

Christ Memorial Lutheran Church
St. Louis County, Missouri
Effective January 1, 2024

Bylaws

ARTICLE I
Voting Membership

A Voting Member is a Congregational Member, as defined in Article III of the Constitution, who has met the following qualifications:

- A. Is a Confirmed Member of the Congregation who is 18 years of age or older.
- B. Has attended a Voters Assembly Meeting and
- C. At that Voters Assembly Meeting, is recognized as a new Voting Member and affixes their signature to the registry of voters.

A Congregational Member who meets the 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. Upon acceptance as a voting member, each new Voting Member should access the current copy of the Constitution and Bylaws found on the congregation's website. A Voting Member can request a printed copy of these documents.

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

A. Transfer

Congregational Members desiring to be transferred to a congregation with membership in The Lutheran Church—Missouri Synod ("LCMS") shall communicate such to the church office. The certificate of transfer may be approved by the Senior Pastor or a designated member of the pastoral staff after the pastor has reviewed the request. Congregational 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 Congregational 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, the Senior Pastor or a designated member of the pastoral staff may recommend to the Church Council that the member may be excommunicated. If the Church Council concurs, it will recommend excommunication to the Voters, where at least three-fourths of the voting members present at a meeting of the Voters Assembly would have to vote in favor of the excommunication. When a person is excommunicated from this congregation, such person forfeits all rights of a member of the congregation which include Congregational membership and voting membership, or any part thereof, as long as the congregation does not again receive such person as a Congregational Member.

C. Self-Exclusion

A Congregational Member who is affiliating with a church body not in fellowship with the LCMS, or who is a member of any lodge or fraternal organization that has beliefs or practices contrary to the Confessional Standard stated in Article II of the Constitution, or who has otherwise excluded himself/herself from Word and Sacrament ministry, may be removed from membership. The Senior Pastor will make this decision. Such a person shall forfeit all rights of Congregational membership and voting membership and shall relinquish all claims upon any part of the property of the Congregation. The Senior Pastor shall notify the Church Council.

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, the Senior Pastor or a designated member of the pastoral staff may ask the Church Council to restore a person's membership as quickly as possible.

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 Voters Assembly meetings may be called by the President, the Church Council, or upon the written petition to the President by thirty members of the Voters Assembly.
2. Every Voters Assembly meeting announcement shall include the location, including remote access instructions, and time of the meeting in all worship services, in church bulletin publications, email and posted on the church website at least two weeks prior to

the meeting. When such announcements have been made, it shall be a legal meeting, capable of transacting business. Those in attendance 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. The Church Council may offer a remote secure option to vote.
4. Voters Assembly meetings shall start no earlier than 7:00 p.m. central time. Meetings shall terminate no later than 9:00 p.m. central time, 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, following Robert's Rules of Order.

ARTICLE IV Nomination and Elections

A. Nomination and Election Procedures for The Church Council Members, Elders, Green Park Delegates, and Lutheran High School Association Delegates.

1. Each year the President shall appoint a Nominating Committee. The Nominating Committee shall consist of at least:
 - a. The Vice President who shall also chair the Nominating Committee, and serve as a non-voting member, unless there is a tie in the voting, at which time the Vice President will have the right to vote to break the tie.
 - b. Three (3) members selected from the Church Council
 - c. Three (3) members selected from the Voters Assembly.
 - d. Senior Pastor as an advisory, non-voting member
2. Members of the Nominating Committee may be reappointed.
3. The Nominating Committee shall submit one slate of at least one (1) nomination for each of the following positions whose term is expiring or any vacancy that has occurred:
 - a. Church Council Members
 - b. Green Park Delegate
 - c. Lutheran High School Association Delegate
4. The Elders, in consultation with the Sr. Pastor, shall make the nominations for the position of Elder to the Voters' Assembly

5. Church Council, Elders and Delegate Elections

These are the terms of service for elected positions.

a. Church Council Member – 3-year term

1. Church Council Members will be elected in the November Voters Assembly meeting.
2. There will be nine (9) Church Council Members, of which one (1) shall be the Chairmen of the Elders.
3. Each year, up to three (3) Church Council Members will be open for election at the conclusion of their term.
4. Newly elected members will take office on the first day of January following the election.

