

- THE CONSTITUTION & BYLAWS -
Constitution and Bylaws
of The Evangelical Lutheran Church of Our Savior

23290 Highway 7
Excelsior, Minnesota 55331

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P R E A M B L E

WHEREAS, the Word of God demands that a Christian congregation not only conform to the Word of God in doctrine and practice (Psalms 119:105; Galatians 1:6-8; 2 Timothy 4:1-5), but also that all things be done decently and in order (I Corinthians 14:40), THEREFORE, we, the members of The Evangelical Lutheran Church of Our Savior, Excelsior, Minnesota, set forth this present document, signed by ourselves, the Constitution and Bylaws, in accordance with which our congregational affairs, spiritual and material, shall be conducted.

ARTICLE 1: NAME

The name of this congregation shall be: The Evangelical Lutheran Church of Our Savior, Excelsior, Minnesota. Doing business as Our Savior Lutheran Church.

ARTICLE 2: PURPOSE

The purpose of this corporate body shall be that of a religious organization; more specifically, that of a Christian congregation, established and maintained for the express purpose of disseminating the Gospel truth according to the confessional standard of the Lutheran Church, the Book of Concord of the year 1580.

ARTICLE 3: CONFESSION

This congregation accepts and acknowledges all the canonical books of the Old and New Testament as the revealed Word of God, verbally inspired, and accepts and acknowledges all the Symbolical Books of the Evangelical Lutheran Church, as contained in the Book of Concord of 1580, to be a true and genuine exposition of the doctrines of the Bible. These Symbolical Books are:

- a. the three Ecumenical Creeds (the Apostolic, the Nicene, and the Athanasian);
- b. the Unaltered Augsburg Confession;

- c. the Apology of the same;
- d. the Smalcald Articles;
- e. Luther's Large and Small Catechisms; and
- f. Formula of Concord.

In this congregation, no doctrine shall be taught or tolerated which is at variance with these symbols of the Lutheran Church or contrary to the teachings of the Bible. All doctrinal controversies which may arise in this congregation shall be decided according to these symbols.

ARTICLE 4: MEMBERSHIP

A. Baptized Members

- 1. Baptized members are all who:
 - a. have been baptized in the name of the Triune God;
 - b. are under the spiritual care of the pastor(s) of this congregation, including the children who have not yet been confirmed; and
 - c. are not members of any secret or other organization conflicting with the Word of God, such as anti-Christian lodges.

B. Communicant Members

- 1. Anyone can become and be a member of this congregation and enjoy the rights and privileges of such membership provided he or she:
 - a. is a baptized member in accordance with Article 4A;
 - b. accepts all the canonical books of the Old and New Testaments as the only divine rule and standard of faith and conduct;
 - c. is acquainted with, and accepts, Luther's Small Catechism;
 - d. leads a Christian life and abstains from manifest works of the flesh (Galatians 5:19-21);
 - e. attends divine services faithfully and partakes of the Lord's Supper frequently;
 - f. submits, for the sake of love and peace, to the regulations already made, or still to be made by this body, provided they do not conflict with the Word of God, and suffers brotherly admonition when having erred or offended; and
 - g. is not a member of any secret or other organization conflicting with the Word of God, such as anti-Christian lodges.

C. Reception of Members

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

- a. Applicants for communicant membership presenting a letter of transfer from a recognized orthodox Lutheran congregation shall be accepted as communicant members.
- b. Applicants for communicant membership not affiliated with a recognized orthodox Lutheran congregation shall give satisfactory evidence of their qualification for membership in an interview with the pastor.
- c. Other applicants shall receive an adequate course of instruction in the Chief Parts of the Christian doctrine and shall declare their acceptance of the doctrines of the Lutheran Church in the presence of witnesses, whereupon they shall be received as communicant members.
- d. The congregation shall officially approve all admissions into communicant membership at its regular Congregational Meetings.

D. Excommunication

1. When a member of this congregation, after fruitless admonition in the various grades prescribed by the Word of God (Matthew 18:15-20), where the observance of such grades has been possible, shall have been expelled by unanimous vote from the congregation; such person shall have forfeited all rights of a member of this congregation and all claims upon the property of the congregation as such, or upon any part thereof, as long as he is not again received into membership by the congregation. The same shall apply to such members as refuse to submit to church discipline and thus excommunicate themselves, as also do those who sever their connection with the congregation. Excommunicated persons who repent and ask for forgiveness shall be reinstated into membership.

