

CONSTITUTION AND BYLAWS PROPOSAL

Saint Thomas Lutheran, Eastpointe

Approved May 18, 2010

Amended May 24, 2011

CONSTITUTION

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ARTICLE 1 - NAME OF CONGREGATION

The name of this congregation shall be: "Saint Thomas Lutheran Church of Eastpointe, Macomb County, Michigan".

ARTICLE 2 - MISSION

The mission of Saint Thomas Congregation shall be: Connecting people to Jesus and to one another by educating, growing, and serving.

ARTICLE 3 - CONFESSIONAL STANDARD

Saint Thomas Congregation accepts without reservation:

1. The Scriptures, namely, the Old and New Testament, as the inspired, inerrant and infallible Word of God and the only rule and norm of faith and of practice.
2. All the Symbolical Books of the Evangelical Lutheran Church as a true and unadulterated statement and exposition of the Word of God, to wit: the three Ecumenical Creeds (the Apostles' Creed, the Nicene Creed, the Athanasian Creed), the Unaltered Augsburg Confession, the Apology of the Augsburg Confession, the Smalcald Articles, the Large and Small Catechisms of Luther and the Formula of Concord.

ARTICLE 4 - SYNODICAL MEMBERSHIP

Saint Thomas Congregation shall be a member of the Lutheran Church - Missouri Synod as long as the Synod conforms to Saint Thomas' confessional standards as determined by a majority vote of the Voters' Assembly at a meeting called for that purpose.

ARTICLE 5 - MEMBERSHIP

The membership of this congregation includes baptized, communicant, and voting members.

1. **Baptized members** are all who have been baptized in the name of the Triune God and who are under the spiritual care of this congregation, including the children who have not yet been confirmed into communicant membership. Baptized members are received through the Sacrament of Holy Baptism or through the consent of one or both parents in the case of children who have been

baptized in the name of the Triune God in another Christian congregation.

2. **Communicant members** are those baptized members who have been instructed and are familiar with the contents of Luther's Small Catechism, have been confirmed in the Lutheran faith, and accept the confessional standard of Article 3 of this Constitution. Adult members are received through the rite of Confirmation and Sacrament of Holy Baptism as appropriate, through transfer from a sister congregation, or through profession/reaffirmation of faith.

Members of this congregation shall conform their entire lives to the authority of God's Word and to that end shall make diligent use of the means of grace, attending divine services faithfully and partaking of the Lord's Supper frequently; exercise faithful stewardship of God's many gifts and talents; impart and accept fraternal admonition as the need for such admonition becomes apparent; and be readily available for service in the Kingdom of Christ within and beyond the congregation. Membership in organizations whose principles and conduct conflict with the Word of God is prohibited.

3. **Membership in this congregation shall be terminated as follows:**

Membership shall be terminated by transfer to a sister congregation, by joining a congregation outside the fellowship of this congregation, by excommunication, self-exclusion, or by death.

Communicant members who conduct themselves in an un-Christian manner shall be admonished according to Matthew 18:15-20 and the congregation's stated and adopted guidelines. If they remain impenitent after proper admonition, they shall be excommunicated. Each case of excommunication shall be presented to the Voters' Assembly for a decision. A two-thirds majority ballot vote of voting members present at the meeting shall be required.

4. **Voting members** are communicant members who have reached the age of 18 years and who have been received by the Voters' Assembly. Applicants for voting membership shall be received as voting members by resolution of the Voters' Assembly at a regular voters' meeting, provided they meet the requirements for such membership in the congregation. Voting members shall attend the meetings of the Voters' Assembly regularly, participate in the work of the congregation, and willingly accept responsibility according to ability. Termination of communicant membership automatically terminates voting membership.

<p style="text-align:center">ARTICLE 6 - PASTORS, TEACHERS AND OTHER COMMISSIONED CHURCH WORKERS</p>

1. Saint Thomas Congregation shall establish the pastoral office, which shall be conferred only on such a pastor or candidate who professes and adheres to the confessional standard set forth in Article 3 of this Constitution, who is qualified for his work, who has been endorsed by the Synod, and who is a member of the

Synod. The same shall apply to called teachers and commissioned workers.

2. The Voters' Assembly shall have the sole authority to call or remove pastors, teachers and other commissioned church workers. Any called pastor, teacher, or commissioned worker may be removed from office by the Voters' Assembly by a two-thirds majority ballot vote of voting members present at this meeting, in Christian and lawful order and in consultation with the District Office, for one of the following reasons: persistence in false doctrine or ungodly living, willful neglect of official duties, mental inability, or physical inability.

