

**THE CONSTITUTION AND BY-LAWS  
OF  
PEACE EVANGELICAL LUTHERAN CHURCH U.A.C. OF  
SAGINAW, MICHIGAN**

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# CONSTITUTION OF PEACE EVANGELICAL LUTHERAN CHURCH U.A.C. OF SAGINAW, MICHIGAN

## PREAMBLE AND PURPOSE

It is the will of our Lord Jesus Christ that His Church shall:

1. Make disciples of all nations by preaching the Gospel, that is, the good news of salvation through the death and resurrection of our Lord and Savior Jesus Christ, to the whole world (Mark 16:15-16, Matthew 28:18-19, Acts 1:8),
2. Encourage the growth of all believers in the understanding and application of God's Word in their lives and ministries. (Matthew 28:20, 2 Peter 3:18),
3. Practice fellowship with those who profess the true faith (Acts 2:42; Hebrews 10: 24-25) and endeavor to keep the unity of the faith (Ephesians 4:3-6; I Corinthians 1:10),
4. Administer the Office of the Keys including preaching the Word of God, administering the Sacraments and exercising the power to forgive and retain sins (John 20:21-23; Matthew 18:15-20),
5. Do all things with decency and in order (I Corinthians 14:40).

Therefore we, a number of Lutherans residing in and near Saginaw, Michigan, have united to organize a Congregation, and are herewith adopting regulations by which the Congregation is to be governed and its affairs are to be managed.

## ARTICLE I - NAME

The name of this Congregation shall be Peace Evangelical Lutheran Church U.A.C., of Saginaw, Michigan. (Unaltered Augsburg Confession)

## ARTICLE II - CONFSSIONAL STANDARD

This Congregation acknowledges and accepts all the canonical books of the Old and New Testaments as the revealed Word of God, verbally inspired, and acknowledges and accepts all the Confessional Writings of the Evangelical Lutheran Church, contained in the Book of Concord of the year 1580, to be the true and genuine exposition of the doctrines of the Bible. These Confessional Writings are the three Ecumenical Creeds (Apostles', Nicene and Athanasian), the Unaltered Augsburg Confession, the Apology of the Augsburg Confession, the Smalcald Articles, Luther's Large and Small Catechisms, the Formula of Concord and the Treatise on the Power and Primacy of the Pope. No doctrine or practice in conflict or inconsistent with the above norms of our faith and life shall be taught or tolerated in this Congregation.

## ARTICLE III SYNODICAL MEMBERSHIP

This Congregation shall hold membership in and support the work and doctrinal positions of the Lutheran Church- Missouri Synod as long as this Synod remains true to the Word of God and the Lutheran Confessions (Article II above).

**ARTICLE IV - MEMBERSHIP**

The membership of this Congregation includes the following:

**A. Baptized Membership**

Baptized members are all members who have been baptized in the name of God the Father, God the Son, and God the Holy Spirit and who come under the spiritual care of this Congregation.

**B. Communicant Membership**

Communicant Members are those who:

1. Are baptized in the name of God the Father, God the Son, and God the Holy Spirit;
2. Accept all canonical books of the Old and New Testaments as the only divine rule and standard of faith and life;
3. Have been instructed in the doctrines of the Christian religion as taught in Luther's Small Catechism and accept the confessional standard of Article II of this Constitution;
4. Attend divine services faithfully and partake of the Lord's Supper frequently after their confirmation;
5. Lead Christian lives and do not live in manifest works of the flesh (Galatians 5:19-21);
6. Permit themselves to be fraternally admonished and corrected when they have erred;
7. Are not members, affiliates, or supporters of secret societies or other organizations conflicting with the Word of God.

**C. Receiving of Members**

The members of this Congregation are received in the following manner:

1. Baptized members are received through the Sacrament of Holy Baptism or through the consent of a parent or guardian in the case of children who have been baptized in another Christian congregation.
2. Adult members are received through the rite of confirmation and the Sacrament of Holy Baptism as appropriate, or through transfer from a sister congregation, or through profession of faith or reaffirmation of faith.

**D. Voting Membership**

All communicant members in good standing who have reached the age of 18 years shall be entitled to vote at Congregational Meetings. The membership, and membership privileges, of each communicant member shall remain in force so long as each member shall maintain eligibility according to Article IV section B of this Constitution.

