

**St. John Evangelical Lutheran Church**

**Ellisville, Missouri**

**Constitution and Bylaws**

Approved by Congregation on November 21, 2002

## **Constitution**

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**Constitution  
of  
St. John Evangelical Lutheran Church  
Ellisville, Missouri**

(Adopted by Membership on November 21, 2002)

**PREAMBLE**

It is the will of our Lord Jesus Christ that His disciples should preach the Gospel to the whole world (*Mark 16:16, Matthew 28:18-20, Acts 1:8*) that Christ's mission for His church might be carried out according to His will. The Lord has commanded that Christians unite in worship and fellowship (*Hebrews 10:24,25*), live Godly lives according to the apostolic example and the example of Christ (*1 Corinthians 11:1*), and serve the needs of all mankind in Christian love (*Ephesians 4:7-16, Mark 10:42-44, John 13:35, Galatians 6:10*).

Since Christians are also to administer the Office of the Keys as His church (*John 20:21-23, Matthew 18:15-20*) and to maintain decency and order (*1 Corinthians 14:40*) in church, therefore, we, as members of St. John Evangelical Lutheran Church (U.A.C.) in Ellisville, Missouri, accept and subscribe to the following Constitution and Bylaws, in accordance with which all spiritual and material affairs of our membership shall be conducted.

*St. John Evangelical Lutheran Church (U.A.C.) exists under God's grace to save the lost and strengthen the saved to live bold and courageous lives of Christian witness before a non-believing world.*

**ARTICLE I**

**Name of Organization**

The organization is a not-for-profit corporation under the laws of the state of Missouri. The name of the organization is ST. JOHN EVANGELICAL LUTHERAN CHURCH (U.A.C.), ELLISVILLE, MISSOURI. The organization is sometimes referred to herein as the "Church".

**ARTICLE II**

**Confession of Faith**

The Church accepts without reservation and recognizes as inviolable and unchangeable:

- A. All of the canonical books of the Old and New Testaments of the Holy Bible as the inspired and inerrant Word of God; and
- B. All the Confessional Writings of the Evangelical Lutheran Church contained in

the Book of Concord (1580 A.D.) as the true and genuine exposition of the Word of God. These Confessional Writings are:

The Ecumenical Creeds (Apostles', Nicene, and Athanasian),  
The Unaltered Augsburg Confession,  
The Apology of the Augsburg Confession,  
The Smalcald Articles,  
The Small Catechism of Dr. Martin Luther,  
The Large Catechism of Dr. Martin Luther, and  
The Formula of Concord.

## **ARTICLE III**

### **Members and Participants**

#### **A. General.**

The Church recognizes that God alone builds His church when He adds to the number of those who believe and are saved. He does this through His means of Grace, namely His Holy Word and the Sacraments. The Church welcomes every person regardless of race, color, creed or ethnic origin to participate in the Church's ministry and worship of the One True God – the Father, the Son and the Holy Spirit. In addition, The Church invites those persons who take seriously the Holy Bible's claim that their lives are not their own but belong to God, to become members of the Church and accept the rights, privileges and responsibilities conferred on such membership.

#### **B. Baptized Persons and Communicants.**

The Church recognizes that Baptized Persons and Communicants (as hereinafter defined) will be included among those who participate in the Church's ministry and worship. The Holy Scriptures teach that baptized persons consist of all individuals who have been baptized with water in the name of the Triune God according to Christ's institution ("Baptized Persons"). The Holy Scriptures also teach that the Lord's Supper should be reserved for those persons ("Communicants") who have been first instructed from the Scriptures and affirm the true nature of the sacrament according to the Confessional Writings of the Evangelical Lutheran Church listed in Article II of this Constitution.

#### **C. Membership.**

The Church desires its membership to consist of Baptized Persons and Communicants who take seriously the Holy Bible's claim that their lives are not their own but belong to God and who are willing to accept, honor and abide by the rights, privileges and responsibilities conferred on members of the Church. Membership will be comprised of:

1. Communicants who have (i) declared acceptance of, and adherence to, the Holy Bible as the inerrant Word of God; (ii) declared familiarity with Dr. Martin Luther's Small Catechism and acceptance of it; (iii) completed the

Church's confirmation or new member instruction; and (iv) met the other qualifications for membership provided for in the Bylaws; and

2. Baptized Persons who are not Communicants and who have one or more parents who are members of the Church, and Baptized Persons who are otherwise granted membership pursuant to the membership provisions of the Bylaws.

Members shall have such rights, privileges and responsibilities as may be set forth in this Constitution, the Bylaws, and the membership covenant required of the membership from time to time, any such membership covenant to be approved by the Board of Elders and adopted by the voting membership. Voting privileges shall be extended to those members who satisfy the qualifications for voting membership set forth in the Bylaws, and voting privileges shall be subject to such voting restrictions and conditions as are therein set forth. Membership and voting privileges may be terminated in the manner set forth in the Bylaws.

## **ARTICLE IV**

### **The Office of Pastor**

The Church shall extend calls for the office of the pastor only to such ordained ministers as profess and adhere to the confession standard set forth in Article II of this Constitution and are well qualified for their work according to the rules and regulations and standards of The Lutheran Church - Missouri Synod.

## **ARTICLE V**

### **Powers of the Voting Membership**

The voting membership of the Church shall have the ultimate power to manage and administer all of the business and affairs of the Church.

- A. Delegation of Powers to Board of Directors.

In the interest of expediency and efficiency, the voting membership of the Church generally intends to delegate to its Board of Directors the right, power, authority and responsibility to manage, direct, oversee and control the business and affairs of the Church, subject to the conditions and restrictions set forth in this Constitution and/or the Bylaws. The Board of Directors shall consist of such representatives of the Church, and the members thereof shall be elected, be appointed, hold office and be replaced, as set forth in the Bylaws. The voting membership of the Church hereby delegates its right, power, authority and responsibility in the business and affairs of the Church to the Board of Directors, except in the following designated areas:

1. The calling and removing of the Senior Pastor;
2. The power and authority to purchase, lease, mortgage, sell or otherwise dispose of real estate;
3. The power and authority to incur indebtedness secured by real estate;
4. The right to receive nominations for, elect, and remove from office, the Officers of the Church and the members-at-large of the Board of Directors;
5. The right to receive, approve and adopt the annual budget of the Church;
6. The right to adopt and amend from time to time a long-range plan for the Church; and
7. The power to amend this Constitution and the Church's Bylaws.

Any right, power, authority or responsibility delegated to the Board of Directors shall always be subject to review, revision and revocation by the voting membership.

B. Scriptural Authority.

All activities of the Church membership shall be regulated and all controversies, doctrinal or otherwise, which may arise within the membership shall be resolved on the basis of Holy Scripture and the Lutheran Confessions. Any decision made to the contrary shall be null and void.

C. Calls to the Church.

The Church will extend "calls" for service in its ministry to those persons who are qualified to receive "calls" as hereinafter set forth. The Church shall extend calls only to persons who profess and adhere to the confession standard set forth in Article II of this Constitution and are well qualified for their work according to the rules and regulations and standards of The Lutheran Church - Missouri Synod. A person shall be qualified to receive a call who (i) has been certified by one of the Synodical colleges or seminaries or has completed a colloquia program and (ii) has been recognized and certified by the Synod through its formal certification process. A person qualified to receive a call under the foregoing provisions shall not be required to be on the Synod's official roster to receive a call, but must be a candidate in good standing. The right of calling the Senior Pastor shall be vested only in the voting membership and shall never be delegated to a smaller body or to an individual. The right of calling pastors other than the Senior Pastor shall be vested in the Board of Directors, subject to the approval of such calls by the Board of Elders. The right of calling other called staff of the Church shall be vested in the Board of Directors, and such other persons, committees and/or ministry teams to whom the Board may delegate such right. The Board of Directors shall establish call policies and procedures consistent with this Constitution and the Bylaws to govern calls issued by the Church. All calls

issued by the Church shall be non-tenured, unless the Board of Directors shall adopt a policy permitting tenured calls in certain limited circumstances provided for in the Board's policy. A "call" to the Church is not synonymous with "tenure". Calls without tenure are commonplace throughout the Synod (e.g., calls to Synodical offices with term limits and calls to teaching positions). The nature of the pastoral office, however, as a continuation of the apostolate and a call from God, implies that pastoral calls are generally not limited in time. Removal of a pastor shall thus be subject to Section E of this Article V.

D. Delegation of Board's Powers to Persons, Committees and Ministry Teams.

The Board of Directors may delegate its rights, powers and authorities to such persons, committees and ministry teams in such manner as it may deem fit. Such persons, committees and ministry teams, however, shall have no authority beyond that which has been conferred upon them by the Board, and whatever power may have been conferred upon them may be altered or revoked by the Board of Directors and/or the voting membership of the Church.

E. Removal of Pastors from Office.

The Senior Pastor may be removed from office only by the voting membership of the Church, after receiving input and recommendations from the Board of Directors and the Board of Elders, such removal to be effected in the manner provided in this Constitution and the Bylaws and in Christian and lawful order. Any other pastor may be removed from office by the Board of Directors with the approval of the Board of Elders, such removal to be effected in the manner provided in this Constitution and the Bylaws and in Christian and lawful order. Causes for removal of a pastor may include:

1. Persistent adherence to false doctrine;
2. Ungodly, scandalous life;
3. Willful neglect of official duties; or
4. Inability or failure to perform official duties.

