

CONSTITUTION AND BYLAWS
LAMB OF GOD LUTHERAN CHURCH
Flower Mound, Texas

CONSTITUTION

PREAMBLE:

Whereas, according to the Word of God, it is the privilege and duty of Christians who are blessed by God in order to be a blessing to others:

1. to build and extend the Church of Jesus Christ (Matthew 9:38; Matthew 28:18-20; John 20:21; 1 Corinthians 9:19-22);
2. to establish and maintain in their midst the ministerial office of Word and Sacraments (Acts 20:28; 1 Corinthians 12:28; Ephesians 4:11-14);
3. to endeavor to keep the unity of faith (Ephesians 4:3-6; Romans 1:12; Jude 20-21);
4. to administer the Office the Keys and to exercise Christian concern and discipline (Matthew 18:15-20; 1 Corinthians 5:9-13);
5. to do all things decently and in order (1 Corinthians 14:40) and to strengthen the members of the Congregation (1 Corinthians 14:26); and
6. to practice fellowship with those who profess the true faith (Acts 2:42-47; 1 Corinthians 1:10; Hebrews 10:23-25).

Therefore, we, the members of Lamb of God Lutheran Church of Flower Mound, Texas (hereinafter referred to as "the Congregation"), a member of The Lutheran Church - Missouri Synod (hereinafter referred to as the "LCMS" or "Synod"), hereby adopt this Constitution and Bylaws, and pledge to govern all spiritual and material affairs of the Congregation by their provisions.

This Congregation shall, to the best of its ability, collaborate as a member in good standing with said Synod, abide by its rulings, and assist it in effecting all sound measures intended for the building up of the Kingdom of God. In this regard, this Congregation recognizes the Texas District of the LCMS, located in Austin, Texas, as the authorized entity representing said Synod.

ARTICLE ONE: NAME

- A. The name of this Congregation shall be Lamb of God Lutheran Church of Flower Mound, Texas.
- B. This Congregation shall be incorporated under the laws of the State of Texas.

ARTICLE TWO: MISSION

The purpose of this Congregation shall be that of a religious organization; more specifically, that of a Christian congregation, established and maintained to carry out the mission of disseminating the Gospel of Jesus Christ for the purpose of making disciples of all people (Matthew 28:19) by teaching God's Word and administering the Sacraments (Matthew 28:20) according to the confessional standards of The Lutheran Church-Missouri Synod as stated in Article III below.

ARTICLE THREE: CONFESSION OF FAITH

- A. This Congregation acknowledges and accepts all of the canonical books of the Old and New Testaments as the revealed verbally inspired Word of God and the only rule and norm of faith and practice; and acknowledges and holds all the Confessions of the Lutheran Church, contained in the Book of Concord of 1580, to be the true exposition of the doctrines of the Holy Bible. These Confessions are:
 - The Three Chief Symbols
 - the Apostles Creed,
 - the Nicene Creed, and
 - the Athanasian Creed,
 - The Unaltered Augsburg Confession of 1530,
 - The Apology of the Augsburg Confession of 1531,
 - The Smalcald Articles of 1537, including the Treatise on the Authority and Primacy of the Pope,
 - The Large and Small Catechisms of Doctor Martin Luther of 1529, and
 - The Formula of Concord of 1577.
- B. All doctrines shall be taught and examined to these Scriptural and Confessional norms and all doctrinal controversies which arise in this Congregation shall be decided and adjudicated on the basis of them.
- C. This Article stands inviolate, and no alterations or amendments may be made to it.

