

Christ Memorial Lutheran Church

St. Louis County, Missouri

September 17, 2009

Bylaws

ARTICLE I Membership

A. Christian Conduct

1. Our Members Will Be Concerned about Their Own Continuing Spiritual Growth

“For this very reason, make every effort to add to your faith goodness; and to goodness, knowledge; and to knowledge, self-control; and to self-control, perseverance; and to perseverance, godliness; and to godliness, brotherly kindness; and to brotherly kindness, love. For if you possess these qualities in increasing measure, they will keep you from being ineffective and unproductive in your knowledge of our Lord Jesus Christ”

(2 Peter 1:5-8).

“But grow in the grace and knowledge of our Lord and Savior Jesus Christ. To him be glory both now and forever! Amen” (2 Peter 3:18).

2. Our Members Will Be Concerned about the Spiritual Growth of Others

“You are the salt of the earth. But if the salt loses its saltiness, how can it be made salty again? It is no longer good for anything, except to be thrown out and trampled by men” (Matthew 5:13).

“You are the light of the world. A city on a hill cannot be hidden” (Matthew 5:14).

“And we urge you, brothers, warn those who are idle, encourage the timid, help the weak, be patient with everyone” (1 Thessalonians 5:14).

3. Our Members Will Attend Worship Regularly

“Let us not give up meeting together, as some are in the habit of doing, but let us encourage one another—and all the more as you see the Day approaching”

(Hebrews 10:25).

“I love the house where you live, O Lord, the place where your glory dwells”

(Psalm 26:8).

“Remember the Sabbath day by keeping it holy” (Exodus 20:8).

4. Our Communicant Members Will Receive Holy Communion Regularly

“They devoted themselves to the apostles’ teaching and to the fellowship, to the breaking of bread and to prayer” (Acts 2:42).

“In the same way, after supper he took the cup, saying, “This cup is the new covenant in my blood; do this, whenever you drink it, in remembrance of me.” For whenever you eat this bread and drink this cup, you proclaim the Lord’s death until he comes

(1 Corinthians 11:25-26).

5. Our Members Will Be Regular Participants at Bible Study

“Do not let this Book of the Law depart from your mouth; meditate on it day and night, so that you may be careful to do everything written in it. Then you will be prosperous and successful” (Joshua 1:8).

“Like newborn babies, crave pure spiritual milk, so that by it you may grow up in your salvation” (1 Peter 2:2).

6. Our Members Will Reflect Their Christian Faith and Values in Their Daily Conduct

“Love must be sincere. Hate what is evil; cling to what is good. Be devoted to one another in brotherly love. Honor one another above yourselves” (Romans 12:9-10).

“Whatever happens, conduct yourselves in a manner worthy of the gospel of Christ. Then, whether I come and see you or only hear about you in my absence, I will know that you stand firm in one spirit, contending as one man for the faith of the gospel” (Philippians 1:27).

“Live such good lives among the pagans that, though they accuse you of doing wrong, they may see your good deeds and glorify God on the day he visits us” (1 Peter 2:12).

7. Our Members Will Serve Others

“In the same way, faith by itself, if it is not accompanied by action, is dead” (James 2:17).

“For in Christ Jesus neither circumcision nor uncircumcision has any value. The only thing that counts is faith expressing itself through love” (Galatians 5:6).

“Then the King will say to those on his right, ‘Come, you who are blessed by my Father; take your inheritance, the kingdom prepared for you since the creation of the world. For I was hungry and you gave me something to eat, I was thirsty and you gave me something to drink, I was a stranger and you invited me in, I needed clothes and you clothed me, I was sick and you looked after me, I was in prison and you came to visit me.’ Then the righteous will answer him, ‘Lord, when did we see you hungry and feed you, or thirsty and give you something to drink? When did we see you a stranger and invite you in, or needing clothes and clothe you? When did we see you sick or in prison and go to visit you?’ The King will reply, ‘I tell you the truth, whatever you did for one of the least of these brothers of mine, you did for me’” (Matthew 25:34-40).

“Dear children, let us not love with words or tongue but with actions and in truth” (1 John 3:18).

8. Our Members Will Share the Gospel with Others

“Therefore go and make disciples of all nations, baptizing them in the name of the Father and of the Son and of the Holy Spirit” (Matthew 28:19).

“He said to them, ‘Go into all the world and preach the good news to all creation’” (Mark 16:15).

