

Redeemer Lutheran Church
Sidney, Ohio
Constitution and Bylaws

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Preamble

Whereas, Christians should practice fellowship with all those who profess the true doctrine (Acts 2:42; Hebrews 10:24-25); and
Whereas, They should endeavor to keep the unity of the faith (Ephesians 4:3-6; 1 Corinthians 1:10); and
Whereas, As a Christian body all things should be done decently and in order (1 Corinthians 14:40); and
Whereas, They should administer the Office of the Keys (John 20:21-23; Matthew 18:17-20); therefore
We, the Voters Assembly of Redeemer Lutheran Church, Sidney, Ohio on April 17, 2016, herewith adopt
the following Constitution according to which all affairs of this Congregation, both spiritual and
material, shall be conducted.

Constitution

Article I Name

The name of this Congregation shall be Redeemer Lutheran Church, located at Sidney, Shelby County, Ohio.

Article II Purpose

The purpose of this body shall be that of a religious organization established and maintained not for profit, but for disseminating the Gospel of Jesus Christ according to the confessional standard of the Lutheran Church as set forth in the Declaration of Creed (Article III).

This corporate body shall have authority to exercise the general rights, privileges, and powers it may need to accomplish the purposes for which it is formed, as granted by the laws of the State of Ohio.

Article III Declaration of Creed

This Congregation as a body and all its members as individuals accept without reservation:

- A. The Scriptures of the Old and New Testaments as the inspired and inerrant written Word of God and the only infallible rule and norm of the faith and practice;
- B. All the symbolical Books of the Evangelical Lutheran Church as a true and unadulterated statement and exposition of the Word of God, namely, the three Ecumenical Creeds (Apostles', Nicene, and Athanasian Creeds), the Unaltered Augsburg Confession, the Apology of the Augsburg Confession, the Smalcald Articles, the Treatise on the Power and Primacy of the Pope, the Large Catechism of Luther, the Small Catechism of Luther, and the Formula of Concord.

Article IV Synodical Membership

Recognizing the obligation to join with fellow Christians in other congregations in promoting the proper training of pastors and other professional church workers, and conducting mission work beyond our parochial limits:

- A. This congregation shall hold membership in the Lutheran Church-Missouri Synod as long as the synod conforms to the congregation's confessional standards set forth in Article III. Matters of membership shall be determined by a vote of the Voters Assembly at a meeting called for that purpose.
- B. It shall send the pastor(s) and the required lay delegates to the conferences and conventions of the church
- C. It shall be the duty of the congregation and its individual members to support the work and promotions of the Synod according to their ability

Article V Membership

A. Membership:

The membership of this Congregation includes the following:

1. Baptized Members

Baptized members are all who have been baptized in the name of the Triune God and who are under the spiritual care of the pastor of this Congregation, including the children who have not yet been confirmed into communicant membership.

2. Communicant Members

Communicant members are those baptized members who have been confirmed in the Lutheran faith, accept the confessional standards of Article III of this constitution, are familiar at least with the contents of Luther's Small Catechism, are not members of any secret society or organizations whose principles and conduct conflict with the Word of God and the conduct of a Christian (2 Corinthians 6:14-18).

3. Voting Members

Voting members are communicant members who have reached the age of 18 years, have been received by the Voters Assembly, and have signed the constitution of the Congregation. Their reception will be effective starting at the next meeting of the Voters Assembly.

B. Reception

Baptized and/or Communicant members are received through:

1. The Sacrament of Holy Baptism.

2. The consent of one or both parents in the case of children who have been baptized in another Christian congregation.

3. The rite of Confirmation.

4. Transfer from a congregation of a church body with which there is altar and pulpit fellowship.

5. Profession or reaffirmation of faith.

Reception of baptized and communicant members shall be affirmed by the Voters Assembly.

C. Duties

Members of the Congregation shall conform their entire lives to the rule of God's Word. To that end, they shall make diligent use of the means of grace, exercise faithful stewardship of God's many gifts and talents, impart and accept fraternal admonition as the need of such admonition becomes apparent, and be readily available for service in the kingdom of Christ within and beyond the Congregation.

D. Termination

Membership shall be terminated by:

1. Transfer to a congregation of a church body with which there is altar and pulpit fellowship.

2. By death.

3. By joining a congregation outside the fellowship of this Congregation.

4. By excommunication.

5. By self-exclusion.

Article VI Ordained and Commissioned Ministers

The pastoral office of this Congregation and that of its commissioned ministers shall only be conferred upon ministers and candidates who:

A. Profess and adhere to the confessional standard set forth in Article III of this Constitution.

(Ordained and commissioned ministers shall, in the call extended to and accepted by them, pledge to this confessional standard).