ARTICLE FOUR: CONGREGATIONAL MEMBERSHIP

A. Categories and Requirements for Membership

1. This Congregation distinguishes three types of members: Baptized, Communicant, and Voting. Those who may become or remain members of this Congregation and enjoy and exercise the rights and privileges of membership are distinguished as those who are:
 - a) Baptized
 - i. are baptized in the name of the Triune God(Matthew 28:19); and,
 - ii. are under the spiritual care of the pastor of this Congregation, including children who have not yet been confirmed.
 - b) Communicant
 - i. are baptized in the name of the Triune God (Matthew 28:19); and
 - ii. declare their acceptance of and adherence to the Bible as God's Word (2 Timothy 3:16); and
 - iii. are familiar with the teachings of Doctor Martin Luther's Small Catechism and have declared in the rite of Confirmation their acceptance of the doctrines contained in the Lutheran Confessions mentioned in Article Three.
 - c) Voting
 - i. a Communicant member may become a Voting member once he or she has attained the age of 18 years,
 - ii. has been received by the Voting Assembly, and
 - iii. has signed the Constitution.
2. Accordingly, young children may be admitted to membership in the Congregation through the Sacrament of Baptism or by transfer with their parents; and adults admitted by transfer from a sister congregation in altar and pulpit fellowship with the LCMS, by profession of the Christian faith and Lutheran doctrine, or by rite of Confirmation (with Baptism, if necessary). The reception of all new members shall be approved by the Voting Assembly (*ref. Bylaws, Members*).

B. General Duties of Members

Members of the Congregation shall:

1. Demonstrate the presence of Christ in their lifestyle (John 13:35);
2. Attend public worship of the Congregation regularly and, if confirmed, partake of the Lord's Supper frequently (Acts2:42; 1 Corinthians 11:23-26);
3. Foster Christian fellowship in the Congregation;
4. Declare themselves willing to support the policies of the Congregation provided these are not contrary to the Word of God (James 1:22);

5. Permit themselves to be fraternally admonished when they have erred (Matthew 18:15-20);
6. Not be members of any organization in conflict with the Confession of Faith laid down in Article III (Matthew 12:30);
7. Give time, talents and treasures to serve the Lord through the Congregation and support its growth (Ephesians 4:15-16); and
8. Bring, if responsible for parental care, children to Holy Baptism at an early age, and provide every possible manner for their proper training in the Confession of Faith, including Sunday School and Confirmation classes. (Ephesians 6:4)
9. Grow in the knowledge and understanding of Lutheran doctrine (*ref. Article Three*), and as responsible members of this congregation, assure that all of its officers and workers remain faithful to the profession of Christian faith and practice of Lutheran doctrine.

C. Specific Duties of Voting Members

1. The Voting Membership of the Congregation, when acting as a group on affairs of the Congregation, shall be known as the Voting Assembly.
2. Only Voting Members shall be allowed to vote at a Voting Assembly, in accordance with the procedure set forth in the Bylaws. It shall be the duty of every Voting Member to attend Voting Assemblies, and failure to do so will waive the right of a Member to cast their vote at that meeting.
3. Ten (10) percent of the Voting Members of the Congregation shall be necessary to constitute a quorum at a Voting Assembly session.

D. Church Discipline

1. When the mutual care of the Congregation according to Matthew 18: 15-20 proves ineffectual upon an erring Member, it shall become necessary for this Congregation to show the seriousness of the erring Member's sin by excluding him or her from its fellowship in accordance with the procedure set forth in the Bylaws, (*see Terminations*). Such an excluded person shall have forfeited all rights as a Member of this Congregation and all claims upon the property of the Congregation as such, or upon any part thereof, as long as he or she is not again received into membership by the Congregation. The same shall apply to such Members who refuse to submit themselves to the fraternal discipline of this Congregation and thus exclude themselves, as also do those who sever their connection with the Congregation.
2. When it becomes necessary to exclude a Member from the fellowship of this Congregation, such action is not to be viewed as punishment upon the excluded Member or as a means of freeing the Congregation from a responsibility to that Member. The purpose of such action is to minister to the erring Member and show that person the

seriousness of their actions with the hope of restoring them to wholeness in Jesus Christ and reuniting them to the fellowship of this Congregation (Galatians 6:1-2).

