

CONSTITUTION

St. Luke Lutheran Church

Our Mission

Our Lord Jesus Christ commanded that we should go and make disciples of all nations. The purpose of this Congregation is to give honor and glory to God through our Savior Jesus Christ, to carry out His will and to assist in preaching the Gospel of Jesus Christ to all the world. We pledge ourselves to study the Scriptures and to use the Sacraments faithfully. We maintain this Christian fellowship to strengthen one another in our commitment to Christ's mission, to promote Christian unity and to serve the needs of all people in Christian love. We will minister in Christian concern to the unchurched in our surroundings and provide special encouragement to youth in our midst. We the members of this body hereby accept and subscribe to the following Constitution and Bylaws.

ARTICLE I - NAME

The name of this Congregation is St. Luke Lutheran Church.

This Congregation exists as St. Luke Lutheran Church, a Michigan ecclesiastical non-profit corporation (the "Corporation"), and all of this Congregation's rights and properties are owned by the Corporation.

ARTICLE II - CONFESSION OF FAITH

This Congregation believes and adheres to all the canonical books of the Old and New Testaments as the inspired Word of God.

This Congregation believes and adheres to all the Symbolical Books of the Evangelical Lutheran Church as a true and unadulterated statement and exposition of the Word of God: 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 Catechism of Luther, and the Small Catechism of Luther and the Formula of Concord.

ARTICLE III - SYNODICAL MEMBERSHIP

This Congregation will maintain voting membership in the Lutheran Church - Missouri Synod, through its Michigan District, so long as the Synod adheres to the confessional basis outlined in Article II above. This Congregation will participate in available District and Synodical activities, will support the Synod and District financially and will work with the Synod and District in the building of the Kingdom of God.

ARTICLE IV - PASTORAL OFFICE

This Congregation recognizes the pastoral office as described in the canonical and symbolical books named in Article II. The Congregation will call as pastors only such individuals who profess acceptance of and pledge faithful adherence to the Confession of Faith as set forth in Article II and who are members of, or are endorsed by, The Lutheran Church - Missouri Synod.

ARTICLE V - MEMBERSHIP

TYPES OF MEMBERSHIP

The membership of this Congregation includes Baptized Members, Confirmed Members, Communicant Members and Voting Members.

Baptized Members are all who have been baptized in the name of the Triune God whether children or adults, and who are under the spiritual care of the Pastor of this Congregation.

Confirmed Members are Baptized Members who have been instructed in the teachings of the Lutheran Church and have participated in the Rite of Confirmation.

Communicant Members are Baptized Members who 1) have participated in the Rite of Confirmation, or 2) have demonstrated by affirmation of faith an appropriate understanding of the sacrament of Holy Communion, have subscribed to the Confession of Faith in Article II of the Constitution, and have been accepted by the Pastor as Communicant Members, or 3) are children, by permission of their parents and Pastor (generally, children under age 11 will not be included), who have demonstrated both a desire to participate in Holy Communion and an appropriate understanding of the sacrament of Holy Communion or 4) persons who transfer from another Lutheran Church-Missouri Synod Congregation who were communicant members of that Congregation at the time of transfer.

Voting Members are Communicant Members who have reached the age of 18 years of age. A Voting Member is eligible to vote at an Assembly of Voters only if the Voting Member has signed the Constitution at any time prior to an election or vote on any issue.

The Assembly of Voters is a meeting of Voting Members held in accordance with the Bylaws.

TRANSFER AND TERMINATION OF MEMBERSHIP

A member may transfer to another Lutheran Congregation by a letter of transfer. The Pastor will issue a letter of transfer immediately upon request.

A member may terminate membership by written request to the Governing Board for a release from membership. The termination will be effective immediately upon request.

The Voting Members, by vote of at least 90% of the members present and voting (exclusive of those members whose termination is at issue), may terminate a member's membership (effective the date of the vote) for any of the following reasons upon recommendation of the Pastor and the Elders:

The member's whereabouts are unknown and the member cannot be located (termination under this provision may not be voted on until at least one year after the Board of Elders has designated the member for termination of membership).

The member affiliates with another religion or organization of an anti-Christian character, with no intent to participate as expected in Article V of the Constitution.

The member has not participated in the worship life of the Congregation for a period of one year and, after admonishment and encouragement in a caring Christian manner, the member shows no intent to participate.

The member continues in open and unrepentant adherence to false doctrine or scandalous life after admonishment and encouragement.