E. Release and Removal

1. Such communicant members who, for reasons that are justified, ask for their dismissal or release to a sister congregation, shall be peaceably released by the congregation in a Congregational Meeting.
2. Members who have moved away or do no longer participate in any of the congregation's work for a year shall be removed from the list of communicant members.

ARTICLE 5: VOTING RIGHTS

All communicant members of this congregation shall be entitled to vote in the Congregational Meetings when they have reached their eighteenth birthday and are not under congregational discipline.

ARTICLE 6: SYNODICAL MEMBERSHIP

In order to do the Lord's work more efficiently and also beyond our own confines, this congregation shall maintain voting membership in The Lutheran Church - Missouri Synod, as long as the latter body adheres to the confessional basis detailed in Article 3. As a member of The Lutheran Church - Missouri Synod, we pledge ourselves to participate in its meetings and deliberations and to help in bearing its burdens.

ARTICLE 7: OFFICERS, BOARD OF DIRECTORS, ELDERS, STANDING COMMITTEES

The officers of this corporate body shall be as follows:

1. a president;
2. a vice-president;
3. a secretary;
4. a treasurer;

The officers shall be assisted and supported in their work and responsibilities by:

1. a Board of Directors consisting of Senior Pastor, Director of Our Savior School, Chairman (the President), Vice-Chairman (the Vice-President), the Secretary, the Treasurer, and at least two, but no more than six, other members;
2. Elders consisting of at least three members;
3. a Child Care Advisory Committee consisting of at least three members;
4. a Stewardship Committee;
5. a Financial Management Committee;
6. Trustees;

and such other officers or committees as the Bylaws of this corporate body may prescribe or as this corporate body may elect in accordance with its needs and the needs of its ministries, including, but not limited to, outreach, discipleship, youth, children, family, and social ministry.

The president, vice-president, secretary, treasurer, other members of the Board of Directors, and Elders shall be elected at the congregational meeting of this corporate body. Committee members will be selected by the relative committee chair and approved by the Senior Pastor. Committee chairs will be appointed at the discretion of the Senior Pastor. The term of office for the Board of Directors shall be two years. The term of office for elders shall be three years. Only male communicant members shall be eligible to hold elder positions.

At Our Savior Lutheran Church and School, Trustees shall refer to the committee assisting with building and property.

ARTICLE 8A: THE PASTORAL OFFICE

The office of pastor can be conferred upon such ministers or candidates as only:

- a. are male;
- b. are ordained ministers who are members of the Lutheran Church – Missouri Synod, candidates for the pastoral ministry who have satisfied the qualifications and requirements for assignment of first calls by Synod, or ordained ministers who are members in good standing of church bodies that have been formally recognized to be in altar pulpit fellowship with the Synod when agreements for such calls are in place;
- c. declare their acceptance of and adherence to all the canonical books of the Old and New Testament as the inspired Word of God, and all the Symbols of the Evangelical Lutheran Church enumerated in Article 3;

- d. possess, in sufficient measure, the qualifications of a minister of the Word as set forth in Holy Writ; and
- e. are properly and rightfully called by the congregation. For the election of a pastor, a unanimous vote is required.

Sufficient causes for the removal of a pastor are:

- a. persistent adherence to false doctrine;
- b. an ungodly life; and
- c. unfaithfulness or permanent disability in reference to the performance of his duties.

As the ministerial office in the church is the only divinely appointed office in the church (Acts 20:28, 1 Peter 5:2, John 20:23, I Corinthians 12:28), and all other offices are humanly appointed to assist in the ministerial office in the service of the congregation (Acts 6:4, 1 Timothy 5:17), and since, by virtue of the Call the pastor is charged with the responsibility to do all within the limits of his calling and ability for the growth of our congregation and the general advancement of the Kingdom of Christ; therefore, the pastor shall have full voting and speaking rights as a member of all boards, committees, and all activities within the congregation.

ARTICLE 8B: OTHER OFFICES

Since it may be necessary for the congregation to create other called positions to carry out the work of ministry such as that of Director of Our Savior School, only such persons shall be called as those who:

- a. adhere to the confessional standard set forth in this constitution, who are qualified for the work of the ministry to which they are called, and who have been endorsed by and are members of the Lutheran Church – Missouri Synod, who are candidates of LCMS colleges and universities who have satisfied the qualifications and requirements for assignment of first calls, and who are commissioned ministers in good standing from church bodies that are in altar and pulpit fellowship with the Lutheran Church – Missouri Synod;
- b. possess the necessary Christian and secular knowledge and prescribed qualifications;
- c. declare their acceptance of and adherence to all the canonical books of the Old and New Testaments as the inspired Word of God and all the Symbols of the Evangelical Lutheran Church enumerated in Article 3; and
- d. live a Christian life and enjoy a good reputation.