ARTICLE 7 - AUTHORITY OF THE CONGREGATION

1. The Voters' Assembly shall be the governing body of Saint Thomas Congregation and shall be empowered to administer and manage all its affairs. The establishment and conduct of all organizations within the congregation or related directly to it shall be subject to the approval and supervision of the Voters' Assembly.
2. All matters before the Voters' Assembly shall be decided by a majority vote of the Voters' Assembly unless otherwise specified by this Constitution or Bylaws, including matters of doctrine and conscience which shall be decided only on the basis of the Word of God.
3. The Voters' Assembly shall have the sole authority to elect congregational officers and boards, call or remove pastors, teachers and other commissioned workers, approve any transfers of real property involving the congregation, approve the budget, and approve all non-budgeted building projects. All other matters may be administered and managed by the Board of Directors.

ARTICLE 8 - OFFICERS AND BOARDS

1. The officers and boards of this congregation are defined in the Bylaws.
2. The officers and boards shall have no authority beyond that which has been conferred upon them by the voters as prescribed in the Bylaws.
3. The duly elected officers, or a lesser number as appointed by the President, shall act as the corporate officers of Saint Thomas Congregation and shall represent said congregation in all legal matters after specific authority has been granted by the Voters' Assembly and/or Board of Directors, as appropriate.

ARTICLE 9 - PROPERTY RIGHTS

The corporate officers of Saint Thomas Congregation shall execute the property rights as described in this Constitution and as determined by the Voters' Assembly.

If at any time a separation should take place within Saint Thomas Congregation, the property of said congregation and all the benefits therewith connected shall be divided according to the following:

1. If at any time a division should take place on account of doctrine, the property of the congregation and all benefits connected therewith shall remain with those communicant members who continue to adhere in confession and practice to Article 3 of this Constitution as determined by the adjudication procedures of the Synod.
2. If division takes place for any other reason, the property shall remain with the majority of the communicant members who continue to adhere in confession and practice to Article 3 of this Constitution as determined by the adjudication procedures of the Synod.
3. In the event the congregation should dissolve, the property and all rights connected therewith shall be transferred to the District of the Synod in which Saint Thomas Congregation holds membership at the time of the dissolution.

ARTICLE 10 - INDEMNIFICATION

To The fullest extent permitted by law, the congregation shall indemnify any individual who was or is a party, or is threatened to be made a party, to any proceeding other than a proceeding by or in the right of the congregation, because he or she was or is a called employee, officer or board member of the congregation, or because of any action or inaction in such capacity, against liability and expenses incurred in the proceeding, if (a) he or she conducted himself or herself in good faith; (b) he or she reasonably believed (i) the case of conduct in his or her official capacity, that his or her conduct was in the best interests of the congregation, and (ii) in all cases, that his or her conduct was at least not opposed to the best interests of the congregation and (c) in the case of any criminal proceeding, that he or she had no reasonable cause to believe that his or her conduct was unlawful.

ARTICLE 11 - CHANGING THE CONSTITUTION

This constitution may be amended in the following manner.

1. Amendments to the provisions of this constitution not identified in the following paragraph shall be submitted in writing at a meeting of the voters assembly and announced to the congregation by public posting and/or mail to

all communicant members prior to the meeting at which the proposed amendment will be acted upon. A two-thirds affirmative vote of the voters present shall be required for adoption.

2. Amendments to article 3, 4, 6, and 7 shall not destroy their essential meaning. Amendments shall be submitted in writing at a meeting of the voters assembly and made public to the congregation by public posting and/or by mail to all communicant members. Notice of the discussion of such amendments shall be given prior to two regular voters assemblies when the proposed action will be discussed. Notice that action will be taken on proposed amendments shall be provided to all voting members prior to the meeting when a vote will be taken. The date of approval shall be referenced in any amendment adopted.
3. The revised constitution shall, as a condition of continued membership in The Lutheran Church - Missouri Synod, be submitted to the president of the district for review by the district's constitution committee and favorable action by the district's board of directors before being implemented by the congregation.

ARTICLE 12 - IMPLEMENTATION SCHEDULE

Upon adoption, this Constitution shall supersede the existing Constitution and Bylaws and become effective **upon notification of approval by the district's constitution committee**. All resolutions, operating procedures, and directives not inconsistent with provisions of this Constitution shall continue in full force and effect until repealed or amended.