The Pastor will notify the former member of the termination and the Recording Secretary will correct the membership list to reflect the termination.

REINSTATEMENT INTO MEMBERSHIP

Any person whose membership has been terminated may apply for reinstatement and will be reinstated upon resolution of the Pastor and the Elders if membership status for that person would be in the best spiritual interests of the person and the Congregation as determined by the Pastor and the Elders.

REPORTING

The Pastor will report each change in membership status in a written report to the next regular Assembly of Voters.

ARTICLE VI – ASSEMBLY OF VOTERS

GENERAL

The Voting Members, acting in an Assembly of Voters, are the highest authority in the administration of all Congregational matters, subject to Article II of this Constitution, and have the sole authority to undertake and approve the following:

1. Amending the Constitution and Bylaws
2. Purchase or sale of real property other than staff housing
3. Approval of major fund raising activities for construction or renovation of facilities, purchase of property, debt retirement, or other purposes
4. Approval of construction or renovation of facilities, which requires the borrowing of funds
5. Approval of the annual operating budget
6. Borrowing of funds over 3% of annual budget, except for borrowing in connection with staff housing when there is a corresponding obligation to be paid by staff to the Corporation
7. Election of Governing Board members and Elders
8. Calling of Pastors and other called staff
9. Revoking calls of pastors or called staff
10. Removal from office of elected officers including the Governing Board
11. Termination of membership

All other authority is delegated to the Governing Board, except for authority expressly delegated to another by this Constitution.

DECISION

The Voting Members may take action and exercise their authority only by resolutions adopted at an Assembly of Voters.

REVOCAION OF CALLS AND REMOVAL FROM OFFICE

After exercising Christian care and concern, the Voting Members may, according to the procedures in the Bylaws, revoke a call to any called Pastor or other called staff for any of the following reasons: adherence to false doctrine, unrepentant scandalous life, willful neglect of official duties or the inability to perform those duties. (This provision does not apply to pastors, teachers or other staff or employees not serving under a formal call.)

The Voting Members may remove an officer or holder of a position described in the Bylaws (except as provided in the prior paragraph) from office or position at any time with or without cause by majority vote at any Assembly of Voters.

ARTICLE VII - GOVERNANCE

GOVERNING BOARD

There will be a Governing Board with membership as described in the Bylaws. The Governing Board may adopt policies as long as they are not in conflict with the Constitution or the Bylaws.

BOARD OF ELDERS

There will be a Board of Elders with membership as described in the Bylaws. The Board of Elders will have authority over doctrinal and worship matters.

OFFICERS

The officers of this Congregation will include the members of the Governing Board and Board of Elders.

POWER OF OFFICERS

Officers will have only that authority that has been delegated to them by the Constitution or Bylaws or delegated to them by the Assembly of Voters or the Governing Board. The Assembly of Voters and Governing Board may delegate authority only if the delegation is not inconsistent with the provisions of the Constitution and Bylaws. The Assembly of Voters or Governing Board may at any time alter or revoke its previous delegation of authority.

ARTICLE VIII - DIVISION OR DISSOLUTION

If there is a division in the Congregation, the group of Voting, Confirmed, Communicant and Baptized Members which will constitute the Congregation and which will have all rights to the control of the Corporation and to the use of the corporation's name, properties and assets, through the Corporation, will be the group which is faithful to the Confession of Faith in Article II. If more than one group claims that it is faithful to the Confession of Faith, any group may request a determination from the President of the Michigan District of the Lutheran Church-Missouri Synod as to which group will have the rights listed above. The determination of the President will control.

If the Congregation should dissolve, all of its property and rights and the property and rights of the Corporation, will be transferred to The Michigan District of the Lutheran Church - Missouri Synod.

ARTICLE IX - AMENDMENTS

This Constitution (except for Article II) and the accompanying Bylaws may be amended provided that the amendment does not conflict with Article II of this Constitution by action of the Assembly of Voters at a regular or special meeting (referred to as the "Amendment Meeting" in this section).

This Constitution may be amended only upon the affirmative vote of a three-fourths majority of the votes cast at the Amendment Meeting. The Bylaws may be amended only upon the affirmative vote of a two-thirds majority of the votes cast at the Amendment Meeting.