## **ARTICLE VI**

### **Officers**

The Officers of the Church shall be a President, Vice President, Secretary, and Treasurer, each of whom shall be members of the Board of Directors. Other Officers, boards or committees may be established and may be elected or appointed in the manner and for the terms as may be prescribed in the Bylaws.

## **ARTICLE VII**

### **Property Rights**

If at any time a separation or division of the membership should occur on account of doctrine, the property of the Church and all benefits connected therewith shall remain with those members who continue to adhere in confession and practice to Article II of this Constitution. In the event the Church should wind up its affairs, be dissolved or be liquidated, the property of the Church and all rights connected therewith shall **not** be conveyed to any organization created or operated for profit, or to any individual, for less than the fair market value of such property; and all property remaining after the payment of the Church's debts shall be conveyed or distributed to the Missouri District of the Lutheran Church-Missouri Synod or such other organization or organizations created and operated for non-profit purposes similar to those of the Church as the voting membership may determine, provided that such organization or organizations qualify at that time as an exempt organization or organizations under the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law).

## **ARTICLE VIII**

### **Doctrinal Literature**

Only such songs, prayers and orders of service shall be used in the public worship services of the Church and in all ministerial acts of the Church as conform to or are consistent with the confessional standard of Article II of this Constitution. Likewise, in all of the Church's classes of instruction in Christian doctrine only such books and materials shall be used as conform to or are consistent with this confessional standard. The propriety of any such use shall be determined by the Senior Pastor, or those under his supervision to whom he has delegated this responsibility, subject always to the oversight and review thereof by the Board of Elders.

## **ARTICLE IX**

### **Synodical Membership**

A. The Church shall hold membership in The Lutheran Church-Missouri Synod, so long as the Synod adheres to the Confession of Faith set forth in Article II of this Constitution. For so long as the Church holds membership in the Synod, the Church shall send its pastors and a lay delegate to the District Convention of the Synod.

B. It shall be the privilege of the Church and its individual members to support the work of The Lutheran Church-Missouri Synod, so long as the Synod adheres to the confession of Article II of this Constitution and the Synod is the best means, in the opinion of the voting membership, to accomplish the mission of the Church as set forth in the Preamble and Article I of this Constitution.

## **ARTICLE X**

### **Bylaws**

The Church may adopt such bylaws as may be required or prudent for the accomplishment of its Christian mission as stated in the Preamble and Article I to this Constitution (the “Bylaws”). Amendments to the Bylaws may be adopted by the affirmative vote of a majority of the voting members present at a regular or special meeting of the membership, provided a quorum of the voting membership is present. At a minimum, notice of any proposed amendment to the Bylaws must be distributed at the regular weekend worship services of the Church at least one week prior to the membership meeting at which the same is to be acted upon.

## **ARTICLE XI**

### **Changes in this Constitution**

Amendments to this Constitution may be adopted by the affirmative vote of at least two-thirds of the voting members present at a regular or special meeting of the membership, provided a quorum of the voting membership is present. At a minimum, notice of any proposed amendment to this Constitution must be distributed at the regular weekend worship services of the Church at least one week prior to the membership meeting at which the same is to be acted upon. Upon adoption, such amendment shall be submitted to the Missouri District of the Lutheran Church-Missouri Synod for approval in accordance with the bylaws of The Lutheran Church-Missouri Synod. Immediately upon approval of the amendment by the Missouri District, such amendment shall become effective.

**Bylaws  
of  
St. John Evangelical Lutheran Church  
Ellisville, Missouri**

(Adopted by Membership on November 21, 2002)

**ARTICLE I**

**Membership of the Church**

A. Qualifications for Membership.

Any Communicant (as defined in Article III of the Constitution) shall be entitled to become and remain a member of the organization (sometimes referred to as the "Church") who:

1. prior to admission, commits in writing to abide by the Church's membership covenant approved by the Board of Elders and adopted by the voting membership as a prerequisite for membership; and
2. after admission, commits in writing, upon the request of the Board of Elders, to abide by the Church's membership renewal covenant approved by the Board of Elders and adopted by the voting membership as a requirement for persons to remain members.

Any Communicant who satisfies the above qualifications shall be listed on the Church's membership roll and shall be deemed a member of the Church. Furthermore, as provided for in Article III of the Constitution, any Baptized Persons who are not Communicants and who have one or more parents who are members of the Church shall be listed on the Church's membership roll and shall be deemed members of the Church. In addition, the Board of Elders may adopt additional membership qualifications pursuant to which other Baptized Persons may become members of the Church. Any member may be removed from the Church's membership roll and have his or her membership terminated as provided for in Section C of this Article I.

B. Qualifications for Voting Privileges/Voting Membership.

Any member of the Church shall be entitled to have and exercise voting privileges (a "voting member") who:

1. is eighteen (18) years of age or older;
2. has attended at least one out of the last three meetings of the membership of the Church;

3. commits, by written instrument, to abide by the Constitution and these Bylaws; and
4. applies for and receives formal acceptance into voting membership by the Board of Elders or its designee;

provided, however, that the right of members to vote shall be subject to such gender limitations as are imposed by Holy Scriptures pertaining to the functions of the pastoral office and the order of creation (*1 Timothy 2:11-14*). Any person who satisfies the above qualifications shall be listed on the Church's voting membership roll and shall thereupon be deemed a voting member of the Church.

C. Termination of Membership.

Any Communicant member may be removed from the Church's membership roll and have his or her membership terminated in the following manner:

1. Upon the death of the member;
2. Upon the transfer of the member to another church or the regular participation by the member in another church;
3. Upon the request of the member;
4. Upon the failure of the member, upon request of the Board of Elders, to commit in writing to abide by the membership renewal covenant approved by the Board of Elders and adopted by the voting membership as a requirement for persons to remain members; or
5. Upon the request of a pastor of the Church, if the pastor finds that:
  - i) the member's life and conduct persistently conflict with the confession standard set forth in Article II of the Constitution, the member has been admonished in accordance with *Matthew 18: 15-20*, and the member refuses to amend his life and conduct;
  - ii) the member persistently fails to abide by the his or her membership covenant in one or more material respects; or
  - iii) the member's whereabouts are unknown and cannot be established by the pastor or Church staff within one year after the Church's last known contact with the member.

In addition, upon the removal of any Communicant member from the Church's membership roll as aforesaid, all Baptized Persons who are members of the Church by virtue of the membership of the removed Communicant member shall likewise be removed from the

membership roll of the Church (unless the other parent of such Baptized Persons remains a Communicant member of the Church). Furthermore, if the Board of Elders adopts membership qualifications to allow other Baptized Persons to become members of the Church, the document setting forth such qualifications shall include provisions for removal of such members.

D. Termination of Voting Privileges/Voting Membership.

Any voting member may lose his or her voting privileges and be removed from the Church's voting membership roll in the following manner:

1. Upon the termination of the member's general membership;
2. Upon the member's failure to attend at least one out of the last three meetings of the membership, excluding meetings for which the member was granted an "excused absence" under the Rules of Procedure adopted by the Board of Directors; or
3. Upon the request of the Board of Elders or its designee, if the Board or its designee finds that the member persistently fails to abide by the Constitution or these Bylaws in one or more material respects.

E. Procedures for Appeal.

The Board of Elders shall establish procedures pursuant to which any member or voting member may appeal the termination of his or her membership or voting membership, as contemplated under Section F of this Article I.

F. Rights, Privileges and Benefits of Membership.

The membership of the Church shall have all rights, privileges and benefits of membership as are provided for under Missouri law, the corporation's Constitution, and these Bylaws. In addition, the membership of the Church shall have such rights, privileges and benefits of membership as are provided from time to time by the membership, the Board of Elders or any committee, ministry team or other representative of the Board of Elders. No member may transfer his or her membership or any right, privilege or benefit arising therefrom to any other person. Each member and voting member shall have the right to appeal the termination, or anticipated termination, of his or her membership or voting membership pursuant to the appeal procedures to be established by the Board of Elders. At a minimum, the appeal procedures shall provide an opportunity for the aggrieved member to be heard, orally or in writing, not less than thirty (30) days after the member's request for a hearing, such hearing to be held in front of a person or persons authorized by the Board of Elders to decide that the termination, if inappropriate, should not have taken place, or should not take place, as the case may be. The appeal procedures relative to termination of a member's voting membership shall put the burden on the voting member to provide notice to the Church's Secretary, at least thirty (30) days prior to any scheduled membership meeting, of the member's desire to appeal the termination, or anticipated termination, of his or her voting membership. The procedures shall

provide an opportunity for the member to be heard, orally or in writing, before the next scheduled membership meeting, such hearing to be in front of a person or persons authorized by the Board of Elders to decide that the proposed termination of voting membership, if inappropriate, should not take place.