B. Are well qualified for this work

C. Are members of, or have applied for membership in, the same Synod to which this Congregation belongs.

Article VII Congregational Governance

- A. The Voters Assembly shall have governing power to administer and manage all external and internal affairs of the Congregation. However, it shall not be empowered to decide anything contrary to the Declaration of Creed in Article III. Any such decision shall be null and void.
- B. Regular meetings of the Voters Assembly shall be held as determined in the Bylaws. Announcement of the meeting shall be made in the services of the two previous Sundays.
- C. Special meetings of the Voters Assembly require an announcement in the services of the two previous Sundays, or notification by mail and an announcement in the service of one previous Sunday. Such special meetings may be called at the request of three officers of the Congregation or ten voting members.
- D. All members present at a validly called and previously announced meeting of the Voters Assembly shall constitute a quorum.
- E. The establishment and conduct of all institutions and societies within the Congregation, such as the parochial school, Sunday School, youth societies, men's and women's organizations, etc., shall at all times be subject to the approval and supervision of the Voters Assembly. Each society or organization functioning under the sanction of the Voters Assembly shall submit an annual report to this assembly.

Article VIII Officers and Boards

This Congregation shall have the following officers and boards:

- A. Elected Officers:
 - 1. A President, who shall conduct the meetings of the Voters Assembly and the Church Council.
 - 2. A Vice President, who will assist the President and perform his duties in his absence.
 - 3. A Secretary, who shall keep the minutes of the Voters Assembly and the Church Council meetings.
 - 4. A Treasurer, who shall be responsible to keep accurate records of the receipts and disbursements of the Congregation.
 - 5. A Financial Secretary, who shall be responsible for the financial records of each member's giving.
 - 6. A Sunday School Superintendent, who shall supervise and administer the Sunday School.
- B. Boards:
 - 1. A Board of Elders, consisting of elected members who will assist the pastor in the spiritual life of the Congregation.
 - 2. A Board of Trustees, consisting of elected members who will be responsible for the real and tangible properties of the Congregation.

Article IX Doctrinal Literature

Only such hymns, prayers, and liturgies that conform to the confessional standards of Article III shall be used in the public services of the Congregation and in all ministerial acts. Likewise, all classes for instruction in Christian doctrine shall use only such material that conform to this standard.

Article X Property Rights

- A. If at any time a separation should take place on account of doctrine, the property of the Congregation and all benefits therewith connected shall remain with those voting members who continue to adhere in confession and practice to Article III of this Constitution.
- B. In the event the Congregation should totally disband, the property and all rights connected therewith shall be transferred to the church body with which the Congregation is affiliated.

Article XI Bylaws

This Congregation shall adopt such bylaws as may be required for the accomplishment of its purposes.

Article XII Changing the Constitution and Bylaws

A. Unalterable Articles:

1. The following articles of this Constitution or sections thereof shall be unalterable and irrevocable: Articles III, VI, and IX. Any changes in these articles shall not destroy the essential meaning of the same.
2. Whether or not this has occurred shall be decided, if challenged, by a decision of the dispute resolution process of the district in which this Congregation holds its synodical membership.

B. Amendments:

1. Proposed amendments to this Constitution and Bylaws may be submitted in writing at a regular Voters Assembly meeting provided that they do not conflict with the provisions laid down in Article III or with any section of any other article that pertains to Scriptural doctrine and practice. Proposed amendments shall not be acted upon until a subsequent regular meeting of the Voters Assembly.
2. Proposed Constitutional amendments shall then be posted and announced to the Congregation at least two Sundays prior to a regular Voters Assembly.
3. Proposed Bylaw amendments shall be posted and announced at least two weeks prior to a regular Voters Assembly meeting or one called for the purpose of considering a Bylaw change.
4. A quorum of one third of the voting membership is necessary to amend the Constitution or Bylaws.
5. An affirmative vote of a two third majority present at the Voters Assembly shall be required for adoption of a Constitutional change or a change of synodical membership.
6. An affirmative vote of a simple majority of the voting membership present shall be required for adoption of a Bylaw change.
7. Upon approval by the congregation of any constitution or bylaw change, the revisions will be submitted to the board of directors of the district in which this Congregation holds its synodical membership for their consent and approval.

BYLAWS

We, the Voters Assembly of Redeemer Lutheran Church, Sidney, Ohio on June 26, 2016, herewith adopt the following Bylaws according to which all affairs of this Congregation, both spiritual and material, shall be conducted.