**E. Membership Termination**

1. Membership shall be terminated by transfer to a sister congregation, by joining a congregation outside the fellowship of this congregation, by excommunication, by self-exclusion, or by death.
2. Communicant members who conduct themselves in an un-Christian manner shall be admonished according to Matthew 18:15-20. The Board of Elders, with pastoral guidance, shall administer church discipline on behalf of the Congregation according to Board of Elder's policy.

## ARTICLE V - CALLED CHURCH WORKERS

The pastoral offices of Minister of Religion Ordained and Minister of Religion Commissioned of this Congregation and any other staff eligible for a Divine Call shall be conferred upon such persons from the official roster of Lutheran Church-Missouri Synod who profess and adhere to the confessional standard set forth in Article II of this Constitution and are well qualified for their work. All such ministers of religion shall, in the call extended to and accepted by them, be pledged to this confessional standard.

## ARTICLE VI - POWERS AND RESPONSIBILITIES OF THE CONGREGATION

### A. General

The voting membership of the Congregation has the sole responsibility for:

1. Amending the Constitution and By-laws;
2. Purchase or sale of real property other than staff housing;
3. Approval of construction or renovation of facilities that require the borrowing of funds;
4. Approval of major fund raising activities (normally defined as more than 5% of the Financial Ministry Plan) for construction or renovation of facilities, purchase of property, or debt retirement;
5. Approval of the annual operating budget limit and the general allocation;
6. Election of Directors and Elders;
7. Calling of the Senior Pastor;
8. Release of elected officials or Senior Pastor;

All other responsibilities will be delegated to the Board of Directors or Board of Elders.

### B. Decisions

The Congregation shall not be empowered to decide anything contrary to the Word of God and the Confessions of the Lutheran Church (Article II above).

### C. Powers of Officers

Congregational officers shall have no authority beyond that which has been conferred upon them, and whatever power may have been delegated to them may at any time be altered or revoked by the Congregation.

### D. Removal from Office

Any elected official, pastor or called staff person may be removed from office by secret ballot in a Christian and lawful order for one of the following causes: persistent teaching or behavior contrary to Article II, willful neglect of duties, or other causes detrimental to the welfare of the Congregation. For the Senior Pastor or elected official the Congregation would take such action in a Congregational Meeting. For all other called staff, the Board of Directors, with approval from the Board of Elders, would take such action in a Board of Directors meeting.

## ARTICLE VII - ELECTED POSITIONS

Voting members in good standing can hold an elective office. In agreement with the doctrinal position of the Lutheran Church-Missouri Synod, women may hold an elected position that is not directly involved in the specific functions of the pastoral office (preaching, the public

administration of the Sacraments). The elected positions of this Congregation shall be such as the By-Laws of this Congregation may prescribe.

### **ARTICLE VIII - PROPERTY RIGHTS**

If at any time a separation should take place because of doctrine, the property of the Congregation and all benefits therewith connected shall remain with those voting members who continue to adhere in confession and practice to Article III of this Constitution. In the event the Congregation should totally disband, the property and all rights connected therewith shall be transferred to the Michigan District of the Lutheran Church-Missouri Synod.

### **ARTICLE IX - DOCTRINAL LITERATURE**

Only such hymns, prayers, liturgies and other forms of worship shall be used in the public services of the Congregation and in all ministerial acts as conform to the confessional standard of Article II. Likewise, in all classes for instruction in Christian Doctrine only such materials shall be used as conform to this standard.

### **ARTICLE X - CHANGING THE CONSTITUTION**

Amendments to this Constitution may be adopted at a congregational meeting provided:

1. That they do not conflict with the provisions laid down in Article II or with any section of any other article that pertains to Scriptural doctrine and practice; and
2. That a proposed amendment is submitted in writing to the Board of Directors for review; and
3. That the Board of Directors shall then place the amendment on the agenda for first reading at a Congregation Meeting; and
4. That an affirmative vote of two-thirds (2/3) majority of the Voters present is secured at the next Congregational Meeting.

### **ARTICLE XI - BY-LAWS**

This Congregation may adopt such By-Laws as may be required for the accomplishment of its purpose.

