

**THE CONSTITUTION AND BYLAWS OF  
ST. MICHAEL EVANGELICAL LUTHERAN CHURCH  
OF  
FORT MYERS, FLORIDA, INC.  
AMENDED AND RESTATED February, 2013**

**THE CONSTITUTION**

**PREAMBLE**

Whereas, Christ, our Savior, commands all Christians, "Therefore go and make disciples of all nations, baptizing them in the name of the Father and of the Son and of the Holy Spirit," whereas the Word of God requires that a Christian congregation shall conform to this Divine Word in doctrine and practice (Ps. 119:105, Matt. 28:18-20, Gal. 1:6-8, 1 Tim. 4:1-5) and that all things be done decently and in order (I Cor. 14:40), therefore, we, the members of Saint Michael Evangelical Lutheran Church of Fort Myers, Inc. do hereby adopt this Amended and Restated Constitution and Bylaws, in accordance with which all spiritual and material affairs of our congregation shall be governed.

**ARTICLE I**

**Name**

The name of this congregation shall be: "St. Michael Evangelical Lutheran Church of Fort Myers, Florida, Inc." The congregation shall be authorized to use the fictitious names: "Saint Michael Lutheran Church and School", "Saint Michael Lutheran Church", "Saint Michael Lutheran School" and derivations of these fictitious names using initials or symbols for the words contained within them.

**ARTICLE II**

**Purpose**

The purpose of this congregation shall be to minister to its members and to spread the Kingdom of God by the preaching of the Word of God, the administration of the Sacraments, the religious instructions of youth and adults, and the administration of charity according to the confessional standard of the Lutheran Church (Article IV). In the furtherance of such purposes, the congregation may acquire, hold title to and sell, transfer, convey, and otherwise dispose of property, real, personal and mixed. The corporate body shall have all the rights and the powers that are granted by the laws of the State of Florida to religious corporations.

**ARTICLE III**

**Validity**

This Constitution and Bylaws, as amended and restated February, 2013 shall supersede all previous constitutions and bylaws of our congregation and all resolutions contrary to the bylaws set forth in this document.

## ARTICLE IV

### Doctrinal Standards

This congregation acknowledges and accepts all the canonical books of the Old and New Testaments as the written Word of God, verbally inspired and the only rule and norm of faith and of practice; and acknowledges and accepts all the creeds and Confessions of the Evangelical Lutheran Church, contained in the Book of Concord of the year 1580, to be a true and genuine exposition of the doctrines of the Bible. These creeds and Confessions are:

The three ecumenical Creeds (Apostolic, Nicene and Athanasian), the Unaltered Augsburg Confession, The Apology of the Augsburg Confession, the Smalcald Articles, Treatise on the Power and Primacy of the Pope, Luther's Large Catechism, Luther's Small Catechism and the Formula of Concord of the Year 1580.

Nothing contrary to these creeds and Confessions shall be taught in this congregation.

## ARTICLE V

### Section One - Membership:

#### A. Baptized Membership

Baptized members are all members who have been baptized with water and in the name of the Triune God, including the children on the membership rolls who have not yet confirmed their baptismal vows.

#### B. Communicant Membership

Conditions - All persons may become communicant members of this congregation who:

1. are baptized in the name of God the Father, Son, and Holy Ghost;
2. accept all the books of the Old and New Testament as the only divine rule and standard of faith and life;
3. are familiar at least with Luther's Small Catechism and declare their acceptance thereof;
4. lead Christian lives and do not live in manifest works of the flesh (Gal. 5:19-21);
5. partake of the Lord's Supper regularly after proper instruction;
6. permit themselves to be fraternally admonished and corrected when they have erred; and
7. are not members, affiliates, or supporters of any body conflicting with the confessional basis of this congregation.

### Section Two - Admission:

1. By Confirmation. Since confirmation is reception into communicant membership, all members received by this sacred rite shall be accepted into communicant membership at the first meeting of the Board of Elders following their confirmation.
2. By Release From Other Congregations. Persons coming with a letter of transfer from a recognized sister congregation in which the Pastor or its Board of Elders states that such person meets the requirements of baptismal or communicant membership in Article V, shall be accepted into baptismal or communicant membership by the Pastor and the Board

of Elders, as is appropriate, at the first meeting of the Board of Elders following receipt of a conforming letter of transfer.

3. By Confession or Reaffirmation of Faith. Other persons shall submit their applications for membership to the Pastor, and after discussion between the applicant and the Pastor, they shall be accepted as communicant members upon recommendation of the Pastor and the affirmative vote of a majority of the Board of Elders.

### **Section Three – Worship and Service:**

Members express the joy of salvation in Christ by worshiping at divine services regularly, by partaking of the Lord's Supper frequently, by baptizing their children at an early age and providing for their instruction in the true doctrine and faith of our church, by contributing regularly and faithfully according to the manner in which God has blessed him or her toward the financial support of the congregation and Synod, and by being readily available for service in the Kingdom of Christ within the congregation.