I. Membership

This congregation will have three categories of membership. Baptized, Communicant and Voting membership. Baptized and Communicant membership concerns participation in the spiritual life of the congregation. Voting membership deals with the operation of the Voter's Assembly.

A. Reception into Baptized Membership

Individuals are received into baptized membership with this congregation through the Sacrament of Holy Baptism. Individuals are removed from baptized membership through transfer or peaceful release.

B. Reception into Communicant Membership

All individuals received into communicant membership will have this reception affirmed at a subsequent meeting of the Voters Assembly. Individuals are received into communicant membership with this congregation through a public confession of Christian faith by the following means:

1. Confirmation

Confirmation itself being a reception into church membership, all who are thus received by this rite of the church, or as adults by the Sacrament of Holy Baptism, become communicant members.

2. By Transfer

Persons coming with a communicant letter of transfer from a congregation in church fellowship, provided they conform in all respects to the requirements of membership of this Congregation, shall be received by the pastor and Board of Elders

3. By Profession of Faith

Persons affiliated with a Lutheran congregation not in church fellowship shall submit their application to the pastor and Board of Elders; having given satisfactory evidence of qualifications for communicant membership to the pastor, they shall be received as communicant members

4. By Instruction and Profession of Faith

Other persons shall receive an adequate course of instruction in the six chief parts of Christian doctrine (Luther's Small Catechism), and shall accept the doctrine of the Evangelical Lutheran Church, shall be received as communicant members.

C. Removal from Communicant Membership

1. Individuals are removed from communicant membership with this congregation by the following means:

a) Transfer to Other Congregations.

Communicant members desiring to join a congregation with which this congregation has altar and pulpit fellowship shall present their requests for transfer to the pastor to whom authorization is granted to issue such transfers. The Voters Assembly at a subsequent meeting shall affirm such transfer of membership for their orderly removal from the communicant membership rolls.

b) Joining Other Churches

In cases where communicant members intend to join another congregation with which we do not have altar and pulpit fellowship, they shall upon receipt of their request, be granted a Letter of Peaceful Dismissal by the pastor. Their names shall be removed from the communicant membership rolls by a resolution of the Voters Assembly.

c) Self-Exclusion

Any member who is absent from worship service or communion for one full year without offering a valid excuse or members whose whereabouts are unknown shall be considered to have excluded themselves from communicant membership. Their name

shall only be removed from communicant membership by a unanimous resolution of the Voters Assembly.

d) Excommunication

Members who conduct themselves in an unchristian manner shall be admonished according to Matthew 18:15-20. If they refuse to amend their sinful life after proper admonition, they shall be excommunicated. Members who refuse to attend the Voters Assembly to discuss their case, thereby exclude themselves and shall be considered excommunicated. A unanimous vote of the Voters Assembly shall be required for every resolution for excommunication. Excommunication terminates communicant membership and excludes participation in the Sacrament of the Altar. The Congregation shall continue to pray for those who have been excommunicated and openly welcome them to continue to attend worship services in order to hear Law and Gospel.

2. Persons whose communicant membership has been terminated have forfeited all rights as members of this Congregation, and all claims upon the property of the Congregation as such or upon any part thereof, so long as they are not reinstated into communicant membership. Readmission into communicant membership shall adhere to Article I of these Bylaws.

D. Reception into Voting Membership

Communicant members are received into voting membership through the following means:

1. Any communicant member desiring voting membership shall give notice of their intention to the Pastor or President. A copy of the Constitution and Bylaws of the Congregation shall be furnished to them.
2. At a regular meeting of the Voters Assembly, the pastor shall present such application, in the presence of the applicant. Upon acceptance by a majority of the voting members present, the applicant shall sign the Constitution and Bylaws of the Congregation and shall be declared a voting member pursuant to Article V of this Constitution.
3. It shall be the duty of every voting member to attend the Voters Assembly. By failing to attend a meeting, the member waives the right to cast their vote during that meeting.
4. Voting members should accept nomination for office, committee appointments, etc., if possible, and generally participate in the business activities of the Voters Assembly.

E. Removal from Voting Membership

Communicant Members are removed from voting membership with this congregation through the following methods:

1. Voting members who are absent from the meetings of the Voters Assembly for a full year without offering valid excuse shall have their names removed from the roster of voting members. However, they may be re-instated by re-applying for voting membership
2. Voting members who are removed from communicant membership through transfer, peaceful release, self-exclusion, or excommunication shall have their names removed from the roster of voting members.