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ARTICLE 1 - MEETINGS

- 1. Regular meetings** of the Voters' Assembly shall be held three (3) times per year, namely: May (elections), September and January. The budget may be approved at either a regular or special meeting of the Voters' Assembly by June 1. Every Voters' Assembly meeting shall be announced at the Sunday service prior to the meeting and shall be noted on the Published Monthly Church Calendar.
- 2. Special meetings** require either a) an announcement in services on two previous Sundays or b) notification by mail (distribution via the members' church mail boxes can and should be considered as a mailing) and announcement in the services at least one week prior to the meeting.
Special meetings may be called at the request of three (3) officers and/or ten (10) voting members.
- 3. Quorum:** No less than 10 eligible voting members at a properly called meeting shall constitute a quorum. In absence of a quorum, those present may fix the date for an adjourned meeting in not less than one week in the future. The adjourned meeting must be announced at all services on the next Sunday. Unless otherwise specified by this Constitution or Bylaws, decisions shall be by majority vote. A ballot vote may be requested by any one member. The President may cast the deciding vote in the case of a tie except in the election of officers.
- 4. Order of Business:** The following shall be the order of business for the Voters' Assembly:

The regular meetings of the Voters' Assembly shall be conducted in accordance with the Constitution and Bylaws and shall include an opening devotion, approval of the minutes of the previous meeting, registration (each member must sign in on roster of voting members), reception of new voting members, reports of officers, boards and action thereon, unfinished business, new business, and adjournment with devotional close.

Special meetings of the Voters' Assembly shall be conducted in accordance with the Constitution and Bylaws and shall include an opening devotion, business as listed on the previously announced agenda and an adjournment with devotional close.

In question of parliamentary procedure not covered by this Constitution and Bylaws, the generally accepted Robert's Rules of Order shall prevail.

ARTICLE 2 - OFFICERS

The officers of the congregation shall consist of a president, a vice-president, a secretary, a financial secretary, a treasurer, and controller. Only voting members shall be eligible to hold these offices. The term of office for all officers shall be one year.

ARTICLE 3 - BOARD OF DIRECTORS (BOD)

The BOD shall have the power to act on behalf of Saint Thomas Congregation between meetings of the Voters' Assembly.

1. **Composition:** The BOD shall consist of the Officers and the Chairpersons of each Board identified in the Bylaws. The pastor(s) and school principal shall be ex officio members.
2. **Nomination and Elections:** The nominating committee shall be appointed by the BOD as outlined in the Bylaws.
3. **General Duties:**
 - a) In event of a vacancy in the office of a BOD member, such vacancy shall be filled for the balance of such term by the President with the approval of the BOD.
 - b) The BOD is responsible for presenting a balanced budget to the Congregation for approval by June 1.
 - c) The BOD shall have the authority to develop, approve, and implement policies, procedures, and ministries as necessary to execute the mission and plans approved by the Voters' Assembly.
 - d) The BOD shall ordinarily meet once a month to consider and discuss all matters pertaining to the general welfare of the congregation, to review the reports and recommendations submitted by the various Boards and Officers and to prepare recommendations for the Voters' Assembly. Special meetings of the BOD may be called by the president of the BOD, the pastor(s) or three members of the BOD.
 - e) Administer an annual written review of the Senior Pastor regarding his administrative duties.
4. The BOD shall act in matters as directed by the Voters' Assembly.

ARTICLE 4 - BOARDS and COMMITTEES

Designation:

The following Boards as hereby established:

Board of Elders

School Board

Board of Property

Board of Outreach

Board of Stewardship

Board of Family Life

Board of Christian Care

The Pastor(s), the president, or the vice-president may attend and advise any board or committee.

The **term of office** for all board members shall be two years and shall be arranged so that no more than one half of the terms expire in the same year.

Only voting members shall be eligible to hold Board positions.

No member shall serve as an officer on more than one Board.

Each board shall consist of at least two members and shall elect a **chairperson** and a **secretary** from among its members. All boards shall meet monthly or as needed.

Special committees may be created by any board to carry out the mission and ministries of this congregation.

