

Bylaws as Amended April 26, 2015

Christ Our Savior Lutheran Church of
Loudon County Tennessee

THE BYLAWS OF THE CONSTITUTION

ARTICLE I: MEMBERSHIP

ADMISSION INTO MEMBERSHIP

- A. **Baptized Members**—Anyone may become a member by the sacrament of baptism according to Article III of the Constitution.
- B. **Communicant Members:**
1. **By Confirmation.** After thorough instruction in Christian doctrine, upon application for communicant membership, the Pastor(s) shall determine the applicant's eligibility according to Article III of the Constitution. After the requirements are met, the Pastor(s) has authority on behalf of the Voters Assembly to approve the confirmation of this person as a communicant member.
 2. **By Transfer.** Persons coming with a communicant letter of transfer from a sister Lutheran Church-Missouri Synod (LCMS) congregation shall express their wishes to the Pastor(s). Upon recommendation of the Pastor(s), the person(s) shall be formally accepted as a communicant member(s).
 3. **By Profession of Faith.** Persons having given satisfactory evidence of qualification of communicant membership according to Article III of the Constitution shall state their desire for communicant membership to the Pastor(s). Upon recommendation from the Pastor(s), the applicant shall be approved to become a communicant member by profession of faith.
 4. **Admission into membership** will become effective upon items one (1), two (2), or three (3) being accomplished and will be reported by the Pastor(s), by name, at the next Voters Assembly meeting.
- C. **Voting Members:**
1. **Eligibility.** All communicant members age eighteen (18) or older are eligible for voting membership.
 2. **Duties.** It is the duty of every voting member to attend meetings of the Voters Assembly and to stand for office or provide other aid or service within the limits of ability and availability.

TERMINATION OF MEMBERSHIP

- A. **Transfer to Other Congregations.** Communicant members desiring to join a sister (LCMS) congregation shall request a transfer from the Pastor(s). The Pastor(s) and the Board of Elders are authorized to grant transfers.
- B. **Releases.** In cases where a baptized and/or a communicant member desires to join or has joined another church not in fellowship with The Lutheran Church—Missouri Synod, he/she shall be granted a release from membership by the Pastor(s) and the Board of Elders.
- C. **Whereabouts Unknown.**
1. Members whose whereabouts are unknown and cannot be established within a reasonable period of time or who fail to respond to repeated attempts to contact them shall, upon recommendation of the Pastor(s) and the Board of Elders, no longer be considered members.
 2. Members who have not attended worship at Christ Our Savior in over six (6) months will be contacted by their Elder and/or Pastor. If they do not respond, or if they indicate they do not intend to participate in the spiritual life at Christ Our Savior and have not joined another church, they will be removed from membership by self-exclusion.
- D. **Excommunication.** Any member who persistently acts in an un-Christian manner shall be admonished according to Matthew 18:15-20. If this procedure is unsuccessful and the member is impenitent, excommunication of the member shall be considered by the Pastor(s) and the Board of Elders. If the member continues to be impenitent, the matter will be brought before the Voters Assembly. A motion to excommunicate the member may be considered at any properly convened Voters Assembly meeting and voted upon, as provided in Article II.C. below. If evidence of penitence is offered, the sinful life is amended, and the person wishes to rejoin in fellowship, this will be granted as quickly as possible by the Pastor(s) and the Board of Elders.
- E. **Status of Terminated Membership.** A person whose congregational membership has been terminated has forfeited all the rights of a member and all claims upon the property of the congregation. All terminated memberships shall be reported, by name at the next regularly scheduled Voters Assembly meeting.

ARTICLE II: VOTERS' ASSEMBLY

- A. Regular meetings of the Voters Assembly shall be held at least semiannually with dates and times set by the Church Council, which shall also be responsible for preparing the agenda.
- B. Special meetings of the Voters Assembly can be convened by the Pastor(s) or President of the congregation or by a majority vote of the Church Council. Upon

request by twenty-five percent (25%) of the communicant members and discussion with the Church Council, a special meeting of the Voters Assembly will be promptly convened to cover the requested topics.