II. Meetings of the Voters Assembly

- A. Regular meetings of the Voters Assembly shall be held during January, April, July, and October. Election of Officers shall take place in the October meeting. All communicant members are urged to attend these meetings.
- B. The annual budget shall be prepared by the Church Council and submitted for approval at the January meeting.
- C. Special meetings may be called per the provisions of Article VII of the constitution. However, for amending the Articles of Incorporation, the erection of buildings, the purchase or sale of property, the removal of an ordained or commissioned minister, or some other member from office, a quorum of one-third of the voting members is necessary. A two-thirds majority of the voting members present shall be required for the adoption of a resolution, unless otherwise provided by state law.
- D. Amendments to the Constitution and Bylaws shall be conducted in accordance with Article XII of the Constitution.
- E. Delegates to the district convention shall be elected by the Voters Assembly.

III. Calling of Ordained and Commissioned Ministers

- A. A call committee for the purpose of the election of ordained and commissioned ministers shall be comprised of the Elders, the President and two others appointed by the President. They shall screen the list of candidates provided by the District President and any additional names provided by the church members.
- B. The call committee shall regularly update the congregation on their progress. The call committee shall present a list of no more than five qualified candidates and may offer recommendations to be voted on at a Voters Assembly meeting called for that purpose.
- C. The election of an ordained or commissioned minister from the list of candidates presented by the call committee shall be by secret ballot.
- D. The candidate receiving the majority of all votes cast shall be considered elected. If no candidate receives a majority, the candidate receiving the least number of votes will be deleted, and the voting shall continue in like manner until a candidate has been elected.
- E. The election shall, if possible, be unanimous and the call shall be sent to the ordained or commissioned minister elect.

IV. Election of Congregational Officers and Board Members

- A. A Nominating Committee appointed by the President at the July Voters Assembly shall present a list of nominees for each office or board position at the October meeting of the Voters Assembly.
- B. The ballot proposed by the Nominating Committee shall consist of at least one nominee for each office or board position. Additional nominations may be made from the floor.
- C. The annual election shall be by ballot and shall take place at the October Voters Assembly. The candidate receiving the majority of the votes shall be elected. If no candidate receives a majority, the candidate receiving the least number of votes will be deleted, and the voting shall continue in like manner until a candidate has been elected.
- D. The officers and board members-elect shall be installed and assume their respective duties on the first Sunday of the following calendar year.
- E. In the event of a vacancy in any office or the Board of Trustees, the President shall, with the approval of the Church Council, appoint a successor to serve until the next annual election.
- F. In the event of a vacancy in the office of the President, the Vice President will succeed him.
- G. In the event of a vacancy in the office of Vice President or the Board of Elders, the Board of Elders shall appoint a successor and the Church Council shall approve.
- H. Actions to fill vacancies will be reported at the next Voter's Meeting.
- I. Officers and board members shall only be permitted to hold the same office for two consecutive two-year terms.
- J. Officers and board members shall hold office until their successors have been elected and installed.

V. Qualifications for Elected Positions

- A. Only members of the Voters Assembly who have reached the age of 21 shall be eligible for elected positions.
- B. Only male voting members may be elected to the offices of President, Vice President, and the Board of Elders (1 Corinthians 11 and 14).

VI. Church Council

- A. The Church Council shall consist of the President, Vice President, Secretary, Financial Secretary, Treasurer, Sunday School Superintendent, and the members of the Board of Elders and the Board of Trustees.
- B. The role of the Church Council is primarily advisory to the Voters Assembly.
- C. The Church Council will exercise the powers delegated by the Voters Assembly and the Constitution and Bylaws, including making contracts, accepting and receiving grants and

bequests; signing documents; hiring non-called employees, use of church property by outside groups or individuals, or appearing in court.

- D. These responsibilities may be delegated by the Church Council to an appropriate board or individual. In short, the Church Council will transact all the business of the Congregation assigned to them by the Voters Assembly within policies and guidelines established by the Voters Assembly (Article VIII).
- E. The church council will meet on a monthly basis or as often as required to discharge their responsibilities. All members are welcome to attend these meetings. Special meetings may be called by the President, or by five church council members.
- F. A quorum of fifty percent of the church council members plus one member shall be present to conduct official business. Absentee voting will not be permitted.

VII. Meeting Rules of Order

In addition to principles laid down in Scripture, the Lutheran Confessions, and in the constitution and bylaws of this Congregation, accepted parliamentary procedures such as Robert's Rules of Order shall be used during Voter's Assembly, Church Council and other meetings of the congregation.