## **ARTICLE II**

### **Membership Meetings**

#### **A. Regular Meetings.**

Regular meetings of the Church membership shall be held in May and October of each year. At the May meeting, the membership shall adopt the budget for the Church's next fiscal year; shall fill such positions on the Board of Directors as are being vacated (including Officer positions); shall review the interim report of the Board of Directors and shall transact such other affairs as may properly come before the meeting. At the October meeting of the membership, the membership shall review the Board of Directors' annual report for the Church's most recent fiscal year; shall review and amend, if appropriate, the long-range plan of the Church and shall transact such other affairs as may properly come before the meeting. The Board of Directors, by resolution duly adopted, shall determine the date, time and place of the regular meetings of the membership and shall cause notice of such meetings to be issued pursuant to the terms of Section C below.

#### **B. Special meetings.**

Special meetings of the Church membership may be called by the President, the Senior Pastor, the Board of Directors, or seventy-five (75) or more of the voting members of the Church. The purposes of special meetings shall be stated when such meetings are called. Only those matters that are in the purpose(s) described in the notice of the meeting may be conducted at a special meeting. The minutes of every special meeting shall be read at the first regular meeting following such special meeting.

#### **C. Notice of Meetings.**

Notice of the date, time and place of each membership meeting shall be given at least one (1) week prior to the meeting. At a minimum, notice of a meeting of the membership must be provided by announcement at the regular weekend worship services of the Church at least one (1) week prior to the meeting. In addition, reasonable efforts shall be made to provide additional notice of each meeting in one or more of the following manners:

1. Announcement in the weekly Church bulletin;
2. Announcement in the monthly Church newsletter; or
3. Delivery via United States mail to each voting member identified on the voting membership roll.

Any notice of a special meeting must include a description of the matter or matters for which the meeting is called. At any membership meeting at which the voting membership will consider the calling or removing of the Senior Pastor, the purchase, lease, mortgage, sale or other disposition of real estate, the assumption of indebtedness secured by real estate, or an amendment of the Constitution or these Bylaws, notice of such agenda items must be provided as aforesaid at least two (2) weeks in advance of such meeting.

D. Place of Meetings.

All meetings of the membership shall be held at a reasonably convenient location on the campus of the Church, and such location shall be specified in the notice of the meeting.

E. Voting; Proxies.

Doctrinal matters decided by the Word of God may not be submitted to the vote of the voting membership. In all other matters, a majority of all votes cast at any membership meeting at which a quorum of voting members is present shall carry any resolution, unless otherwise provided for in the Constitution or these Bylaws. No voting member may act by proxy in voting on any matter submitted to a vote of the voting membership.

F. Rules of Procedure.

All meetings of the membership shall be conducted in accordance with the current edition of Robert's Rules of Order and such other rules of procedure as may be allowed under such Rules and may be adopted from time to time by the Board of Directors. In particular, the Board of Directors may adopt such reasonable rules as the Board may deem necessary and appropriate, consistent with Robert's Rules of Order, to assure orderly and fair public comment at meetings of the membership. Robert's rules of Order may be suspended at meetings of the membership from time to time in accordance with the suspension provisions of such Rules. The Board of Directors may hold informal open forums from time to time, for the benefit of Church members and participants, for the purpose of providing detailed information, and allowing detailed discussion and comment, on any matter pertinent to the ministry or affairs of the Church which may be too cumbersome for regular or special meetings of the membership.

G. Quorum.

Ordinarily the voting members present at a properly called membership meeting shall constitute a quorum to do business. However, for the calling or removing of the Senior Pastor, for the purchase, lease, mortgage, sale or other disposition of real estate, for the assumption of indebtedness secured by real estate, or for amending the Constitution or these Bylaws, at least seventy-five (75) voting members shall be required for a quorum.

H. Membership Rolls.

The Senior Pastor, or his designee, shall have the administrative responsibility of preparing and maintaining the roll of all Church members showing the names and addresses of all members. The roll of Church members shall be available for inspection by any member of the Church for the purpose of communication with such members concerning any matter attendant to the organization. The Church's Secretary shall have the administrative responsibility of preparing and maintaining a roll of all voting members of the Church showing the names and addresses of the voting members. The roll of voting members shall be available for inspection by any member of the Church for the purpose of communication with the voting members concerning any matter attendant to the organization.

### **ARTICLE III**

#### **Powers Vested in the Voting Membership**

The voting membership shall have the ultimate power in the internal and external administration and management of the Church's spiritual and material affairs. Any decision or enactment that is contrary to the Word of God and the Confession of Faith (Article II of the Constitution) shall be null and void. No decision, enactment or performance in behalf of the Church shall be valid unless it shall have been enacted or performed according to a general or special power conferred by the voting membership. Reference is hereby made to Article V of the Constitution, pursuant to which the voting membership has conferred, with certain limitations, general powers and authorities upon the Board of Directors. Any one or more members of the Board of Directors, including any Board member who is an Officer of the Church, may be removed from the Board of Directors, and if applicable such office, at any time, for any reason or for no reason, by the voting membership of the Church at a duly called meeting of the membership; provided, however, that the Senior Pastor may only be removed from his office in the manner provided for in the Constitution and these Bylaws.

### **ARTICLE IV**

#### **Board of Directors**

A. General Powers, Authorities and Responsibilities.

The Board of Directors shall be responsible for exercising, on behalf of the voting membership of the Church, all of the powers, authorities, rights and privileges that are delegated to it in the Constitution and/or these Bylaws. The Board may further do all acts or things which may be done by the voting membership to carry out or implement any actions taken or resolutions adopted by the membership, except that the Board may not exercise any of the powers reserved to the voting membership pursuant to Article V of the Constitution. Without limiting the generality of the foregoing and subject to the limitations set forth in Article V of the Constitution, the Board of Directors shall:

1. Oversee and be responsible for implementation of the mission of the

Church in cooperation with Church staff and laity;

2. Develop, oversee and modify, as needed from time to time, the vision, strategies, policies and long range plans of the Church;
3. Oversee the business and financial affairs of the Church, and help foster and develop good stewardship in the Church;
4. Review and finalize the annual budget prepared and presented by the Chief Financial Officer of the Church and present the same to the voting membership for approval;
5. Provide oversight, including financial oversight, over all staff, committees, boards, and ministry teams of the Church;
6. Exercise such emergency powers as may from time to time be needed, including the power to borrow or expend funds annually up to five percent (5%) of the Church's annual budget without further approval from the voting membership, provided such action is reported to the voting membership within fourteen (14) days;
7. Appoint a nominating committee to develop a slate of candidates for election to the Board of Directors, such committee to consist of two Board members and three non-Board members;
8. Create and appoint such committees, teams and organizations as the Board may deem necessary or prudent to further or facilitate the satisfaction of its responsibilities hereunder;
9. Provide for and maintain communications with all members of the Church;
10. Oversee all employment issues, including salaries, in cooperation with the Human Resources Ministry Team of the Church;
11. Serve as trustees of the Church in all civil and legal matters;
12. Through the appropriate Officers of the Church, conduct all annual and special meetings of the membership;
13. Be responsible for maintenance of all Church policies in a Policies Handbook;
14. Strive to involve laity in the ministries and activities of the Church and to make full and best use of the wide range of spiritual gifts available in the membership;

15. Be responsible for the general welfare and maintenance of all properties of the Church;
16. Oversee the extension of calls to called staff other than the Senior Pastor, and establish call policies and procedures to govern calls issued by the Church; and
17. Oversee the St. John Lutheran Church Endowment Fund, and create and oversee special purpose endowment funds of the Church pursuant to Article IX of these Bylaws.

B. Number and Qualifications.

The Board of Directors shall be composed of eleven (11) members, consisting of five (5) elected members-at-large and six (6) ex-officio voting members, who shall be the President, Vice President, Treasurer and Secretary of the Church, the Senior Pastor and the Chief Financial Officer. All members of the Board of Directors, exclusive of the Senior Pastor and the Chief Financial Officer, shall be elected by the membership, except that vacancies may be filled by the Board on an interim basis as otherwise provided for herein. Each member of the Board of Directors must be or become a voting member of the Church at the time of election or appointment. In addition, the President and Vice President must be males in accordance with the Holy Scriptures pertaining to the order of creation (*1 Timothy 2:11-14*). All members of the Board of Directors shall provide an express commitment to be and remain fit and qualified to serve as overseers of the Church under the terms of *1 Timothy 3*.

C. Elections and Terms of Office.

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

1. The members-at-large of the Board of Directors shall have terms of two (2) years each and each member-at-large may succeed himself twice. Three members-at-large shall be elected in even numbered years and two members-at-large shall be elected in odd numbered years.
2. The President shall have a term of two (2) years and may succeed himself once. The President shall be elected in odd numbered years.
3. The Vice President shall have a term of two (2) years and may succeed himself once. The Vice President shall be elected in even numbered years.
4. The Treasurer shall have a term of two (2) years and may succeed himself once. The Treasurer shall be elected in even numbered years.
5. The Secretary shall have a term of two (2) years and may succeed himself

once. The Secretary shall be elected in odd numbered years.

6. Each member of the Board of Directors shall serve until his successor shall have been duly elected and qualified. Each term of office shall commence on July 1 following the annual election of members.
7. No full time employee of the Church shall be permitted to serve as an Officer of the Church or a member-at-large on the Board of Directors.