### **Section Four - Termination of Membership:**

1. Release to Sister Congregation. Members desiring to join a sister congregation shall present their applications for transfer to the Pastor. The requested transfer of members in good standing shall be granted immediately by the Pastor.
2. Joining Other Churches. In cases in which it is known that members have joined another congregation or attend services regularly outside of our Lutheran fellowship, such members shall be considered as having forfeited their membership in this congregation. After a review with the Board of Elders, the Pastor shall notify individuals in writing that their names have been removed from membership.
3. Whereabouts Unknown. In cases in which the whereabouts of members are unknown and can not be established after one year of absence from worship, the Pastor, after a review with the Board of Elders, shall have the right to remove from membership such members.
4. Excommunication. Members of this congregation shall admonish one another according to the rule laid down by our Lord in Matthew 18:15-20. Formal excommunication takes place after several degrees of admonition have been applied without effecting the desired penitence. A member who refuses the approaches of the church according to the rules laid down in Matthew 18, and thus willfully withdraws from the ministrations and admonitions of the church, shall be excommunicated, and shall be so declared by a majority vote of the voting members at a duly called meeting of the congregation.
5. Status.
  - a. Persons whose membership is terminated for any reason have forfeited all rights of membership in this congregation and all claims upon the property of the congregation, or upon any part thereon, as long as they are not reinstated to membership by the congregation.
  - b. Excommunicated persons shall be reinstated by the congregation into full membership when they have repented and asked for forgiveness and shall be so reinstated by a majority vote of the voting members at a duly called meeting of the congregation.

## **ARTICLE VI**

### **Voting Membership**

#### **Section One - Conditions:**

All communicant members who have reached the age of sixteen (16) and who have read and signed the Constitution and Bylaws of this congregation at a duly called meeting of the congregation, shall be a voting member of the congregation and shall be entitled to vote and hold office pursuant and subject to the provisions of this Constitution and Bylaws.

#### **Section Two - Duties:**

It shall be the duty of every voting member to attend the meetings of the congregation. By failing to attend a meeting, a member waives the right to vote during that meeting. Voting members shall prayerfully consider any nomination for office, committee appointments, etc., and generally participate in the business activities of the congregation.

#### **Section Three - Quorum of Voting Members:**

No action may be taken at a meeting of the congregation unless it is attended by not less than ten percent (10%) of the voting members as shown on the regularly kept business records of the church at the time of the giving of notice of such meeting.

#### **Section Four- Notice of Meetings of the Congregation:**

Not less than fourteen (14) days and not more than sixty (60) days notice shall be given to all voting members of the congregation of any meeting by U.S. regular mail to the last known address of each voting member as then reflected in the regularly kept business records of the church (inclusion of the notice of the meeting in a church bulletin, newsletter or other church publication mailed to all voting members shall be sufficient for this purpose) and by public announcement at each of the worship services held during the one week period immediately prior to the date of the meeting. Sufficient copies of the purposes of the meeting and copies of any proposed amendment to the Constitution or Bylaws shall be available in printed form in the narthex at each service at which the announcement is required. The date of mailing the notice must be not less than fourteen (14) days prior to the meeting date, shall state the purposes of the meeting and if such purposes include the amendment of the Constitution or Bylaws, shall contain the text of any proposed amendment and show the changes proposed.

## **ARTICLE VII**

### **The Offices of the Commissioned Ministers**

The pastoral office in this congregation, as well as the offices of other commissioned ministers, shall be conferred upon such pastors, ministers, teachers, parish professionals, and candidates who profess and adhere to the confessional standard set forth in Article IV of this constitution and are well qualified for their work. Pastors, other commissioned ministers, teachers and parish professionals shall, in the call extended to and accepted by them, be pledged to this confessional standard. By virtue of his call, the Senior Pastor leads all staff and has spiritual oversight over the congregation and all its boards, committees and organizations.

## **ARTICLE VIII**

### **Powers of the Congregation**

#### **Section One - General:**

The congregation, as a body through its voting members, shall have supreme power in all external and internal administration and management of its own affairs. The establishment and conduct of all institutions and societies within the congregation such as Christian day school, Sunday school, youth organizations, ladies' organizations, choir, etc., shall at all times be subject to the approval and supervision of the congregation. The congregation, however, shall not be empowered to decide anything contrary to the Word of God and the Confessions of the Lutheran church (Article IV), and any such decision shall be null and void.

#### **Section Two - Right of Calling:**

The right of calling pastors, other commissioned ministers, teachers and parish professionals shall ever be vested in the congregation and shall never be delegated to a smaller body or to an individual. Non-called personnel (day school teacher under contract, support staff, e.g.) shall be contracted by the responsible board or church council.

#### **Section Three - Decisions:**

Matters of doctrine and conscience shall be decided by the Word of God and the Confessions of the Lutheran Church (Article IV); other matters shall be decided by vote of majority of the voting members present at a duly noticed meeting of the congregation.

#### **Section Four - Power of Officers:**

Officers and committees elected or appointed by the congregation shall have no authority beyond that which as been conferred upon them, and whatever power may have been delegated to them may at any time be altered or abolished by the congregation.

#### **Section Five - Removal From Office:**

Any officer may be removed from office at a duly noticed meeting of the congregation by two-thirds majority vote of the voting members present, in Christian and lawful order.

### **ARTICLE IX**

#### **Property Rights**

If at any time a separation shall take place on account 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 IV of this constitution. In the event the congregation should totally disband, the property and all rights connected therewith shall revert to the Florida-Georgia District of the Lutheran Church - Missouri Synod.

### **ARTICLE X**

#### **Doctrinal Literature**

In the public service of the congregation, and in all ministerial acts, only such hymns, prayers, and liturgies shall be used as conform to the confessional standard of Article IV. Likewise, in all classes for instruction in Christian doctrines, only such books shall be used as conform with this standard.

## **ARTICLE XI**

### **Synodical Membership**

To do the Lord's work more effectively beyond the confines of our own congregation, we shall maintain voting membership in the Lutheran Church - Missouri Synod, as long as said Synod adheres to the Confessional standard detailed in Article IV of this constitution as determined by a two-thirds (2/3) vote of the voting members present at a meeting of the congregation called for that purpose. As members of this Synod, we shall participate in its meetings and deliberation and share in its work of building the Kingdom of God.