The proponent of an amendment must (i) provide to the Governing Board, at a meeting of the Governing Board held prior to the time at which materials are provided to the members in (ii) below, the complete text of the proposed amendment; (ii) provide to members, at the time and in the manner that copies of notice of the Amendment Meeting are given to members as provided in the Bylaws, either a copy of the complete text of the proposed amendment or a summary (the "Amendment Summary") of the effects of the proposed amendment, which summary has been previously approved by the Governing Board; (iii) if an Amendment Summary rather than the text of the amendment is provided to members, make the text of the amendment available for review by members at the offices of the Congregation; and (iv) announce to the Congregation at worship services on the two Sundays (not including the day of the Amendment Meeting) prior to the Amendment Meeting that the proposed amendment will be presented to the Voting Members at the Amendment Meeting. (The Governing Board must approve the text of any Amendment Summary presented to the Governing Board if the Amendment Summary is accurate and if the Amendment Summary reasonably informs Voting Members of the substance and effects of the proposed amendment; approval by the Governing Board of the Amendment Summary will not be deemed to be an endorsement of the amendment.)

| | |
|----------|--------------------|
| APPROVED | October 5, 1986 |
| AMENDED | December 11, 1988 |
| AMENDED | September 22, 1996 |
| AMENDED | December 13, 1998 |
| AMENDED | April 25, 1999 |
| AMENDED | April 22, 2007 |
| AMENDED | April 29, 2014 |

BYLAWS

St. Luke Lutheran Church

1. ASSEMBLIES OF VOTERS

- 1.1. The Voting Members will hold regular Assemblies of Voters (or “meetings”) not less than once each eight months as scheduled by the Governing Board.
- 1.2. The Governing Board will announce the day, time and place of each regular meeting in the bulletin on the two Sundays (not including the meeting day) preceding the meeting and will place copies of the notice and an agenda in member mailboxes at the Church prior to the meeting.
- 1.3. Agenda items for Assemblies will include the approval of any changes to the Policy Manual since the previous Assembly, election of Governing Board members and Elders, and the adoption of an annual budget.
- 1.4. The Governing Board may call special Assemblies of Voters at any time. The Chair of the Governing Board will call a special Assembly of Voters upon the petition of ten Voting Members. The Governing Board must give notice of the date, time and place of the meeting and the agenda, which will be closed, in the Sunday bulletin for the two Sundays (not including the meeting day) preceding the meeting and must place copies of the notice and an agenda in member mailboxes at the Church on the first Sunday of publication in the bulletin. (“Closed” will mean that only those items listed on the agenda will be eligible for discussion and action.)
- 1.5. Business may be transacted and resolutions passed when a minimum of 25 voting members are present at a duly scheduled regular or special Assembly of Voters.
- 1.6. The intent of Roberts Rules of order will govern the conduct of all Assemblies of Voters.

2. GOVERNING BOARD

2.1. MEMBERSHIP

- 2.1.1. The Governing Board will be composed of nine (9) elected members.
- 2.1.2. The Senior Pastor will serve as an ex-officio, non-voting member of the Governing Board.
- 2.1.3. The Governing Board will annually elect from its membership a Chairman, Vice Chairman, Treasurer and Secretary.

2.2. MEETINGS

- 2.2.1. The Governing Board will meet regularly at a time and place determined by the Chairman.
- 2.2.2. Each meeting will be announced in the church bulletin on the Sunday preceding the meeting.
- 2.2.3. Business may be transacted when a minimum of five Board members are present.

3. ELDERS

3.1. MEMBERSHIP

- 3.1.1. The Assembly of Voters will elect a number of Elders as determined by the Governing Board. The number of Elders will be recommended to the Governing Board by the Elders as needed for their duties.
- 3.1.2. Elders must be male voting members of the Congregation, age 21 and over.
- 3.1.3. Elders will elect their own chairman and secretary.

3.2. THE ELDERS WILL CONCERN THEMSELVES WITH:

- 3.2.1. The spiritual life of members and staff
- 3.2.2. Communication with members
- 3.2.3. Proper teaching and preaching of the Word of God
- 3.2.4. Proper worship life
- 3.2.5. The pastoral care of members
- 3.2.6. The spiritual, emotional and physical health and welfare of the Pastor and his family
- 3.2.7. An annual review of the Senior Pastor's performance and an annual action for his salary. The Governing Board will provide input.

3.3. MEETINGS

- 3.3.1. The Elders will meet as often as they determine to be necessary. A majority of Elders will constitute a quorum.

