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## Article 1 – Membership

### **A. Admission into Membership:**

#### **1. Baptized Members**

When baptized under the authority of this congregation, adults immediately become members. Children baptized by this congregation become members if a parent or guardian is presently a member. All other persons, having been previously baptized with water in the Name of the Triune God become members by placing themselves under the spiritual care and authority of this congregation; or in the case of the children, by being placed under such care by a parent or a guardian.

#### **2. Communicant Members**

Persons may become communicant members of this congregation in one of the following ways:

**a. Confirmation:** After receiving due instruction in the teachings of our church according to the Word of God, having confessed the same to be their belief, and having committed themselves to the service of God and His people in this congregation, according to Article 6 of the Constitution, a person shall be confirmed into membership with Our Savior.

**b. Transfer:** Applicants for communicant membership who have been instructed and confirmed in the Lutheran Church-Missouri Synod, or a church body in altar and pulpit fellowship with said synod, may be received into membership via a letter of transfer from their home church (provided that there are no Scriptural objections barring their transfer or the receiving of it.)

**c. Re-affirmation of Faith:** Those persons who, having previously been communicants of the Lutheran Church Missouri Synod, have been dropped for any reason under church disciplinary action, may be received into membership through confession of faith and commitment to serve God and His people here at Our Savior, according to article 6 of the constitution; provided that there are no Scriptural reasons preventing their reception into membership.

**d. Profession of Faith:** Those individuals who have been confirmed in the Lutheran church, or presently hold membership in the Lutheran church, which is not in altar or pulpit fellowship with the Lutheran Church – Missouri Synod, may be received into membership with Our Savior through confession of faith and a commitment to serve God and His people here at Our Savior, according to article 6 of the constitution. The major differences between the Lutheran Church bodies should be adequately discussed before the reception into membership.

#### **3. Voting Membership**

**a. Automatic:** Membership into the congregational assemblies with voting privileges is considered to be automatic upon being accepted as a communicant member and having reached one's eighteenth birthday.

**b. Expectations:** It is expected that those casting a vote concerning any decision will have read the constitution and by-laws of this congregation.

### **B. Termination of Membership:**

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1. Baptized and communicant memberships are terminated for the following reasons:

**a. Death:** A permanent record of the deceased's membership shall remain on file.

**b. Transfer:** Members desiring to join another congregation in fellowship with the Lutheran Church – Missouri Synod shall present their request for transfer to the Pastor, to whom authorization is granted to issue transfers without delay. The Elders shall be advised of such transfers of membership and they shall be reported to the Congregation in assembly at the next regular meeting.

**c. Peaceful Release:** Members desiring to join another Christian congregation not in fellowship with the Lutheran Church – Missouri Synod may present their request to the Pastor, to whom authorization is granted to issue such a peaceful release, subject to approval of the Elders. Any such action shall be reported to the congregation.

### **C. Congregation Approval of Membership Termination**

Members may be dropped from membership in a properly convened congregational assembly, and recorded in the minutes therein, for the following reasons:

**1. Unchristian affiliation:** Members desiring to join another church or organization whose teachings contradict and oppose the teachings of the Christian Church.

**2. Dual membership:** Members who have joined another church shall be considered as having terminated their membership with Our Savior.

**3. Whereabouts unknown:** The names of members whose whereabouts are unknown and cannot be established, after a time, shall be removed via a certified letter informing said member of such action, mailed to the last known address.

**4. Self Exclusion:** Members who have severed their connection with this congregation by neglecting the Word of God and the Sacraments through non-participation in the means of grace, may, upon the recommendation of the Elders, be removed, providing that such members have been admonished in Christian love according to Matthew 18.

**5. Ex-communication:** Any member who conducts him / her self contrary to Scripture shall be admonished in Christian Love according to Matthew 18:15-20. If in due time, such un-Christian behavior is not repented of nor changed, such individuals shall be removed from communicant membership with the goal of alerting them to the seriousness of such sinful conduct and with the intent of expressed hope of winning them back for the Lord.

Members who have been dropped by self exclusion or ex-communication shall immediately become evangelism prospects.

### **D. Voting Membership**

Voting membership in the congregational assemblies is automatically terminated with the termination of one's communicant membership. The privilege of casting a vote in the congregational assembly is also terminated by failing to comply with the constitutional

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requirement of being in attendance at least once in a public worship service at Our Savior within the past six months. Re-instatement is automatic with re-instatement of communicant membership or with the attendance in a public worship service at Our Savior; whichever is applicable.

**E. Status of Membership**

Anyone whose membership has been terminated, for any reason, thereby forfeit all rights as members of this congregation, and therefore all claims on her property, so long as membership has not been re-instated.