9. Our Members Will Support the Ministry of the Congregation with Their Finances.

“The Lord said to Moses, ‘Tell the Israelites to bring me an offering. You are to receive the offering for me from each man whose heart prompts him to give’” (Exodus 25:1-2).

“Give, and it will be given to you. A good measure, pressed down, shaken together and running over, will be poured into your lap. For with the measure you use, it will be measured to you” (Luke 6:38).

“Each man should give what he has decided in his heart to give, not reluctantly or under compulsion, for God loves a cheerful giver” (2 Corinthians 9:7).

10. Our Members Will Be People of Prayer

“Do not be anxious about anything, but in everything, by prayer and petition, with thanksgiving, present your requests to God” (Philippians 4:6).

“Pray continually” (1 Thessalonians 5:17).

B. Communicant Members

1. A person confirmed in this congregation through the Lutheran Rite of Confirmation after thorough instruction in Christian doctrine becomes a communicant member.
2. A person whose certificate of transfer from a congregation with membership in The Lutheran Church—Missouri Synod is acceptable to the Board of Elders and is recommended by the pastor, shall be accepted as a communicant member.
3. A person not having such certificate of transfer may be accepted into communicant membership if the person’s profession of faith is acceptable to the Board of Elders. The person must confer with the pastor, in order to establish agreement with the confessional standard expressed in Article III of the constitution.

C. Voting Members

1. Voting members are those who have met the following qualifications:
 - a. Are communicant members.
 - b. Have been received into membership by the Voters’ Assembly.
 - c. Have affixed their signature to the registry of voters.
 - d. Are 18 years of age or older.
2. All applicants for membership, who have met the above qualifications, will be received into the Voters’ Assembly at the conclusion of their first meeting. They are then eligible to vote at the next Voters’ Assembly they attend.
3. Upon acceptance as a voting member, each individual shall receive a copy of the current constitution and bylaws of this congregation.

ARTICLE II
Transfer, Excommunication, Self-Exclusion, and Restoration

A. Transfer

Communicant members desiring to be transferred to a congregation with membership in The Lutheran Church—Missouri Synod shall apply for such a transfer in writing. The pastor shall issue the certificate of transfer after the Board of Elders has approved it. Members, upon such transfer, relinquish all claims upon any part of the property or assets of the congregation including their past gifts donated to the congregation for any purpose.

B. Excommunication

Any member whose conduct is persistently unchristian shall be admonished as prescribed by the Word of God (Matthew 18:15-20). If such member refuses to amend such sinful life after proper admonition—upon recommendation of the pastor and Board of Elders—the member may be excommunicated by a vote of at least three-fourths of the voting members present at a meeting of the Voters’ Assembly. When a person is excommunicated from this congregation, such person forfeits all rights of a member of the congregation, or any part thereof, as long as the congregation does not again receive such person into membership.

C. Self-Exclusion

A member who is affiliating with a church body not in fellowship with The Lutheran Church—Missouri Synod, or who is a member of any lodge or fraternal organization that has beliefs or practices contrary to the Confessional Standard stated in Article III of the constitution, or who has otherwise excluded himself/herself from Word and Sacrament ministry, shall be removed from membership. Such a person shall forfeit all rights of membership and shall relinquish all claims upon any part of the property of the congregation. The pastor, with the concurrence of the Board of Elders, shall notify the Church Council and Voters’ Assembly of such removals.

D. Restoration

Self-exclusion or excommunication terminates congregational membership, but it does not deny the privilege to worship. Following repentance and a desire to be received back into fellowship, any person’s membership will be restored as quickly as possible upon the approval of the pastor and the Board of Elders.

ARTICLE III
Meetings of the Voters’ Assembly

A. Meetings

1. The regular Voters’ Assembly meetings of the congregation normally shall be held two times per year: (1) on the second Monday of May, and (2) on the second Monday of November. The primary purpose of the May meeting is to approve the budget and elect delegates to Green Park Lutheran School and the Lutheran High School Association. The

primary purpose of the November meeting is to hold all other elections. Special meetings may be called by the Board of Elders, the president, the Church Council, or upon the written petition of 30 members of the Voters' Assembly.

2. Every Voters' Assembly meeting shall be announced in the church bulletin at the Saturday and Sunday services at least two weeks prior to the meeting; and again at the Saturday and Sunday services before the meeting. When such announcements have been made, it shall be a legal meeting, capable of transacting business. Those present will constitute a quorum.

3. It shall be the duty of every voting member to attend the Voters' Assembly meetings. By failing to attend, the member waives the right of casting a vote during such a meeting.