**BY-LAWS  
OF  
PEACE EVANGELICAL LUTHERAN CHURCH U.A.C. OF  
SAGINAW, MICHIGAN**

**ARTICLE I - POWERS VESTED IN THE VOTING MEMBERSHIP**

The voting membership shall have the ultimate power for the internal and external administration and management of the Congregation's spiritual and material affairs. Any decision or enactment that is contrary to the Word of God and the Confession of Faith (Article II of the Constitution) shall be null and void. No decision, enactment or performance on behalf of the Congregation shall be valid unless it shall have been enacted or performed according to a general or special power conferred by the voting membership, according to Article VI of the Constitution, in accord with which the voting membership has conferred, with certain limitations, general powers and authorities upon the Board of Directors.

Any one or more members of the Board of Directors, including any Board member who is an officer of the Congregation, may be removed from the Board of Directors, and if applicable such office, at any time, for reasons enumerated in Constitution Article VI.D, by the voting membership of the Congregation at a duly called meeting of the membership. However, the Senior Pastor may be removed from his office only in the manner provided for in the Constitution and these Bylaws.

**ARTICLE II - MEETINGS OF THE VOTING MEMBERSHIP**

**A. Congregational Meetings**

At least two meetings of the Congregation shall be conducted annually. The normal months for these meetings will be May and October. The May meeting will include the election of Directors and Elders and approval of the Financial Ministry Plan (budget) for the next fiscal year (July 1 - June 30). The October meeting will include ministry plans for the future, and a financial update. Additional meetings of the Congregation may be called by the Senior Pastor, the Chair of the Board of Directors or by a petition of at least 75 signatures of voting members. For all Congregational Meetings the agenda will be announced at worship services on two successive weekends prior to the meeting and only business on the agenda will be conducted at the meeting.

**B. Quorum, Congregation**

50 voting members in attendance at the meeting shall constitute a quorum.

**C. Passage of Resolutions**

For amending Articles of Incorporation or the Constitution and By-Laws; the purchase or sale of real property other than staff housing; approval of construction or renovation of facilities which requires the borrowing of funds (normally over 5% of the Financial Ministry Plan); and the release of the Senior Pastor or an elected official, a 2/3 majority of Voters present at the meeting is required. For all other resolutions, a simple majority is required. In case of a tie, the Chair of the Congregational Meeting will cast the deciding vote.

**D. Conduct of Meetings**

All meetings shall use Roberts Rules of Order as the parliamentary authority. The Vice-Chair shall serve as the parliamentarian.

**E. Agenda Procedure**

An agenda for each Congregational Meeting shall be available for members at the time of announcement of said meeting. Items of business requiring a vote requested by a member or members of the Congregation shall be submitted to the Chair of the Congregation not less than seven (7) days before the regularly scheduled Board of Directors meeting preceding a Congregational Meeting.

**ARTICLE III - THE BOARD OF ELDERS****A. Purpose**

The purpose of the Board of Elders is to oversee the spiritual life of the Congregation and its individual members.

**B. Qualifications**

1. Each member of the Board of Elders must be a voting member of the Congregation at the time of election or appointment.
2. Since the Elders serve as an extension of the Pastoral Office, the scriptural qualifications for Elders found in Titus 1:6-9, 1 Peter 5:1-4 and 1 Timothy 3:8-13 apply to those who hold this office.

**C. Membership**

1. The number of Elders shall be no fewer than nine (9) elected members.
2. Elders are restricted to male members of the Congregation based on Article VII of the Constitution.
3. The Senior Pastor shall serve as an ex-officio member of the board. No other full or part time staff are eligible for the Board of Elders.

**D. Elections and Terms of Office**

Members of the Board of Elders shall be elected annually at the May Congregational Meeting. The following election and term guidelines shall apply:

1. Exclusive of the Senior Pastor, Board members shall be elected by the membership, except that vacancies may be filled by the Board on an interim basis.
2. The term for all Elders shall be two years. There are no term limits for Elders.
3. Approximately half of the Elders shall be elected each year.
4. The Elders shall annually elect their own Chairman and the Chair will appoint a secretary. The Chair shall be an ex-officio (non-voting) member of the Board of Directors.