- C. All meetings of the Voters Assembly shall be announced at least two (2) weeks in advance in a public worship service or by mail. A meeting thus announced and if attended by a quorum (20% of the voting membership), shall be considered a properly convened and legal meeting capable of transacting business. A simple majority vote of the voting members present shall be required for adoption of a resolution, except as stated elsewhere in the Constitution or Bylaws.
- D. Proxy ballots are not allowed at meetings of the Voters Assembly. Absentee ballots may be made available in the case of calling or removal of a Called Minister. In such cases, consideration should be given to provide adequate notice to members who are away from the area for long periods of time.

ARTICLE III: CHURCH COUNCIL

- A. The organization of the congregation is summarized in (Appendix A), with the Church Council responsible to the Voters Assembly. The Church Council shall consist of the following members: of the Pastor(s), the five (5) Officers of the congregation, as provided in Article IV of the Constitution, and the Chairperson of the Board of Elders. The Chairperson of the Facilities Committee shall also serve as an ex officio member of the Church Council, who may vote and whose vote may be used to constitute a quorum. The Church Council shall act as a body in voting for matters brought before it, with each member of Council having one vote. However, in managing the affairs of the congregation, primary responsibility for overseeing the ministry functions shall be delegated to the Pastor(s), and primary responsibility for overseeing the business functions shall be delegated to the standing business committees (see Article VI).
- B. The Church Council shall meet at least quarterly and have five (5) voting members present to constitute a quorum. Notices of Council meetings with the proposed agenda shall be provided in writing to each voting Council member, as well as posted on the Church bulletin board and on the website, at least one week in advance of each meeting. Any member of the congregation may request to attend the Church Council meeting, as well as any other meeting of a board or committee
- C. The Church Council is authorized by the Voters Assembly to coordinate and guide the work of the congregation in accordance with our Ministry Action Plan and the annual budget/work program then in place. In the event that an immediate action is required and a meeting of the Voters Assembly cannot be called in a timely manner, the Church Council is empowered to act, providing a quorum of the Church Council is present for the emergency meeting and at least five (5) persons agree to the proposed action. At the next meeting of the Voters Assembly, the Church Council shall report its actions for approval.
- D. Actions requiring an affirmative vote by a majority of the Church Council include approval of the annual budget/work program for submission to the Voters

Assembly; approval of additional expenditures beyond the budget (including the Council Contingency), as needed, not to exceed \$10,000 in the aggregate; confirmation of new ministry committees and confirmation of appointments of chairpersons to head committees; approval of matters to be submitted for consideration by the Voters Assembly; and approval of policies/procedures to be included in the Christ Our Savior Operating Manual.

**ARTICLE IV: QUALIFICATIONS AND ELECTION OF OFFICERS AND
CHAIRPERSON OF THE BOARD OF ELDERS**

- A. All The Officers of the congregation shall include the President, Vice President, Treasurer, Congregational Secretary (Congregational Secretary as used in these Bylaws is the position described in Article IV of the Constitution as “Secretary”), and Financial Secretary. All Officers shall be voting members at least twenty-one (21) years of age. Officers shall be elected by the Voters Assembly to serve two-year terms. However, an Officer may not serve more than four (4) consecutive full terms on the Church Council. Such officer will again be eligible to serve as an officer of the congregation after a one-year break in service.
- B. The Chairperson of the Board of Elders shall be elected by the Voters Assembly to serve a two-year term. The nominee shall be a member of the Board of Elders and shall be selected as nominee by the Board of Elders after consultation with the Pastor(s) and the President. The Chairperson of the Board of Elders may not serve more than two (2) consecutive full terms.
- C. Interim vacancies of any Officer’s position, other than President (see section D below), shall be filled by appointment of the President and approval of the Church Council. An interim vacancy of the Chairperson of the Board of Elders shall be filled by appointment of the President and approved by the Board of Elders. An interim Officer or Board Chairperson shall be considered to have served a full term if he/she has served more than half (1/2) of the elected position’s term
- D. The Personnel Committee shall be responsible for preparing a list of candidates suitable for nomination for election to each Officer’s position. Such list shall be submitted to the Church Council for its consideration and selection of nominees to be considered and voted upon by the Voters Assembly. In the event of an interim vacancy of an Officer’s position, the President shall consult with the Pastor(s) and the Personnel Committee in selecting the person who is to serve as interim Officer. In the event of a vacancy in the President’s position, the Vice President shall serve as interim President, and the position of interim Vice President shall be filled as in C above.
- E. From a list of candidates so obtained and by any nominations from the floor, the Voters Assembly shall elect Officers and the Chairperson of the Board of Elders by ballot. The President, Treasurer and Chairperson of the Board of Elders shall be elected in even numbered years. The Vice President, Congregational Secretary, and Financial Secretary shall be elected in odd numbered years. Such election