## **ARTICLE XII**

### **Constitution**

#### **Amendments**

Amendments to provisions of this Constitution except Article IV; V, Section 1, VII and IX may be adopted at a regular meeting of the congregation, so long as:

1. The proposed amendment has been submitted in writing at a previous meeting of the congregation and published by posting in a conspicuous place in the church or by mail prior to the meeting at which the proposed amendment will be acted upon;
2. the vote on the amendment be at least fourteen (14) days following the previous meeting of the congregation;
3. an affirmative vote of a two-thirds (2/3) majority of the voting members present is secured.

In addition to the above requirements, proposed amendments to Article IV; Article V, Section 1 or Articles VII and IX shall require that previous notice of the proposed amendment and discussion of the same shall be presented at two prior meetings of the congregation.

Any changes in these Articles shall not destroy the essential meaning of the same. Whether or not this has occurred shall be decided, if challenged, by a decision of the Synodical Ambassadors of Reconciliation.

## **ARTICLE XIII**

### **Bylaws**

This congregation may adopt such bylaws as the accomplishment of the purpose of its incorporation or organization may demand. Any of its bylaws may be suspended or revised by a two-thirds (2/3) majority vote of the voting members present at a duly noticed meeting of the congregation.

## **BYLAWS**

### **ARTICLE I**

#### **Meetings of Members**

Regular meetings of the congregation shall be held in February and July of each year. The consideration and approval of the annual budget shall take place in the February meeting. The election of officers shall take place in the July meeting.

Special meetings of the congregation may be called by the President, a majority of the Board of Elders, a majority of the Church Council, or any twelve (12) voting members of this congregation.

Notice of meetings of the congregation shall be given as provided by Article VI, Section Five of the Constitution.

A quorum to conduct business at meetings of the congregation is established by Article VI, Section Four of the Constitution.

Whenever a question pertains to amendments to the Articles of Incorporation or the Constitution, the erection of buildings, the purchase or sale of property, or the removal of officers, pastors or commissioned ministers from office a two-thirds (2/3) majority vote of the voting members present shall be required. Unless otherwise specifically provided by the Constitution or Bylaws, all other questions shall be decided by majority vote.

### **ARTICLE II**

#### **Election**

Congregational officers shall be elected by ballot at the July meeting of the congregation from the slate of candidates proposed by the nominating committee. The slate proposed by the nominating committee shall consist of one (1) candidate for each office and shall be published as part of the notice of the July meeting. Additional nominations may be made from the floor. The officers-elect shall assume their respective duties on August 1 and shall attend the August Church Council meeting. In the event of a vacancy in any office or board the Church Council shall approve the appointment of a successor to serve until the end of the term. Officers shall be elected in accordance with these bylaws and shall hold office until their successor has been installed. All congregational officers shall be voting members of the congregation.

#### **Advisory and Ex-Officio Members**

Members of this congregation who are employed as contract teachers or workers, or who are employed on an hourly or salary basis, shall not be eligible to serve on any board which would recommend changes in their benefits or rate of compensation. They may, at the will of the board, serve in an advisory position. The Church Council or board will not include ex-officio or advisory members in determining if a quorum is present at any meeting.

## ARTICLE III

### Officers

The elected officers of this congregation shall be:

President  
Vice President  
Secretary  
Treasurer  
Chair of the Board of Elders  
Chair of the Board of Parish Properties  
Chair of the Board of Outreach  
Chair of the Board of Stewardship  
Chair of the Board of Parish Education  
Chair of the School Board  
Chair of the Board of Human Care  
Chair of the Board of Youth  
Chair of the Board of Missions  
Chair of the Board of Fellowship

Called ministers shall not serve as an elected officer or be elected as chair of any board of this congregation.

## ARTICLE IV

### Church Council

The members of the Church Council shall be the elected officers enumerated in Article III of these Bylaws. The Senior Pastor and the Principal of the school shall serve as ex-officio members on the Church Council with the right to vote on all matters except motions recommending changes in benefits or rate of compensation.

1. Powers. Except to the extent powers and authorities are retained by the congregation, all corporate powers shall be exercised by or under the authority of, and the business and legal affairs of the congregation shall be managed under the direction of the Church Council.
2. Regular Meetings. Regular meetings of the Church Council shall be held at regular specified intervals as determined by a majority of the Church Council, which shall include a February meeting to consider the recommendations of the Budget Committee and approve a budget to be submitted at the February meeting of the Congregation; and a June meeting to approve the slate of candidates submitted by the Nominating Committee to be submitted for election at the July meeting of the congregation. The time and place of such meetings shall be determined from time to time by a majority of the members of the Church Council or the President
3. Special Meetings. Special meetings of the Church Council may be called by the President and must be called by the secretary by the written request of one-third of the members of Church Council, the date of such meeting to be no later than thirty (30) days after the receipt of such request by the secretary. Special meetings shall be held in Fort Myers, Florida, or at a place approved by the Church Council.
4. Notice of Meetings. Notice of meetings of the Church Council shall be given to each member personally or by mail, telephone, facsimile transmission or e-mail at least twenty-four (24) hours prior to the time named for such meeting. Notice of special meetings shall state the principal purpose of the meeting, but such notice shall limit the nature of the business to be transacted. Any member may waive notice of a meeting in writing before or after the meeting and such waiver shall be deemed equivalent to the giving of notice.