ARTICLE FIVE: ORDAINED and COMMISSIONED WORKERS

- A.** Only such Ordained or Commissioned workers shall serve this Congregation who are in accord with the Confession of Faith set forth in Article III, who have been prepared for this work by education and training, and are certified and approved by Synod on its current active roster. Ordained workers shall be given a Divine Call; a Commissioned worker may be Called. Reasons for dismissing a Called or Commissioned worker shall be persistent adherence to false teaching, leading an ungodly life, unfaithfulness, or unwillingness or inability to perform their duties.
- B.** All Ordained or Called Commissioned workers shall be elected (or removed) by a two-thirds (2/3) vote of the Voting Assembly. The right of Calling Ordained or Commissioned workers shall ever be vested in the Voting Assembly of the Congregation and shall never be delegated to a smaller body or an individual. The procedures for calling and dismissing Ordained or Commissioned workers are set forth in the Bylaws.
- C.** The Congregation will notify the President of the Texas District of the LCMS in the event of a vacancy, whenever the Call process has begun, or if a dismissal is being considered, and will work in cooperation with his office.

ARTICLE SIX: AUTHORITY OF THE CONGREGATION

- A.** The Voting Members in Assembly shall be the governing body of this Congregation and shall decide all matters relating to the Congregation brought before them in accordance with this Constitution and the Bylaws. Every Communicant member may appeal to the Voting Assembly in regard to any issue relating to the affairs and government of the Congregation as set forth in the Bylaws. Except where otherwise specified, a simple majority of the Voting Assembly's decision shall be final and binding. However, it is understood that each decision shall always be in accord with the Word of God and the Confession of Faith set forth in Article Three above, and unless it is so, such decision shall be null and void.
- B.** Regular and Special Sessions of the Voting Assembly shall be held as set forth in the Bylaws, (*see Meetings*).
- C.** If at any time, a dispute in the Congregation should take place that ultimately affects the property of the Congregation, all benefits therewith shall be determined by a two-thirds (2/3) majority vote of Voting Members. In the event the Congregation shall totally disband, the property and all rights connected shall be transferred to the Texas District of the LCMS exempt from taxation under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954.

- D. This Congregation may receive, acquire, hold title to, and manage such real estate and other property as it may need to accomplish the mission set forth in Article Two above; and shall have all other rights and powers granted it by the laws of the State of Texas.

ARTICLE SEVEN: GOVERNANCE

- A. The essential framework of elected officers of this Congregation shall be: President, Vice-president, Secretary, and Treasurer, who constitute the Board of Trustees and act in behalf of the Congregation with appropriate signatures on all legal instruments. Other Departments of Ministry, Boards, and Committees that may be elected or appointed to meet the changing needs of the Congregation shall be set forth in the Bylaws. Only those in elected positions shall be Officers of the Congregation and shall comprise the Church Ministry Council (hereinafter referred to as the "CMC").
- B. This Congregation shall develop an organization structure to be described in the Bylaws. The CMC shall prepare descriptions of the responsibilities of each Department, Board, Committee, or other organizational group and shall review their actions. Such descriptions shall be contained in the Policies and Practices manual.
- C. The Bylaws, (*see Governance*), sets forth the minimum requirements for each elected and appointed position, the terms thereof, and when necessary the basis for removal. In addition to the minimum requirements set forth in the Bylaws, candidates for the office of President, Vice-president, and all Elders, shall be drawn only from the male voting Members of the Congregation in accordance with this Constitution in Article Three, Confession of Faith, above.

ARTICLE EIGHT: BYLAWS

This Congregation, through its Voting Assembly, may adopt and modify such Bylaws as the accomplishment of the purpose of this Congregation may demand. In the event of any perceived inconsistency or contradiction between this Constitution and the Bylaws, this Constitution shall prevail.

ARTICLE NINE: AMENDMENTS

- A. Amendments to this Constitution shall be made in writing and submitted to the CMC with the proposed new language, signed by at least three Voting members in good standing in the Congregation. The CMC shall review and approve it for presentation to the Congregation for consideration.

- B.** If the amendment proposal is rejected by the CMC, the amendment proposal may be submitted to the Congregation by a resubmission of the amendment proposal to the Congregation's President with at least 50 signatures of Voting members in good standing.