4. Voters' Assembly meetings shall start no earlier than 7:00 p.m. Meetings shall terminate no later than 9:00 p.m., unless extended by a two-thirds majority vote of those present.

B. Order of Business

It is the duty of the President to establish the agenda of the Voters' Assembly and to preside over Voters' Assembly meetings. In the absence of the President, the Vice-President will preside at the meeting. In the absence of the president and the vice-president, another officer shall preside.

In the event that all the members of the Church Council resign, the Voters' Assembly will select a person (by simple majority vote) from its members to preside over it until a new congregational president is chosen.

ARTICLE IV Nomination and Elections

A. Nomination and Election Procedures for Officers, Elders, and Council Members

1. Each year the president of the congregation shall appoint a Nominating Committee. The Nominating Committee shall consist of the following:

- a. The vice-president of the congregation who shall also chair the Nominating Committee;
- b. One member of the Board of Elders;
- c. One member of the Voters' Assembly.

2. Members of the Nominating Committee may be reappointed.

3. The Nominating Committee shall submit a slate of at least one nomination for each of the following positions whose term is expiring:

- a. President of the congregation;
 - b. Vice-president of the congregation;
 - c. Secretary of the congregation;
 - d. Treasurer of the congregation;
 - e. Council ministry chairpersons;
 - f. Delegates for Green Park Lutheran School;
 - g. Delegate for the Lutheran High School Association;
 - h. Other delegates as necessary.
4. The Board of Elders shall make the nominations for the position of elder to the Voters' Assembly.
5. The term of service for all Council members and Lutheran High School Association delegates is two years, and the term of service for all Elders and Green Park Lutheran School Association Board Members is three years. They may be elected for an additional term, with no individual serving more than two consecutive terms. An unexpired term shall not constitute a term of office. Terms of service for elected delegates to other organizations are determined by such organizations.
6. In all elections, additional nominations of qualified candidates may be made from the floor of the Voters' Assembly.
7. In the even numbered years elections will be held for the President, Treasurer, and chairpersons of Outreach and Youth Ministry. In the odd numbered years elections will be held for the Vice-President, Secretary, and chairpersons of Education and Properties.
8. If a vacancy to an elected position occurs during the term of office, the president shall have the power to recommend to the Church Council a person to fill that vacancy for a period of up to six months. A majority of the members of the Church Council must vote to fill that position on a temporary basis and to accept the person recommended. If the Church Council decides not to fill the vacancy, the president shall promptly appoint and activate a Nominating Committee with membership as defined in Article IV of these bylaws. An election shall be held at the next Voters' Assembly to fill the vacancy for the unexpired term of office.
9. Regular terms of all elected positions, other than the delegates for Green Park Lutheran School and the Lutheran High School Association, shall begin on the first day of January following the election.
10. The term for the delegates of Green Park Lutheran School and the Lutheran High School Association shall begin the first day of June following their election.
11. All elected positions are to be filled by those who are voting members during the time they hold the elected office.

B. Nomination and Election Procedures for Delegates to Green Park Lutheran School, The Lutheran High School Association, and LCMS District and Synodical conventions.

1. One or more lay member(s) of Christ Memorial shall be elected to represent the congregation as members of the Green Park Lutheran School Board of Directors. When there are multiple delegates, their terms of office shall be staggered.
2. One or more lay member(s) of Christ Memorial shall be elected to represent the congregation as a delegate to the Lutheran High School Association. When there are multiple delegates, their terms of office shall be staggered.
3. The Nominating Committee shall provide the names of all prospective delegates at the May Voters' Assembly meeting. Each delegate may be reelected for an additional term, with no delegate serving more than two consecutive terms. An unexpired term shall not constitute a term of office. If a vacancy occurs during the year, the president shall recommend to the Church Council a replacement following the procedures outlined in Article IV, Section A, Paragraph 8 of the bylaws.
4. Delegates of Christ Memorial to LCMS District and Synodical conventions shall be elected by the Voters to represent the congregation.