**Article 2 – Congregational Assemblies**

**A.**

A minimum of two regular meetings of the Congregation shall be held during the year, one during the spring, the other during the fall. All dates and times will be set by the Board of Directors. Agendas, any proposed budget, and any applicable list of nominations to the board must be distributed to the Congregation at large no later than two (2) successive Sundays prior to the congregational assembly / vote.

The purposes of said meetings shall be to conduct any business necessary and to provide updated reports on the work of the church. The Fall meeting shall also be designated as the meeting in which all elections shall take place. The Spring meeting is designated as the meeting to set the annual budget for the fiscal year beginning July 1.

**B.**

The regular Fall and Spring meetings will allow an open forum for congregational discussion and / or action. The business of Special Congregational Assemblies will be restricted to the published agenda.

**C.**

Every legal meeting of the Congregational Assembly, regular or special, MUST be announced (orally or in writing) two (2) successive Sundays prior to it. Absentee votes may be used if appropriate at regular or Special Congregational Assembly meetings. Any motions introduced at the regular Fall or Spring Congregational Assembly meetings will be voted on only by the voting members in attendance.

**D.**

Special Congregational Assembly meetings may be convened upon call by the Board of Directors Chairperson, or a Pastor, with the consent of two (2) members of the Board of Directors or by any three (3) voting members with the consent of two (2) members of the Board of Directors; or by any five (5) voting members.

**E.**

A quorum necessary for the transaction of business shall consist of those eligible voters in a number equal to ten (10) times the membership of the elected Board of Directors plus one.

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Note: absentee ballots will not be included in the quorum count. Should a quorum not be present at a meeting, the members present shall set another date. This second meeting, properly convened and announced, shall be capable of transacting business and passing valid resolutions by the members then present.

**F.**

In all questions not covered by the constitution and by-laws of this congregation, the rules contained in the current edition of Robert's Rules of Order shall be applied in Christian love.

**G.**

All matters shall be decided by a majority vote of the votes properly cast unless otherwise specified in the constitution and by-laws. At the direction of the Board of Directors the voting may be conducted at a Congregational Assembly meeting or by ballot at published times with a minimum of two weeks notice. (The number of ballots cast must meet quorum requirements when no meeting is called). Absentee votes may be used if appropriate at regular or special Congregational Assembly meetings, within the two week notice guideline. Any motions introduced at the regular Fall and Spring Congregational Assembly meetings will be voted on only by the voting members in attendance.

**H.**

Congregational approval is required for the following tasks:

1. Call or remove workers
2. Undertake capital campaigns greater than 10% of the current fiscal budget
3. Incur long term debt
4. Buy, sell, mortgage or transfer real estate
5. Elect or remove members of the Board of Directors
6. Ex-communicate a member of the congregation
7. Execute a merger or dissolution of the congregation
8. Execute a merger or dissolution of the school
9. Amend the Church's Constitution or the By-Laws
10. Approve the Strategic Direction
11. Approve the annual ministry financial budget

**Article 3 – Calling of Pastors and Other Workers**

**A. The Calling Committee**

The Board of Directors shall appoint a Call Committee for the extending of all calls. The Committee shall consist of the Vice Chair, two other non-officer members of the Board of Directors and two members at large from the congregation.

**B. Interim Pastors**

In the event of a pastoral vacancy, the Board of Directors shall follow policy and procedures.

**C. Vacancy Pastors**

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In the event of a pastoral vacancy, the Board of Directors shall follow policy and procedures.

**D. Nominations**

The calling committee shall gather a list of candidates and their qualifications from the Texas District officials and from members of the congregation. At a properly convened meeting of the congregation the calling committee shall present the names that have been received. Any voting member is entitled to make additional suggestions from the floor. The Congregational Assembly shall then decide which names are to be included on the call list.

**E. Elections**

The call list shall be publicly announced to the congregation on two successive Sundays before the call meeting. If no protest is entered and sustained, the list of candidates shall stand. The election at the call meeting shall be by ballot. A two-thirds majority of all ballots cast by the voting members present shall be required to elect. The election shall, if possible, be made unanimous. (Should the voters decide to call a candidate from a synodical seminary or teacher's college; the Board of Assignments may be requested to appoint the person to whom the call shall be extended, subject to approval of the Congregational Assembly.)

**Article 4 – Officers Defined**

**A. Corporate Officers Defined.**

The corporate officers, according to the laws of Texas shall be:

1. President / Chair
2. Vice-President / Vice Chair
3. Secretary
4. Financial Secretary

**B. Elected Officers Defined.**

Officers of the Board and of the Congregation shall be a chair / president, vice chair / vice president and secretary. The Board shall elect its own officers at the first meeting of the Governing Board.