ARTICLE 5 - DUTIES OF OFFICERS, BOARDS, AND COMMITTEES

1. President:

The President shall:

- a) Prepare the agenda and preside at all meetings of the BOD and Voters' Assembly. In the event of tie vote of the BOD or Voters' Assembly, the president shall cast the deciding vote (except for elections). The president shall make reports and recommendations of the BOD to the Voters' Assembly. The president shall report the major actions of the BOD since the previous Voters' Assembly and lead the congregation in adoption of goals. The president shall lead the congregation in adoption of a budget, electing officers and board members.
- b) Be the main executive officer of the congregation to conduct the affairs of the congregation.
- c) Execute with the treasurer and the controller, as required, any documents authorized by the Voters' Assembly or BOD.

- d) Be authorized to sign checks for the disbursement of funds in the event of the absence or disability of the controller, treasurer or financial secretary.

2. Vice-President:

The Vice-President shall:

- a) In the absence of the president, perform the duties of the office.
- b) In the event of a vacancy in the office of the president, succeed to the office for the remainder of the term.

3. Secretary:

The Secretary shall:

Keep accurate minutes of the meetings of the BOD and the Voters' Assembly for the permanent records of the congregation.

4. Controller:

The Controller shall:

- a) Serve as the chief financial corporate officer and as an authorized signatory for the accounts of the congregation.
- b) Allocate weekly receipts into a) restricted accounts, b) missions, c) general fund and d) other designations as they are created.
- c) Supervises all financial transactions of the congregation in accordance with the budget as adopted by the Voters' Assembly, or at the direction of the Voters' Assembly and/or the Board of Directors.
- d) Submit monthly reports to the BOD, indicating receipts, expenditures, condition of the budget, and status of invested funds; and submit a summary of these reports at each regular meeting of the Voters' Assembly.
- e) Assure all commercial documents of the congregation are maintained in a safe location.
- f) Make necessary arrangements for an annual review of the financial records of the congregation by a committee of at least three voting members (not staff members or currently serving on any board of the congregation) and present the results of the financial review to the BOD.
- g) Make necessary arrangements to annually provide all communicant members with contribution envelopes.

5. Treasurer:

The Treasurer shall:

- a) Serve as one of the financial corporate officers and as an authorized signatory for the accounts of the congregation.
- b) Assist and oversee the church office in:
 - 1. Issuing checks as authorized and directed by the controller in order to pay all bills, salaries, debt reduction payments, etc. of the congregation.

2. Maintaining accurate records of receipts and disbursement in books which shall be provided by the congregation, and shall remain the property of the congregation.
 3. Preparing a monthly summary of all financial transactions with comparison to budgeted amounts to be given to the controller.
 4. Preparing the financial records for the annual financial review and audits.
- c) Assist in the duties of the controller, as needed.

6. Financial Secretary:

The Financial Secretary shall:

- a) Serve as one of the financial corporate officers and as an authorized signatory for the accounts of the congregation.
- b) Oversee the receiving, securing, counting and expediting the safe deposit and keeping of all monies received by the congregation. Recruit and supervise the Offering Security Team and Counting Teams.
 1. The Offering Security Team secures the offering immediately following each worship service and shall consist of at least two unrelated Congregational Members over the age of 18.
 2. The Counting Teams shall count and record the offerings within one week of each worship service and shall consist of at least two unrelated Congregational Members over the age of 18.
- c) Oversee the maintaining of accurate records of the offerings of the giving units of the congregation, which shall remain the property of the congregation, and supervise the issuing of periodic and year-end statements to the members showing their gifts and offerings to date.
- d) Prepare a weekly summary of all receipts to be given to the treasurer, and a monthly summary of all receipts to be given to the controller.
- e) Upon request, assist the Board of Stewardship in analyzing the giving performance of the congregation.
- f) Assist in the duties of the controller, as needed.

7. Board of Elders: (Reports to the BOD)

The Board of Elders shall:

- a) Assist the Pastor(s) in all matters pertaining to the identity and general spiritual welfare of Saint Thomas Congregation, especially member reception and care, congregation worship life, doctrinal unity, and church discipline.
- b) Encourage and support the pastor(s) by being concerned about their spiritual, emotional and physical health and supporting them in their supervision of the church ministry staff. Administer an annual written

review of the pastor(s) in all matters pertaining to the spiritual welfare of the congregation, including the life-style, orthodoxy, and effectiveness of the pastor(s).