VIII. Terms and Duties of Officers and Board Members

A. President

The term of office of the President shall be two years. The President shall:

- 1. be the chief presiding officer of the Congregation. As such, he is responsible for ensuring that all elected and appointed officers, boards and committees of the Voters Assembly function and carry out their individual responsibilities.
- 2. conduct all meetings of the Voters Assembly and the Church Council.
- 3. prepare an agenda for each Church Council and Voters Assembly meeting.
- 4. be an "ex-officio" member of all committees and boards and shall attend their meetings as needed.
- 5. as directed by the Voters Assembly, and the constitution and bylaws, make appointments to committees and boards on the basis of talent, interest and willingness of the church members.
- 6. be responsible for an annual plan for the church and for a long-range plan.
- 7. appoint representatives to circuit forums, financial record review committees and other minor offices and committees with the approval of the Church Council.

In the President's absence, the Vice President shall perform the duties of the office. In the absence of the Vice President, an elder shall perform the duties of the office.

B. Vice President

The term of office of the Vice President shall be two years. The Vice President shall:

- 1. perform the duties of the President in his absence.
- 2. as assigned by the President, assist him to ensure that all elected and appointed officers, boards and committees of the Voters Assembly function and carry out their individual responsibilities.
- 3. conduct an annual review of the constitution and bylaws and annually report any recommended revisions to the October Voters Assembly.

C. Secretary

The term of office of the Secretary shall be two years. The Secretary shall:

- 1. keep accurate minutes of the meetings of the Voters Assembly and the Church Council for the permanent records of the Congregation, and shall perform other duties in keeping with the office.
- 2. be responsible for keeping attendance at all Church Council and Voters Assembly meetings. In addition, the secretary will maintain an accurate list of the voting members of the congregation in accordance with Bylaw Article I of the bylaws.

D. Financial Secretary

The term of office of the Financial Secretary shall be two years. The Financial Secretary shall:

1. receive and deposit in the Congregation's designated depository, all the Congregational monies, including offerings, contributions, special collections, loans, subsidies, bequests, etc.
2. issue to all members a quarterly report of their individual giving.
3. appoint assistants to count the offerings as required.

E. Treasurer

The term of office for Treasurer shall be two years. The Treasurer shall:

1. be responsible for keeping accurate records of the receipts and disbursements of the Congregation.
2. keep all financial records that shall remain the property of the Congregation. All of the records shall be reviewed annually, and a report of such review shall be submitted to the Voters Assembly.
3. submit a report at each Church Council and Voters Assembly. This report shall show actual receipts and disbursements. A copy of this report to become part of the Secretary's report.

F. Board of Trustees

This board shall consist of four members whose term of office shall be two years. The trustees shall:

1. administer all real and tangible property belonging to the Congregation.
2. be responsible for creation and maintenance of an inventory of the real and tangible assets of the congregation.

G. Board of Elders

The board shall consist of four members whose term of office shall be two years. The elders shall:

1. assist the pastor in all matters pertaining to the spiritual welfare of the Congregation.
2. consider complaints and grievances of members of the Congregation if Matthew 18:15-16 has been fully observed. They shall report to the Voters Assembly those, which cannot be otherwise resolved, in accordance with Matthew 18:17-18.
3. make every effort to encourage members who have been negligent in their worship attendance and support of the Church, to amend their sinful ways and fully enjoy the rights and privileges of their membership. - "to hold it [God's Word] sacred and gladly hear and learn it." (Small Catechism - Explanation of the 3rd commandment)
4. see to it that all Divine Services are conducted in good order, fostering an attitude conducive to worship among those in attendance.
5. assist the pastor in arranging for pulpit assistance, special services and guest speakers.
6. assist the Church Council in the hiring of non-called employees that will be involved in the conduct of the Divine Services of the congregation.
7. appoint and supervise ushers.
8. be an example of Christian conduct and conversation.

H. Sunday School Superintendent

The term of office of the Sunday School Superintendent shall be two years. The Sunday School Superintendent shall:

1. supervise and administer the Sunday School, Vacation Bible School, and other youth educational programs.
2. supervise the enlistment and training of teachers with the assistance of the pastor.
3. shall ensure that appropriate and sufficient teaching aids and materials are on hand for the proper operation of the church's educational programs.

I. Officers and board members will be elected in the following cycles:

1. Cycle 1: The term of the following officers will begin in January of odd numbered years: President, Vice President, Financial Secretary, one-half of the membership of the Board of Elders, and one-half of the membership of the Board of Trustees.

2. Cycle 2: The term of the following offices will begin in January of even numbered years: Secretary, Treasurer, Sunday School Superintendent, one-half of the membership of the Board of Elders, and one-half of the membership of the Board of Trustees.