shall be held at a Voters Assembly meeting preceding January 1st. All elected terms shall begin on January 1st.

ARTICLE V: DUTIES OF OFFICERS

- A. **President.** The President of the congregation shall be elected in even numbered calendar years and shall:
1. oversee the business functions of the congregation and, in furtherance thereof, meet with the Pastor(s) to ensure adequate coordination and communication between the ministry and business functions;
 2. preside at all meetings of the Voters Assembly and Church Council;
 3. be responsible for assuring that all resolutions of the Voters Assembly and Church Council are carried out;
 4. be an ex officio member of all business committees; and
 5. appoint, subject to the approval of the Church Council, interim Officers; Elders, including an interim Chairperson of the Board of Elders; the Chairpersons of the Long-Term Planning Committee, the Personnel Committee, the Facilities Committee, and such ad hoc committees as deemed necessary; and interim Committee members of the Christ Our Savior Endowment Fund and
 6. participate in the annual performance reviews of the Pastor(s).
- B. **Vice President.** The Vice President of the congregation shall be elected in odd numbered calendar years and shall:
1. perform the duties of the President in his/her absence or disability, or otherwise at his/her request;
 2. perform whatever other duties as shall be assigned to him/her by the President or the Bylaws;
 3. be the chairperson of the Finance Committee and serve as a member of the Long-Term Planning Committee; and
 4. assume the office of President, should that office be vacated.
- C. **Treasurer.** The Treasurer of the congregation shall be elected in even numbered calendar years and shall:
1. disburse funds of the congregation in accordance with its budget and/or Voters' Assembly resolutions;

2. accurately record all disbursements according to proper accounting procedures;
3. prepare current financial statements for all regularly scheduled meetings of the Church Council and Voters Assembly;
4. submit permanent financial records for periodic review;
5. practice good stewardship with regard to investment of congregational funds, subject to approval of the Church Council;
6. be bonded; and
7. appoint Assistant Treasurer(s), with the approval of the Church Council, to assist in the completion of these tasks and to represent the Treasurer whenever necessary.

D. **Congregational Secretary**. The Secretary of the congregation shall be elected in odd numbered calendar years and shall:

1. be present or represented at all meetings of the Church Council and Voters Assembly and shall keep accurate minutes of these meetings in a permanent record book. These minutes shall be presented at subsequent meetings;
2. record attendance by name at all meetings of the Voters' Assembly;
3. perform all duties normally pertaining to the office and other duties as the voting membership may delegate;
4. maintain a permanent current record of the Constitution and Bylaws; and
5. maintain a historical record of the congregation-

E. **Financial Secretary**. The Financial Secretary of the congregation shall be elected in odd numbered calendar years and shall:

1. receive and record (in permanent form) all offerings and special gifts;
2. count, deposit, and record all offerings with the help of appointed assistants approved by the Church Council;
3. be responsible for issuance of regular statements to members itemizing their contributions;
4. promptly report all deposits to the Treasurer;
5. be bonded; and
6. appoint Assistant Financial Secretary(s), with the approval of the Church Council,

to assist in the completion of these tasks and to represent the Financial Secretary whenever necessary.