- c) Insure that all public and private worship, the administration of the Sacraments, and all preaching and teaching of doctrine are conducted a) in accordance with the provisions of Article 3 of the Constitution, b) regularly and in an orderly manner, and c) in a manner that responds to the needs of the constituency.
 - d) Ensure that confirmation instruction is provided for youth and adults.
 - e) Recruit worship deacons to assist at worship services and mentor them toward expanded leadership roles.
 - f) Make every effort to encourage members who have been negligent in their attendance at services, in the use of the Sacraments and the financial support of the church to fully enjoy the rights and privileges of their membership.
 - g) When the congregation is calling a pastor, make certain that procedures prescribed by the Constitution and Bylaws are followed; that the Chairman of the Elders shall appoint a call committee.
 - h) Report to the Board of Directors official acts, any changes in membership, and recommendations for excommunication as detailed in Article 5 of the Constitution.
 - i) Prepare and submit annually an operating budget of the Board for the new fiscal year.
 - j) Attend to such other duties deemed necessary or assigned to this Board by the BOD.
8. **School Board** (Reports to the BOD)

The School Board shall:

- a) Supervise the total program of the Christian day school.
- b) The School Board shall perform an annual review of the Principal.
- c) Cooperate with the principal and the administration of the school by approving curriculum materials, recommending staff personnel to the congregation, approving policies for teachers and students, aiding in the enrollment of congregational children, and encouraging the maintenance of high scholastic standards.
- d) In the event that a teacher or principal needs to be called/contracted, the School Board shall create a committee to gather a list of eligible candidates from the district office, recommendations by the congregation, and other processes to be determined by the School Board. The committee will conduct interviews and recommend a candidate to the Voters' Assembly. The provisions of the Constitution will be followed. The candidate will be presented to the Voters' Assembly for final approval.
- e) Be responsible for school secretarial assistance in consultation with the

principal.

- f) Provide for the physical needs of the Christian day school, in so far as to ensure that needed classroom furniture, teaching equipment, and instructional materials are available.
- g) Prepare and submit annually a budget that reflects anticipated needs of the Christian day school for the new fiscal year.
- h) Attend to such duties deemed necessary or assigned to this Board by the BOD.

9. **Board of Property** (Reports to the BOD)

The Board of Property shall:

- a) Supervise the care and maintenance of all property and equipment belonging to the congregation.
- b) Supervise the work of the custodian(s).
- c) Determine what the custodian's duties are on a regular basis and in special situations.
- d) Clarify with other staff members and with other boards and workers what the custodian's duties are and are not.
- e) Be aware of skills and talents within the congregation where volunteers can help with some of the needed maintenance and use such service where advisable.
- f) Review annually all property related insurance necessary for the congregation and make appropriate recommendations to the BOD.
- g) Review and recommend service contracts that are needed on congregational property and equipment to the BOD.
- h) Make an annual inspection of the church properties and equipment and recommend needed repairs, improvements, or replacement to the BOD.
- i) Prepare an annual inventory of congregational properties and equipment and supplies, including where possible, the date of acquisition and the approximate value of each item.
- j) Recommend to the BOD rules for the use of congregational properties and equipment, where such rules are needed, and administer them.
- k) Make and issue keys for church property and keep and review annually a list of keys issued.
- l) Prepare and submit annually to the BOD an operating budget for the Board's function for the new fiscal year.
- m) Attend to such other duties deemed necessary or assigned to this Board by the BOD.

10. ...**Board of Outreach** (Reports to the BOD)

- a) Encourage and aid the congregation in fulfilling the command of Jesus Christ to carry out the Gospel into all the world, beginning in our own community.
- b) Plan and supervise religious surveys of the community.
- c) Recruit and train workers to visit prospective members of the church.

- d) Seek help in enlisting people for the New Member Seminars.
- e) Utilize the potential of tracts and Synodical evangelism aids.
- f) Maintain an up-to-date prospect file.
- g) Integrate new members into the life and work of the church.
- h) Plan and supervise a 'greeter program' for worship services.
- i) Plan a program of correspondence to all guest worshipers.
- j) Prepare necessary brochures of church data for public distribution.
- k) Publicize the church and its activities through available public media.
- l) Plan and administer a mission education program that will keep members abreast of local, district and Synodical evangelism efforts and needs.
- m) Prepare and submit annually an operating budget for the Board's function for the coming fiscal year.
- n) Attend to such other duties deemed necessary or assigned to this Board by the BOD.