- C.** The proposed amendment(s) shall be made available to the Congregation at least two (2) weeks preceding a Regular or Special meeting of the Voting Assembly, at which time the President of the Congregation will present the proposal(s) for discussion. A final vote for resolution of the proposal(s) shall not be made until a second Voting Assembly meeting is established at least two (2) weeks later, at which time the amendment(s) may be part of, or all of, the agenda.

- D.** A two-thirds (2/3) vote of those present is required for adoption of the proposed amendment, provided also that it is consistent with Section 2.03 (b) of the Bylaws of Synod. Accordingly, the Congregation shall submit the amendment to the Texas District LCMS Committee on Constitutions for approval, and only after receiving such approval shall it become effective immediately.

BYLAWS

ARTICLE ONE: CONGREGATIONAL MEMBERSHIP

A: Membership

Membership includes Baptized, Communicant, and Voting Members with qualifications and duties as noted in the Constitution - Article Four, Section A and B respectively.

B: Reception/Ratification

The following procedure shall apply for receiving and ratifying members:

1. Persons intending to join the Congregation by transfer from another LCMS congregation shall give notice of such intention to the Senior Pastor and request a transfer of membership to be initiated and ultimately presented to the Department of Elders Ministry (hereinafter referred to as "Elders").
2. All other persons shall give satisfactory evidence of their qualifications for membership (*See Constitution - Article Four, Sections A and B*) which shall be presented by the Senior Pastor to the Elders for review and approval.
3. Upon approval by the Elders, all new members shall be recorded as received into membership of the Congregation effective that date. A report of the names of such members shall be included in the minutes of the Elders and (a) presented for incorporation into the minutes of the CMC, and (b) presented for ratification and recording at the next Regular Voting Assembly.
4. All new members who wish to become Voting Members shall present themselves at the next Voting Assembly following their effective date of membership, declare their intention to become Voting Members (*as such term is defined in the Constitution Article Four-A*), and sign the Constitution.

C: Terminations

Terminations are considered to be of two types: Voluntary or Involuntary. The Elders shall determine and approve all terminations of membership in the Congregation, and document such terminations in accordance with the

procedures set forth in the Congregation's Policies and Practices Manual. All such terminations shall be recorded in the CMC minutes, then reported to the Congregation and ratified in the following Regular Voting Assembly.

The following criteria shall serve as a guide for making these determinations:

Voluntary

1. Transfer

Members who desire a transfer to another LCMS congregation.

2. Peaceful Release

Members who desire to join (or have joined) a congregation affiliated with another church body not in fellowship with the LCMS.

3. Resignation

Members who request, in writing, that their membership be terminated.

4. Self-Exclusion

- a) Members who have not had contact of any kind with the Congregation for a period of a year or more;
- b) Members who have moved and do not attend or maintain any contact with the Congregation;
- c) Members whose whereabouts are unknown and who have not requested a transfer, release, or resignation after one (1) year;
- d) Members who have not fulfilled their duties, being without valid excuse and having been duly admonished by the Elders, continue to not fulfill their duties (*See Constitution - Article Four, Section B*).

Involuntary

5. Excommunication

Members who persistently conduct themselves in an un-Christian manner and have been properly admonished by the Elders and Pastor(s) as set forth in Matthew 18: 15-20 (and in accordance with procedures set forth in the Policies and Practices Manual), and who remain impenitent after such admonition (*See also Constitution - Article Four, Section D*).

6. Death

Members who have died.

D: Reinstatement

The reinstatement of any member in categories 1 through 5 shall be in accordance with Sections A and B of this Article (above).

ARTICLE TWO: MEETINGS

A: Regular Sessions of the Voting Assembly

As set forth in Article Eight of the Constitution, two Regular Sessions of the Voting Assembly shall be held each calendar year, with the day and hour established by the CMC and publicized to the Congregation for two successive weeks prior to a Regular Session. Between these Sessions, the Congregation entrusts the responsibilities of congregational administration to the CMC in accordance with these Bylaws and the limitations placed herein.