**E. Responsibilities**

The Elders, as an extension of the Pastoral Office, are responsible for:

1. Assisting the Pastor(s) with all matters concerning the functions of the office of the ministry of the Congregation, which are:
  - a. Preaching in or serving as the leader of the public worship service;
  - b. The public administration of the sacraments (Baptism and Lord's Supper);
  - c. The public exercise of Congregation discipline; and



- d. Teaching doctrines according to the Word of God and the Lutheran Confessions.
2. Counseling and assisting the Pastor(s) in the practices of performing the responsibilities of the pastoral office, including:
  - a. Proper worship life and decorum;
  - b. Pastoral care of the Congregation; and
  - c. Proper preaching and teaching of the Word of God in accord with the doctrinal standard of Article II of the Constitution.
3. Caring for the physical, spiritual and emotional needs of the pastors, staff, and their families; and
4. Creating and maintaining a Board of Elders Policy Handbook, which governs the operation of the Board of Elders and its role in the spiritual life of the congregation.

#### **F. Meetings**

The Elders shall meet as often as they determine necessary, but no less than quarterly.

#### **G. Quorum and Decisions**

50% of the Elders present at a meeting shall constitute a quorum. Decisions of the Elders will be made by a simple majority of those members present. The presiding Chairman shall not vote except in case of tie votes.

#### **H. Committees**

The Elders shall appoint through their Chairman as many committees as necessary to accomplish their work.

### **ARTICLE IV- THE BOARD OF DIRECTORS**

#### **A. Purpose**

The purpose of the Board of Directors is to develop and oversee the ministry plans, administrative functions and financial affairs of the Congregation.

#### **B. Qualifications**

1. Each member of the Board of Directors must be a voting member of the Congregation at the time of election or appointment.
2. All members of the Board of Directors shall provide an express commitment to be and remain fit and qualified to serve as overseers of the Congregation under the terms of 1 Timothy 3.

#### **C. Membership**

1. The Board of Directors shall be composed of the following voting members: four (4) officers and seven (7) at-large members unless otherwise determined by the board. No fewer than five (5) and no more than nine (9) at-large members shall serve. The officers of the Board shall be the Chair, Vice-Chair, Secretary and Treasurer. The officers of the Board are also the officers of the Congregation.
2. The Senior Pastor and the Chair of the Board of Elders shall serve as ex-officio (non-voting) members of the Board.
3. Full and part-time staff are not eligible to serve as voting members of the Board of Directors.

**D. Elections and Terms of Office**

Members of the Board of Directors shall be elected annually at the May Congregational Meeting. The following election and term guidelines shall apply:

1. Exclusive of ex-officio members, Board members and officers shall be elected by the membership, except that vacancies may be filled by the Board on an interim basis.
2. The term for all officers and members-at-large of the Board of Directors shall be two (2) years.
3. The Chair and Vice Chair may succeed themselves once. The Treasurer, Secretary and at-large members of the Board of Directors may succeed themselves twice.
4. The Chair and Vice Chair shall be elected in even numbered years. The Treasurer and Secretary shall be elected in odd numbered years.
5. Approximately half of the members-at-large shall be elected each year.
6. All members of the Board of Directors shall serve until their successors shall have been duly elected and qualified. Each term of office shall commence on July 1 following the annual election of members.
7. In no case shall a person serve more than ten (10) consecutive years on the Board of Directors.

**E. General Powers, Authorities and Responsibilities**

The Board of Directors shall be responsible for exercising, on behalf of the voting membership of the Congregation, all of the powers, authorities, rights and privileges that are delegated to it in the Constitution and/or these Bylaws. The Board is also responsible for implementing any decisions or resolutions adopted by the Voters. The Board may not exercise any of the powers reserved to the voting membership without Voter authorization. The responsibilities of the Board of Directors include but are not limited to the following:

1. Oversee and be responsible for implementation of the mission of the Congregation in cooperation with Congregation staff and laity;
2. Develop, oversee and modify, as needed, the vision, strategies, policies and long range plans of the Congregation;
3. Foster an ongoing dialog with the Board of Elders concerning the mission and ministry of the church;
4. Oversee the business and financial affairs of the Congregation, and help foster and develop good stewardship in the Congregation;
5. Ensure that an annual budget is developed and present the same to the voting membership for approval;
6. Provide for oversight, including financial oversight, over all staff, committees, auxiliaries, ministry teams, endowments and funds of the Congregation;
7. Form a nominating committee to develop a slate of candidates for election to the Boards of Directors and Elders as specified herein;
8. Create such committees, teams and organizations as the Board may deem necessary or prudent to further or facilitate carrying out its responsibilities;
9. Provide for and maintain communications with all members of the Congregation;
10. Serve as trustees of the Congregation in all civil and legal matters;
11. Through the appropriate officers of the Congregation, conduct all annual and special meetings of the membership;
12. Be responsible for the creation and maintenance of a Board of Directors Policies Handbook, which governs how the Board of Directors will operate, and the responsibilities and boundaries of the Senior Pastor;
13. Encourage involvement of laity in the ministries and activities of the Congregation to make full and best use of the wide range of spiritual gifts available in the membership;

14. Be responsible for the general welfare and maintenance of all properties of the Congregation;
15. Oversee the extension of calls to called staff other than the Senior Pastor, and establish call policies and procedures to govern calls issued by the Congregation.

#### **F. Meetings**

1. The Board of Directors shall meet as often as they determine necessary, but no less than quarterly.
2. The Board of Directors may conduct the meeting through use of any means of communication by which all Board members participating may simultaneously communicate with each other during the meeting. A Board member participating in a meeting by this means shall be deemed to be present in person at the meeting.
3. The date, time and location of all meetings shall be published no less than seven (7) days prior to the meeting.
4. All meetings are open to the Congregation; however, the Board of Directors may meet in closed session as needed.

#### **G. Quorum**

50% of the Directors present at a meeting shall constitute a quorum.

#### **H. Executive Committee**

The Congregation officers and Senior Pastor shall constitute the executive committee of the Board of Directors. During intervals between meetings of the Board of Directors when an immediate decision or action is required, and subject to such limitations as may be imposed by law, the Constitution, these Bylaws, or any resolution of the Board of Directors, the Executive Committee shall have and may exercise the authority of the Board of Directors in the management of the business and affairs of the Congregation, except that no action shall be taken which conflicts with the express rules, policies, resolutions or procedures of the Board; furthermore, any action taken shall be reported to the Board within a period of three days, and the Board shall have the power and authority to overturn, set aside or amend any action taken by the Executive Committee except to the extent any third party has relied in good faith on the action so taken.

#### **I. Standing Committee**

A School Policy Committee shall be appointed by and accountable to the Board of Directors. The committee shall include one member of the Board of Directors, the School Principal and other members at-large. The number of members, term duration and term limits shall be determined by the Board of Directors. The School Policy Committee is responsible for establishing and maintaining policies for Peace Lutheran School and its ministries within the boundaries set by the Board of Directors.

### **ARTICLE V - PASTORAL OFFICE**

#### **A. The Pastoral Office in General**

The Pastoral Office is the authority conferred upon Pastors by God through a call of the Congregation to exercise in public office the common rights of the spiritual priesthood on behalf of all. The Senior Pastor is the overseer of the office of the public ministry in the Congregation and shall serve in a supervisory capacity for all other called/professional and volunteer positions within the Congregation. The pastoral office shall only be conferred upon those persons who satisfy the qualifications for such office set forth in Article V of the Constitution. Upon being

installed to serve as a pastor of the Congregation, a pastor shall be authorized and obligated to proclaim to the membership and others, jointly and severally, the Word of God in its full truth and purity as contained in the Confession of Faith set forth in Article II of the Constitution. Any such pastor shall further be authorized:

1. To regularly conduct worship services and administer the Sacraments in accordance with our Lord's divine institution;
2. To teach and preach the Word of God and proclaim the Gospel of our Lord and Savior, Jesus Christ;
3. To perform and oversee the functions of the office of the ministry among the members of the Congregation;
4. To guide the membership in applying Church Discipline in the Congregation;
5. To provide spiritual leadership and oversight of all boards, committees, ministry teams and organizations of the Congregation; and
6. To serve as examples by Christian conduct and to do all that is possible for the building up of the membership and for the advancement of the Kingdom of Christ.