Sufficient causes for the removal of incumbents of these offices are:

- a. persistent adherence to false doctrine;
- b. offensive and unchristian conduct;
- c. willful neglect of duty; and
- d. unfaithfulness or permanent inability to perform the required duties.

ARTICLE 9: POWERS VESTED IN THE CONGREGATION

The congregation has ultimate authority over all matters relating to the church or church affairs. Church Staff, the Board of Directors, Elders and committees are granted decision-making authority by the congregation. Every member of the congregation may appeal to the full congregation in regard to any matter relating to the affairs and government of said church. Decisions made by congregational vote shall be final and binding, but such decision shall always be in accord with the Word of God and the Symbolical Books of the Evangelical Lutheran Church and, unless it be so, it shall be null and void.

ARTICLE 10A: PROPERTY RIGHTS OF THE CONGREGATION

This corporate body may receive, acquire, hold title to, and manage such real estate and other property as it may need to accomplish said purpose, and may sell or dispose of such real estate and other property or any part thereof. This corporate body shall have all the rights and powers that are granted by the laws of the State of Minnesota to religious corporations. If at any time a separation or split should take place in this congregation, the property of the congregation and all the benefits connected therewith shall remain with that faction, however small, which shall adhere strictly to this Constitution.

ARTICLE 10B: DISSOLUTION

In the event that the congregation dissolves, all property shall be disposed of by the final voters assembly for the payment of debts and all just claims against the congregation, and any and all surplus and all rights connected therewith shall be conveyed to and become the property of the Minnesota South District of the Lutheran Church-Missouri Synod.

ARTICLE 11: BYLAWS

This congregation may adopt such bylaws as the accomplishment of the purpose of its organization may demand.

ARTICLE 12: AMENDMENTS

Amendments to this Constitution must be made in writing and may be made at any regular Congregational Meeting, provided that the amendment had already been submitted in a previous meeting and that two-thirds of the voting members present cast their vote in favor of such amendment. Any amendments modifying a unanimity requirement shall require a unanimous vote.

ARTICLE 13: POLICY MANUAL

A Policy Manual shall be maintained and reviewed yearly by the Board of Directors. This manual shall provide clear-cut business rules for running Our Savior Lutheran Church and School. This document will provide more detail for Officers and the current ministries of Our Savior Lutheran Church. This document shall not conflict with the Constitution and Bylaws of this congregation. If there is a difference, the Constitution and Bylaws will take precedence.

BYLAWS

PARAGRAPH 1: REQUIREMENTS TO VOTE AT A CONGREGATIONAL MEETING

The Congregational Meetings can be attended by all communicant members of the congregation that fulfill the requirements of Article 4B and are over 18 years of age. All members should be aware of the contents of our Constitution and Bylaws. Members can discuss and vote on issues presented to them.

PARAGRAPH 2: CONGREGATIONAL MEETINGS

The Congregational Meetings of this congregation shall be held twice per year. Announcements of these Congregational Meetings shall be made in the services of two previous Sundays, either verbally or in the bulletin. Special Congregational meetings may be called by the Senior Pastor or by the president with the consent of the Senior Pastor. Announcements of Special Congregational Meetings, shall be made in the services of the two previous Sundays (either verbally or in the bulletin), or in the services of the previous Sunday when accompanied by notification by mail. All voting members who are present at a properly called meeting shall constitute a quorum.

In order to be considered present, voting members must attend the meeting live. Virtual attendance can be considered live so long as the identity of each voting member can be verified in real time. Allowing virtual attendance for any given meeting is not required unless an in-person meeting is not possible.

In all Congregational Meetings the majority of votes cast shall decide all questions. Amendments to the Articles of Incorporation, to the Constitution, and to the Bylaws shall require a two-thirds majority of the votes cast. In matters of doctrine, unanimity shall be required for a valid decision. For matters concerning called positions and matters of doctrine, election ballots are required.

New Business can be brought up by members and actions can be assigned for follow-up.

All meetings shall be conducted according to Roberts' Rules of Order, and the law of Christian love.

PARAGRAPH 3A: CALLING OF A PASTOR

When a vacancy occurs in the office of pastor, the congregation shall notify the president of the district to receive his assistance in temporarily filling the vacancy and to receive his counsel in calling a new pastor.