1. The Annual Ministry Plan and Budget Session shall be held on or about the third Sunday in May and shall include:
 - a) review of the past year's financial reports;
 - b) adoption of the annual Ministry Plan and its implementing budget for the coming year;
 - c) relevant progress reports from the Departments of Ministry and recommendations from the CMC;
 - d) election of the new President, (*see Article Four.B.1*) and
 - e) other business on the agenda.

2. The Annual Election Session shall be held on or about the second Sunday in November and shall include:
 - a) election of officers, as further set forth in Article Three, below
 - b) reports of plans, goals, and progress from the Departments of Ministry, and recommendations from the CMC
 - c) other business on the agenda.

B: Special Sessions of the Voting Assembly

Special Sessions of the Voting Assembly may be called and publicized (as above) by the Senior Pastor, or the President of the Congregation, with the approval of the CMC, and confined to the announced purpose. Other members who believe a Special Meeting is needed should make their request to the Senior Pastor or the President of the Congregation who will then present it to the CMC for consideration.

C: Rights of Members of the Voting Assembly

Any Member may appeal to the Voting Assembly in regard to any issue relating to the affairs and governance of the Congregation. However, a non-agenda item brought forward by a Member must first be accepted for discussion and placed on the agenda by a majority vote of the Assembly prior to its consideration.

D: Quorum Requirements

All Sessions of the Voting Assembly shall be valid and legal meetings capable of transacting business provided that they have been called pursuant to Section A above and a quorum of 10% of the Voting Membership is present.

E: Rules of Order

The rules in the current edition of Robert's Rules of Order Newly Revised shall govern the Congregation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Congregation may adopt or otherwise stated in the Congregation's Policy and Practices Manual.

ARTICLE THREE: NOMINATIONS AND ELECTIONS

A: Nominating Procedure

1. The Nominating Committee (*see also Bylaws - Article Eight, Section B*) shall prepare an initial list of candidates for the elected offices up for election by the Voting Assembly. The candidates shall be drawn from among Voting Members in accordance with the qualification requirements set forth in Article Four - Section A of these Bylaws.
2. The offices of Vice-President, the Congregation Secretary, and Chairmen of the Ministries of Early Childhood, Elders, Outreach and Servanthood shall be elected in even number years.
3. The offices of Treasurer, Chairman of Facilities and Properties, and Chairpersons of the Ministries of Christian Education, Fellowship, and Youth shall be elected in odd numbered years.
4. When offices are added or deleted in future years, this practice of balancing alternate terms shall be followed in a reasonable and practical manner.

5. It shall be the goal of the Nominating Committee to secure at least two (2) candidates for each elective office.
6. The Nominating Committee shall publicize the beginning of its search for candidates, inviting inputs, and at least three (3) weeks prior to the Voting Assembly meeting, shall publicize the list of qualified candidates available to the Voting Members.

B: Nominations

Following the dissemination of the Nominating Committee's list of candidates, any Voting Member may submit additional names for consideration by the Nominating Committee. Additional names shall be placed in nomination by the Nominating Committee along with the candidates already chosen, provided:

1. That such names shall be submitted at least two (2) weeks before the date of the Voting Assembly;
2. The Nominating Committee, through consultation with the Senior Pastor and Chairman of the Elders, shall have reviewed the proposed candidates and found them eligible for office; and,
3. That the proposed candidates are willing to serve, if elected.

C: Elections

1. No nominations shall be accepted from the floor during the Voting Assembly to comply with Section B above.
2. All elections shall be by open (voice) ballot unless otherwise approved by the Voting Assembly.
3. No Officer may hold more than one elective office at any one time.
4. No elected Officer shall be eligible to serve more than two (2) consecutive terms in the same elected office.
5. For the elective offices, a majority vote of those present shall prevail.
6. The President of the Congregation is elected during the May Voting Assembly meeting. All other officers are elected at the November Voting Assembly meeting.