- F. **Required Officer Signatures for Legal Documents.** Except as provided herein, contracts and other legal documents pertaining to the church shall require the signature of at least two (2) officers. However, in the case of purchase orders in excess of \$500 related to the purchase or maintenance of church facilities, such contracts may be signed by the responsible representative of the subject contract and one (1) officer. These requirements may be waived if the contract partner requires other titled signatories.

ARTICLE VI: BOARD OF ELDERS

- A. Only men who are noted for their Christian knowledge, zeal, and experience in the spiritual work of the kingdom of God shall be appointed to the Board of Elders. The Board shall consist only of males, with a minimum of three (3) Elders, and shall be expanded as necessary.
- B. The Elders shall consult with the Pastor(s) and the President in proposing a candidate for appointment to the Board of Elders. Such candidate shall be appointed by the President, subject to approval by the Church Council.
- C. It shall be the duty of the Board of Elders to:
1. assist the Pastor(s) in all matters pertaining to the spiritual welfare of the congregation and assure that there is compliance with Article II of this Constitution;
 2. assure that the services in God's house are held regularly, that the Gospel is preached in its purity, and that Christian discipline is maintained in accordance with Matthew 18;
 3. make every effort to encourage members who have been negligent in their attendance at worship and in the use of the sacraments to amend their ways under the guidance of the Holy Spirit;
 4. assist the Pastor(s) in arranging for services, pulpit assistance, and other persons necessary for conducting divine worship, including communion. It shall also oversee the workings of the Altar Guild; acolytes, ushers; and any other activities directly affecting the worship services;
 5. appoint Communion Assistants for the sole task of assisting with Holy Communion;
 6. be responsible for the welfare, care and concern of the Pastor(s) and their families; and
 7. be an example of Christian conduct, character, and service.

ARTICLE VII: MINISTRY GROUPS

- A. The Ministry Activities will consist of an Administration group and a Ministry group of Committees who will be under the direction of the Pastor(s).
- B. The Administrative group will consist of office staff, those involved in music programs, and audio/visual support personnel.
- C. Selected and trained by the Pastor(s), volunteer servant leaders will be essential to leading our Ministry Activities and committees to carry out our mission of evangelism, discipleship, Christian education, fellowship, worship, social concerns, and others as seems necessary.
- D. It will be the responsibility of the Pastor(s) to see that Ministry groups are in place to accomplish our Ministry Action Plan (MAP) and the day-to-day functions of the church.
- E. The Pastor(s) will meet with Ministry leaders at least three (3) times per year to discuss vision, needs, concerns, progress of the MAP, and coordination between the various ministries.

ARTICLE VIII: STANDING BUSINESS COMMITTEES

- A. The President shall appoint and be responsible for overseeing all standing committees that are established, as set forth below, to manage the business functions of the congregation. The President may appoint such ad-hoc committees or working groups as may be necessary to meet the business needs of the church. The creation of ad-hoc committees or working groups must include a time limit for their existence.
- B. **Finance Committee.** The Vice President shall serve as the Chairperson of the Finance Committee, which shall include the Treasurer, the Financial Secretary, the Pastor(s) and two (2) additional members appointed by the President, one of whom shall serve as secretary and maintain the minutes. Any assistants appointed by the Treasurer or Financial Secretary may attend meetings of the Finance Committee but only shall have a vote in the event the respective Treasurer or Financial Secretary is absent. The responsibilities of the Finance Committee include:
 - 1. Developing a proposed annual budget for the next calendar year, which, in addition to a forecast of the church's periodic operating expenses (mortgage, payroll, etc.), shall reflect the anticipated costs of the annual work program, i.e., a detailed list of programs and activities involving timing and estimated costs,

developed by the ministry committees. The proposed annual budget shall be submitted to the Church Council for its review and presentation to the Voters' Assembly for approval.