3.4. CALL PROCESS

- 3.4.1. The Assembly of Voters will request from the Board of Elders a list of desired qualifications for a pastor or commissioned minister specific to the position to be filled with a call.
- 3.4.2. Any member of the congregation may suggest to the Call Committee one or more names for consideration by the Committee.
- 3.4.3. The Board of Elders will appoint a Call Committee of not fewer than five (5) confirmed members of the congregation. The committee will propose names of candidates and accept names from the congregation and will, through the Circuit Counselor, submit all names suggested to the District President for information and evaluation and will request a Call List of candidates and their biographical sketches. The Call Committee will recommend one candidate from the Call List.
- 3.4.4. The Assembly of Voters will meet for the purpose of calling a new pastor or commissioned minister. The Assembly of Voters may amend the proposed Call List by a two-thirds vote of the meeting. When possible, the district president or his representative at the meeting will present information regarding additional candidates added by amendment.
- 3.4.5. The Assembly of Voters will vote for candidates by written ballot and may call a candidate only by a two-thirds majority vote. After each vote for which there is no two-thirds majority, the candidate with the lowest number of votes will be removed from the ballot until there are two candidates remaining. Voting will continue until one candidate receives a two-thirds majority vote. The Assembly of Voters will use its best efforts to make the call unanimous after the selection of the candidate.

3.5 TENURE AND TERMINATION OF OFFICE

3.5.1 A duly called pastor or commissioned minister will have tenure of office terminable only for the following causes: a) acceptance of another call, b) retirement, c) resignation, d) revocation of the call on grounds described in the Constitution.

3.5.2 Procedures for revocation of a call are as follows:

3.5.2.1 A request that the call be revoked (i) must be made by ten or more voting members to the Board of Elders specifying facts which would support revocation or (ii) must be made by the Board of Elders by resolution at a meeting of the Board of Elders. The Board of Elders will investigate the revocation request following the guidelines of Matthew 18:15-17.

3.5.2.2 The Board of Elders will consult with the Circuit Counselor, place the revocation request and their findings before him, seek his advice, and give his recommendations due consideration.

3.5.2.3 The Board of Elders will then make its recommendations on the revocation request to the Voting Members. Revocation of the call will require a two-thirds (2/3) majority vote by written ballot of the Voting Members in attendance with a minimum of thirty (30) voters present. Such a vote may be taken only at a special Assembly of Voters.

4. ELECTION OF GOVERNING BOARD AND ELDERS

4.1. ELECTION DATE AND QUALIFICATIONS

4.1.1. Election of Governing Board members and Elders of this Congregation will take place at an Assembly of Voters and will occur at least annually.

4.1.2. Each Governing Board member and Elder must be a Voting Member of the Congregation who is eligible to vote at the Assembly of Voters at which the officer's election is held. Each Elder must meet the qualifications of 3.1.2.

4.1.3. Paid church staff are not eligible for membership on the Governing Board or Elders.

4.2. ELECTED OFFICES

4.2.1. Each Governing Board member will serve a three-year term. A member may serve not more than two consecutive terms. (If a member completes a partial term for another member, he will be deemed to have served the entire term.)

4.2.2. One-third of the Governing Board members will be elected each year.

4.2.3. Each Elder will serve a two-year term. An elder may serve not more than three consecutive terms. (If an elder completes a partial term for another elder, he will be deemed to have served the entire term.)

4.2.4. One half of the membership of the Board of Elders will be elected each year.

4.2.5. No person may hold more than one elected office at a time.

4.3. PROCEDURES

- 4.3.1. The slate of candidates will be placed in member mailboxes at the church with the agenda for the Assembly of Voters at which the election will be held. Additional nominations may be made from the floor.
- 4.3.2. All elections will be by written ballot. A plurality of the votes cast will elect a candidate. Refer to the Policy Manual for the procedure for casting votes and deciding the winner.
- 4.3.3. If a vacancy should occur on the Governing Board, the Governing Board will appoint an individual to fill the office until the next Assembly of Voters at which Assembly there will be an election to fill the vacancy.
- 4.3.4. If a vacancy should occur on the Elders, the Governing Board will appoint an individual based on a recommendation from the Elders, to fill the office until the next Assembly of Voters at which Assembly there will be an election to fill the vacancy.

