

## BYLAWS OF THE CONSTITUTION

### ARTICLE 1 - MEMBERSHIP

Members of this congregation are those baptized persons of this congregation who have declared and maintain their membership in accordance with the provisions of this Constitution and its Bylaws. The admission of new members and termination of membership shall be set forth in policies established by the Board of Directors in accordance with the spirit of these Bylaws. The names of all new members shall be reported to the congregation at the next Regular Voters Assembly Meeting and monthly newsletter.

The types of membership are as follows:

1. **Baptized Members:** Baptized members are all persons who have been baptized in the name of the Triune God, whether children or adults, and come under pastoral care of this congregation.
2. **Confirmed Members:** Confirmed members are all baptized persons who have been received into membership through the Rite of Confirmation, by Adult Baptism or Confirmation, by official transfer from another LCMS Congregation, or by affirmation of faith.
3. **Voting Members:** Voting members are all confirmed members in accordance with this Bylaw who have attained the age of 18 years. Such confirmed members, during the current or preceding calendar year, shall have communed in this Congregation and shall have made a contribution of time, talent or treasure to this Congregation. It shall be the sole right of the Voting Members through an assembly to call or remove a Pastor or other rostered worker, to elect members of the Board of Directors, to approve the annual financial operating plan, to approve major expenditures or property changes as defined in the Board of Directors Governance Policy manual, and/or to dissolve the congregation.
4. **Associate Members:** Associate members are persons holding membership in other LCMS Lutheran congregations who wish to retain such membership but desire to participate in the life and mission of this congregation. They have all the privileges and duties of membership except: voting rights, eligibility for elected or appointed offices, and membership on the Board of Directors of this congregation.

### ARTICLE 2 - VOTERS ASSEMBLY

The Voting Membership shall be defined as those qualified Voters present at a regular or specially called Voters Assembly. The President of the Congregation, Vice-President, or their designated Board member shall preside as Chairman at all Voters Assembly meetings. All records (financial reports, minutes, etc.) presented at any meeting of the Voter's Assembly, or any Board or Committee meeting thereof, shall remain the property of the congregation.

1. Regular Voters Assembly Meetings shall be held the fourth Monday of January and the third Monday of May.
2. At the January meeting, the following business must be conducted:
  1. Recommendation of a fair and equitable wage compensation plan for all employees.
  2. Announcement by the Board of Directors of the total number of Voting Members used to determine a Quorum per the Bylaws at this and all Voters Meetings until the next Regular January Voters meeting.
3. At the May meeting, the following business must be conducted:
  1. Recommend for election a slate of Board members to be voted on for the next term.
  2. Recommend the Proposed Financial Operating Plan for the next fiscal year to be voted on.
4. The Order of Business at Regular Voters Assembly Meetings: The Board of Directors will set the agenda of Voter's Assembly Meetings. For purposes of order, modified Robert's Rules of Order Newly Revised shall be followed and meetings shall proceed as follows:
  - Opening with a Scripture lesson and/or prayer
  - Meeting Minutes – presented for vote
  - Pastor Report
  - Ministry Team Reports
  - Treasurers/Financial Report – presented for vote
  - Committee Reports
  - Board of Directors Recommendations – presented for vote
  - Old business
  - New Business
  - Adjournment with a Scripture lesson and/or prayer
5. Special Voters Assembly Meetings:
  1. Special Voters Assembly Meetings may be called by the Board of Directors, or at the written request of twelve (12) Voters Assembly Members.
  2. Notice of the date, the meeting time and the nature of business to be transacted shall be announced at the worship services on the weekend preceding the time of the meeting.
6. Quorum and Voting at Voters Assembly Meetings:
  1. 10% of the official number of Voting Members of the congregation, per Bylaws Article 2.2, at a properly called Voters Assembly Meeting shall constitute a Quorum.
  2. In the event of a tie vote, the Chairman of the meeting shall cast the deciding ballot.
  3. There shall be no voting by Proxy.
  4. Unless defined elsewhere in the Constitution or Bylaws, a simple majority is required to adopt any measure at a Voters Assembly, including the call of a rostered worker.

### ARTICLE 3 - BOARD OF DIRECTORS

1. Nominating Committee – The Vice-Chairman of the Board shall annually appoint a Nominating Committee of at least three (3) Voting Members whose responsibility will be to develop a slate of Board members to be elected each year to fill vacancies due to expiring terms, and vacant and appointed seats on the Board. The committee shall contain a majority of non-Board members, shall function for only one year, and shall report their nominations to the voting membership at the May Voters Assembly meeting. The Senior Pastor shall be an additional, non-voting ex officio member of the Nominating Committee.
2. Election and Terms of Office – The Board of Directors will contain 9 seats. The term of office for each seat shall be three (3) years. Three seats are open for election each year on a three-year rotation. The sets of three seats are designated as A seats, B seats and C seats. Seats chosen to have a one-year term in 2016 and filled for a three-year term in 2017 are A seats. Seats chosen to have a two-year term in 2016 and filled for a three-year term in 2018 are B seats. Seats chosen to have a three-year term in 2016 are C seats. Board members may serve two (2) full terms in succession, but in any case, for no more than seven (7) years consecutively. Every term of office shall begin on the first day of the church's fiscal year following the election. In the event a seat on the Board is vacated, it will be open for election at the next May Voters meeting. Board members elected to a vacant seat serve out the remainder of the term for that seat. In the interim, the Nominating Committee shall provide the President with a list of candidates from which an appointment to the vacant seat may be made and must be ratified by a majority vote of the Board. Appointed Board members serve to the end of the current fiscal year, when the elected Board member fills the vacant seat. The Senior Pastor shall be an additional, non-voting ex-officio member of the Board.
3. Qualifications - Candidates for the Board of Directors must be Voting Members of the congregation, demonstrate spiritual maturity and understanding, exemplify strong moral character, and be committed to the mission and ministry of St. Paul Lutheran Church. The Nominating Committee determines whether a nominated candidate meets this minimum standard of qualification.
4. Election of Board Officers - The Board of Directors will select the officers in an orderly and open manner through an annual election process that occurs in conjunction with the church fiscal year. The officers are President, Vice-President, Secretary and Treasurer. These officers will also serve as the same officers for the congregation at large as described in the Constitution, Article 8.
5. Meetings – The Board of Directors shall meet at least quarterly and may