2. Maintaining an adequate chart of accounts that properly reflect all of the church's receipts and disbursements, as well as an operating procedures manual that shall include such matters as payment and expense reimbursement procedures, authorized travel expenses, monitoring the progress and keeping records as to the fulfillment of donor requests and memorials, etc.
3. Act as an agent in accepting/rejecting any and all gifts, with the exception of gifts designated for the Christ Our Savior Endowment Fund; it should seek the advice of other activities as necessary in the acquisition of non-cash assets.
4. Appointing a team consisting of at least two (2) members of the congregation who are not then serving on the Finance Committee to conduct, at a minimum of every two (2) years, financial reviews of the church's accounts and related procedures in a manner consistent with Mid-South District guidelines.
5. Overseeing the preparation of a Long-Term Capital Plan that should be updated on a periodic basis, as necessary, to ensure that the facilities of the church are replaced as needed and new capital needs are forecast and are satisfactory to meet the needs of the congregation. Working together with the Facilities Committee in preparing a Long-Term Capital Plan, the Committee may establish a working group consisting of several of its Committee members, the Treasurer, the Chairperson of the Facilities Committee, and one or more other members of the congregation who are knowledgeable about our church facilities.
6. Working with the Pastor(s) and Assimilation Committee in support of the church's ongoing stewardship programs related to financial matters.

C. **Personnel Committee.** The President or designate shall serve as the Chairperson of the Personnel Committee, which shall also include the Treasurer, the Chairperson of the Board of Elders, and two (2) additional members appointed by the President. The Pastor(s) shall serve as ex officio members of this Committee. The responsibilities of the Personnel Committee include:

1. Identifying suitable candidates for officer positions and having such list available for consideration by the Church Council in connection with biannual elections for each office or, in the event of an interim vacancy, as provided for in Article IV.D.
2. Assisting the Church Council by providing leadership training and development programs for the benefit of newly elected officers and appointees, including

ministries' leadership.

3. Completing annual performance reviews of all employees prior to preparation of the annual budget. The Chairperson of the Board of Elders and the President will participate in the review of the Pastor(s); the Pastor(s) will participate in the review of the Music Director (choir director, organist, and pianist), administrative secretaries, and other staff.
4. Reviewing all employees' salaries, including the Pastor(s) (directionally using Mid-South District guidelines for salaries and benefits), annually and recommend changes to the Finance Committee at the time of budget preparation.
5. Providing oversight and direction for the well-being of the church staff by establishing personnel policies, as may become helpful, and by service as a readily available support group to provide guidance in dealing with problems, professional or personal, and in keeping the Pastor(s) problems and other church employees from feeling isolated.
6. Working with the Pastor(s) and the Assimilation Committee in support of the church's on-going stewardship programs of time and talents.
7. Approving all hirings and dismissals, except called positions.

D. **Long-Term Planning Committee:** The President or designate shall serve as the Chairperson of the Long-Term Planning Committee, which shall also include the Vice President, and at least three (3) other members. In selecting such members for appointment to the Committee, the President shall consider the benefit of including one or more past Officers, as well as members who have held other elected or appointed positions for significant periods of time. The Pastor(s) shall also serve as ex-officio member(s) of the Committee. The Chairperson shall appoint a Secretary to keep the minutes of the Committee's meetings. The responsibilities of the Long-Term Planning Committee shall include:

1. Overseeing the preparation of a revised Ministry Action Plan (MAP) to serve for three to five years, to be updated on a periodic basis, as the framework for consideration by officers and ministry committees in developing their annual work programs. In preparing the Ministry Action Plan, the Long-Term Planning Committee may establish a working group consisting of several members of the congregation who may be able to provide fresh insights.
2. Overseeing proposed revisions to these Bylaws on a periodic basis, as necessary to ensure that they meet the needs of the congregation and the Pastor(s) in a manner consistent with the church Constitution. In preparing a proposed revision of the Bylaws, the Long-Term Planning Committee may establish a working group consisting of one (1) or more members of its

Committee and several members of the congregation who may be helpful in completing the project.

3. Meeting periodically to consider whether we have an adequate vision of what our church should become, the direction that is currently prevailing, and the issues that may be having either a positive or negative effect on our long-term development, including the use and development of talents, which the Lord has brought to us through its members. The Long-Term Planning Committee should consider whether our Ministry Action Plan and annual work programs are providing an appropriate balance between serving our congregation, ministering to others, and discharging the Great Commission.