5. INDEMNIFICATION

- 5.1. **NON-DERIVATIVE ACTIONS.** Subject to all of the other provisions of this article, the corporation will indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (other than an action by or in the right of the corporation) by reason of the fact that the person is or was an officer of the corporation, or is or was serving at the request of the corporation as a member, director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses (including attorneys' fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, will not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.
- 5.2. **DERIVATIVE ACTIONS.** Subject to all of the provisions of this article, the corporation will indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was an officer of the corporation, or is or was serving at the request of the corporation as officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses (including actual and reasonable attorneys' fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation. However, indemnification will not be made for any claim, issue or matter in which such person has been found liable to the corporation unless and only to the extent that the court in which such action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.
- 5.3. **EXPENSES OF SUCCESSFUL DEFENSE.** To the extent that a person has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 5.1 or 5.2 of this article, or in defense of any claim, issue or matter in the action, suit or proceeding, the person will be indemnified against expenses (including actual and reasonable attorneys' fees) incurred by such person in connection with the action, suit or proceeding and in any action, suit or proceeding brought to enforce the mandatory indemnification provided by this article.

- 5.4. **DEFINITION.** For the purposes of Sections 5.1 and 5.2, "other enterprises" will include employee benefit plans; "fines" will include any excise taxes assessed on a person with respect to an employee benefit plan; and "serving at the request of the Corporation" will include any service as a director, officer, employee, or agent of the corporation which imposes duties on, or involves services by, the director or officer with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner the person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan will be considered to have acted in a manner "not opposed to the best interests of the corporation" as referred to in Sections 5.1 and 5.2.
- 5.5. **CONTRACT RIGHT; LIMITATION ON INDEMNITY.** The right to indemnification conferred in this article will be a contract right, and will apply to services of an officer as an employee or agent of the corporation as well as in such person's capacity as an officer. Except as provided in Section 5.3 of this article, the corporation will have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the Governing Board.
- 5.6. **DETERMINATION THAT INDEMNIFICATION IS PROPER.** Any indemnification under Sections 5.1 or 5.2 (unless ordered by a court) will be made by the corporation only as authorized in the specific case upon a determination that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 5.1 or 5.2, whichever is applicable. Such determination will be made in any of the following ways:
- 5.6.1. By a majority vote of a quorum of the Governing Board consisting of members who were not parties to such action, suit or proceeding.
- 5.6.2. If the quorum described in clause (5.6.1) above is not obtainable, then by a committee of members of the Governing Board who are not parties to the action. The committee will consist of not less than two disinterested members.
- 5.6.3. By independent legal counsel in a written opinion.
- 5.7. **PROPORTIONATE INDEMNITY.** If a person is entitled to indemnification under Section 5.1 or 5.2 of this article for a portion of expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the corporation will indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.
- 5.8. **EXPENSE ADVANCE.** Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 5.1 or 5.2 of this article may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the person involved to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking will be an unlimited general obligation of the person on whose behalf advances are made but need not be secured.
- 5.9. **NON-EXCLUSIVITY OF RIGHTS.** The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the corporation. However, the total amount of expenses advanced or indemnified from all sources combined will not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.
- 5.10. **INDEMNIFICATION OF EMPLOYEES AND AGENTS OF THE CORPORATION.** The Corporation may, to the extent authorized from time to time by the Governing Board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of officers of the Corporation.

- 5.11. **FORMER MEMBERS, DIRECTORS AND OFFICERS.** The indemnification provided in this article continues as to a person who has ceased to be an officer and will inure to the benefit of the heirs, executors and administrators of such person.
- 5.12. **INSURANCE.** The corporation may purchase and maintain insurance on behalf of any person who is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a member, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have power to indemnify him against such liability under this article or the laws of the State of Michigan.
- 5.13. **CHANGES IN MICHIGAN LAW.** In the event of any change of the Michigan statutory provisions applicable to the corporation relating to the subject matter of this article, then the indemnification to which any person will be entitled hereunder will be determined by such changed provisions, but only to the extent that any such change permits the corporation to provide broader indemnification rights than such provisions permitted the corporation to provide prior to any such change.

| | |
|---------|--------------------|
| AMENDED | April 20, 1988 |
| AMENDED | July 29, 1990 |
| AMENDED | September 23, 1990 |
| AMENDED | December 9, 1990 |
| AMENDED | February 3, 1991 |
| AMENDED | September 22, 1996 |
| AMENDED | December 13, 1998 |
| AMENDED | April 25, 1999 |
| AMENDED | April 14, 2000 |
| AMENDED | April 25, 2004 |
| AMENDED | April 22, 2007 |
| AMENDED | June 3, 2007 |
| AMENDED | February 15, 2009 |
| AMENDED | April 29, 2014 |