b. Elders

1. Elders will be elected in the November Voters Assembly.
2. There will be a minimum of twelve (12) Elders.
3. Terms are to be staggered to strive to attain regular renewal of Elders.
4. Newly elected Elders will take office on the first day of January following the election.

c. Green Park Association Delegate – 3-year term

1. Green Park Delegates will be elected in the May Voters Assembly meeting.
2. There will be four (4) Green Park Delegates. This will be the Senior Pastor or a designated pastoral staff member, and three (3) elected representatives.
3. Each year, one (1) of the other 3 Delegates will be open for election at the conclusion of their term.
4. Newly elected Delegates will take office on the first day of August following the election.

d. Lutheran High School Association Delegate – 2-year term.

1. Lutheran High School Association Delegates will be elected in the May Voters' meeting.
2. There will be two (2) Delegates.
3. Each year, 1 Delegate will be open for election at the conclusion of their term.
4. A newly elected Delegate will take office on the first day of August following the election.

e. Term Limits

1. Elected officials serving 3-year terms may be elected for no more than two consecutive, full terms. An unexpired term that this person may have filled is not considered to be a full term. If a person has served two consecutive, full terms, that person must wait a full year after the conclusion of their final full term to be elected to this position.
2. Elected officials serving 2-year terms may be elected for no more than three consecutive, full terms. An unexpired term that this person may have filled is not considered to be a full term. If a person has served three consecutive, full terms, that person must wait a full year after the conclusion of their final full term to be elected to this position.

6. Nominating Committee will communicate with the Congregation to solicit nominees. As such, in all elections, additional nominations may not be made from the floor of the Voters Assembly.
7. The Church Council's election of council members as officers (President, Vice President, Secretary, and Treasurer) will be defined in the Church Council Policy.
8. If the President position is vacant or the President is temporarily unable to fulfill responsibilities, the Vice President, Secretary, or Treasurer, in succeeding order is to assume the President's responsibilities as set forth in these Bylaws. If any other officer position is vacant, the Church Council is to elect its replacement from existing Church Council members as soon as administratively practical in accordance with the Church Council Policy. If the Church Council is unable to elect a President in accordance with the Church Council Policy, the Voters Assembly will select a person (by simple majority vote) from the current Church Council members to preside over the responsibilities of the President and the Church Council.
9. If a vacancy to an elected Church Council 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 all members of the Church Council must vote to fill that position on a temporary basis and to accept the person recommended.
 - a. If the Church Council approves the vacancy as recommended by the President, the Voters Assembly must ratify, through simple majority vote, such appointment at the next Voters Assembly.
 - b. If the Church Council elects not to fill the vacancy, the President shall promptly notify the Nominating Committee to begin the nomination process, as defined in Article IV of these Bylaws. When the President receives a nomination from the Nominating Committee, a Voters Assembly meeting will be scheduled to fill the vacancy for the unexpired term of office.

If a majority of the Church Council Members resign or are unable to fulfill their duties, the President shall notify the Nominating Committee to begin the nomination process, as defined in Article IV of these Bylaws. When the President receives nominations from the Nominating Committee, a Voters Assembly meeting will be scheduled to fill the vacancies for the unexpired terms of office.

10. All elected positions are to be filled by men and women who are Voting Members at the time of the election and must remain as Voting Members during the time they hold the elected office.

11. Delegates of Christ Memorial to LCMS District and Synodical conventions shall be elected by the Church Council to represent the congregation.

ARTICLE V

Duties of Officers

The Church Council elects council members as the Officers who serve the Congregation. The Officer Election Process and Officer Responsibilities are defined in the Church Council Policy.