E. **Facilities Committee** shall have at least two (2) members plus a Chairperson appointed by the President and shall be responsible for the property management, including:

1. Maintaining and repairing the church property and providing for the general protection of the church property against loss or damage of whatever nature, including supervising any housekeeping and/or janitorial services needs and space arrangements.
2. Maintaining an accurate inventory of all official documents, property, and church keys.
3. Working with the Finance Committee to prepare the Long-Term Capital Plan and to obtain needed Contract Management necessary, including services and acquiring adequate insurance and permit coverage as necessary; authorize expenditures for emergency repairs.
4. Assisting the Pastor(s) in coordinating the utilization of church facilities in support of our ministry teams, as well as overseeing the utilization of church facilities by outside parties.

ARTICLE IX: THE CHRIST OUR SAVIOR ENDOWMENT FUND

A. **Name and General Purpose.**

1. This congregation shall have an Endowment Fund. This fund shall be called the "Christ Our Savior Endowment Fund" of Christ Our Savior Lutheran Church of Loudon, TN, a.k.a., the Torgler Endowment Fund.
2. This Fund's purpose shall be to receive gifts and bequests and to use the net income for the mission and ministry of Christ Our Savior Lutheran Church, Loudon, TN, and The Lutheran Church – Missouri Synod, its districts, seminaries, colleges, institutions, or agencies.

B. Endowment Fund Governing Board and Duties.

1. The endowment fund shall be promoted and managed by the Christ Our Savior Lutheran Church Endowment Fund Committee. This Endowment Fund Committee shall consist of the following members:
 - a. Six members of the congregation elected by the Voters' Assembly;
 - b. Pastor of the congregation, as an ex-officio member, who may vote, but whose vote cannot be used to determine a quorum.
2. The Endowment Fund Committee members shall be voting members of Christ Our Savior Lutheran Church. The term of each member shall be three (3) years. The terms of the various members shall be staggered such that two (2) members shall be elected to a new three-year term each year. With the initial formation, interim officers shall be elected to create the first committee, such that two shall serve three years, two shall serve two years, and two shall serve one year, until a regular rotation can be established. All interim or replacement members shall be considered to have served a full term if they have served more than half (1/2) of the elected position's term. No member shall serve more than three terms consecutively. A former committee member may be reelected after a lapse of twelve (12) months. In the event of a vacancy on the committee, the President of the congregation, with the approval of the Church Council, shall appoint, as soon as possible, a replacement to the Fund committee.
3. Operation of the Endowment Fund Committee.
 - a. The Endowment Fund Committee shall meet at least quarterly to receive and administer gifts to the Fund, make plans for Fund distributions, and make plans to promote the Fund.
 - b. The committee shall organize itself with a Chairperson, Secretary, Financial Secretary and Treasurer. It shall develop guidelines, policies, forms and reports in order to carry out its responsibilities.
 - c. The Chairperson shall preside at all meetings of the committee, or in the absence of a Chairperson, a Chairperson pro-tem shall be elected.
 - d. The Secretary shall maintain complete and accurate minutes of all meetings of the committee and supply a copy thereof to each member after each meeting. The Secretary shall keep a complete copy of minutes to be delivered to his/her successor.
 - e. The Financial Secretary will be responsible to receive and record (in permanent form) all receipts to the Fund.
 - f. The Treasurer of the Fund shall be responsible for disbursements from the Fund and shall maintain complete and accurate books of accounts. All

checks and other documents transferring or expending any funds or assets in the Fund shall be executed by the Treasurer.