D. Vacancies; Resignations; and Removals.

Any vacancy in any position on the Board of Directors, including (if applicable) an office of the Church (other than the Senior Pastor's office, the vacancy of which is governed by Section E of Article VI hereof), shall be filled by the Board's appointment of a person who satisfies the qualifications for such position/office under Section B of this Article IV, and the person so appointed shall serve for the remainder of the unexpired term of the person replaced, unless such person shall be replaced by the membership at the next regular or special meeting of the membership. A Board member may resign at any time by delivering written notice of his or her resignation to the Board, the President, the Vice President, or the Secretary. Any such resignation shall be effective when so delivered, unless the notice thereof specifies a later effective date. If the resignation is made effective as of a later date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor shall not take office until the effective date of the resignation. Any Board member, other than the Senior Pastor, may be removed from office at any time by a majority vote of the Board members if such Board member (i) fails to become or remain a voting member of the Church or (ii) fails to attend at least two-thirds of the meetings of the Board annually, and if such Board member is an Officer of the Church such removal shall have the effect of removing such Board member from such office. Any vacancy on the Board of Directors and/or an office of the Church created by such removal shall be filled as otherwise provided herein.

E. Meetings; Quorum.

The Board of Directors shall establish regularly scheduled meetings, to be held at least quarterly. Special meetings of the Board, over and above the regularly scheduled meetings of the Board, may be called by the President, the Senior Pastor or any three (3) members of the Board. All regularly scheduled Board meetings shall be held at a reasonably convenient location on the campus of the Church, and such location shall be specified in all standing, posted and distributed notices of such meetings. Subject to the terms of Section M of this Article IV, all meetings, records, votes, actions and deliberations of the Board shall be open to the members of the Church. Six members of the Board shall constitute a quorum for any duly called meeting of the Board.

F. Action of Board.

The affirmative votes of a majority of the members of the Board present at a meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors,

unless the affirmative vote of a greater number is required by the Constitution or these Bylaws. No member of the Board of Directors may act by proxy on any matter.

G. Informal Action by Unanimous Consent of Board.

Any action required to be taken, or which may be taken, at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken (i) shall be signed by all of the members of the Board entitled to vote with respect thereto and/or (ii) shall be acknowledged by all of such Board members by electronic transmission or facsimile. Any action so taken shall be effective when all members of the Board have signed and/or acknowledged a consent (unless the consent specifies a different effective date, in which event such date shall apply) and such consent shall have the same effect as an unanimous vote of the Board of Directors at a meeting duly held.

H. Conduct of the Meeting.

The President shall act as chairman of all meetings of the Board of Directors and in his absence the Vice President shall so act. The Secretary or, in his absence, a person appointed by the chairman of the meeting shall act as secretary of the meeting and shall keep minutes of the meeting. The minutes of the meeting shall include the date, time and place of the meeting, the Board members present, the Board members absent and a record of the votes taken and actions adopted at the meeting. The chairman of the meeting shall have the right to decide, without appeal, the order of business for such meeting and all procedural matters, including the right to limit discussion that is unreasonably cumulative, prolonged, or irrelevant.

I. Notice of Meetings.

No notice of any regular meetings of the Board of Directors need be given to any member of the Board after the adoption of a resolution by the Board setting forth the schedule for such meetings and the recordation of the schedule in the minutes of the Board. Notice of any special meeting of the Board shall be given in writing at least three (3) days prior thereto to each member of the Board at his address (mailing, business, home or email address) set forth in the official records of the Church, such notice to be provided by personal delivery, U.S. mail, email or facsimile transmission. Notwithstanding the foregoing, in all events notice of the time, date and place of each meeting of the Board of Directors, and its tentative agenda, shall be posted on a bulletin board or other prominent place on the Church campus easily accessible to the members of the Church and clearly designated for that purpose, such notice to be posted at least twenty-four (24) hours prior to the commencement of such meeting; provided, however, if it is necessary, for good cause, to hold a meeting on less than twenty-four (24) hours' notice, the nature of the good cause justifying departure from the normal notice requirements shall be stated in the minutes of the meeting.

J. Meeting Participation Other Than in Person.

The Board of Directors may permit any or all of the Board members to participate in a meeting (whether regular or special) by, and may conduct the meeting through use of, any means

of communication by which all Board members participating may simultaneously hear each other during the meeting. A Board member participating in a meeting by this means shall be deemed to be present in person at the meeting.

K. Compensation; Reimbursement of Expenses.

No member of the Board of Directors shall receive compensation for his or her service in such office. The Board members shall be reimbursed, however, for their reasonable and necessary expenses incurred in rendering service to the organization to the extent such expenses are incurred in compliance with any applicable budget limitations or are otherwise approved by the Board.

L. Board Procedures.

The Board of Directors shall maintain a handbook in which shall be set forth its procedures, structure and methods of operation. The call policies and procedures established by the Board shall be maintained in such handbook. In addition, the minutes of the Board's meetings shall be maintained in the Board handbook; provided, however, that minutes of closed meetings may be separately maintained on a confidential basis. A copy of the Board handbook and all updates shall be provided to any member of the Church upon request.

M. Closed Meetings and Records.

Except as set forth in this Section M, all meetings, records, votes, actions and deliberations of the Board of Directors and any of its committees acting in its name and behalf shall be open to the members of the Church. The Board of Directors and its said committees shall be permitted to close meetings, records and votes to the extent they relate to the following:

1. Legal actions, causes of action or litigation involving the Church, and confidential or privileged communications between the Church and its attorneys; provided, however, that any minutes or vote relating to litigation involving the Church shall be made public upon final disposition of the matter voted upon; provided further, however, that legal work product shall always be considered and remain a closed record;
2. Leasing, purchase or sale of real estate by the Church where public knowledge of the transaction might adversely affect the legal consideration therefor; provided, however, that any minutes or vote or public record approving a contract relating to the leasing, purchase or sale of real estate by the Church shall be made public upon execution thereof;
3. Hiring, firing, disciplining or promoting of particular employees of the Church when personal information about the employee is discussed or recorded (and for purposes of this subparagraph, the term "personal information" shall mean information relating to the performance or merit of individual employees); and

4. Individually identifiable personnel records, performance ratings or records pertaining to employees or applicants for employment.

For purposes of this Section M, a “meeting” of the Board of Directors or any of its said committees shall not include an informal gathering of members of the Board or committee for ministerial or social purposes when there is no intent to avoid the general intent of these Bylaws that meetings, records, votes, actions and deliberations of the Board and its committees be open to the members of the Church. A meeting or vote may be closed only upon the affirmative public vote of the majority of the quorum of the Board or committee present at a duly called public meeting, and the specific reason for closing the meeting or vote must be announced publicly and entered into the minutes of the public meeting. Minutes of closed meetings and votes shall be maintained but shall be kept closed and confidential pursuant to the terms of this Section.

N. Vacancy in the Office of the Senior Pastor.

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

O. Executive Committee.

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

## **ARTICLE V**

### **Officers**

A. General.

The Officers of the Church shall consist of a President, Vice President, Treasurer and Secretary.

B. Elections and Terms.

Elections shall be conducted and terms of office shall be observed as set forth in Section C of Article IV above.

C. Vacancies; Resignations; and Removals.

Any vacancy in any such office shall be filled by the Board of Directors for the remainder of the unexpired term of the Officer replaced, unless such position shall be re-filled by the membership at its next regular or special meeting; provided, however, that in the event of a vacancy in the office of the Presidency, such office shall be automatically filled by the Vice President. An Officer of the Church may resign at any time in the manner set forth in Section D of Article V hereof. An Officer may be removed from office at any time by a majority vote of the Board members as provided for in Section D of Article V. Any vacancy created by such removal shall be filled as set forth above.

D. Duties of Officers.

The principal administrative duties of the Church Officers shall be as hereinafter set forth:

1. The President shall:
  - i) Preside at all meetings of the membership and the Board of Directors;
  - ii) Sign all legal documents in behalf of the Church;
  - iii) Call meetings of the Board of Directors as he deems necessary; and
  - iv) Perform such other duties as shall be assigned to him by the Board of Directors.
2. The Vice President shall:
  - i) Perform the duties of the President during his absence or inability to serve; and
  - ii) Perform such other duties as shall be assigned to him by the Board of Directors.
3. The Secretary shall:
  - i) Record the minutes of the membership meetings and the Board meetings and make them available to the membership as required

hereunder;

- ii) Record attendance of voting members at all membership meetings;
- iii) Conduct the official correspondence of the membership and the Board not otherwise provided for hereunder and retain a permanent file of copies of such correspondence;
- iv) See that all notices are duly given in accordance with the provisions of these Bylaws;
- v) Be the custodian of the corporate records and certify the Bylaws, the resolutions of the membership and the Board, and other documents of the Church as being true and correct copies thereof; and
- vi) Perform such other duties as shall be assigned to him by the Board of Directors.

4. The Treasurer shall:

- i) See that a fidelity bond, the amount of which shall be fixed and the premium of which shall be paid by the Church, is obtained for all persons handling church assets and funds;
- ii) Review the Church's financial reports presented to the Board of Directors and the membership from time to time;
- iii) Work and consult with the Chief Financial Officer of the Church in connection with the performance of his or her duties hereunder;
- iv) See that all financial records of the Church are submitted for an audit as and when required by the Board of Directors; and
- v) See that the policies of the Church relating to the extension of credit to or by the Church, the maintenance of adequate insurance by the Church and other financial matters pertaining to the Church are carried out.