11. Board of Stewardship (Reports to the BOD)

The Board of Stewardship shall:

- a) Share Biblical stewardship principles with the congregation on an ongoing basis, emphasizing proportionate first-fruit giving in response to blessings received.
- b) Give each member an opportunity annually to make a commitment to sustain the work of the church.
- c) Educate new members in stewardship practices.
- d) Work in conjunction with the school principal in overseeing the Guardian Angels program.
- e) Maintain records for comparison purposes of past pledging and contribution of the Congregation as a whole.
- f) Use materials from the District and Synod as they as made available and deemed suitable for the membership.
- g) Designate individuals who are knowledgeable in estate planning to facilitate bequests to the work of the church.
- h) Support the Board of Outreach in its mission education responsibility.
- i) Seek ways to discover and develop talent within the congregation and encourage the willing use of such talent.
- j) Recommend to the BOD the voluntary office personnel needed to accomplish the goals and objectives of this Board.
- k) Prepare and submit annually an operating budget of the Board for the new fiscal year.
- l) Attend to such other duties deemed necessary or assigned to this Board by the BOD.

12. Board of Family Life (Reports to the BOD)

The Board of Family Life shall:

- a) Foster spiritual growth for the congregation by providing Christ-centered

- learning opportunities for people of all age levels.
- b) Supervise the total program of youth and adult Christian programming with the exception of our Christian Day School and Confirmation.
- c) Cooperate with those who direct programming by aiding in volunteer procurement, student recruitment, curriculum selection, and other physical needs.
- d) Encourage youth and adult involvement in Bible-related studies, and assist with leadership, curriculum selection, and other physical needs.
- e) Promote student aid for youth preparing for and attending Lutheran High Schools and church-work professions in Synodical schools of higher learning.
- f) Encourage a Christ-centered program of worship, education, service, and fellowship for our youth.
- g) Strive for spiritual growth among youth through church attendance, Communion participation, and Bible studies.
- h) Plan opportunities for youth to serve within the church and community.
- i) Plan fellowship and recreational activities for youth within a Christian atmosphere.
- j) Encourage youth involvement in programs of Circuit, District, and Synod.
- k) Appoint and assist a youth director or coordinator in carrying out the responsibilities of the Board.
- l) Coordinate and oversee the Church Lending Library.
- m) Prepare and submit annually an operating budget for the Board's function for the new fiscal year.
- n) Attend to such other duties deemed necessary or assigned to this Board by the BOD.

13. **Board of Christian Care** (Reports to the BOD)

The Board of Christian Care shall:

- a) Be responsible for enabling the congregation to respond to the physical needs of people, both in congregation and community.
- b) Inform the congregation of welfare organizations and agencies in our Synodical church body, and solicit support as deemed necessary.
- c) Strengthen Christian attitude toward people of other ethnic background in the community.
- d) Cooperate with community efforts in assisting the elderly and others in need.
- e) Prepare and distribute food baskets to needy families of the congregation and our community as resources permit.
- f) Respond to sudden developments of physical needs due to fires, floods, illness, death, etc.
- g) Authorize monies from the Almoners fund to meet special needs of individuals and families.
- h) Coordinate and support the Young Blessings nursery program.
- i) Coordinate and support the Parish Nursing Program.

- j) Develop and maintain a list of available social agencies to assist alcoholics, drug addicts, unwed mothers, delinquent youth, emotionally disturbed, etc.
- k) Prepare and submit annually an operating budget of the Board for the new fiscal year.
- l) Attend to such other duties deemed necessary or assigned to this Board by the BOD.

ARTICLE 6 - SAINT THOMAS FOUNDATION (Reports to the BOD)

1. There is hereby created a special restricted fund to be known as the SAINT THOMAS FOUNDATION, which is intended to function as the trust department of the congregation.
2. The SAINT THOMAS FOUNDATION
 - a) shall be managed by a five (5) member Board of Trustees, four of whom are elected by the Voters' Assembly, and the fifth being the Treasurer.
 - b) A quorum shall constitute at least three (3) members of the board, and no action may be taken without the affirmative vote of at least three (3) members.
3. The Board of Trustees shall have exclusive power to administer the assets of the SAINT THOMAS FOUNDATION. These powers include, but are not limited to, the power to purchase, sell, exchange, lease, mortgage, invest and reinvest any and all assets of the SAINT THOMAS FOUNDATION, and exercise any powers granted to a trustee by Michigan law.
4. The board may accept gifts or bequests of any property which, in the judgment of the Board of Trustees, can be suitably managed, sold or invested.
5. Any unrestricted gift or bequest to the SAINT THOMAS FOUNDATION shall be used only for one or more of the following purposes:
 - a) Capital improvement
 - b) Christian education
 - c) Budget stabilization fund
 - d) Outreach
6. The board may accept a gift that is restricted by the donor to a specific purpose, and that gift shall be administered strictly in accord with the instructions of the donor. The board may refuse a gift where the instructions are impractical, burdensome, or in conflict with the teachings of the congregation.
7. The foundation shall be managed as an endowment fund with a fundamental objective of supplying funds in perpetuity to Saint Thomas Lutheran by preserving the principal and growing the principal at an average of 5% per year.