IX. Changes in Regulations

- A. The Voters Assembly shall, from time to time adopt, alter or amend rules and regulations (or directives) for the guidance of officers, boards, institutions, societies, and committees in their work.
- B. The Voters Assembly may establish policies and procedures to govern activities at the church facility and the use of church property, consistent with our doctrinal confession (Constitution Article III)

X. Endowment Fund

NAME

This Congregation shall establish an Endowment Fund. This Fund shall be called Redeemer Lutheran Church Endowment Fund. It will be one of the funds of the Congregation.

PURPOSE

- A. This Fund's purpose shall be to receive gifts and bequests and to use them for the mission and ministry of Redeemer Lutheran Church and The Lutheran Church-Missouri Synod, its districts, seminaries, colleges, institutions or agencies.
- B. Both the principal and income from unrestricted gifts and bequests to the Fund are to be used for the purposes, projects, and programs recommended by the Endowment Fund Committee and approved by the Voters Assembly. None of the income or principal from unrestricted gifts shall be distributed to the Congregation's operating budget, except in the initial three years of a new Congregational program or project which would normally be funded by the operating budget, the income and principal of the Fund may be used until the program or project becomes fully supported by the operating budget of the church. At least annually, the Endowment Fund Committee shall make a recommendation to the Voters Assembly for distribution of the income and/or principal of unrestricted gifts to the Fund.
- C. Gifts and bequests may be made upon special terms, conditions, containing limitations or directions as to the investment or use of the substance of the gift, or the use of accumulation of the income, if such are acceptable to the Endowment Fund Committee. Any gift or bequest containing terms or conditions deemed unacceptable or unworkable by the committee shall be returned to the donor.

DURATION

The Redeemer Lutheran Church Endowment Fund shall continue in existence and be used as provided above, unless earlier revoked, so long as Redeemer Lutheran Church shall continue to exist. If at any time, a separation should take place on account of doctrine or Redeemer Lutheran Church shall cease to exist, then the assets constituting the Fund when Redeemer Lutheran Church divides or ceases to exist shall be disposed of according to Article X of the Redeemer Lutheran Church Constitution. If Redeemer Lutheran Church dissolves, it shall at the time of dissolution have the right and duty to determine the existence of a successor Lutheran Church and shall execute the necessary documents to transfer the Fund.

GOVERNING BOARD

- A. The Voters Assembly shall be the custodian of the Endowment Fund, but may appoint an Endowment Fund Committee to assume the custodial responsibilities of the Fund and report directly to the Voters Assembly. The Treasurer of the Congregation or appointed member of the Endowment Fund Committee shall be responsible for the receipts and disbursements from the Fund and shall maintain complete and accurate books of the account.
- B. The Endowment Fund Committee shall consist of at least three voting members of the Redeemer Lutheran Church. The term of appointment shall be no longer than three years and no individual shall hold more than two consecutive terms. The Committee shall meet at least annually or more frequently

as deemed to be in the best interest of the Fund. All members shall be present for a valid meeting and a simple majority of the members voting shall carry any motions or resolution. The Committee shall elect from its membership a chairman and a secretary.

1. Chairman. The Chairman shall preside at all Committee meetings.
2. Secretary. The Secretary shall
 - a) maintain complete and accurate minutes of all meetings of the Endowment Fund Committee
 - b) submit copies of the minutes of each meeting to each Committee member and to the President of the Congregation for submission to the Voters Assembly.
 - c) assist the Treasurer of the Congregation or appointed member of the Committee in maintaining complete and accurate books of accounts of the Fund including the preparation of an annual statement of transactions of the Fund.

FISCAL YEAR

- A. For tax, accounting, distribution, or other purposes, the fiscal year of Redeemer Lutheran Church shall be the fiscal year of the Fund.
- B. Within two months after the close of each of the Fund's fiscal years, an itemized written statement accurately reflecting the position of the Fund's income and corpus accounts as of the close of the fiscal year and the receipts, disbursements and changes therein since the Fund's inception or the previous accounting report shall be submitted to the Redeemer Lutheran Church Voters Assembly.