## **ARTICLE VI**

### **Pastoral Office**

A. The Pastoral Office in General.

The "pastoral office" is the authority conferred upon pastors by God, through a call of the

Church, to exercise in public office the common rights of spiritual priesthood in behalf of all. The "pastoral office" is the primary office in the Church from which all other offices of the Church issue. The pastoral office shall only be conferred upon those persons who satisfy the qualifications for such office set forth in Article IV of the Constitution. Upon being installed to serve as a pastor of the Church, a pastor shall be authorized and obligated to proclaim to the membership and others, jointly and severally, the Word of God in its full truth and purity as contained in the Confession of Faith set forth in Article II of the Constitution. Any such pastor shall further be authorized:

1. To regularly conduct worship services and administer the Sacraments in accordance with their divine institution;
2. To teach and preach the Word of God and proclaim the Gospel of our Lord and Savior, Jesus Christ;
3. To discharge toward all members of the membership the functions of ministers and curators of their souls in an evangelical manner; in particular, to visit the sick and dying and to admonish indifferent and erring members;
4. To spiritually guard the welfare of the membership and others during their preparation for acceptance of Holy Communion;
5. To guide the membership in applying the divinely ordained discipline of the Church;
6. To provide spiritual leadership and oversight in all agencies, committees, ministry teams and organizations of the Church; and
7. To serve as examples by Christian conduct and to do all that is possible for the upbuilding of the membership and for the advancement of the Kingdom of Christ.

B. Calling of Senior Pastor.

The right of calling the Senior Pastor shall be vested only in the voting membership and shall never be delegated to a smaller body or to an individual. The calling of the Senior Pastor shall be undertaken in the following manner:

1. The Board of Directors in cooperation with the Board of Elders shall assemble a list of suitable pastoral candidates and shall solicit input from the Church membership in doing so;
2. The list of suitable pastoral candidates so developed shall be published to the membership (together with a request that the membership prayerfully consider the candidates and support the call process) at least two (2) weeks

in advance of the membership meeting at which the call is to be considered, and such list shall be updated, up to the date of such membership meeting, with any input received from the membership;

3. From the foregoing list of suitable pastoral candidates, the Board of Directors shall prayerfully evaluate and consider the suitability of the candidates and prepare a list of recommended candidates for submittal to a vote of the voting membership;
4. The selection of the person to receive the call of Senior Pastor shall be by written ballot of the voting membership;
5. The pastoral candidate receiving a majority of the votes cast at any membership meeting duly called and held as provided herein (provided it complies with the special notice requirements of Section C of Article II, and the special quorum requirements of Section G of Article II) shall be declared selected; provided, however, that for the sake of unity the chairman of the meeting shall ask for unanimous voice acclamation of the candidate selected; provided further, however, that if such acclamation is not received, such failure shall have no legal or other affect on the proceedings or the resulting call; and
6. The terms of the call shall be fixed by the Board of Directors, in cooperation with the Board of Elders, consistent with applicable human resource guidelines.

C. Removal of Senior Pastor.

The removal of the Senior Pastor may be undertaken if sufficient grounds therefor exist under Section E of Article V of the Constitution. Charges on any of these counts shall be carefully investigated and weighed by the Board of Elders in cooperation with the Board of Directors. Should such charges be substantiated by clear evidence, the individual involved shall first be given an opportunity to resign. Such opportunity having been given and declined, the Board of Directors shall, after consultation with the appropriate officers of the Missouri District of The Lutheran Church – Missouri Synod, notify the membership of the situation, and submit the matter for action at a special meeting of the membership. A majority of the votes cast at a meeting of the membership duly called and held as provided herein (provided it complies with the special notice requirements of Section C of Article II, and the special quorum requirements of Section G of Article II) shall be required to depose the Senior Pastor.

D. Calling and Removing a Pastor other than the Senior Pastor.

The right of calling a person to the office of pastor, other than the office of the Senior Pastor, shall be vested in the Board of Directors, subject to the approval of any such call by the Board of Elders. The calling of such pastor shall be undertaken in accordance with the call procedures established by the Board of Directors. The Board's call procedures for a pastor other

than the Senior Pastor shall be designed to include the following elements:

1. A process for assembling a list of the most qualified candidates available with the skills, talents and gifts needed for the area of ministry to be served;
2. The solicitation of input from the Senior Pastor and the other directors of ministry and executive staff;
3. The consideration of the compatibility of the candidates, and their respective leadership styles, skills, talents and gifts, with the Senior Pastor and the other directors of ministry and executive staff;
4. The publication of notice to the membership that the Board is considering the extension of a pastoral call, which notice shall include a description of the position to be filled, an invitation for the membership to submit names of potential candidates, and a request that the membership prayerfully support the Board's call deliberations;
5. A requirement that the call be extended to the pastoral candidate who receives a majority of the votes cast at a Board of Directors meeting duly called and held as provided herein; and
6. A requirement that the terms of the call shall be fixed by the Board of Directors, in cooperation with the Board of Elders, consistent with applicable human resource guidelines.

The removal of a pastor other than the Senior Pastor may be undertaken if sufficient grounds therefor exist under Section E of Article V of the Constitution. Charges on any of these counts shall be carefully investigated and weighed by the Board of Elders in cooperation with the Board of Directors. Should such charges be substantiated by clear evidence, the individual involved shall first be given an opportunity to resign. Such opportunity having been given and declined, the Board of Directors shall, after consultation with the appropriate officers of the Missouri District of The Lutheran Church – Missouri Synod, and subject to the approval of the Board of Elders, depose the pastor upon the affirmative vote of a majority of the votes cast at a meeting of the Board of Directors duly called and held as provided herein. The voting membership of the Church may also remove a pastor from office under the process set forth in Section C above for removal of the Senior Pastor.

E. Vacancies.

Any vacancy in the office of the Senior Pastor may be filled on an interim basis in the manner provided for in Section N of Article IV hereof. Any vacancy in any other pastoral office may be filled on an interim basis by appointment by the Senior Pastor; provided, however, that any person so appointed must qualify to serve as a pastor under the terms of Article IV of the Constitution. Any such interim appointee shall fill such vacancy only until such time as the

appointee shall be replaced pursuant to the call procedures provided for elsewhere herein.

## **ARTICLE VII**

### **Executive Staff and Ministry Teams**

#### **A. General.**

The Senior Pastor may, within budgeted guidelines, establish such executive level positions with the Church as he may deem necessary or appropriate from time to time to manage and oversee the business and administration of the Church. The Senior Pastor may further, within budgeted guidelines, establish such directors of ministry positions as he may deem necessary or appropriate from time to time to oversee and implement the ministries of the Church. The Senior Pastor, with the assistance of one or more staff members designated by the Senior Pastor, shall oversee the executive staff and directors of ministry in the performance of their functions for the Church. The Board of Directors shall oversee the Senior Pastor as to the business and administrative affairs of the Church, and the Board of Elders shall oversee the Senior Pastor as to matters pertaining to the pastoral functions of his office. The Senior Pastor, with the leadership and assistance of his directors of ministry and executive staff, shall administer, implement, manage and oversee the ministry and business operations of the Church, and shall do so under the authority of, and in accordance with the vision, strategies, policies and guidelines of, the Board of Directors; provided, however, that only the Board of Elders shall have authority over the Senior Pastor and other pastoral offices with respect to matters pertaining to pastoral functions. The Senior Pastor, directors of ministry and executive staff shall carry out their responsibilities through ministry teams of staff and laity which they organize and lead. The ministry teams may include for example, and not by way of limitation, a Day School Ministry Team, a Youth Ministry Team, a Children Ministry Team, a Small Group Ministry Team, a Worship Ministry Team, a Women's Ministry Team, a Core Leadership Ministry Team, an Outreach Ministry Team, a Counseling Ministry Team, a Missions Ministry Team and a Human Resources Ministry Team. The ministry teams may operate in concert with, and/or may be composed in part of, other Christian not for profit organizations.

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

The "Senior Pastor" shall be an ex-officio voting member of the Board of Directors, and shall be the director of ministries and the chief executive officer of the Church. The Senior Pastor, who shall be an ordained pastor called by the voting membership to the office of the "Senior Pastor," shall have authority over all staff of the Church, including the other pastors on staff, executive staff, directors of ministry, other called staff and other staff, subject to the terms of any applicable calls and contracts. The Senior Pastor shall be subject to the authority of the Board of Elders as to matters pertaining to pastoral functions and the authority of the Board of Directors as to business and administrative matters. The Senior Pastor may, within budgeted guidelines, hire, engage and appoint such staff and other persons as he deems appropriate to help run, administer, oversee and implement the day to day ministries and operations of the Church. The Senior Pastor shall be responsible for all ministry and business operations of the Church. Without limiting the generality of the foregoing, through his directors of ministries, executive

staff and others the Senior Pastor shall:

1. Oversee the discharge of the authorities of the pastoral office as set forth in Section A of Article VI of these Bylaws;
2. Generally oversee and be responsible for the administration, implementation, management and oversight of the ministry and business operations of the Church;
3. Supervise, manage and oversee all staff of the Church;
4. See that a comprehensive personnel system is established, maintained and implemented, including appropriate policies and procedures for personnel administration and an appropriate salary and benefit program;
5. See to the shepherding of the membership in areas of spiritual and physical care and social and general welfare;
6. Strive to cultivate peace, love and harmony within the membership, and strengthen the ties and fellowship of the membership;
7. Provide for effective and appropriate communications between the Church and its members;
8. Oversee the planning and implementation of the worship services of the Church;
9. Oversee the Church's efforts to bring the Gospel to the lost, to assimilate new members into the Church, and to strengthen the faith of the members;
10. Oversee the Christian instruction of the membership, including the Church's Christian day school;
11. In cooperation with the Chief Financial Officer of the Church, oversee the administration of the financial affairs of the Church, help foster and develop good stewardship in the Church, and oversee all stewardship and fundraising campaigns of the Church; and
12. Help develop, oversee and modify, as needed, the vision and long range plans of the Church.