5. Meetings by Means of Conference Telephone Call or Similar Electronic Equipment. Members of the Church Council may participate in a meeting of the Church Council by means of a conference telephone call or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation by such means constitutes presence in person at a meeting.
6. Quorum. A quorum at Church Council meetings shall consist of a majority of all of the members. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the Church Council, except when the Constitution or these Bylaws require approval by a greater number of the members. Ex-officio and advisory members are not counted in determining a quorum.
7. Adjourned Meetings. If at any meeting of the Church Council there is less than a quorum present, the majority of those present may adjourn the meeting from time to time and place to place until a quorum is present. At any adjourned meeting any business which might have been transacted at the meeting as originally called may be transacted without further notice.
8. Joinder in Meeting by Approval of Minutes. The joinder of a member in the action of a meeting by signing and concurring in the minutes of that meeting shall constitute the presence of such member for the purpose of determining a quorum.
9. Action without a Meeting. Any action required to be taken at a meeting of the Church Council, or any action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so to be taken signed by all of the members is filed in the minutes of the proceedings of the Church Council. Such consent shall have the same effect as a unanimous vote.
10. Presiding Officer and Secretary. The presiding officer of the meetings of the Church Council shall be the President and if absent then the Vice President. If the President and Vice President are both absent, then the members present shall designate one of their own to preside. The Secretary shall take the minutes of the meeting, and if the Secretary is absent, then the President shall appoint a member to take minutes of the meeting, to be presented for approval at the next regular meeting of the Church Council.
11. Compensation and Expenses. Members shall receive no compensation for their services as members and officers of the Church Council. Members and duly appointed committee members may be reimbursed for travel and other reasonable expenses actually incurred as authorized by the Church Council.
12. Referral to Congregation. Upon the request of five or more members, the Church Council shall refer any matter before it to a vote at a special or regular meeting of the congregation.
13. Unified Salary Guidelines. In approving the Annual Budget the Church Council shall establish a unified salary guideline for all congregational employees.
14. Coordination of Ministry – The council in conjunction with the Senior Pastor and Administrators in Ministry shall receive updates on activities of all boards and assure the appropriate coordination of those efforts.

## **ARTICLE V**

### **Terms and Duties of Officers**

**President:** The term of office shall be for two (2) years. The President shall be a male voting member.

The President shall:

1. preside at all meetings of the voting members and Church Council;

2. cast the deciding vote when the voting on any issue is equally divided;
3. be responsible for the functioning and coordination of all boards and committees;
4. represent the congregation before law whenever necessary, and join in signing legal papers on behalf of the congregation as required;
5. if not set by Church Council, not later than twenty (20) days before such each such date, set the dates and times for the February and July regular meetings of the congregation and direct the Secretary to provide the required notices;
6. appoint the members of the Auditing Committee at the July Church Council meeting with the approval of the Church Council and submit the Audit Committee's report with a copy of the Auditor's report at the February meeting of the Voters' Assembly;
7. appoint the members of the Nominating Committee at the February Church Council meeting with the approval of the Church Council.
8. appoint a member of the congregation to serve as a congregational Historian with the approval of Church Council;
9. appoint members of such other committee as may be authorized by Church Council with the approval of the Church Council; and
10. be authorized to sign on all checking, savings or any other accounts of this congregation.

**Vice President:** The term of office shall be for two (2) years. The Vice President shall be a male voting member.

The Vice President shall:

1. in the absence of the President, perform the duties of that office;
2. in the event of a vacancy in the office of the President, succeed to that office, assuming all responsibilities for the remainder of the term; and
3. serve as chair of the Budget Committee.

**Secretary:** The term of office shall be two (2) years.

The Secretary shall:

1. keep accurate minutes of the meetings of the voting members and of the Council for the permanent records of the congregation;
2. coordinate and approve the provision of notices of meetings of the congregation and Church Council
3. coordinate the taking of attendance of the voting members at regular and special meetings of the congregation and determining and declaring if a quorum is present.

**Treasurer:** The term of office shall be two (2) years.

The Treasurer shall:

1. in coordination with the Senior Pastor monitor the financial activities of the Director of Support Ministry;
2. in coordination with the Senior Pastor monitor paying of all the bills authorized by the congregation upon the written approval of the responsible board member or an administrator;
3. in coordination with the Senior Pastor monitor keeping the accurate records of the receipts and disbursements of the congregation which shall be and remain the property of the congregation;
4. submit a report at each meeting of the congregation showing actual receipts and disbursements compared with budgeted amounts;
5. present a documented financial report at Church Council and meetings of the congregation;
6. be authorized to sign on all checking, savings and any other accounts of this congregation; and
7. fully and completely cooperate with the annual audit of the records of the Director of Support Ministry and Treasurer by the Audit Committee members and auditors.

**Director of Support Ministry:** The Director of Support Ministry shall be an employee of the congregation. The Director of Support Ministry shall be hired and monitored by the Senior Pastor in coordination with the Treasurer.”

The Director of Support Ministry shall:

1. receive, record, and deposit in the congregation’s designated depository, all congregational monies, including offerings, contributions, tuition, special collections, loans, subsidies, bequests, etc.;
2. prepare and submit reports of all financial activities at regular intervals to the Senior Pastor and Treasurer;
3. cause all offerings to be counted in the presence of at least two (2) duly appointed persons; and
4. fully and completely cooperate with an annual audit process of the financial records.

**Board of Elders:**

The Board of Elders shall consist of not less than (8) and not more than fifteen (15) male members of the congregation, including the Chair, whose term of office shall be two (2) years. The Senior Pastor shall serve as ex-officio member of this Board of Elders with the right to vote on all matters except motions recommending changes in his own benefits or rate of compensation. Regular meetings of the Board of Elders shall be held at regular specified intervals as determined by a majority of the Board of Elders.. At each meeting an elder shall be appointed by the Chair to act as secretary to keep minutes of the meeting to be submitted in writing and approved at the next regular meeting of the Board of Elders and to be submitted by the Chair to the Senior Pastor and the Secretary of the Church Council for placement in the archives of the congregation. The Chair shall represent the Board of Elders on the Church Council and as a member of the Budget Committee. The Chair shall appoint qualified members to fill vacancies on the Board of Elders subject to the approval of the Church Council.