ARTICLE V
Duties of Officers

A. President

1. Sets the agenda for and presides over the Voters' Assembly meetings. Normally the President conducts Voters' Assembly meetings according to Robert's Rules of Order Newly Revised;
2. Oversee the congregation's total program, provides leadership toward the stated purpose of the congregation, and is responsible that all elected and appointed officers, boards, and committees are carrying out their respective responsibilities;
3. Shall appoint all special congregational boards and committees as needed, with the exception of board members to Green Park Lutheran School;
4. In consultation with the senior pastor, shall appoint all congregational delegates as needed with the exception of delegates to the Lutheran High School Association and LCMS District and Synodical conventions;

5. Is an ex-officio member of all committees and boards. The president may attend, or designate a voting member in the president's stead to attend, any committee or board meeting as necessary or advisable;
6. Shall be an authorized signatory on all congregational banking accounts;
7. Shall sign all contracts pertaining to real estate, and all other contracts with a total commitment of \$25,000 or more. If the President is absent, the Treasurer is authorized to sign.
8. Shall ensure that a financial review or an audit of all financial books, records and procedures is conducted at the end of each fiscal year.
9. Shall assure that amendments to the constitution and bylaws are considered in a timely manner;
10. Shall aid committee chairpersons in selection of committee members.

B. Vice-President

1. Sets the agenda for and presides over the Church Council meetings. Normally the Vice-President conducts Council meetings according to Robert's Rules of Order Newly Revised;
2. The vice-president shall assume the duties of the president in the president's absence or incapacity. If the office of the president is vacated, the vice-president will assume all duties of the President until such time as the vacancy is filled in accordance with provisions of Article IV of these bylaws;
3. Shall serve as chairperson of the Nominating Committee;
4. Shall maintain an adequate insurance program for the church.

C. Secretary

1. The secretary shall be responsible for the safekeeping of all permanent minutes, past and present, of the congregation;
2. Shall record the permanent minutes of meetings of the Voters' Assembly and the Church Council;
3. Shall conduct correspondence of the Voters' Assembly and the Church Council as necessary;

4. Shall ensure an accurate list of voting members is maintained;
5. Shall be responsible for notifying voters of the date, time, and place of regular and special meeting of the Voters' Assembly;

D. Treasurer

1. Shall be an authorized signatory on all congregational banking accounts;
2. The treasurer shall ensure that all income and disbursements of the congregation are recorded and reported;
3. Shall ensure that all bills, salaries, and other disbursements are made as authorized by the Voters' Assembly or Church Council;
4. Shall ensure that all checks are properly authorized, prepared, and distributed;
5. Shall present a financial report at all Church Council meetings and meetings of the Voters' Assembly;
6. Shall be bonded in an amount to be determined by the Church Council;
7. Shall ensure that the annual budget is prepared and presented to the Voters' Assembly meeting prior to the start of the fiscal year.

ARTICLE VI

Church Council and the Board of Elders

A. The Church Council

1. The Church Council, as constituted under Article VIII of the constitution, shall function as the body making all administrative decisions. A minimum of eight meetings shall be held each year.
2. It shall be the duty of the Church Council to consider and discuss all matters pertaining to the general welfare of the congregation and items referred to the council from the Voters' Assembly.
3. The Church Council shall have power to act on behalf of the congregation as defined in Article VII of the constitution.
4. The Church Council shall administer any established endowment funds, according to the procedures and regulations that define the respective funds.

5. A simple majority of the total council membership will constitute a quorum. At least one church officer must be present.
6. Special meetings of the Church Council may be called by the president of the congregation, the vice-president of the congregation, or upon written petition of two or more council members.
7. In the absence of the vice-president at a council meeting, the president will preside at the meeting. In the absence of the president and the vice-president, another officer shall preside.

B. Four Ministry Chairs of the Church Council

1. Outreach Ministry Chair: Shall be responsible for promoting outreach in all congregational ministries and activities.
2. Education Ministry Chair: Shall represent all educational ministries of the congregation to the Church Council and the Voters' Assembly.
3. Youth Ministry Chair. Shall be responsible for promoting the involvement of youth and young adults in the total ministry of the congregation.
4. Properties Ministry Chair. Shall be responsible for the overall condition of the building and grounds.

C. Board of Elders

1. The Board of Elders shall elect its own chairman, vice-chairman, and secretary.
2. The duties of the Board of Elders shall be to:
 - a. Assist the pastors in all matters pertaining to the spiritual welfare of the congregation.
 - b. Assist the pastors in all matters pertaining to the spiritual welfare of the staff.
 - c. Recommend to the Church Council and the Voters' Assembly items pertaining to the welfare of all the called ministers of religion—ordained and commissioned.
 - d. Be responsible for all personnel matters, including approval of salary budget, personnel policy manual, additions to staff and new positions.
 - e. Report to the Church Council and Voters' Assembly action on all applications for admission into or termination of communicant membership.
 - f. Admonish and encourage members who are negligent in church attendance, their use of the sacraments, or support of the church.
 - g. Administering church discipline as outlined in Article II, of these By-laws.
 - h. Provide pastoral support for all worship services.