4. The Endowment Fund Committee shall maintain accounts with any of the following financial institutions (but not limited to) as it, by resolution, may determine and authorize:
 - a. Local banking institution;
 - b. LCMS Foundation, St. Louis, Missouri;
 - c. Lutheran Church Extension Fund, St. Louis, Missouri;
 - d. Thrivent Financial for Lutherans.
 5. Members of the Endowment Fund Committee shall be covered by a fidelity bond, in an amount to be determined from time to time by the Endowment Fund Committee.
 6. The Endowment Fund records shall have a periodic financial review.
 7. No member of this Endowment Fund Committee 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.
 8. Means for acknowledging the receipt of each gift and contribution shall be established and maintained.
 9. All funds and property shall be kept and maintained separate, distinct and independent from the funds and property otherwise belonging to Christ Our Savior Lutheran Church. The congregation shall not be allowed to borrow against the Endowment Fund or use the Fund as collateral for a loan.
 10. The Endowment Fund Committee is to inform the members of the congregation of the purpose of the Fund, and may periodically arrange for members of the congregation to meet with the District Gift Counselor and other professional counselors in the area of charitable giving, wills, bequests, insurance, etc.
- C. **Duration**. The Christ Our Savior Endowment Fund shall continue in existence and be used as herein above provided, so long as Christ Our Savior Lutheran Church shall continue to exist. If Christ Our Savior Lutheran Church should cease to exist, then the assets constituting the Fund when Christ Our Savior Lutheran Church ceases to exist shall become the property of the Mid-South District or its successor. If no successor district exists, then it shall become property of The Lutheran Church--Missouri Synod Foundation.
- D. **Type of Gifts Accepted**.
1. **How to Contribute To the Fund.** Individuals who desire to support the Fund should designate that their gift is to: "Christ Our Savior Endowment Fund" of Christ Our Savior Lutheran Church, Loudon, TN," or "The Torgler Endowment Fund."

NOTE: This designation will ensure that gifts will be administered according to the terms of the Fund, whether they are made during an individual's life, or made following death through a bequest or gift in a will or trust or through a beneficiary designation of some or all of the proceeds of a life insurance policy, annuity, or retirement plan.

ALSO

Gifts of cash or publicly traded securities will almost always be acceptable. However, gifts of operating businesses, partial interests in property, gifts encumbered by debt, gifts of property which may have title or environmental problems, or gifts of property which may not be marketable within a reasonable period of time considering the expense of owning the property may not be acceptable. In addition, certain types of property may cause adverse federal or state income tax problems for the congregation and may therefore not be acceptable. Gifts of stock shall be sold on the next business day after the stock certificates have been received unless an existing restriction applies to the sale of the stock.

2. The Christ Our Savior Endowment Fund shall manage two types of gifts described as follows:

- a. **Undesignated Gifts.** The net income from undesignated gifts to the Fund may be used for the purposes, projects, and programs determined by the Endowment Fund Committee.

The categories of approved purposes, projects and programs shall be maintained by the committee and shall be distributed to the members of the congregation. None of the income or principal may be used for the congregation's operational budget. The allocation of net income from undesignated gifts shall be up to 75% to congregational uses and up to 25% to outside projects.

- b. **Designated Gifts.**

- (1) Gifts and bequests may be received by the Fund with special terms or conditions provided that such are acceptable to the Endowment Committee. An agreement form for a designated gift shall be prepared in duplicate and signed by the donors or donor representatives and any officer of the Endowment Fund other than Financial Secretary or Treasurer.

- (2) In order to establish a Named designated gift (with an Individual name), there must be a minimum principal of \$25,000. If the initial Named designated gift does not meet the minimum principal of \$25,000, the principal in the gift will have five (5) years to reach the \$25,000 minimum. If the \$25,000 minimum is not met within five (5) years of the initial deposit, then the usage shall continue as designated in an unnamed status.

A Named designated gift may be made on a deferred basis as long as it meets the \$25,000 minimum requirement.

[Examples of this could be a gift in a will, trust, life insurance, IRA beneficiary, etc. Restricted gifts may be received by the congregation in which the donor/s did not notify the congregation of their intent while they were alive. In this case, a record should be kept of the documents giving the direction (wills, letters of direction, etc.). Separate identification and recording shall be made of all transactions with respect to any such designated gifts.]

E. Fiscal Year and Reporting.

1. For tax, accounting, distribution or other purposes, the fiscal year of Christ Our Savior Lutheran Church shall be the fiscal year of the Fund.
2. The committee shall provide an annual report of the status of its activities to a regularly scheduled Voters Assembly meeting. The accounts of Christ Our Savior Endowment Fund should also be reviewed periodically, in accordance with the same schedule for financial reviews of Christ Our Savior's books of account.