C. Chief Financial Officer.

The Chief Financial Officer, a standing executive position of the Church, shall be an ex-officio voting member of the Board of Directors. The Chief Financial Officer shall report to and be subject to the authority of the Senior Pastor. In his role as a member of the Board of

Directors, the Chief Financial Officer shall also make reports to the Board of Directors about the financial condition and financial affairs of the Church. The Chief Financial Officer shall, in cooperation with the Senior Pastor, oversee the administration of the financial affairs of the Church. The Chief Financial Officer shall among other things:

1. Oversee the receipt and deposit of all Church funds in accounts designated by the membership, and shall maintain all necessary books and records thereof;
2. Keep records of all contributions to the Church and prepare and transmit to all contributors appropriate statements of contributions;
3. Prepare the annual financial plan (budget) of the Church for submittal to the Board of Directors;
4. Review and monitor actual expenditures against planned expenditures and advise the Board accordingly;
5. Prepare, maintain and update from time to time the long range financial plan of the Church for consideration and approval by the Board of Directors;
6. Set policies for general financial operations and assure proper checks and balances are used to separate the receipt and disbursement of monies;
7. Maintain a Master Chart of Accounts in form acceptable to the Board of Directors to be used for recording expenditures and organizing expenditures and budgets by appropriate use categories;
8. Oversee the preparation of all financial statements and reports of the Church;
9. Oversee periodic audits of the Church's books and records from time to time and otherwise maintain the integrity of, and establish appropriate internal controls for, all of the Church's finances;
10. Consult with the Treasurer of the Church in connection with the performance of his or her duties hereunder; and
11. Report and be accountable to the Board of Directors as to all financial matters pertaining to the business and affairs of the Church.

## **Article VIII**

### **Board of Elders**

#### A. General Powers, Authorities and Responsibilities.

The Board of Elders shall oversee and assume ultimate responsibility for all doctrinal matters of the Church, in cooperation with and under the guidance of the Senior Pastor, and in any event in compliance with the Confession of Faith set forth in Article II of the Constitution. The Board of Elders shall further oversee and assist the pastors in the performance of the duties of the pastoral office. Without limiting the generality of the foregoing, the Board shall:

1. Supervise and oversee the pastors as to matters pertaining to pastoral functions;
2. Look after the temporal welfare of the pastors;
3. In cooperation with the pastors, provide spiritual oversight of the membership, the conduct of worship services, the administration of the Sacraments and the fulfillment of the other functions of the pastoral office; and
4. Fulfill such other duties and responsibilities as may be conferred upon it under the Constitution or these Bylaws.

#### B. Composition of Board.

The Board shall consist of six (6) members of the Church who appear to be, and express their commitment to be and remain, fit and qualified to serve as overseers of the Church under the terms of *1 Timothy 3*. All members of the Board of Elders must be males in accordance with the Holy Scriptures pertaining to the functions of the pastoral office and the order of creation (*1 Timothy 2:11-14*). One (1) member of the Board shall be the Senior Pastor and the other five (5) Board members shall be appointed. Four (4) of the appointed members shall be appointed by the Board of Directors and one (1) of the appointed members shall be appointed by the Senior Pastor. In his capacity as a member of the Board of Directors, the Senior Pastor shall not vote on the four (4) appointments made by the Board of Directors. One (1) of the appointed members shall be Synodically trained as a minister, if such a person is available and willing to serve. None of the Board members, except the Senior Pastor, shall be on the Church staff or have a spouse on the Church staff. The members of the Board of Elders shall serve two (2)-year staggered terms. Each member of the Board may succeed himself indefinitely, provided each term is approved by the Board of Directors and provided the member is willing and able to serve. The Senior Pastor shall be an ex officio member of the Board without term limits.

#### C. Board Procedures.

The Board shall establish regularly scheduled meetings, to be held at least quarterly.

Minutes shall be kept of all actions of the Board, and copies of such minutes shall be maintained in the official records of the Church. The Board shall elect a chairman to conduct its meetings, and the Board may elect such other officers as the Board may deem appropriate. The Board shall provide such communications to the Board of Directors as shall be required from time to time to fulfill its responsibilities hereunder. The Board shall adopt and maintain such rules of procedure for its proceedings as it may deem appropriate from time to time and shall maintain a handbook in which shall be set forth its said rules of procedure. A copy of such handbook and all updates shall be provided to the Board of Directors upon request. All meetings, records, votes, actions and deliberations of the Board of Elders shall be open to the members of the Church; provided, however, that the terms of Section M of Article IV of these Bylaws shall apply to the Board of Elders in the same manner and to the same extent as they apply to the Board of Directors, except that, in addition, the terms of Section M shall also apply to counseling and church discipline matters.

## **Article IX**

### **Endowment Funds**

#### A. General Purpose and Special Purpose Funds.

The Church desires to have and maintain the following endowment funds:

1. The Church shall have a general purpose restricted fund called the "St. John Lutheran Church Endowment Fund." It shall also be called the Barnabas Fund. The terms of the St. John Lutheran Church Endowment Fund are attached to these Bylaws as Appendix "A" and are incorporated herein by reference.
2. The Board of Directors may create other endowment funds for special purposes. Each special purpose endowment fund shall be named so as to clearly identify the purpose of the fund.

#### B. Purposes of Endowment Funds.

1. The purpose of the St. John Lutheran Church Endowment Fund shall be to receive restricted and unrestricted gifts and bequests from individuals who desire to help the Church accomplish its mission.
2. The purpose of each special purpose endowment fund shall be clearly identified in its name. For example, the Board of Directors may create a special purpose endowment fund called the St. John Lutheran School Scholarship Endowment Fund to provide tuition assistance to students attending St. John Lutheran School.

C. Special Purpose Endowment Funds.

1. The terms and conditions of each special purpose endowment fund shall be drafted in accordance with this Article IX by a special committee appointed by the Board of Directors. The draft shall be reviewed and, if appropriate, approved by the Board of Directors. If the Board of Directors determines that an amendment is appropriate, they may return the draft for revision by the special committee by the Board or the Board may amend the draft prior to approval.
2. Each special purpose endowment fund shall provide that the fund shall be managed by the Board of Directors in the same manner as the Barnabas Fund, except as follows:
  - a. Distributions may be requested by, and distributed to, only such parties as are responsible for carrying out the special purpose.
  - b. Each special purpose endowment fund shall prohibit borrowing therefrom by the membership of the Church or by any of the other endowment funds of the Church.

## **ARTICLE X**

### **Miscellaneous**

A. Indemnification.

The Church shall, to the fullest extent to which it is empowered to do so by all applicable laws as may from time to time be in effect, indemnify any person who was or is a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a member of the Board of Directors, an Officer or any other agent of the Church, against all judgments, fines, reasonable expenses (including attorneys' fees) and amounts paid in settlement the extent actually and reasonably incurred by such person in connection with such action, suit, or proceeding.

B. Fiscal Year.

For accounting and related purposes, the fiscal year of the Church shall begin on July 1 and end on June 30 of each year, unless changed by the Board of Directors.

C. Captions; Gender; Plurals.

Captions of sections of these Bylaws are intended for information only and are not

intended to limit or modify the provisions of the sections themselves. In all cases where these Bylaws refer to a particular gender such gender reference shall be deemed to include either gender, and all singular terms shall include the plural and all plural terms shall include the singular unless the context requires otherwise.

**Appendix "A" to the Bylaws  
St. John Lutheran Church  
Endowment Fund  
(also called the Barnabas Fund)**

**Introduction**

Barnabas, whose name means Son of Encouragement, is held up in the Book of Acts as an example of one of the early believers who gave generously of his time, talents and resources. He "sold a field he owned and brought the money and put it at the apostles feet." (Acts 4:37). He had faith that the apostles would use the money to build the body of Christ.

When Saul was brought to faith, the disciples were afraid of him, and would not allow Saul to join them. Barnabas believed in the power of the Gospel to transform lives, even persecutors. He brought Saul to the apostles and told them how he had "preached fearlessly in the name of Jesus." (Acts 9:27).

When news of the new church in Antioch reached the church at Jerusalem, they sent Barnabas, who "encouraged them all to remain true to the Lord with all their hearts." Barnabas found Saul, and brought him to Antioch. The two of them taught the disciples for a year. (Acts 11:23).

When the church in Antioch learned of a coming famine, the Christians in Antioch gave, "each according to his ability", to help their brothers in Judea. They sent their gift with Barnabas and Saul. (Acts 11: 28-30).