The Board of Elders shall:

1. assist the Pastor in all matters pertaining to the spiritual welfare of the congregation;
2. consider the complaints and grievances of members of the congregation, if Matt. 18:15, 16 has been fully observed, and shall report to the congregation such as cannot be otherwise adjusted, in accordance with Matt. 18:17, 18:
  - a. Personal Confrontation;

- b. Confrontation in the presence of two or three witnesses; and
  - c. Confrontation in the presence of a meeting of the congregation;
3. make every effort to encourage members who have been negligent in their attendance of services, in the use of the sacraments, and the financial support of the church, to mend their sinful ways and fully enjoy the rights and privileges of their membership;
  4. see to it that all services are conducted in such a manner as to avoid needless disturbances and to foster a worshipful attitude among those in attendance;
  5. assist the Pastor in arranging for pulpit assistance and special services and guest speakers;
  6. be responsible for overall orderly conduct of the worship services and to that end, the Board of Elders shall appoint and supervise the necessary personnel or committees including usher, acolyte, altar guild, worship arts and worship committees;
  7. act as a Call Committee to prepare a list of candidates in case of a pastoral vacancy;
  8. be an example of Christian conduct and conversation;
  9. assume responsibility that committees function for all festive occasions (i.e., Easter, Christmas, Thanksgiving, etc.) for the purpose of decorating, programming, etc.;
  10. be concerned with the spiritual, emotional and physical well being of all personnel under contract with the congregation except those whose function is one of building and grounds maintenance;
  11. examine all applications for membership in the congregation in consultation with the Senior Pastor;
  12. make appropriate recommendations to the church council regarding the reception of new members, peaceful release and transfer of members and excommunication of members in consultation with the Senior Pastor;
  13. coordinate adult and youth confirmation instruction in consultation with the Senior Pastor;
  14. become involved in the spiritual welfare and activities of the Christian day school run by the congregation, when requested by the School Board or if a potential exists for the spiritual welfare of the children and parents of children involved in the Christian day school, or the spiritual welfare of the congregation, to be harmed in any way;
  15. cause to be maintained in the regularly kept business records of the congregation an accurate record of each baptized, communicant and voting member of the congregation including the mailing address, physical address, telephone numbers and e-mail addresses, for each such member and family group; and
  16. prepare and submit to the Budget Committee its annual budget by the date in January specified by the Budget Committee of each year for inclusion in the budget to be presented by Church Council to the congregation for approval at the February meeting of the congregation.

## **Board of Parish Properties:**

The Board of Parish Properties shall consist of at least six (6) but no more than ten (10) members of the congregation including the Chair, whose term of office shall be two (2) years. The Senior Pastor shall appoint a staff member to serve as an ex-officio member with the right to vote on this board. At each meeting a member shall be appointed by the Chair to act as secretary to keep minutes of the meeting to be submitted in writing and approved at the next regular meeting of the board and to be submitted by the Chair to the Secretary of the Church Council for placement in the records of the congregation. The Chair shall represent the Board of Parish Properties on the Church Council and appoint qualified members to fill vacancies on this board subject to the approval of the Church Council. The Chair in coordination with the designated AIM member shall have the authority to expend the sum of money as set forth in the budget for the Board of Parish Properties, subject to the availability of funds as determined by the Treasurer and Church Council. Neither the Board of Parish Properties nor the Church Council shall have authority to expend any amounts of money in excess of the budget appropriations for the Board of Parish Properties, except in case of great emergency to preserve the property or the well-being of the congregation. The Chair shall delegate functions to individual members or committees as he or she sees appropriate with the approval of Church Council. The Chair of the Board of Parish Properties in coordination with the designated AIM member shall serve as the liaison between the board and the contracted service providers and maintenance staff.

The Board of Parish Properties in coordination with the designated AIM member shall:

1. administer and maintain all physical properties belonging to the congregation;
2. provide for proper and adequate insurance of all properties of this congregation including casualty loss and general liability to the fullest extent that is possible, available and affordable;
3. inspect all church property and submit report to the Church Council;
4. procure and use the voluntary talents of the members of the congregation for doing work on the congregation's property to the extent voluntary talent is available;
5. to the extent voluntary talent is not available, to contract for outside services for doing work on the congregation's property within the budget provided;
6. be responsible for employing and supervising contracted service providers and maintenance staff for the church and school and shall provide a job description for the proper discharge of these duties;
7. provide an annual review of custodial employees; and
8. prepare and submit to the Budget Committee its annual budget by the date in January specified by the Budget Committee of each year for inclusion in the budget to be presented by Church Council to the congregation for approval at the February meeting of the congregation.

## **Board of Outreach:**

The Board of Outreach shall consist of at least six (6) but no more than ten (10) members of the congregation including the Chair, whose term of office shall be two (2) years. The Senior Pastor shall appoint a staff member to serve as an ex-officio member with the right to vote on this board. At each meeting a member shall be appointed by the Chair to act as secretary to keep minutes of the meeting to be submitted in writing and approved at the next regular meeting of the board and to be submitted by the Chair to the Secretary of the Church Council for placement in the records of the congregation. The Chair shall represent the Board of Outreach on the Church Council and appoint qualified members to fill vacancies on this board subject to the approval of the Church Council.

The Board of Outreach in coordination with the designated AIM member shall:

1. plan, promote, and implement outreach and an evangelism program in the congregation and in the community;
2. plan and supervise community demographic surveys;
3. arrange for the maintenance of record files in order to keep an evangelism program active;
4. provide suitable procedures for greeting members and visitors and registering guests;
5. enlist aid in following-up with prospective members of the congregation;
6. assist the Pastor in training the laity to bring the unchurched to the Pastor's instruction classes;
7. assist in the integration of new members in the life and work of the church with the Board of Stewardship; and
8. prepare and submit to the Budget Committee its annual budget by the date in January specified by the Budget Committee of each year for inclusion in the budget to be presented by Church Council to the congregation for approval at the February meeting of the congregation.