DUTIES

- A. The Endowment Fund Committee shall annually render a full and complete account of the administration of the Fund during the preceding year.
- B. Gifts and contributions from any individual, firm or corporation, in money, securities, or any other form of property including direct gifts for the purpose of the Fund, gifts in memory of any person, gifts in the form of a devise or bequest under will or trust instrument, and gifts or proceeds or proceeds of insurance, annuity, or endowment policies or contracts, may be received by the Fund at any time.
- C. Means for acknowledging the receipt of each gift and contribution shall be established and maintained including, when feasible, a designation of the value ascribed to each gift consisting with the requirements set forth in the Internal Revenue Code for substantiating charitable contributions.
- D. Gifts and contributions may be made upon special terms, conditions, containing limitations or directions as to the use of the substance of the gift, or the use or accumulation of the income, provided that such are acceptable to Redeemer Lutheran Church. Separate identification and recording shall be made of all transactions with respect to any such special or restricted gifts.
- E. All funds and property shall be kept and maintained separate, distinct and independent from the funds and property otherwise belonging to the church. The Endowment Fund Committee shall maintain complete and accurate books of account and may employ such professional help, as it deems necessary in this duty. The Committee shall in no event be required to make physical segregation of the assets of the Fund in order to conform to the directions of any individual donors, but may establish separate accounts in its accounting records.
- F. The Endowment Fund Committee may ask other members of the Congregation to serve as advisory members of the Committee and may employ at the expense of the Fund, professional counseling on investments or legal matters, or may recommend that the assets of the Fund be delivered to the Lutheran Church-Missouri Synod Foundation for investment management as the Committee deems to be for the best interest of the Fund.
- G. No member of the Endowment Fund Committee, appointed or advisory shall engage in any self-dealing or transactions with the Fund in which the member has direct or indirect financial interest and shall at all times refrain from any conduct in which his/her personal interests would conflict with the interest of the Fund.

POWERS

The manager of the Fund, whether the Fund is managed and administered by the Voters Assembly, Endowment Fund Committee, or the Lutheran Church-Missouri Synod Foundation shall have the following powers and authority:

- A. The property constituting the corpus of the fund shall be invested and reinvested in any kind of property (whether real or personal, tangible or intangible, and /or domestic or foreign), including, but

not limited to, securities, real estate, oil, gas and other natural resources and/or accounts or certificates of banks or other lending institutions, and each investment shall be managed and protected in accordance with the principals herein established. In exercising the authority granted in this section, the decisions with respect to investment shall be guided by the concept of a prudent investor whose investment purpose includes both income and capital appreciation and shall not otherwise be restricted by any law, rule or custom (1) requiring safety of the corpus as a primary consideration, (2) regarding investment in income producing property, or (3) requiring diversification of investments. It is further understood that any part or all of the Fund may be invested in obligations of the Lutheran Church Extension Fund-Missouri Synod, St. Louis, MO (or the district Church Extension Fund) In amplification, but not limitation, of the foregoing, authority is granted:

1. to acquire interests in property by purchase, lease, rental or other method; to sell, option, exchange, redeem or convert any property interests; and to rent or lease property of the Fund;
 2. to exercise all rights and privileges accruing to a holder of securities, including all voting, conversion, subscription and pre-emptive rights; to deposit any securities with, delegate discretionary power to, and participate, cooperate and contract with, as a member or otherwise, any protective committee of security holders; and to effectuate any merger, consolidation, dissolution, reorganization or financial adjustment of the issuer of any securities and/or any transfer, demise, or encumbrance of any of its properties;
 3. to manage and/or develop any real property owned, leased or otherwise held by the Fund; to erect, repair, remodel, reconstruct, demolish or remove buildings or other improvements on it; to partition or subdivide it; to dedicate all or any part of it to public or semipublic use, and to grant easement or other charges with respect to it;
 4. to abandon any property interest deemed worthless or of insignificant value;
 5. to borrow money from any source, to encumber property of the Fund and to repay any loan due by the Fund;
 6. To foreclose any mortgage, lien, or other encumbrance, and to purchase the encumbered property, whether through foreclosure or private arrangement;
 7. to establish and maintain, out of income, depreciation, depletion and/or amortization reserves;
 8. to maintain a portion of all of the property constituting the Fund in liquid or nearly liquid form, even though little or no income is earned thereon;
 9. to use income or corpus funds (irrespective of their derivation) for any purpose of the Fund and with respect to any property of the Fund (irrespective of the income, if any, it produces) even if such funds are derived from the sale of or income from other property of the Fund or from a loan (from income or an outside source) using such other property as security.
- B. Without limiting the authority otherwise conferred, the following additional authority is hereby granted to be exercised as is believed to be in the best interest of the Fund:
1. to accept and receipt for any inter vivos, testamentary or other transfer of property to the Fund;
 2. to hold property, and to negotiate and execute documents on behalf of the Fund, in the name of the Fund or in the name of a nominee(s) without disclosing any fiduciary relationship to anyone;
 3. to allocate between income and corpus (in cases where reasonable doubt of the applicable law exists) in equitable proportions, any money or other property received, and any loss or expenditure incurred;
 4. to vote, or refrain from voting, securities having voting privileges, and to give any type of proxy (with or without voting directions) to vote the same;
 5. to make division and distribution of property held in the Fund (whenever directed to do so) either in kind or in cash, or partly in kind and partly in cash and for such purpose to set values upon any property of the Fund;
 6. to protect the Fund and its property by insurance against loss, damage or liability;
 7. to establish checking account(s) in which may be deposited income and/or corpus cash; and
 8. to employ at the expense of the Fund, attorneys, investment counsel, brokers, custodians of assets, and other agents and employees.