ARTICLE VI

Church Council and Elders

A. Church Council

1. The Church Council shall function as the body making all delegated governance decisions, as set forth in Article V of the Constitution. A minimum of four meetings shall be held each year.
2. The Church Council is obligated to conduct Congregational governance in accordance with the current Church Council Policy. Consistent with obligations and limitations imposed by the Constitution and Bylaws, the Church Council is responsible for periodically reviewing the Church Council Policy.
3. The Church Council may choose to delegate certain responsibilities to the Senior Pastor, such delegations will be defined in the Church Council Policy.
4. It shall be the duty of the Church Council to consider and discuss all matters pertaining to governance to support the general welfare of the Congregation and items referred to the Church Council from the Voters Assembly.
5. The Church Council shall have power to act on behalf of the Congregation as defined in Article V of the Constitution.
6. The Church Council shall administer any endowment funds.
7. The Church Council shall not take up any of the responsibilities proper to the pastoral office.
8. If at any time there remains an unresolved dispute between the Church Council and the Voters Assembly, the Senior Pastor will call a meeting of the Church Council, the Circuit Counselor of the Missouri District, and himself to resolve the dispute, following Scripture and applicable Synodical dispute resolution guidelines.

B. Elders

Elders serve as an extension of the pastoral ministry and are engaged in three primary areas of ministry focus.

1. The Word: Doctrine, teaching, study and worship (I Tim. 3:2; Titus 1:9)
2. Pastoral Care: Administering care to the flock, counseling, and prayer (I Peter 5:1-4; I Tim. 3:5)
3. Mission: Service and evangelism (Matt. 28:16-20; Mark 12:30-31)

The Elder role is one of service to the pastoral staff and the congregation. The Elders will elect a chairman from amongst the Elders to oversee and coordinate their efforts in fulfilling their role. Elders will assist and advise the Senior Pastor and other pastoral staff. The responsibilities and duties of the Elder pertain to the spiritual leadership of the congregation and include the following:

1. Meet the qualifications for Biblical eldership found in I and II Timothy, Titus, and I Peter
2. Assist the pastors in all matters pertaining to the spiritual welfare of the congregation.
3. Assist the pastors in all matters pertaining to the spiritual welfare of the staff.
4. Assist the Senior Pastor regarding the care for Congregational Members who are negligent in church attendance, their use of the sacraments, or support of the church.
5. Provide pastoral support for all worship services.
6. Advise pastoral staff on matters pertaining to the conduct of worship services.
7. Assist the Senior Pastor in future spiritual planning for the congregation.

ARTICLE VII

Call Procedure for Senior Pastor

- A. When a senior pastor is to be called, 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 Church Council.
- B. The Call Committee shall consist of the President, two members of the Church Council elected by the Church Council, two members from the Elders selected by the 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 LCMS and shall request additional written nominations of qualified candidates from Congregational Members by a date to be specified by the Call 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 using the qualifications stated in Article IV of the Constitution as the criteria. After evaluation, the Call Committee shall submit at least one (1) nominee to the Voters Assembly. That name along with pertinent biographical data shall be publicized using the process defined in Bylaws Article III.A.2. The specific strengths of the candidate and duties associated with the call will also be published according to Bylaws Article III.A.2.
- E. The decision to extend the call shall be made by a simple majority secret ballot vote by the Voters Assembly. In the event there are multiple nominees and 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. If the event the final nominee does not receive a majority vote, the Call Committee will reconvene to select another candidate(s).
- F. 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 name to the Voters Assembly.

ARTICLE VIII

Call Procedure for All Other Called and Commissioned Ministers of Religion

- A. The Church Council is not obligated to convene a call committee. The Church Council shall request additional written nominations of qualified candidates from Congregational Members by a date to be specified by the Church Council. Additionally, the Church Council will provide periodic updates to the Congregational Members regarding the search for the vacant position.
- B. The Church Council, based upon guidelines established by the LCMS and set forth in Article IV of the Constitution, shall determine eligibility of a candidate for a called

Ordained or Commissioned Minister of Religion position. The Church Council will recommend at least one (1) candidate to the Voters Assembly.

- C. The decision to extend the call shall be made by a simple majority secret ballot vote by the Voters Assembly. In the event there are multiple nominees and 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. If the event the final nominee does not receive a majority vote, the Church Council will reconvene to select another candidate(s).

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.