**Board of Stewardship:**

The Board of Stewardship shall consist of at least six (6) but no more than ten (10) members of the congregation including the Chair, whose term of office shall be two (2) years. The Senior Pastor shall appoint a staff member to serve as an ex-officio member with the right to vote on the this board. The Treasurer shall be a voting member of this board. At each meeting a member shall be appointed by the Chair to act as secretary to keep minutes of the meeting to be submitted in writing and approved at the next regular meeting of the board and to be submitted by the Chair to the Secretary of the Church Council for placement in the records of the congregation. The Chair shall represent the Board of Stewardship on the Church Council and appoint qualified members to fill vacancies on this board subject to the approval of the Church Council.

The Board of Stewardship in coordination with the designated AIM member shall:

1. discover and enlist the talents of the membership in the congregation.;
2. assist in the integration of the new members in the life of the church in coordination with the Board of Outreach
3. assist in training lay-workers;
4. sponsor stewardship and mission events;
5. work in close cooperation with the Circuit and District stewardship committee;
6. inform the members of the congregation's programs and opportunities as well as those of District and Synod;
7. give a clear vision of the world's need of Christ and how members can meet that need;
8. instruct members in the grace of proportionate giving;
9. assemble, assign and distribute contribution envelopes;
10. coordinate the raising of all funds within the congregation; and

11. prepare and submit to the Budget Committee its annual budget by the date in January specified by the Budget Committee of each year for inclusion in the budget to be presented by Church Council to the congregation for approval at the February meeting of the congregation.

### **Board of Parish Education:**

The Board of Parish Education shall consist of at least six (6) but no more than ten (10) members of the congregation including the Chair, whose term of office shall be two (2) years. The Senior Pastor shall appoint a staff member to serve as an ex-officio member with the right to vote on this board. At each meeting a member shall be appointed by the Chair to act as secretary to keep minutes of the meeting to be submitted in writing and approved at the next regular meeting of the board and to be submitted by the Chair to the Secretary of the Church Council for placement in the records of the congregation. The Chair shall represent the Board of Parish Education on the Church Council and appoint qualified members to fill vacancies on this board subject to the approval of the Church Council.

The Board of Parish Education in coordination with the designated AIM member shall:

1. foster spiritual growth, strengthen the Christian home and help equip parents, children, and young people for Christian family living;
2. provide learning opportunities for all age levels, pre-school, school age, youth, adult, older adults;
3. establish and coordinate other boards, agencies and organizations as will help the parish best perform its educational task for each specific age level, including the Sunday education program, youth and adult groups, couples and parents groups;
4. adopt the recommended objectives for every age level, agency, and organization, embracing training in Christian knowledge, in Christian attitudes, in Christian skills, such as Bible use, witnessing, prayer, giving, and family living;
5. adopt curricula and educational materials so that objectives for each agency and age level can be achieved. The curriculum shall be Christian, comprehensive, balanced and functional;
6. give attention to enrollment and attendance of pupils and a definite expansion program to permit persistent growth, with attention to evangelism, personal development, and soul keeping;
7. select adequate teaching and administrative personnel for all age levels and agencies;
8. develop a teacher training and leadership education program adequate to the needs of the congregation, present and future;
9. arrange for adequate facilities and equipment for all educational agencies and organizations;
10. see that all phases of its education program are properly financed;
11. review and appraise its programs and plan for improvement on the basis of such regular appraisals; and
12. prepare and submit to the Budget Committee its annual budget by the date in January specified by the Budget Committee of each year for inclusion in the budget to be presented by Church Council to the congregation for approval at the February meeting of the congregation.

### **School Board:**

This board shall consist of at least six (6) but no more than ten (10) members of the congregation, including the Chair, whose term of office shall be two (2) years. The Senior Pastor shall serve as an ex-officio member and appoint a staff member [the Principal] to serve as an ex-officio member with the right to vote on this board. The Principal shall not vote on any motions recommending changes in their own benefits or rate of compensation. At each meeting a member shall be appointed by the Chair to act as secretary to keep minutes of the meeting to be submitted in writing and approved at the next regular meeting of the board and to be submitted by the Chair to the Secretary of the Church Council for placement in the records of the congregation. The Chair shall represent the School Board on the Church Council and appoint qualified members to fill vacancies on this board, subject to the approval of the Church Council.

The School Board in coordination with the designated AIM member shall:

1. organize, manage and operate St. Michael Lutheran School in accordance with the Policy Manual approved by the congregation;
2. submit principal and called-teacher candidates to the meetings of the congregation for approval;
3. employ other faculty and staff; and
4. in consideration of enrollment timelines, prepare and submit a proposed budget to the chair of the budget committee for review and forwarding to the Church Council in advance of its December meeting. At that meeting, the Church Council will act on the proposal on behalf of the congregation.

### **Board of Human Care:**

The Board of Human Care shall consist of at least six (6) but no more than ten (10) members of the congregation including the Chair, whose term of office shall be two (2) years. The Senior Pastor shall appoint a staff member to serve as an ex-officio member with the right to vote on this board. At each meeting a member shall be appointed by the Chair to act as secretary to keep minutes of the meeting to be submitted in writing and approved at the next regular meeting of the board and to be submitted by the Chair to the Secretary of the Church Council for placement in the records of the congregation. The Chair shall represent the Board of Human Care on the Church Council and appoint qualified members to fill vacancies subject to the approval of the Church Council.