- i. Be responsible for all matters pertaining to ushering and the conduct of worship services.
- j. Provide direction to all organizations of the congregation to ensure their programs comply with the purpose of the congregation as stated in Article II of the constitution.
- k. To assist the pastors in future planning for the congregation.

ARTICLE VII

Call Procedure for the Senior Pastor

A. When the necessity arises to call a senior pastor, the president shall convene a Call Committee. The designated title of the call, specific duties, areas of responsibility and needs of the Congregation will be determined by the Voters' Assembly upon recommendation of the Board of Elders and the Church Council.

B. The Call Committee shall consist of the president of the congregation, two members of the Church Council elected by the Church Council, two members of the Board of Elders elected by the Board of Elders, and two members of the Voters' Assembly elected by the Voters' Assembly from nominations made from the floor and elected by secret ballot in a regular or special Voters' Assembly meeting, with the pastor or vacancy pastor or circuit counselor as advisory members.

C. The Call Committee may secure a list of suggested candidates from the Missouri District of The Lutheran Church—Missouri Synod, and shall request additional written nominations of qualified candidates from members of the congregation by a date to be specified by the committee. The Call Committee shall publish and distribute to the congregation the list of nominations, which it receives.

D. The Call Committee shall take all appropriate means to gather adequate information concerning the qualifications of each nominee and shall evaluate them accordingly. After evaluation, the Call Committee shall, at their own discretion, submit a minimum of three and not more than five nominees to the Voters' Assembly. This list must be published along with a meeting notice in the church bulletin on the two Sundays prior to the date of the Voters' Assembly meeting in which the call is to be considered. The list shall include pertinent biographical data on each candidate and specific strengths in those areas related to duties associated with the call.

E. The Call Committee shall submit the list of nominees to the Voters' Assembly for its approval prior to the election.

F. Election shall be by secret ballot with the nominee having the majority of votes cast being elected. In the event there is no majority vote, succeeding ballots shall be held, each time removing the nominee having the least number of votes cast, until one has the majority.

G. If the call is accepted, the work of the Call Committee is finished. If the call is returned, the Call Committee will determine whether additional nominations shall be requested and added to this list. The Call Committee shall then follow the procedure outlined above to bring a revised list to the Voters' Assembly.

ARTICLE VIII
Call Procedure for All Other Ordained Ministers of Religion
and for All Commissioned Ministers of Religion

A. The Board of Elders and Church Council, based upon guidelines established by The Lutheran Church—Missouri Synod, shall determine eligibility and recommend a candidate to the Voters' Assembly. The Voters' Assembly may then approve and extend the call.

B. A change in title, responsibilities or other status of any Ordained Minister of Religion must be accomplished by action of the Voters' Assembly upon recommendation of the Board of Elders and the Church Council, and will normally not require activation of a Call Committee.

C. A change in title, responsibilities, or other status of any Commissioned Minister of Religion will be accomplished by action of the Board of Elders and the Church Council.

ARTICLE IX
Indemnification of Christ Memorial Officers,
Members of the Church Council, Employees and Agents

A. Christ Memorial shall indemnify each of its officers, directors, employees, and agents (including members of the Church Council and any pastors acting on behalf of Christ Memorial) to the fullest extent permitted by applicable law, including the provisions of Sections 355.461, 355.471, and 355.476 of the Missouri Nonprofit Corporation Act as such sections may be amended from time to time.

B. The indemnification provided by (A) of this Article IX shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, bylaw, agreement, vote of disinterested Christ Memorial officer or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office. Any indemnification, whether required under this Article or permitted by statute or otherwise, shall continue as to a person who has ceased to be an officer,

director, council member, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

C. Christ Memorial Lutheran Church shall have the power to purchase and maintain insurance on behalf of any person who is or was a Christ Memorial officer, director, council member, employee or agent thereof, or is or was serving at the request of Christ Memorial as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in such capacity, or arising out of the person's status as such, whether or not Christ Memorial would have the power to indemnify the person against such liability under the provisions thereof.

ARTICLE X

Amendments to the Bylaws

A. These bylaws may be changed or amended by submitting the proposed change or amendment in writing to the members of the Voters' Assembly at least 15 days prior to a regular meeting of the Voters' Assembly.

B. In the regular meeting of the Voters' Assembly, an affirmative vote of at least two-thirds of those voting members present shall be required to effect the change or amendment.