**C. Governing Board Defined:**

Board of Directors shall be composed of seven members elected from the eligible members of the congregation. The senior Pastor and financial secretary will be ex-officio members of the board with no voting privileges.

**Article 5 – Governing / Leadership**

**A. General Authority and Responsibilities**

1. The overall responsibility of the Board of Directors is to provide a strong, powerful and ethical leadership of the Congregation. To that end the Board of Directors shall:

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- a. Ensure that the Core Values, Mission, Vision and Strategic Direction of the Congregation are the driving force for all activities and related ministries.
  - b. Periodically review and update the Strategic Direction
  - c. Establish governing policies for the Board of Directors
  - d. Provide oversight of all congregational activities by establishing and monitoring appropriateness of adherence to policies that guide the efforts of the Senior Pastor.
  - e. Ensure that the policy and financial decisions are executed in accordance with the Constitution and By-laws of the Congregation.
  - f. Communicate regularly to the Congregation the pertinent activities of the Board of Directors and remain open to communication from the Congregation.
  - g. Exercise particular concern for the spiritual and physical welfare of the Senior Pastor.
  - h. Appoint legal counsel when necessary.
  
2. The Senior Pastor shall be empowered to take all actions and make all administrative decisions that are necessary to attain the Congregational results. All actions must be:
  - a. in accordance with the Congregation's Strategic Direction;
  - b. in compliance with the law, applicable regulations, orders of the courts or commonly accepted business and professional ethics;
  - c. compliant with the Constitution and By-laws or specific further Pastor Limitations stated by the Board of Directors.
  
3. For Board of Directors meetings a quorum shall be necessary to conduct official business. A simple majority of the membership of the Board of Directors shall constitute a quorum.
  
4. The Chairperson, Vice Chair and Secretary of the Board of Directors shall constitute the Executive Committee. The Senior Pastor shall be an ex-officio member, without vote, of the Executive Committee.

The Executive Committee may act on behalf of the Board of Directors in all matters delegated to it by a specific action or by policy of the Board of Directors. Actions of the Executive Committee shall be reported to the Board of Directors for ratification.

Except for assignments of its own work to committees, the Board of Directors shall delegate authority only to the Senior Pastor.

Any other subordinate employee or entity operating with the authority of the Congregation shall receive that authority from the Senior Pastor or a person assigned such responsibility by the Senior Pastor.
  
5. The Board of Director's fiscal responsibility shall be discharged as follows:
  - a. Establish policies limiting Senior Pastor financial authority, budget development and control of assets.
  - b. Establish a line of credit for short term debt to be used by the Senior Pastor for operational need.
  - c. Monitor the fiscal soundness of the Congregation.
  - d. Recommend and present to the Congregation an annual fiscal budget.
  - e. Systematically monitor compliance with policies on a quarterly basis.
  - f. Appoint the financial auditor or financial reviewer.
  - g. Sale of stock.

6. A Financial Secretary will be appointed by the Board of Directors annually.
7. The Board of Directors shall have as its directive the keeping and fulfillment of the Constitution, by-laws and manuals.
8. The Senior Pastor will implement a plan to promote and receive gifts and bequests for the Congregation. He will ensure that the gifts and bequests are compatible with the Congregation's values and policies and have a neutral or positive effect on the Strategic Direction and in compliance with the Congregation's 501 ( c ) (3) status. The Senior Pastor will not allow gifts that are too restrictive. When he deems necessary the Senior Pastor shall seek advice and counsel from the Board of Directors as to the restrictiveness of the gift.

#### **B. Board of Directors Decisions**

The Board of Directors cannot bind the Congregation by its acts and decisions unless it acts as a duly assembled Board. Individual members have no effective and binding authority to act in the name of the Board except as this authority is a standing or special delegation given by the Board and / or the Congregational Assembly.

#### **C. Meetings**

The Board of Directors shall meet at least once a month. Only members of the Board of Directors, the Senior Pastor and presenters shall be seated at the Board table.

#### **D. Attendance**

Members of the Board of Directors must attend board meetings regularly, not missing more than one meeting in any given quarter without a valid excuse. Violations will be address by the Chair of the Board of Directors.

#### **E. Authority to hire/dismiss employees**

Oversight for other called workers and staff will be performed by the Senior Pastor and his direct staff.

Hiring and dismissals shall be approved by the Board of Directors prior to any action taken and such action shall be reported to the Congregational Assembly in the next regularly convened meeting.

In case of a vacancy in the office of the Senior Pastor or of another called worker, the Board of Directors shall appoint a call committee.