The Board of Human Care in coordination with the designated AIM member shall:

1. discover the needs of individuals in the congregation, or in the larger community;
2. bring these needs to the attention of the congregation with suggestions for the congregation's response to these needs;
3. inform the congregation of the needs and solicit support for them;
4. report on the social needs of the communities and solicit the congregation's cooperation with other agencies in the community endeavoring to meet these needs; and
5. prepare and submit to the Budget Committee its annual budget by the date in January specified by the Budget Committee of each year for inclusion in the budget to be presented by Church Council to the congregation for approval at the February meeting of the congregation.
6. annually appoint a Refreshment Coordinator who will facilitate the offering of refreshments by volunteers for Sunday Bible Study, Weddings, Funerals, Holidays, new member recognition dinners or any special event; and



**Board of Youth:**

The Board of Youth shall consist of at least six (6) but no more than ten (10) members of the congregation including the Chair, whose term of office shall be two (2) years. The Senior Pastor shall appoint a staff member to serve as an ex-officio member of this board. At each meeting a member shall be appointed by the Chair to act as secretary to keep minutes of the meeting to be submitted in writing and approved at the next regular meeting of the board and to be submitted by the Chair to the Secretary of the Church Council for placement in the records of the congregation. The Chair shall represent the Board of Youth on the Church Council and appoint qualified members to fill vacancies subject to the approval of the Church Council.

The Board of Youth in coordination with the designated AIM member shall:

1. coordinate, publicize, plan and administer all the programs of youth ministry of this congregation;
2. promote attendance and involvement in the congregation's middle school, high school, and young adults programs;
3. provide for the continuing spiritual growth for the youth of the congregation through outreach, worship, fellowship, Bible study, prayer, and Christian service;
4. establish goals for ministry and evaluate each youth group's activities on the basis of these goals;
5. encourage education in and involvement with community events which may be of interest to their age group;
6. encourage and promote Christian growth opportunities in this community and at the District and Synodical levels through gatherings, retreats, festivals and workshops;
7. encourage young people in the pursuit of full-time service in the Church as pastors, teachers and directors of Christian education programs, etc.; and
8. prepare and submit to the Budget Committee its annual budget by the date in January specified by the Budget Committee of each year for inclusion in the budget to be presented by Church Council to the congregation for approval at the February meeting of the congregation.

**Board of Missions:**

The Board of Missions shall consist of at least six (6) but no more than ten (10) members of the congregation including the Chair, whose term of office shall be two (2) years. The Senior Pastor shall appoint a staff member to serve as an ex-officio member with the right to vote on the this board. At each meeting a member shall be appointed by the Chair to act as secretary to keep minutes of the meeting to be submitted in writing and approved at the next regular meeting of the board and to be submitted by the Chair to the Secretary of the Church Council for placement in the records of the congregation. The Chair shall represent the Board of Missions on the Church Council and appoint qualified members to fill vacancies on this board subject to the approval of the Church Council. The Chair shall serve as the liaison between the congregation and its existing mission in the Dominican Republic.

The Board of Missions in coordination with the designated AIM member shall:

1. facilitate the involvement of the congregation in global Christian missions;
2. identify practical expressions of Christ's love through the Christian mission projects in which the congregation is or becomes involved;

3. develop and raise up disciples of Christ in the geographical areas of each mission in which the congregation is or becomes involved to aid and support each such mission, locally;
4. coordinate mission trips to the mission in the Dominican Republic;
5. prepare and disseminate reports of and make presentations regarding the mission activities in the Dominican Republic for sponsors, Church Council, the congregation and others interested in supporting that ministry;
6. engage in fund raising to support the missions of the congregation in coordination with the Board of Stewardship;
7. help with congregational outreach both at Saint Michael and other local congregations;
8. explore and recommend to the congregation worthwhile mission projects and areas of need;
9. develop partnerships with other congregational ministries which are consistent with our mission purposes; and
10. prepare and submit to the Budget Committee its annual budget by the date in January specified by the Budget Committee of each year for inclusion in the budget to be presented by Church Council to the congregation for approval at the February meeting of the congregation.

**Board of Fellowship:**

The Board of Parish Fellowship shall consist of at least six (6) but no more than ten (10) members of the congregation including the Chair, whose term of office shall be two (2) years. The Senior Pastor shall appoint a staff member to serve as an ex-officio member with the right to vote on this board. At each meeting a member shall be appointed by the Chair to act as secretary to keep minutes of the meeting to be submitted in writing and approved at the next regular meeting of the board and to be submitted by the Chair to the Secretary of the Church Council for placement in the records of the congregation. The Chair shall represent the Board of Fellowship on the Church Council and appoint qualified members to fill vacancies on this board subject to the approval of the Church Council.

The Board of Fellowship in coordination with the designated AIM member shall:

1. work to strengthen the fellowship between congregational members spiritually and socially by integrating members into the life and ministry of the congregation through social events fostering mutual cooperation, trust, and enjoyment among members;
2. plan, implement, and supervise occasional gatherings of the congregation throughout the year while focusing on the mission of the church;
3. maintain contact with other Boards to suggest ways of furthering the work of these Boards through fellowship and to draw from them requests or suggestions for coordinated fellowship activities;
4. foster and maintain an adequate group of willing workers who will carry out the work necessary for accomplishing these fellowship goals;
5. encourage a general atmosphere of friendliness among members by suggesting ways that groups might bring members into closer fellowship;
6. facilitate the development and functioning of fellowship groups that address different needs and ages: Seniors group, Singles, Married couples, Youth etc.;
7. assimilate new members and their families into the congregation through periodic fellowship nights, dinners, rallies, and other activities in conjunction with the Boards of Elders, Outreach, and Stewardship.

8. prepare and submit to the Budget Committee its annual budget by the date in January specified by the Budget Committee of each year for inclusion in the budget to be presented by Church Council to the congregation for approval at the February meeting of the congregation.