On the mission field, Paul and Barnabas spoke boldly for the Lord. When the Jews rejected the word of God, they turned to the gentiles. Many in the church in Jerusalem believed that gentiles should be required to obey the laws of Moses. Paul and Barnabas told of the miraculous signs and wonders God had done among the gentiles who received the Gospel through them. They helped to convince the church that: "we should not make it difficult for the gentiles who are turning to God". (Acts 15:19).

Barnabas did not draw attention to himself. Luke describes him as a good man, "full of the Holy Spirit and faith." (Acts 11:24). He knew that he was set apart, called, sent and empowered by the Holy Spirit. Although Paul did most of the preaching, when the Jews at Pisidian Antioch responded with abuse, Barnabas stood firmly with Paul, speaking the word of God. (Acts 13:40). They were effective because they did not preach themselves, but Jesus Christ as Lord. Paul and Barnabas were servants for Jesus' sake.

Every member of the Church can also be empowered by the Holy Spirit to: give generously, each according to his ability; to boldly and effectively share the life saving Gospel from the word of God; to encourage other believers, always trusting in the power of the Holy Spirit to transform lives; and to stand ready to help those in need, both within and outside the membership of the Church.

The Holy Spirit set apart Barnabas and Saul at a worship service "for the work to which I have called them." The church prayed and placed their hands on them before they sent them off. (Acts 13: 2-3). In the same way, the membership is setting apart, or dedicating, gifts to the Barnabas Fund to support those who are called by the membership, who we place our hands on, and send, with our prayers, to do the work of the Lord, whether on our campus, in our city, in our country or throughout the world.

### Recitals

- a. The Church desires to establish the St. John Lutheran Church Endowment Fund (the "Fund"). The Fund may also be called the Barnabas Fund.
- b. An endowment fund is a restricted fund held for the exclusive use of the Church, all or part of which may not be spent on a current basis under the terms of the will, trust, beneficiary designation form, deed, or other document under which property or money is transferred to the Church. By designating that a gift is to be added to the Fund, the donor can be assured that the gift will help build a future source of support for the mission and ministry of the Church.
- c. The Fund creates a process which allows the Church to receive material blessings from the Lord of any size or complexity and, with the help of God, to develop an orderly plan for the wise management and use of these blessings to do His will.
- d. The Fund provides another way, in addition to regular giving, for Church members to show the Lord a sign of the love they feel in their hearts for their savior, redeemer and shepherd. When a child uses some of his or her allowance to make a homemade piece of art, and gives it as a present to Mom or Dad, there is no way to adequately explain how wonderful it is for the parent to feel so much love. The parent doesn't need the artwork, and the response is not at all related to any measure of the value of the materials. Somehow the love in the heart of that child passes into the present, and It is transferred directly into the heart of the parent. It can only be understood by someone who has experienced such love. Each member of the Church has been adopted by God, and is an heir to the Kingdom of Heaven because of the suffering, death and resurrection of Jesus Christ. Just as a parent feels the love of a child through a gift, God feels the love of His children through their gifts. God doesn't require or need gifts from the members of this Church, or the earthly value they represent. But God does want to feel the love of every one of His children in the Church.
- e. Significant gifts during life or following death often require special management because of the type of property, the purpose for which they are given, or the size of the gift. The Fund establishes an orderly process for encouraging, receiving, managing, and distributing significant gifts to support the mission of the Church.
- f. The Fund will permit the Church to seek the resources to continue to expand its vision for ministry, to begin bold new ministries, and to creatively enhance existing ministries. It

will also provide an opportunity for individuals to give gifts of eternal significance which will provide long term support for ministries within the Church that touch their heart.

- g. The Fund will also help the Church continually share some of the blessings it has received with other ministries within the body of Christ in St. Louis, the United States, or throughout the world.
- h. Every member can, and should, prayerfully challenge themselves to give to the Lord a significant gift from the heart, a portion of the first fruits they receive from the Lord, to support a ministry that has touched their heart.
- i. Every member can, and should, create an estate plan which will return to the Lord a portion of the blessings they have accumulated during their earthly life. The estate plan documents can provide a witness to all who are left behind of the joy of the one who is now in heaven because of the gift of faith in Jesus Christ. Many find it appropriate to "adopt the Lord" in their estate plan, and provide a share for the Lord in their will, living trust, and beneficiary designations which is at least as much as they will provide for each of their children. Many who have seen the Lord richly bless their children during their life provide a gift of the largest share of their estate for the Lord.
- j. All gifts to the Fund will make an eternal difference by enabling the Church to reach out to the lost, and strengthen the saved so that they may live bold and courageous lives of Christian witness before an unbelieving world.

### **Terms and Conditions**

1. **Name.** The Church shall have a general purpose, restricted fund called the St. John Lutheran Church Endowment Fund (hereafter called the "Fund"). It shall also be known as the Barnabas Fund.
2. **Purpose.** The purpose of the Fund is to encourage, receive, manage and distribute designated and Undesignated gifts and bequests from individuals who desire to build a future source of support for the Church to reach out to the lost, and strengthen the saved, so that members and the brothers and sisters in Christ throughout the world who receive support from the Fund may live bold and courageous lives *of* Christian witness before a non-believing world.
3. **Gifts.**
  - a. **How To Contribute To The Fund.** Individuals who desire to support the Fund should provide a written direction that their gift is made to: "St. John Lutheran Church, Ellisville, Missouri, for the Barnabas Fund", or: "St. John Lutheran Church, Ellisville, Missouri, for the St. John Lutheran Church Endowment Fund".

These written directions will ensure that gifts will be administered according to the terms of the Fund and not added to the Operating Budget. Gifts to the Fund

may be made during an individual's life, or made following death through a bequest or gift in a will, or trust, or through a beneficiary designation of some or all of the proceeds of a life insurance policy, annuity, or retirement plan.

- b. **Undesignated Gifts To The Fund.** Gifts to the Fund may be made so that the use of the gift will be determined by the Church in accordance with the terms of the Fund. A gift to the Fund will be an "Undesignated Gift" if the written direction of the donor either: does not designate that it is to be used for a particular ministry; or specifies that the gift is Undesignated. Distributions with respect to Undesignated Gifts shall be made in accordance with paragraphs 7 and 8 below.
  - c. **Designated Gifts To The Fund.** The Fund may also accept gifts with directions from the donor that the gift is to be used for a specific ministry (a "Designated Gift"). Gifts with written designations will be reviewed in accordance with paragraph 9. If the gift is accepted, the Fund shall make distributions with respect to the gift in accordance with the written directions of the donor.
4. **Acceptance of Assets.** The Board of Directors shall adopt procedures for review and acceptance of the asset a donor desires to give. Gifts of cash or publicly traded securities will almost always be acceptable. However, gifts of operating businesses, partial interests in property, gifts encumbered by debt, gifts of property which may have title or environmental problems, or gifts of property which may not be marketable within a reasonable period of time considering the expense of owning the property may not be acceptable. In addition, certain types of property may cause adverse federal or state income tax problems for the Church and may therefore not be acceptable.

If the Board of Directors determines that an asset which a donor desires to give to the Fund may not be acceptable, it will immediately explain the reasons to the donor with any suggestions or alternatives for making the asset acceptable. For gifts with an appraised value, net of liabilities, of less than \$100,000, the Board of Directors may, after seeking appropriate legal advice to understand the risks involved, either formally reject or disclaim the asset, or accept it. For larger gifts, or gifts of uncertain value because of the issues involved, the Board of Directors shall provide its recommendation for action at a meeting of the Church membership.

5. **Receipts.** The Board of Directors shall also adopt procedures for acknowledging receipt of gifts to the Fund. The receipt or other acknowledgment shall substantiate the gift so that the donor may claim all state or federal income, gift, or estate tax charitable contribution deductions allowable by law. Some property may cause unexpected tax or other consequences to the donor. The Church is not responsible for advising donors of the tax or other consequences of any gift. Donors are advised to consult with their own attorney, tax advisor and other professional advisors about the consequences of a gift in their circumstances.
6. **Available Funds.** The Fund may make Distributions (see paragraph 7 below) of any Undesignated Gifts (see paragraph 3b). However, it is the intent of the Church that the

Fund shall continue to support the mission of the church until the Lord returns. It is also the intent of the Church that the Fund be and remain a vital part of the active ministry of the Church, and not merely a passive investment. The Church recognizes that the Fund must continue to seek the support of every member to remain vital.

No Distributions are to be made that will reduce the balance of Undesignated Gifts to less than \$100,000 (the "Floor"). As long as the balance remains above the Floor, the Fund shall be required to distribute at least 10%, but not more than 25%, of its Undesignated Gifts, and all of the earnings and growth with respect to the Undesignated Gifts.

Each year the Board of Directors shall determine the value of the balance of Undesignated Gifts received by the Fund as of December 31, and the total amount of earnings and growth with respect to the Undesignated Gifts as of December 31. The Board of Directors shall consider two estimates of the Available Funds for the year, one based on a 10% distribution and one based on a 25% distribution. The Board of Directors shall choose the level of distribution it determines to be appropriate, and submit a motion for appropriate action by the voting members at a membership meeting held not later than the May regular meeting of the membership.

The total amount which may be distributed for the current year shall be called Available Funds. Available Funds shall be the total of: (a) the amount of Undesignated Gifts to be distributed as determined by the Church; and (b) all of the earnings and growth with respect to the Undesignated Gifts as of December 31 of the preceding calendar year.