#### **F. Senior Pastor Review**

A committee from the Board of Directors will review and agree upon annual objectives with the Senior Pastor, consistently advise him of his performance, conduct the Senior Pastor's annual performance appraisal and report to the Board of Directors when it has been completed seeking the Board's approval.

All Board decisions governing actions of the Senior Pastor shall be done through policy. Any actions taken or contemplated by the Senior Pastor or any which may be or have been approved through the Senior Pastor, will only be considered in light of the appropriate governing policies.

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The Board of Directors will only review the policies for their soundness as a test of ethical and prudent behavior, and will not dictate what are appropriate actions, except for compliance with policies. The Board shall re-write governance policies when appropriate.

**G. Policies and Guidelines**

The Board of Directors shall maintain written policies of four types:

1. Policies with respect to Strategic Direction
2. Policies with respect to Board Self Governance
3. Policies with respect to Senior Pastor limitations
4. Policies with respect to Board and Senior Pastor relationships

All Board of Directors approved guidelines and policies are to be made available to the Congregation.

**Article 6 – Boards, Committees and Organizations**

**A. Board of Directors**

The Congregation / Stewards of Our Savior Lutheran Church are represented by the Board of Directors. The Board shall listen to the ideas, concerns and values of the Congregation. The Board shall keep the Congregation informed of its progress toward the Strategic Direction.

**B. Committees**

The Board of Directors may use committees, as needed.

**C. Advisory Councils**

The Senior Pastor shall not allow Senior Staff or their direct reports to conduct their ministries without the benefit of “Advisory Councils” made up of lay members of the Congregation.

The Senior Pastor shall not fail to establish a School Advisory Council which under the direction of the Principal, shall establish School Governance policies and assist the Principal, when requested to do so, as a grievance panel for clients who have not received satisfaction and to process tuition assistance.

**D. Other Groups or Organizations**

Other groups and organizations may be appointed to the appropriate ministry teams by the Senior Pastor and Senior Staff. The Board of Directors may appoint other positions as needed, within policy guidelines.

**Article 7 – Election of Corporate and Other Officers**

**A. Eligibility**

Any voting member is qualified for the Board of Directors if they regularly participate in the worship and educational life of the Congregation; undertake personal spiritual disciplines for the development of their own faith lives; are not on the payroll of the Congregation (church or school) currently or anytime within the last three years; are not a spouse of a Staff member; and are not related to a current Board member.

**B. Nominations**

The Board of Directors shall annually appoint the nominating committee of this Congregation, who shall strive to propose a slate of candidates to fill the upcoming vacancies. The Nominating Committee shall consist of the Vice Chair of the Board of Directors (who shall act as chair), another Board Member and two members at large from the Congregation. The Nominating Committee shall solicit, and receive the names of prospective candidates from the Board or any member of the Congregation. The final slate of names shall be presented to the Congregation at large no less than two (2) successive Sundays prior to the Fall Congregational Assembly.

**C. Elections**

The candidate receiving the majority of votes cast shall be declared elected. (If no candidate receives a majority, there shall immediately be a run-off election.)

**D. Election of Board of Directors Officers**

The Board of Directors shall elect its own officers at the first meeting of the new Board of Directors.

**E. Installations**

The Board of Directors shall be installed in a regular worship service in December and shall assume their responsibilities January 1.

**F. Vacancies**

The Board of Directors may replace all elected board members to fulfill any vacant terms. In the event that the Chair's office is vacated, the Vice Chair automatically fills the term and the Board replaces the Vice Chair. All Board replacements must be ratified by the next Congregational Assembly meeting in order for the replacement to continue in the term. The intent is to allow the Congregation to fill the term with a different choice if so desired.

**G. Terms of Board of Directors**

Each term of office shall be for a period of three (3) years. After serving two (2) full consecutive terms on the Board of Directors, no person may be re-elected for at least a one year period. Approximately one third of the Board shall be elected every year.

**H. Rotation of Board of Directors Officers**

An individual shall be eligible to serve as the Chair only after serving one full year of an elected term and may not serve for more than two consecutive years.

**Article 8 – Reserved for future use**

**Article 9 – Reserved for future use**

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**Article 10 – Governing and Operational Manuals**

The Board of Directors will establish and maintain governing polices. They will be published on an annual basis.

**Article 11 – Amendments to the By-Laws**

These bylaws may be amended in a regular or special Congregational Assembly called for that purpose, by a two-third majority vote, provided that the proposed change has been submitted in writing to the Congregation duly assembled in either a regular or special meeting, at least two (2) successive Sundays before the meeting is to be held to decide such changes.