### **Audit Committee**

The President, with the approval of the Church Council, shall appoint not less than three members to serve on the Audit Committee at the July Church Council meeting. The Treasurer and Director of Support Ministries will assist the Audit Committee.

The Audit Committee shall:

1. subject to budget constraints, arrange for an annual audit of the financial records of the congregation by qualified accountants (“Auditors”);
2. supervise, manage and assist the Auditors in their performance of the annual audit, and
3. submit its report on the annual audit with a copy of the Auditor’s report to the President no later than December 31 of each year.

### **Budget Committee:**

The Budget Committee shall consist of the the Vice President, Treasurer, Chair of the Board of Stewardship, Chair of the Board of Elders, Chair of the School Board and one member elected from Church Council at its July meeting. The Senior Pastor shall serve as an ex-officio member with the right to vote on all matters except motions recommending changes in his personal benefits and compensation. The Vice President shall be the Chair of the Budget Committee.

The Budget Committee **in coordination with the Director of Support Ministries** shall:

1. on or about December 1 of each year deliver a copy of the prior year budget, if it exists, for each board to the chair of such board and appropriate administrator, together with notice that any revisions, changes or additions to the prior year budget must be submitted by line item to the Budget Committee by the date in January specified by the Budget Committee ;
2. assemble and review the proposed budgets from each board, and administration by specific line item in accordance with the regular past accounting practices of the church, and
3. deliver to the Church Council at its February meeting, the proposed assembled budgets for each of the boards and administration, together with its recommendations to the Church Council for the next fiscal year’s budget.

### **Nominating Committee:**

The President, with the approval of the Church Council, shall appoint a Nominating Committee consisting of two (2) members of the Board of Elders, one of whom shall be appointed Chair of the committee, two (2) members of the Church Council; and two (2) members of the congregation at large not serving as elected or appointed board members. The President and Pastor shall serve as ex-officio members of this committee.

The Nominating Committee shall:

1. after appointment at the February meeting of the Church Council find and prayerfully consider the members of the Congregation having the time and talents to fill the duties of any officer whose term will expire at the following July meeting of the congregation;
2. contact personally and discuss with any such member his or her ability and willingness to accept and fulfill the duties of a particular office; and
3. at the June meeting of the Church Council, submit a slate of qualified and willing officers, one nominee for each office which will become vacant as of July 31<sup>st</sup>.

### **Congregational Historian:**

The President, with the approval of the Church Council, shall appoint a congregational Historian

The Historian, in coordination with the Secretary of the Congregation, shall:

1. routinely monitor activities within the life of the church;
2. encourage students of the St. Michael's School and members of the congregation to preserve in writing and in any of the graphic arts, a record of the activities of the church and the persons involved;
3. maintain and preserve the approved records of the life of the congregation; and
4. prepare and submit, in coordination with the Senior Pastor, annual reports and additional reports as requested, to the President

## **ARTICLE VI**

### **Calling of Senior Pastor**

The election of a Senior Pastor shall proceed as follows: The Board of Elders, acting as the Call Committee, shall advise the congregation that members may submit names of candidates for the vacant office. The committee shall then meet with the Circuit Counselor and/or District President to review the list of candidates proposed by membership and to receive an officially proposed list from the District President. The names of the candidates thus nominated shall be made known to all communicant members of the congregation by public announcement or by bulletins. Only those candidates for the office of Senior Pastor who profess and adhere to the confessional standard set forth in Section IV of this Constitution, who are qualified for their work, who have been endorsed by the Synod, and who are members of the Synod shall be on the final list as adopted by the congregation. If within a period of two weeks no written objection is entered and sustained, the persons thus nominated and published shall be recognized as candidates by the entire congregation and the congregation shall, in a duly noticed meeting of the congregation, proceed to an election by ballot. The Call Committee shall present at this meeting its recommendation of the top two candidates from the proposed list. The candidate receiving the majority of all votes cast shall be declared elected. When a candidate shall be called directly from a seminary, the constituted authorities of Synod may be requested to appoint the person to whom the call shall be extended.

In the event of a vacancy in the office of Senior Pastor due to death or other causes, a vacancy Pastor shall be appointed by the congregation from a list of pastors secured from the District. The vacancy Pastor shall serve in said capacity until the induction of a called Pastor.

#### **Calling of Other Pastors and Commissioned Ministers**

The Senior pastor, in coordination with the appropriate board(s) and administrator(s), shall recommend a candidate to the Church Council for affirmation and presentation to the voters for the issuance of a call.

## **Removal From Office**

Any called worker (pastor, teacher, and other parish professionals), may be removed from office at a duly noticed regular or special meeting of the congregation by a two-thirds majority vote of the voting members present, in a Christian and lawful order. Called workers may be removed for one of the following reasons:

1. persistent adherence to false doctrine;
2. scandalous life;
3. inability to perform official duties. misconduct or willful neglect of official duties; or
4. prolonged incapacity or general incompetence.

## **ARTICLE VII**

### **Order of Business**

The following shall be the order of business for the regular Voters' Meeting of the congregation.

1. Call to Order
2. Opening Devotion
3. Approval of Minutes
4. Admission of new members
5. Reports of Treasurer
6. Reports of Boards and Administration
  - a. Elders
  - b. Parish Properties
  - c. Outreach
  - d. Stewardship
  - e. Parish Education
  - f. School Board
  - g. Human Care
  - h. Youth
  - i. Missions
  - j. Fellowship
  - k. Senior Pastor's Report
7. Reports of special committees
8. Unfinished Business
9. New Business
10. Adjournment
11. Prayer

Robert's Rules of Order shall pertain to all matters of business not provided for in this Constitution and Bylaws.