be called more frequently at the request of the President or any three (3) Board members. Five members of the board of Directors shall constitute a quorum for any meeting. Minutes of each meeting shall be recorded and retained, fully disclosing all actions taken, and shall be made available to voting members.

6. Removal – Steps for removal of Board of Directors members or officers is documented in the Board of Directors Governance Policy Manual.

#### ARTICLE 4 - AUTHORITY OF THE BOARD OF DIRECTORS

1. **OFFICERS:** The officers of the congregation will obtain their power and authority for action at the express designation of the full Board. The President, Secretary and Treasurer shall act as agents of the congregation in legal matters, property transactions, contracts, court appearances and Civil Government matters, and shall sign all legal documents set forth in the governing policies or as required by law.
2. **POLICY GOVERNANCE:** The Board of Directors shall be a policy based governance board. Its primary responsibility is to shepherd the Vision and Mission of this congregation, from which all activity flows, through policies directing the Senior Pastor, committees and/or task forces to accomplish its goals. The Board of Directors in its regular meetings concerns itself with the ends, not the means. The publicly available Board of Directors Governance Policy manual will be prepared and maintained by the Board and available to all Voting Members. The manual will define fiscal and operational policy, committee chartering and other Board responsibilities.
3. **POWERS:** The Board shall have no authority beyond that which the Voters Assembly has conferred upon them through the Constitution and Bylaws. The Board acts and creates policy as a group, and no individual member of the Board has any authority apart from the Board. Powers delegated to the Board may at any time be altered or revoked by the Voters Assembly.
4. **SENIOR PASTOR CALL PROCESS:** When the Office of Senior Pastor becomes vacant or will soon be vacant, the Board of Directors shall charter a Call Committee to provide a candidate(s) for the Pastoral Office to the Voters Assembly for approval of a call. The Call Committee shall seek the assistance of the Texas District of the LCMS to facilitate its' purpose. Criterion for the Office is delineated in the Position Description of the Senior Pastor, as maintained by the Board of Directors.
5. **ROSTERED WORKER REMOVAL PROCESS:** Any pastor or other rostered worker who fails to perform the duties of their office, or is unable or is willfully neglectful in the performance of their official duties, may be

removed from office in Christian and lawful order by the Voters Assembly. Such action shall preferably be initiated through the Board of Directors. The Board of Directors shall seek the assistance of the Texas District of the LCMS to facilitate this purpose. Prior to initiating action leading to removal from office, clear reasons for such action, and when and where a meeting will occur, must be provided personally to the individual, and then to the congregation.

#### 6. DUTIES OF THE BOARD

1. The Board shall determine and assure the strategic direction of the church and its mission.
2. The Board shall hold the Senior Pastor accountable for goals and objectives established by the Board and Senior Pastor as documented in the Board of Directors Governance Policy manual.
3. The Board shall conduct business within the limitations of the annual financial operating plan approved by the Voters Assembly and the limitations specified in the Board of Directors Governance Policy manual.
4. The Board shall recommend an annual financial operating plan for approval at the May Voters Assembly.
5. As elected representatives of the congregation, the Board of Directors shall act as a sounding board for the Senior Pastor.

#### ARTICLE 5 – ELDERS

Elders as a group are responsible for the spiritual welfare of: the Senior Pastor, rostered workers and the congregation. They also serve as a sounding board to the Senior Pastor in matters of worship, doctrine and practice. Candidates for Elder must be male Voting members of the congregation, demonstrate spiritual maturity and understanding, exemplify strong moral character, and be committed to the mission and ministry of St. Paul Lutheran Church. The Senior Pastor is a non-voting ex officio member of the Elders. The Senior Pastor will oversee the recruitment, training, and function of the Board of Elders. The number of Elders and their length of service will be set by the Senior Pastor in consultation with the Board of Directors. The Senior Pastor will assure that the names of active Elders are available to congregation members.

#### ARTICLE 6- AMENDMENTS

Amendments to these Bylaws may be made in the following manner: A copy of the proposed amendment shall be made available to all voting members at least two (2) weeks prior to a Voters Assembly Meeting. At this meeting the vote shall be taken on the amendment and two-thirds (2/3) of the voting members present shall secure adoption. Upon adoption, such amendments shall be submitted to the District Committee on Constitutions for approval, in accordance with the Synod's bylaws.

<u>Revisions</u>	<u>Description</u>	<u>Editor</u>
05/16/2016	Original Adoption	C Walther
01/22/2018	Modified Art. 3:Par. 2 to clarify seats A,B,C Added Art. 3:Par. 3 – Qualifications Renumbered Art. 3: Par. 3-5 to 4-6 Deleted Art. 3:Par. 6 Deleted Art. 6 and Art. 7 Article 8 Amendments is now Art. 6	C Walther