When a pastor is to be called, other than in the circumstance of calling a Specific Ministry Pastor student as provided for below, every member of the congregation shall be provided the opportunity to suggest one or more names for consideration.

A Call Committee shall be established. Members shall be appointed to the Call Committee in accordance with Paragraph 5. The Call Committee shall serve as a screening committee and shall

submit to the district president, for information and evaluation, all names that are suggested by members of the congregation.

At a meeting constitutionally qualified for the transaction, the Call Committee shall present to the congregation its proposed list of candidates and their biographical sketches. These candidates for the pastoral office in this congregation shall be nominated. The list of nominees put forward by the Call Committee may be amended with additional candidates, though such amendments must be passed by a two-thirds vote. When possible, information regarding additional candidates shall be provided by the district president and/or his representative at the meeting. The result of such nomination shall be publicly announced at one public service. If no protest is entered or sustained, the persons nominated and published in the manner stated shall stand recognized as candidates by the entire congregation at the next meeting properly convened, at which meeting the definite election shall be performed by ballot. If, at the time of the meeting for the definite election, one or more of the recognized candidates is no longer eligible to receive a call, the election may still proceed with the remaining candidates(s), still eligible to receive a call. The candidate receiving the majority of votes cast shall be considered elected by the congregation. The election of said candidate shall then be made unanimous. If a unanimous vote is not possible, a new candidate may be elected from the proposed list of nominated candidates. If additional candidates are nominated, these must first be announced at a public service.

In the circumstance that the congregation has previously voted to enroll a student in Concordia Seminary's Specific Ministry Pastor (SMP) Program to fulfill the role of additional staff pastor serving under the Senior Pastor, such SMP student will be eligible to receive a call upon completion of their SMP Vicarage. In this case no Call Committee will be established. A definite election to call this candidate shall be performed by ballot at a properly convened meeting of the congregation. So long as at least two-thirds of the votes cast are in favor, the election of said candidate shall be made unanimous.

PARAGRAPH 3B: CALLING PERSONNEL TO OTHER OFFICES

When a vacancy occurs in a called office (in reference to Article 8B) in this congregation, the congregation shall notify the president of the district to receive assistance in temporarily filling the vacancy and to receive his counsel in filling the vacancy in the called office.

When a vacancy occurs in a called office, every member of the congregation shall be provided the opportunity to suggest one or more names for consideration.

A Call Committee shall be established (or an existing board or committee designated). Members shall be appointed to the Call Committee in accordance with Paragraph 5. The Call Committee (or the designated existing board or committee) shall serve as a screening committee and shall submit to the district president, for information and evaluation, all names that have been suggested by members of the congregation.

At a meeting constitutionally qualified for the transaction of business, the Call Committee (or the designated existing board or committee) shall present to the congregation its proposed list of candidates and their biographical sketches. These candidates for the called office vacancy in this congregation shall

be nominated. The list of nominees put forward by the Call Committee (or the designated existing board or committee) may be amended with additional candidates, though such amendments must be passed by a two-thirds vote. When possible, information regarding additional candidates shall be provided by the district president and/or his representative at the meeting. The result of such nomination shall be publicly announced at one public service. If no protest is entered or sustained, those nominated and published in the manner stated shall stand recognized as candidates by the entire congregation. At the next properly convened meeting of the Congregation, the definite election shall be performed by ballot. If, at the time of the meeting for the definite election, one or more of the recognized candidates is no longer eligible to receive a call, the election may still proceed with the remaining candidates(s), still eligible to receive a call. The candidate receiving two-thirds majority of votes cast shall be considered elected by the congregation and an official call issued to that person.

PARAGRAPH 4: THE BOARD OF DIRECTORS

The Board of Directors shall consist of the president, a vice-president, secretary, treasurer, Senior Pastor, Director of Our Savior School, and at least 2, but no more than 6, other members. The Senior Pastor and Director of Our Savior School shall be ex-officio members (with full voting and speaking rights) of the Board of Directors. The President will serve as chairman of the Board of Directors. The Board of Directors shall assist the Senior Pastor in governing the congregation. The Board of Directors shall meet regularly and before every Congregational Meeting to review the minutes of the previous meeting of the Congregational Meeting, as well as all reports of the Elders, committees, and ministries, and to present recommendations at the Congregational Meeting. The Board of Directors shall act in matters committed to it by the Congregational Meeting. The Board of Directors, in consultation with the Financial Management Committee, shall prepare and present a budget to the congregation at the Congregational Meeting.