AMENDMENTS

Any amendment to this Bylaw which will change, alter or amend the general purpose for which the Fund is established shall be adopted according to the procedures set forth in the Redeemer Lutheran Church Constitution.

Summary of Significant Change Points in Constitution and Bylaws
Revisions Dated 6/26/2016

Constitution:

Preamble:

- Add the adoption date of the constitution.

Article III:

- Revise doctrinal position to include the “Treatise on the Power and Primacy of the Pope”

Article VI:

- Move Article VIII - Synodical Membership to after Article III - Statement of Creed and renumber all other articles.

Article V:

- Clarify the meaning of a “sister” congregation as a church body that we have altar and pulpit fellowship

Article VIII:

- Creation of the office of Vice President

Article XII:

- Update wording to have disputes handled by the District dispute resolution process instead of “Commission on Adjudication”
- Constitution and Bylaw changes can only be considered at a regular Voters Assembly.
- Add requirement that constitution and bylaw changes are submitted to the District Board of Directors for approval.

Bylaws:

Bylaw I:

- Reorder and clarify bylaw to place baptized and communicant membership verbiage together. Likewise, group voting membership language in another section.
- Clarify the differences between Baptized, Communicant, and Voting Membership in the church.
- Specify that voting members who are removed from communicant membership are also removed from voting membership.

Bylaw II:

- Specify that the Voters Assembly elects district convention delegates.

Bylaw III/IV:

- Match voting procedures for ordained and commissioned ministers to synodical guidelines if no individual receives a majority.

Bylaw IV:

- Include Vice President in the succession to President in the event of a vacancy.
- In the event of a vacancy, require the Church Council to approve the President’s appointment to vacant offices.
- Members of the Board of Elders will now be term limited to two consecutive two-year terms. This matches the current requirements of all other officers and board members.

Bylaw V:

- Require voting membership (rather than communicant) to be elected to a congregational position

Bylaw VI:

- Identify the members of the church council to be the elected officers and members of the Board of Elders and the Board of Trustees. Current practice is for all officers and elected

board members to be included in the Church Council. [This change has been the subject of a number of pro/con comments since the October 2015 draft was posted]

- Define the role of the church council as an advisory body to the Voters Assembly.
- Clarify the duties of the Church Council, to include hiring of non-called church employees.
- Require the church council to meet monthly and meetings open to all members.
- Define a quorum to conduct church council business and a method to call special meetings.

Bylaw VII:

- Govern meetings using Roberts Rules of Order

Bylaw VIII:

- Move appointment responsibilities of the President from Bylaw IV – Election of Congregation Officers and Board Members to Bylaw VIII – Terms and Duties of Officers
- Clarify duties of all officers and board members.
- Change terms of all offices to two years – President increases from a one year to a two-year term, Elders reduces from a three year to a two-year term, Distribute elections of officers and board member over two years.
- Identify responsibilities for the Vice President – support the President and conduct an annual review of the Constitution and Bylaws.
- Secretary will now keep accurate lists of voting members
- Financial Secretary can appoint assistants to count offerings
- Board of Trustees will maintain an inventory of church assets and consist of four members (increase from two)
- Board of Elders will assist the Church Council in hiring non-called workers involved in the Divine Service and consist of four members (increase from three)

Bylaw IX:

- Clarify the ability of the Voters Assembly to create a policy manual for the congregation.
- The Committee recommends that the Voters Assembly develop a formal policy manual to provide guidance to the officers and members. Possible policies could include marriage, concealed carry policy, use of church property, spending by boards and church council and the handling of the Love Fund and other congregational benevolences.

Bylaw X:

- Voters Assembly is responsible for Endowment Fund rather than Church Council.

Entire Document

1. Revise references to “pastor and teacher” to “ordained and commissioned ministers” to match LCMS usage. (Articles IV, VI, Bylaw II, III)
2. Miscellaneous formatting, spelling, capitalization, and grammar corrections that do not change the meaning of the original text.
 - a. Congregation is capitalized only if it refers to this congregation – Redeemer Lutheran Church.
 - b. Voters Assembly is capitalized, but no apostrophe.
2. Items changed, but not highlighted in blue on marked up copy
 - a. Replacement of words in ALL CAPS with identical words of lower and upper case. These are not indicated in blue.
 - b. Removal of bullet points and insertion of paragraph numbers and letters.