Consistent with those objectives, the Board of Trustees may release all of the income and up to ten (10%) percent of the principal in any calendar year for the purposes permitted by Section 5 of this article. Any income that is not spent by the end of the fiscal year shall be added to principal. Any funds released shall be subject to the regular budget and spending policies of the congregation.

8. Upon the request of the Senior Pastor, concurred in by the chairman of the congregation, and approved by all trustees elected and serving, the Board of Trustees may exceed the limitations of Section 7 in an emergency or for a capital improvement. An operating deficit or budget shortfall is not an emergency.
9. The Board of Trustees shall periodically report to the Voters' Assembly and shall be audited annually. The minutes, books and records of the SAINT THOMAS FOUNDATION shall be made available to any member of the congregation upon request.
10. The provisions of Section 7, 8 and 10 can only be amended upon the recommendation of the board, concurred in by the Senior Pastor, and adopted by a two-thirds majority of the Voters' Assembly at two consecutive meetings with advance notice that the amendment will be on the agenda.

ARTICLE 7 - Office of the Pastor(s)
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1. The Senior Pastor has the general responsibility of overseeing the ministry of the congregation, making certain that Saint Thomas is faithful to both her confessional standards and her mission statement. This responsibility includes preaching/teaching, administration of the sacraments, visitations in the church and community with members and non-members and other tasks that assist in the spiritual formation of God's people.
2. The general duties of the Senior Pastor under the direction of the Board of Directors shall include, but not be limited to:
 - a) Meeting with the BOD.
 - b) Overseeing and coordinating the ministry of the church staff.
 - c) Providing day-to-day oversight of the church administrative staff and financial affairs of the congregation.
 - d) Overseeing and coordinating efforts achieving annual ministry goals.
 - e) Attend to such duties deemed necessary or assigned by the BOD.
3. The general duties of the Senior Pastor under the direction of the Board of Elders shall include, but not be limited to:
 - a) Meeting with the Board of Elders.
 - b) Coordinating and supervising worship life ministries, including worship services, baptisms, confirmations, hospital/home visitation, private communions, weddings, funerals and activities drawing people into Saint Thomas's worship life.

- c) Coordinating discipleship ministries for all ages.
- d) Attend to such duties deemed necessary as assigned by the Board of Elders.

- 4. The Associate/Assistant **Pastor** has the general responsibility of assisting the Senior Pastor and performing specific tasks/leadership responsibilities as outlined in his Job Description created by the Senior Pastor, the Board of Elders and the Board of Directors.

ARTICLE 8- Office of the Principal

- 1. The Principal has the general responsibility to provide leadership and supervision for the school staff, operation and program in carrying out policies established by the School Board; serving as director and instruction leader of the school's education program and ministry; modeling the Christian faith in daily life and the congregation life of Saint Thomas; and being a congregational leader who personally and publicly affirms and models congregational values and principles of ministry.
- 2. The Principal is directly accountable to the School Board, under the Board of Directors, and will work with the Senior Pastor in carrying out the mission of Saint Thomas.
- 3. The Principal will attend the meetings of the School Board and BOD.
- 4. The Principal shall supervise and coordinate the work of all teaching staff, school employees and volunteers and the day to day operation of Saint Thomas' Day school, Pre-School, and affiliated programs.
- 5. The Principal shall provide leadership in curriculum development, staff development and evaluation, public relations, student recruitment, and congregational ministry staff.
- 6. The Principal shall work with the Pastor in providing leadership to the congregational ministry staff.
- 7. The Principal shall actively work toward personal, spiritual and professional growth.
- 8. The Principal shall attend to all other duties assigned by the School Board and Board of Directors.