F. Powers. The Endowment Fund Committee shall have the following powers and authority:

1. to manage property constituting the corpus of the Fund and shall invest and reinvest 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 of certificates of banks or other lending institutions;
2. to accept and receipt for any transfer of property to the Fund;
3. to hold property, and to negotiate and execute documents on behalf of the Fund;
4. to protect property in the Fund with insurance against damage, loss or liability;
5. to establish checking account(s) for the Fund;
6. to employ, at the expense of the Fund, attorneys, investment counsel, brokers, custodians of assets, and other agents and employees;
7. to cover the members of the Endowment Fund Committee with a fidelity bond as expense of the Fund.

8. The Endowment Fund Committee shall survey the various Boards of Christ Our Savior congregation annually, to gather potential uses of the Fund.
- G. **Amendments.** Any amendment to this Article shall be adopted only if approved by a three-fourths (3/4) majority of the voting members present at a duly called and constituted meeting of the Voters Assembly, and provided that the amendment in no way affects any condition of a previously received gift. Note: the provisions of Article XII shall also apply here.

ARTICLE X: CALLING TO THE OFFICE OF PUBLIC MINISTRY

Procedure for Securing a Pastor or Called Staff Member. In the event of a vacancy in the office of the Pastor or any other called staff position, the following procedures shall apply:

- A. **Staffing Needs Committee.** The President shall request the Personnel Committee to evaluate the needs of the congregation in respect to the position that is anticipated to be filled. The Personnel Committee will assess the projected staffing requirements for the church, define the specific tasks to be performed, and describe the characteristics that candidate should have in order to be best suited to meet those needs and carry out those tasks. The Committee will then report its findings to the Church Council for its review and consideration.
- B. **Call Committee.** Upon completion of the staffing needs assessment, the President shall, in consultation with the Church Council, appoint a Call Committee with a minimum of five (5) members of the congregation who will review the candidates whose names may be submitted for consideration by the District President, members of the congregation, and/or determined through an appropriate search for qualified candidates. Upon completion of this review, the Call Committee shall propose a name or names of the candidate(s) for consideration by the Church Council. Should more than one name be proposed, the Call Committee shall also indicate its preference and the reasons supporting that preference.
- C. **Election by the Voters' Assembly.** The Church Council shall submit the name of its proposed candidate for consideration to a properly called Voters Assembly meeting. In the event of special circumstances, two names may be proposed, and the Church Council shall indicate its preference and the reasons supporting that preference. The election of a Pastor or called staff from the name or names proposed by the Church Council shall be by ballot. In the event only one name has been proposed for consideration, the vote shall be either "yes" or "no", and a majority of all votes cast shall be sufficient to elect or not elect the person for the call. In the event there are two names proposed for consideration, the candidate receiving a majority of all votes cast shall be considered elected. Upon election of a candidate, it is desirable that this action then be made unanimous. The call shall be sent by the President to the person so elected.

ARTICLE XI: SOCIETIES

Societies may be organized within the congregation only with the approval of the Voters Assembly. The Constitutions of these societies shall be ratified by the Church Council, and all such societies shall be under the supervision of the Pastor(s) and the appropriate administrative board under whose jurisdiction they function.

ARTICLE XII: AMENDMENTS

These Bylaws, with the exception of Article IX, may be amended at any meeting of the Voters Assembly by a simple majority vote, provided:

1. that a motion to submit for consideration such a proposal to amend has been made at a previous meeting of the Voters Assembly;
2. that the entire voting membership has been advised of the nature of the proposed changes and of the date of the meeting at which the proposed amendment is to be acted upon at least fourteen (14) days in advance.

All amendments to the Constitution or to the Bylaws shall be recorded in the official copy of the Constitution and Bylaws in the possession of the current Congregational Secretary of the congregation.

Amended April 26, 2015

We hereby certify that the foregoing is a true copy of the Constitution and Bylaws of Christ Our Savior Lutheran Church as originally drawn and amended by action of the Voters' Assembly.

Congregation President

Congregational Secretary