PARAGRAPH 5: STANDING COMMITTEES

In addition to the officers specified in the Constitution, there shall be the following standing committees: such committees as may be authorized or created by the congregation, the members of which shall be appointed by the president unless a different method of selection is authorized by the Congregation.

PARAGRAPH 6: ELECTIONS

The President shall compile a list of candidates for the Board of Directors, both officers and members, and Elders prior to the Congregational Meeting at which elections will be held. This slate shall be approved or augmented by the voters in attendance at that meeting. An absolute majority of all votes cast shall constitute an election.

PARAGRAPH 7: DUTIES OF OFFICERS, BOARD OF DIRECTORS, ELDERS, STANDING COMMITTEES

1. The president shall preside at the meeting of the Congregational Meetings and shall exercise care that the meetings are conducted in an orderly and Christian manner.
2. The vice-president shall preside at all meetings in the absence of the president or at the request of the president.
3. The secretary shall keep an accurate record of the transactions and resolutions of the Congregational Meetings in both regular and special meetings. He/she shall submit minutes for approval at the next regular meeting of the Board of Director's, and enter such approved minutes in a book provided for that purpose. The Secretary shall be the custodian of all documents and papers of the congregation.
4. The treasurer shall receive all monies and shall make disbursements only as authorized by the Congregational Meetings or by the Trustees. He/she shall render an accurate account of receipts and disbursements at the Congregational Meetings as well as submit a detailed annual report. In addition to his/her role on the Board of Directors, the treasurer will also serve as either the chair or as an active member of the Financial Management Committee.
5. The Board of Directors will represent the Members of Our Savior Lutheran Church in prayerful management of the entire organization. This will include the staff and volunteers in all Ministry areas and activities. They will use the Purpose Statement to guide their decisions to provide unity of focus and purpose. They will report to the Congregation on current activities, action plans, and recommendations for Congregational Meeting approval.
6. The Elders shall be concerned that the activities within the congregation are conducted decently and in order. They shall assist the pastor in all matters pertaining to the spiritual welfare of the congregation. To the best of their ability, they shall prevent and abate public offenses. They shall treat all private matters discussed at their meetings as strictly confidential. They shall be empowered to call meetings of the Board of Directors whenever necessary.
7. The Trustees shall have charge of all property of the congregation and shall present contracts related thereto to the Board of Directors for approval. The committee shall oversee the execution of all such contracts and perform all acts which the congregation, as such, would and should perform pertaining to the preservation, protection and improvement of the congregation's property. They shall inspect all buildings of the congregation twice each year and see that the buildings are kept in proper condition and repair. They are not at liberty to administer the property of the congregation arbitrarily, but only in accordance with the valid resolutions and enactments of the congregation. For all such transactions, the congregation shall be held liable. For all other acts, assumed without authority from the congregation, they shall be personally liable. They shall, however, be empowered to make necessary expenditures not exceeding \$1,500.00.
8. The Child Care Advisory Committee shall assist the Senior Pastor and the Director of Our Savior School in the administration of the School. They will strive to build an atmosphere of caring and sharing, where children learn to respect one another, and build the necessary social skills that will enable them to attain success as useful and productive Christian citizens. They will utilize the abilities of teachers, parents, students, staff and others to do this.
9. The Stewardship Committee shall concern itself with planning and promoting a program of stewardship education in our congregation. They shall endeavor to encourage all members to grow in the grace of Christian giving in accordance with the principles laid down by God in 1

Corinthians 16:2, and 2 Corinthians 9:6-8. They shall endeavor to enlist and encourage the members to utilize their God-given talents for the advancement of the Lord's kingdom.

10. The Financial Management Committee shall concern itself with the financial well-being of Our Savior Lutheran Church and School. Annually, they will prepare and submit an initial budget to the Board of Directors. Throughout the year, they will meet regularly to review financial statements and to analyze budget variances. They will report to the Board of Directors on the church's financial health and budget performance on a quarterly basis, or as requested by the President or Senior Pastor.

PARAGRAPH 8: ORDER OF BUSINESS FOR CONGREGATIONAL MEETINGS

1. Opening prayer.
2. Attendance taken
3. Reports of financial treasurer.
4. Reports of Board of Directors.
5. Reports of Elders
6. Reports of committees and ministries.
7. Unfinished business.
8. New business.
9. Adjournment with prayer.

PARAGRAPH 9: AMENDMENTS

Suggested amendments to these Bylaws must be presented in writing at a regular Congregational Meeting. The passing of such amendments requires a two-thirds majority of votes cast unless such amendment changes a unanimity requirement in which case a unanimous vote is required.