### **B. Senior Pastor - Director of Ministries and Chief Executive Officer**

The Senior Pastor shall be a non-voting member of the Board of Directors, and shall be the director of ministries and the chief executive officer of the Congregation. The Senior Pastor, who shall be an ordained pastor called by the voting membership to the office of the Senior Pastor, shall have authority over all staff of the Congregation, including the other pastors on staff, executive staff, directors of ministry, other called staff and other staff, subject to the terms of any applicable calls and contracts. The Senior Pastor shall be responsible for all ministry and business operations of the Congregation.

The Senior Pastor shall be subject to the authority of the Board of Elders in matters pertaining to pastoral functions and the authority of the Board of Directors in business and administrative matters. Within guidelines established by the Board of Directors and these By-Laws, the Senior Pastor may hire, engage and appoint such staff and other persons as he deems appropriate to help run, administer, oversee and implement the day to day ministries and operations of the Congregation.

Through directors of ministries, staff and others the Senior Pastor shall:

1. Oversee the discharge of the authorities of the pastoral office as set forth in Section A of Article V of these Bylaws;
2. Generally oversee and be responsible for the administration, implementation, management and oversight of the ministry and business operations of the Congregation;
3. Supervise, manage and oversee all staff of the Congregation;
4. See that a comprehensive personnel system is established, maintained and implemented, including appropriate policies and procedures for personnel administration and an appropriate salary and benefit program;
5. See to the shepherding of the membership in areas of spiritual and physical care and social and general welfare;
6. Cultivate peace, love and harmony within the membership, and strengthen the ties and fellowship of the membership;
7. Provide for effective and appropriate communications between the Congregation and its members;
8. Oversee the planning and implementation of the worship services of the Congregation;
9. Oversee the Congregation's efforts to bring the Gospel to the lost, to assimilate new members into the Congregation, and to strengthen the faith of the members;

10. Oversee the Christian instruction of the membership, including the Congregation's elementary school;
11. Oversee the administration of the financial affairs of the Congregation, help foster and develop good stewardship in the Congregation, and oversee all stewardship and fundraising campaigns of the Congregation; and
12. Help develop, oversee and modify, as needed, the vision and long-range plans of the Congregation.

### **C. Calling of Senior Pastor**

The calling of the Senior Pastor shall be undertaken in the following manner:

1. The president of the District shall be notified so that he may assist in interim ministry and give assistance in the calling of a new Senior Pastor;
2. The Board of Directors in cooperation with the Board of Elders shall assemble a list of suitable pastoral candidates and shall solicit input from the District president and Congregation membership in doing so;
3. The list of suitable pastoral candidates so developed shall be published to the membership (together with a request that the membership prayerfully consider the candidates and support the call process) at least two (2) weeks in advance of the membership meeting at which the call is to be considered;
4. From the list of suitable pastoral candidates, the Board of Directors shall prayerfully evaluate and consider the suitability of the candidates and prepare a list of recommended candidates for submittal to a vote of the voting membership;
5. The selection of the person to receive the call of Senior Pastor shall be by written ballot of the voting membership;
6. The pastoral candidate receiving a majority of the votes cast at a duly called Congregational Meeting shall be declared selected. For the sake of unity the Chair of the meeting shall ask for unanimous voice acclamation of the candidate selected. However, if such acclamation is not received, such failure shall have no legal or other effect on the proceedings or the resulting call; and
7. The terms of the call shall be fixed by the Board of Directors, in cooperation with the Board of Elders, consistent with applicable human resource guidelines.

### **D. Removal of Senior Pastor**

The removal of the Senior Pastor may be undertaken if sufficient grounds exist under Section D of Article VI of the Constitution. Charges on any of these counts shall be carefully investigated and weighed by the Board of Elders in cooperation with the Board of Directors. Should such charges be substantiated by clear evidence, the individual involved shall first be given an opportunity to resign. Such opportunity having been given and declined, the Board of Directors shall, after consultation with the appropriate officers of the Michigan District of The Lutheran Church - Missouri Synod, notify the membership of the situation, and submit the matter for action at a special meeting of the membership. A 2/3 majority of the votes cast at a meeting of the membership shall be required to depose the Senior Pastor.

