Employees and agents that handle Saint Michael's finances;
 - ii. Chair the Board created annual audit committee.

Part 15
Treasurer

- A. The Treasurer shall be an appointed position by the Board of Spiritual Oversight.
- B. The Treasurer shall not be a voting member of the Board of Spiritual Oversight.
- C. The Treasurer shall be responsible for:
 - i. Paying of all bills, invoices and financial bills for service of the church;
 - ii. Maintain record of all balances of funds;
 - iii. Report monthly to the Board of Spiritual Oversight, including a detailed monthly financial report of all monies, investments, income and expenditures;
 - iv. Provide any and all financial reports as requested by the Board of Spiritual Oversight;

- v. Cause to deposit monies as directed by the Board of Spiritual Oversight;
- vi. Cause to deposit monies in investment accounts as approved by the Board of Spiritual Oversight.
- vii. Be the chief counter of money for weekly offerings and give report to the Board of Spiritual Oversight.

Part 16
Pastor

- A. The authority to call a pastor shall be in the congregation, and shall be accomplished by at least a two-thirds majority ballot vote of members present and voting at a meeting called for that purpose.
- B. The call of the congregation, when accepted by a pastor, shall constitute a continuing mutual relationship and commitment which, except in the case of the death of the pastor, shall be terminated only for the following reasons:
 - i. Mutual agreement to terminate the call;
 - ii. Completion of a call for a specific term of years (contracted Pastor);
 - iii. Resignation of the pastor;
 - vi. The physical or mental incapacity of the pastor;
 - v. Disqualification of the pastor through discipline on grounds of doctrine, morality, or continued neglect of duty; or
 - vi. The dissolution of the congregation.
- C. The specific duties of the pastor, compensation and other matters pertaining to the service of the pastor shall be included in the Letter of Call and/or other legal binding instrument (written agreement or contract), as authorized and signed by the Board of Spiritual Oversight or the congregation.
- D. The senior pastor shall be responsible for the day-to-day operations (business manager) of the congregation and church, and is duly authorized to make any and all necessary operational decisions to maintain the facilities, its operations and any and all outreach to others in mission and the delivery of the Word of God to its people.
- E. The senior pastor, in conjunction with other pastor(s) (if applicable) shall be solely responsible for the design, delivery and content of worship for the congregation. Input from special committees, as appointed by the Board of Spiritual Oversight, will be considered in the development of ministry efforts, but the final decision rests in the discretion and direction of the senior pastor.
- F. The pastor shall be a person whose soundness in the faith, aptness to teach, and qualifications shall be approved by the church. The Board of Spiritual Oversight maintains the power to ordain and commission a pastor, after careful consideration and examination by the board.
- G. As soon as practicable, after beginning work in this congregation, the pastor shall be duly installed in office by the Chairperson of the Board.

- H. The pastor's duties include, but not limited to:
- i. Preach the Word of God each week; administer Sacraments; conduct public worship in consistency with the faith and practice of the Lutheran Church.
 - ii. Care for the people individually and as a congregation; confirm; marry (in accordance with the teachings of God's Word and the State of Ohio law); visit the sick; and bury the dead.
 - iii. Install regularly elected members of the Board of Spiritual Oversight; install members of committees; administer church discipline.
 - iv. Seek and encourage the congregation to be active in the missions of the congregation.
 - v. Extend the Kingdom of God in the community.
- I. Compensation for pastoral service shall be per the terms of a written agreement or contract, and negotiations and approval of the contract shall be binding by both the pastor and the congregation. (The congregation shall be represented by the Board of Spiritual Oversight and all matters approved by the board shall be binding thereunto). Merit raises and increases in compensation (salary and benefits) of the pastor are at the discretion of the Board of Spiritual Oversight, and as the budget permits annually. Merit pay shall be objectively considered as part of the annual review process by the board for pastoral compensation.
- J. The church shall maintain a "Pastor's Fund" (a discretionary spending fund) that will allow the senior pastor to serve the needs of the community, the poor, the hungry, and all those who are seeking assistance. The senior pastor shall have the right to use these funds as he/she deems necessary. The pastor shall report to the Board of Spiritual Oversight each month, an overview of the fund use. The Board of Spiritual Oversight shall determine the amount and balance this fund shall maintain, but its use is solely directed by the senior pastor. The fund presently will be part of those funds established in (16)(K) below.
- K. A fund shall be established, by the Treasurer, with a maintained balance of \$500 dollars, that the Senior Pastor may spend without the direct approval of the Board of Spiritual Oversight in order to maintain the daily operations of the church, its property or activities, and for purposes as noted in (16)(D) above. The pastor shall report to the Board of Spiritual Oversight each month, an overview of the fund use.

Part 17
Amendment of Articles of Incorporation and Bylaws

- A. Amendments to the Articles of Incorporation or to the Bylaws can be proposed to the congregation by the Board of Directors, or by fifty (50) percent or more voting members submitting to the Board of Directors a request for specified amendments.
- B. Any proposed amendment must be readily available to the voting members at least thirty (30) days prior to a legally called congregational meeting. A general description of the proposed Amendment and the date and time of the congregational meeting must be announced at all Worship services during the thirty (30) days prior to the congregational meeting.
- C. To become effective, any proposed amendment(s) must be approved by a two-thirds (2/3) majority vote at a legally called congregational meeting.

- D. Amendments to the Articles of Incorporation shall be filed with the Secretary of the State of Ohio. With regard to amendments to the Bylaws, the official copy of the Bylaws, maintained in the corporate records, shall be changed to reflect the amendments, and to show the date of such amendments.

Part 18
Superseding of Prior Constitutions and Bylaws

- A. These Bylaws supersede and replace all of Saint Michael's prior Constitutions and Bylaws.

Part 19
Adoption, Ratification and Effective Date

- A. These Bylaws were adopted by the congregation on January 30, 2011.
B. These Bylaws were ratified by the congregation on February 13, 2011.
C. These Bylaws are effective as of February 13, 2011.

Saint Michael Lutheran Church

Dated:

By:

I, Julie Martin, Saint Michael Lutheran Church Secretary, do hereby certify that on February 13, 2011, a 2/3 majority of the congregation, did hereby ratify this instrument and such recording will be maintained within the archives of this church, as held by Ohio Law.