7. **Distributions.** The Board of Directors shall be responsible for the operation of the Fund. It shall be one of the funds of the Church, but it shall be segregated from the Operating Budget.
  - a. **Designated Gifts.** The Board of Directors shall make distributions required by Designated Gifts accepted by the Fund (see paragraph 8) according to the terms of such gifts.
  - b. **Available Funds.** Distributions of Available Funds (defined at Paragraph 6 above) shall be requested and approved as follows:
    - (1) **Solicitation of Requests.** If the Board of Directors determines that there will be Available Funds for Distribution in the following calendar year, beginning in October, the Board shall publicize within the Church, and in the community, a simple notice that the St. John Lutheran Church Endowment Fund is accepting Requests for Distribution of Available Funds to help the Church accomplish its mission. The mission of the Church will be explained in the notice. The notice shall explain that requests submitted after January 31 may not be considered until the following year. The notice shall specify that Requests should set forth the amount requested, the specific purposes for which it will be used, a brief explanation of how the expenditure or project

will help the Church accomplish its mission, and when the Distribution will be used.

- (2) **Submission of Requests.** All Requests for Distributions shall be submitted to the Board of Directors. Requests will be accepted from: individuals who are either members or not members of St. John Lutheran Church; organizations of the Church; or organizations unrelated to the Church.
- (3) **Review of Requests.** The Board of Directors shall review each Request and shall consider: (a) the amount of the Request, if any, which should be approved; (b) when the Distribution should be made; and (c) the amount of Available Funds which should be distributed (determined in accordance with paragraph 6).
- (4) **Approval of Requests.** The Board of Directors shall determine whether to call a special meeting of the membership for Approval of Requests For Distribution, or to add this as an agenda item at the regular meeting of the membership in May. Requests for Distribution of Available Funds must be brought before a meeting of the Church membership held no later than the regular meeting held in May. At least four weeks prior to the meeting of the membership in which Requests for Distributions of Available Funds will be considered for approval, the membership shall be notified of the Recommendations of the Board of Directors as to: (a) the amount of the Distribution of Available Funds for the year (determined pursuant to paragraph 6); and (b) the amount and timing of each Distribution of Available Funds which should be approved. The notice shall also summarize the requests for which the Board of Directors recommends disapproval.
- (5) **Motion For Approval.** The motion for Approval of Requests for Distribution of Available Funds by the membership must include a determination that two conditions have been met.
  - (a) the Distributions will help the Church accomplish its mission;  
and
  - (b) at least 50% of the Distributions will be used for projects to help those who are not members of the Church. Projects to help those who are not members of the Church would include, but not be limited to, Distributions to support a missionary or outreach program in the United States or anywhere in the world; and Distributions for ministries which provide something to eat for the hungry, something to drink for the thirsty, hospitality to strangers, clothing for those who need clothes, care for the sick, and visits to those who are in prison.

It is the intention of the Church that Requests for Distributions for use within the Church be approved only if the Distribution will be used to expand the Church's vision for ministry, to begin bold new ministries, and to creatively enhance existing ministries. It is intended that requests be disapproved if the purpose of the Request is to cover shortfalls in programs supported by the Operating Budget, or to obtain an additional source of revenue for an existing program.

8. **Designations.** If a gift is received by the Fund with written directions by the donor designating that the gift is for the exclusive use of one or more ministries of the Church, or for a specific purpose, the Board of Directors shall review the restrictions as soon as possible. Some directions or conditions may not be acceptable, and may result in a decision to decline the gift. It shall be the responsibility of the Board of Directors to develop a procedure, working with the Senior Pastor, for analyzing the acceptability of Designated Gifts. For example, gifts that would cause the Church to violate its constitution, or which are inconsistent with the mission of the Church, shall not be accepted. Similarly, gifts with so many conditions, or a particular type of condition, that evidence a lack of intent on the part of the member to truly make a gift, will not be accepted.

Members are encouraged, like Barnabas, to trust the body of Christ with the responsibility of using their gift in a God pleasing manner. Gifts should build the body, not divide it. As Paul says:

*"there should be no division in the body, but that its parts should have equal concern for each other. If one part suffers, every part suffers with it; if one part is honored, every part rejoices with it."*  
-1 Cor. 12:25-26.

The Board of Directors shall approach a member, where possible, with the reasons a Designated Gift may be declined. The member will always be encouraged to make a gift that will be acceptable, and given an a clear explanation of some alternatives which would make the gift acceptable. Designated Gifts of \$100,000 or less may be declined by the Board of Directors. Larger Designated Gifts may be declined only by the Church membership after review of the recommendations of the Board of Directors.

9. **Special Purpose Endowment Funds.** The Board of Directors may authorize: (a) the creation of a separate, special purpose endowment fund in accordance with Article XII of the Bylaws for Designated Gifts received by the Fund which are all designated for such a purpose; and/or (b) the transfer of Designated Gifts received by the Fund to a special purpose endowment fund created for such a purpose. Following any such transfer, the special purpose endowment fund shall be responsible for complying with the specific conditions created by the donor.
10. **Loans.** Designated Gifts accepted by the Church membership shall not be loaned to the Operating Budget, or any other fund of the Church, unless specifically permitted by the

terms of the gift instrument such as the donor's will, living trust, letter or other written direction explaining the terms of the Designated Gift.

Undesignated Gifts accepted by the Fund may be loaned to the Operating Budget or another fund of the Church. Loans of Undesignated Gifts shall be made as follows:

- a. **Emergency.** The Church membership may approve a request for a loan by a two thirds majority of the Board of Directors. However, no request shall be approved unless the Board of Directors determines that the loan is necessary because of an emergency. The request shall explain the circumstances of the emergency, and a plan for repayment of the loan.
  - b. **Temporary.** Loans approved pursuant to this paragraph 10 shall require repayment in full in not more than one year.
  - c. **Interest.** The loan terms shall be included in a Note which shall require the payment of interest at the rate of 1% over the 'Prime' rate offered by Nations Bank (or such other Bank as may be designated by the Board of Directors) to its best business customers.
11. **Investments.** It is the intent of the Church that the Board of Directors be given as much flexibility as possible in investing and managing the assets of the Fund, each special purpose endowment fund which may be created pursuant to Article XII of the Bylaws, and each Designated Gift or other restricted fund of the Church. Members are encouraged to entrust the Church through its officers and committees with this responsibility. Members may make their gift with an investment preference. However, gifts may be declined if the gift is so restricted as to its investment that the Church will be prevented from exercising sound principles of stewardship.

Some, or all. of the assets of the Fund may be invested with the LCMS Foundation, the Lutheran Church Extension Fund, or in any other investments that the Board of Directors deems appropriate.

12. **Reports.** At least annually, the Board of Directors shall report to the Church membership on the financial status of the Fund. The report shall also summarize, with as much detail as is practical and possible, given that some will ask that their gifts remain anonymous: the new Designated and Undesignated Gifts that were received during the year by general category of Designation, if any; and the distributions which were made during the year by general category with respect to Designated and Undesignated Gifts.

There shall be an annual audit of the Fund by an auditor selected by the Board of Directors. The auditor may be a volunteer with appropriate experience.

13. **Duration.** The Fund shall continue in existence so long as St. John Lutheran Church shall continue to exist. If St. John Lutheran Church should cease to exist, then the assets of the Fund shall become the property of any successor Lutheran Church, or the Missouri District of the Lutheran Church -Missouri Synod in accordance with Article VII of the

Constitution, subject to the Terms and Conditions of the Fund. and any additional restrictions accepted by the Fund. In all events, the successor must qualify as an exempt organization under the Internal Revenue Code. The Fund shall automatically terminate and distribute its assets to the Operating Fund of the Church in the event the value of the assets of the Fund falls below \$5,000.

14. **Expenses.** The Board of Directors may employ, at the expense of the Fund, such professional counseling on investments, accounting and legal matters as it deems to be for the best interest of the Fund.
15. **Publicity.** The Fund shall keep the members of the Church informed about the Fund. Distributions may be made of up to 5% of the Available Funds for the year, to create and distribute materials designed to inform members of the projects that receive Distributions from the Fund, and about the benefits of various methods of giving to the Fund. For example, in addition to outright gifts, members shall be encouraged to consider bequests, a remainder after retaining a life estate, charitable remainder trusts, gift annuities, pooled income funds, and charitable lead trusts. Members shall be encouraged to plan such gifts, and have all such proposed gifts reviewed, with the assistance of their attorney, accountant, and other financial or tax advisors. Members may wish to seek the assistance of a Gift Planner from the LCMS Foundation.
16. **Fiscal Year.** The Fund shall employ the fiscal year adopted by the Church.
17. **Conflicts.** No member of the Church shall engage in any self-dealing or transactions with the Fund in which the member has a direct or indirect financial interest, and shall at all times refrain from any conduct in which his/her personal interests would conflict with the interests of the Fund.
18. **Committees.** The Board of Directors may establish committees for its responsibilities in managing the Fund, and may seek the assistance of volunteers with the skills needed to carry out the purposes of the Fund. Committees may include, but not be limited to: Investments, Acceptance of Assets, Acceptance of Designated Gifts, Receipts, Distributions, Reports, and Publicity.