### **E. Vacancy in the Office of the Senior Pastor**

Any vacancy in the office of the Senior Pastor may be filled on an interim basis by appointment of the Board of Directors, subject to the approval of the Board of Elders. Any person so appointed shall be qualified to serve as Senior Pastor under the terms of Article V of the Constitution. Any such appointee shall fill such vacancy only until such time as the appointee shall be replaced by a Pastor chosen by the Congregation membership at a regular or special meeting of the membership.

**F. Other Divine Calls**

The Board of Directors shall facilitate and issue Divine Calls for Ministers of Religion Ordained or Commissioned or otherwise recognized by the Michigan District other than the Senior Pastor. The Board's Call procedure shall include the following elements:

1. A process for assembling a list of the most qualified candidates available with the skills, talents and gifts needed for the area of ministry to be served;
2. Notification of the president of the District so that he may assist in regard to the calling of a new pastor or other called staff;
3. The solicitation of input from the Senior Pastor, the School Principal, and the other directors of ministry and executive staff;
4. The consideration of the compatibility of the candidates, and their respective leadership styles, skills, talents and gifts, with the Senior Pastor and the other directors of ministry and staff;
5. The Senior Pastor's approval of the final list to be presented to the Board of Directors;
6. The publication of notice to the membership that the Board is considering the extension of a call, including a description of the position to be filled, an invitation for the membership to submit names of potential candidates, an invitation for the membership to express support for and/or dissent from the calling of particular candidates, and a request that the membership prayerfully support the Board's call deliberations;
7. A requirement that the call be extended to the candidate who receives a majority of the votes cast at a Board of Directors meeting; and
8. A requirement that the terms of the call be fixed by the Board of Directors, in cooperation with the Board of Elders, consistent with applicable synodical guidelines and congregational human resource policies.

**G. Removal of Ministers of Religion Ordained or Commissioned**

The removal of Called Ministers of Religion Ordained or Commissioned may be undertaken if sufficient grounds exist under Section D of Article VI of the Constitution. Charges on any of these counts shall be carefully investigated and weighed by the Board of Elders in cooperation with the Board of Directors. Should such charges be substantiated by clear evidence, the individual involved shall first be given an opportunity to resign. Such opportunity having been given and declined, the Board of Directors shall, after consultation with the appropriate officers of the Michigan District of The Lutheran Church - Missouri Synod, and subject to the approval of the Board of Elders, depose the called staff person upon the affirmative vote of a majority of the votes cast at a meeting of the Board of Directors duly called and held as provided herein.

**ARTICLE VI - ELECTION OF CONGREGATION OFFICIALS****A. Definition of Elected Congregation Officials**

The elected officials of the Congregation are the members of the Board of Directors and its officers, and the members of the Board of Elders.

**B. Nominations**

1. The Nominations Committee shall be formed by the Chair of the Board of Directors, and contain no more than half Directors and Elders. At least half of the members shall be at-large voting members of the Congregation. The Senior Pastor and the School Principal will serve on the committee. The Chair of the Board of Directors shall appoint the Chair of the Nominations Committee.

2. The Nominations Committee shall publish the slate of candidates at worship services at least one week prior to the election. Nominations may be made by members of the Congregation prior to the publishing of the slate. No person may be nominated without that person's consent or whose qualifications do not comply with Article IV of the Constitution.
3. The Senior Pastor shall have the authority to exclude names from the list for spiritual reasons.

### **C. Elections**

Congregation Officials shall be elected by the Congregation in May and shall assume their respective duties on the first day of July. Board of Directors and Elder candidates receiving the most votes for their respective positions shall be elected for terms specified in these By-Laws and shall hold office until their successors begin their term of office.

### **D. Terms of Office**

Terms of all offices shall be for two years. Approximately one-half of the Board of Directors and one half of the Elders shall be elected every year.

### **E. Vacancies**

In the event of a vacancy on the Boards of Directors or Elders, the respective board shall appoint a successor to serve the remainder of the elected term.

## **ARTICLE VII - OFFICERS OF THE CONGREGATION AND THEIR DUTIES**

The officers of the Congregation are also the officers of the Board of Directors and shall consist of a Chair, Vice-Chair, Secretary, and Treasurer.