ARTICLE 9 - PROCEDURES FOR CALLING PASTORS, TEACHERS AND PRINCIPALS, AND OTHER COMMISSIONED CHURCH WORKERS

The Calling Process begins at the direction of the Board of Directors or the Voters Assembly.

- 1. Calling a Pastor
 - a) The Chairman of the Elders shall appoint a committee of at least three (3) members of the Board of Elders and the President of the BOD shall appoint any other congregational members deemed appropriate.
 - b) The congregation is encouraged to submit names of candidates to the call committee.

- c) The call committee will work with the District President or his representative on the call list in making preparations for the call meeting. The call meeting shall be a special meeting of the Voters' Assembly with the call being the only order of business. Biographical sketches will be submitted to the Voters' Assembly at the call meeting.
 - d) A two-thirds (2/3) majority of the votes cast by secret ballot will be required for calling a pastor.
 - e) A call document will be mailed the following day.
2. Calling a Teacher or Principal:
- a) The School Board will serve as call committee.
 - b) The congregation is encouraged to submit names of candidates to the call committee. Teachers and principals will be Synodically trained whenever possible.
 - c) The call committee will work with the District Superintendent or his representative on the call list and in making preparations for the call meeting. Biographical sketches will be submitted to the Voters' Assembly at a regular or special meeting of the Congregation.
 - d) A two-thirds (2/3) majority of the votes cast by secret ballot will be required for calling a teacher and a principal.
 - e) A call document will be mailed the following day.
3. Calling Other Commissioned Church Workers
- a) The Board of Directors shall appoint not less than three voting members of the congregation to work with the senior pastor as a call committee.
 - b) The congregation is encouraged to submit names of candidates to the call committee. Commissioned church workers will be Synodically trained whenever possible.
 - c) The call committee will work with the District President or his representative on the call list and in making preparations for the call meeting. Biographical Sketches will be submitted to the Voters' Assembly at a regular or special meeting of the Congregation.
 - d) A two-thirds (2/3) majority of the votes cast by secret ballot will be required for calling a church worker.
 - e) A call document will be mailed the following day.

ARTICLE 10 - NOMINATIONS AND ELECTIONS

1. The Nominating Committee shall be composed of the officers of the BOD and the chairpersons of the Policy Boards (the Board of Elders, the School Board and the Board of Property), along with pastor(s) as ex officio members. The Chairman of the congregation shall be able to add two members from the congregation to the committee.
2. The Nominating Committee shall annually present a slate of candidates for the BOD officers and open Board positions.

3. No person shall be nominated without prior consent.
4. The list of nominees shall be presented and elected by the Voters' Assembly in the May meeting.
5. The congregation shall have the right to submit names in writing to the committee.
6. All vacancies for offices and board positions shall be published to the congregation two months in advance of voting. At the time of election, the nominating committee shall present a slate containing a minimum of one name for each vacancy. The nominations will be closed one week prior to the election.
7. The term of office for all officers shall be one year. The term of office for all board members shall be two years and shall be arranged so that no more than one half of the terms expire in the same year.
8. Election of each officer/board member shall be by a simple majority of all voters present and by secret ballot. If a simple majority is not reached on the first ballot, the candidate with the lowest vote total shall be eliminated and a new vote taken on each succeeding ballot until an election is made.
9. Officers and board members will be inducted in a public worship service of the congregation.
10. In case of a vacancy, the President will appoint a replacement, with the approval of the Board of Directors.

ARTICLE 11 - RULES OF ORDER

In addition to principles laid down in Scripture and in the Constitution and Bylaws of this congregation, the latest edition of Robert's Rules of Order shall be followed.

ARTICLE 12 - Amendments to the Bylaws
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1. These Bylaws may be amended in a properly convened meeting of the Voters' Assembly.
2. Amendments may be submitted by any voting member and adopted by a majority of all votes cast, provided the proposed change has been announced in a previous meeting or has been submitted in writing to the President of the BOD at least two weeks prior to the meeting and communicated to all communicant members. This communication may take place by placing the information in the weekly newsletter and placing it in church mailboxes. It is the responsibility of the member to insure they receive the newsletter.
3. The revised Bylaws shall, as a condition of continued membership in The Lutheran Church – Missouri Synod, be submitted to the president of the district for review by the district's constitution committee and favorable action by the district's board of directors before being placed into practice by the congregation.