### **A. Chair**

The Chair of the Board of Directors shall preside at all Congregational Meetings. The Chair shall enforce the Constitution and By-Laws of the Congregation. The Chair shall call and preside over the meetings of the Board of Directors. The Chair votes only in case of a tie at both the Congregational and Board of Directors meetings.

### **B. Vice-Chair**

The Vice-Chair shall perform the duties of the Chair when the Chair is absent or disabled. The Vice-Chair shall also serve as the parliamentarian in Congregational and Board of Director meetings.

### **C. Secretary**

The Secretary shall record the proceedings of the Congregation and Board of Directors meetings, register all members attending the meetings and submit minutes for adoption at the following meeting.

### **D. Treasurer**

The Treasurer shall:

1. Arrange for financial advice and consultation for the Board of Directors as requested by the Board of Directors;
2. Gather information for the Board of Directors to support the development of financial policies;
3. Request and receive from the staff periodic reports of the financial operations of the church;

4. Arrange for the preparation of financial reports to the Congregation; and
5. Arrange for a review each year of the financial records and procedures of the Congregation.

#### **E. Legal Obligations of Congregation**

On behalf of the Congregation, the Treasurer and Secretary (or Chair or Vice-Chair in their absence) of the Congregation shall sign documents, make contracts, accept and receive grants and bequests other than cash or cash equivalents; appear in court; and transact any business assigned to these officers by the Congregation. The Board of Directors may also delegate this authority to specific staff members.

### **ARTICLE VIII - INDEMNIFICATION**

- A. Those Congregation Officials duly elected or appointed to or by the Board of Directors who do not receive anything of value from this Congregation for serving as a Congregation Official other than reasonable per diem compensation and/or reimbursement for actual, reasonable and necessary expenses incurred by anyone serving in the capacity as a Congregation Official shall be deemed a "Volunteer Congregation Official" for all purposes hereunder.
- B. A Volunteer Congregation Official shall not be personally liable to the Congregation or its membership and/or members for monetary damages for any breach of the Congregation Official's fiduciary duty except for liability arising from or relating to:
  1. A breach of the duty of loyalty to the Congregation or its members;
  2. Acts or omissions not in good faith or the involvement of intentional misconduct or a knowing violation of law;
  3. An act in violation of the provisions of Michigan Law, specifically MCLA 450.2551(1);
  4. Any transaction from which a Congregation Official derives an improper personal benefit;
  5. Any act or omission resulting in liability occurring before the date of the adoption of this provision by the Congregation;
  6. Any act or omission that is grossly negligent.
- C. The Congregation shall assume all liability to any person or entity other than the Congregation or its members for all acts or omission of a Volunteer Congregation Official occurring on or after the date of adoption of this provision.
- D. The Congregation, by adoption of a resolution in accordance with its Articles of Incorporation and Bylaws, and pursuant to the provisions of Public Act 170 of the Michigan Public Acts of 1987, shall have the power to indemnify those persons serving in the position of, or at the request of the corporation, as director, officer, trustee, non-director Volunteer, employee, or agent against expenses, including attorney fees, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by a person in connection with any actions, suits or proceedings, formal or informal, relating to the service of said individual on behalf of the Congregation, if such person acted in good faith and in a manner that the person reasonably believed to be in the best interest of the Congregation or its members. The Congregation may also indemnify the expenses of defending such individual against any criminal action or proceeding if the person had no reasonable cause to believe that the conduct engaged in was unlawful. The Congregation, through its Board of Directors, shall have such further or other authority to indemnify directors, officers, employees or agents consistent with the provisions of Michigan Law and specifically consistent with the provisions of Public Act 170, Michigan Public Acts of 1987, as amended.



**ARTICLE IX - CHANGING THE BY-LAWS**

Amendments to the By-Laws may be adopted at a Congregation meeting, provided that:

1. They do not conflict with the provisions laid down in Article II of the Constitution or with any section of any other article that pertains to Scriptural doctrine and practice; and
2. The proposed amendment is submitted in writing to the Board of Directors for review; and
3. The Board of Directors shall then place the amendment on the agenda for first reading at a Congregation Meeting; and
4. An affirmative vote of two-thirds (2/3) majority of the Voters present is secured at that next Congregation Meeting.