D: Installation

All elected Officers shall be installed into office during regular Sunday worship services on or about the first Sunday in January.

E: Vacancies

If an elected Office - other than the Office of the President - becomes vacant before the end of its term, the President may appoint, and the CMC approve, a Voting Member to serve in the vacant office until the next regular Voting Assembly. At such time the Voting Members may consent to the appointment or elect another Voting Member to the office.

If a vacancy occurs in the Office of the President during the three-year cycle, the Vice-President shall serve as the President of the congregation until the completion of that term of office.

ARTICLE FOUR: CONGREGATIONAL GOVERNANCE

A: Qualifications

All elected and appointed officials shall at a minimum be Voting Members who have demonstrated Biblical stewardship and regular attendance at worship services and group Bible study at Lamb of God, and shall be at least twenty-one (21) years of age. Elected Officers shall also have been a member of a Lutheran Church Missouri Synod congregation for at least two (2) years. All individuals authorized by the Constitution, Bylaws, Practices manual, or CMC of Lamb of God to sign documents or transact official business for the congregation must be at least twenty-one (21) years of age. In addition, the offices of President, Vice-President, and Chairman of the Elders Ministry, shall be limited to male candidates of at least thirty (30) years of age. All other elected or appointed officers, except elders, may be either male or female. Further qualifications for such offices shall be limited only insofar as the Scriptures, the Lutheran Confessions, and the gifts of the Holy Spirit dictate. A member may serve in only one elected position at a time.

When deemed advisable or necessary a Chairmanship may be filled by Co-Chairmen in accordance with the qualifications stated above, who will be elected as one office, and will represent their Ministry with one vote on the CMC.

Communicant Members under the age of eighteen (18) may serve as ex-officio members without vote, in the Department of Youth Ministry and on other appropriate committees, by appointment of the Department Chairman with CMC approval.

B: Officers and Terms of Service

1. Office of the President

In order to provide continuity to the Office of the President, with appropriate training for an incoming President-elect, there are three stages in the life cycle of this Office. The first stage of this cycle is that of President-Elect; the second stage is President; and the final stage is Immediate Past-President. The person elected to his first term as president will serve 6 months as President-elect. He will then serve a two year term of office as President of the congregation. The Nominating Committee may choose to nominate and the Voting Assembly may choose to elect the incumbent President to one additional two year term. At the end of his service as President of the congregation, he will serve a six month term as the Immediate Past-President of the congregation. In an election cycle in which the incumbent president is reelected to serve a second two year term there will be no President-elect until six months prior to the end of the incumbent's second term as President. This person may serve another cycle in the presidential office after a waiting period of one year. *(see Article Two. A.1.d)*

2. Other Elected Officers

All other elected Officers shall serve for a term of two years, and are eligible for one re-election to the same office after which term a waiting period of one year will apply. These Officers include the Vice-President; Secretary; Treasurer; Chairman of Facilities and Properties; and Chairmen of the Departments of Ministries of: Christian Education, Early Childhood, Elders, Fellowship, Outreach, Servanthood, and Youth. The Congregation may add or delete Offices as its changing needs shall determine.

C: Structure of Departments of Ministry

1. Membership

The Departments of Ministry shall consist of the Chairperson plus additional Voting Members *(consistent with the Qualifications of Section A above)* as follows:

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|------------------------------|----------------------|
| a) Christian Education | 2 or more |
| b) Early Childhood | 2 or more |
| c) Elders | 12 or more, all male |
| d) Facilities and Properties | 2 or more |
| e) Fellowship | 2 or more |

- | | |
|----------------|--------------------------|
| f) Outreach | 2 or more |
| g) Servanthood | 2 or more |
| h) Youth | 2 or more |
| i) Finance | chaired by the Treasurer |

2. Appointments

The Chairman of the Elders, together with the Senior Pastor, shall recommend qualified candidates for new Elders who have been members of the LCMS for at least two years and attained 25 years of age, to the assembly of the Department of Elders Ministry for approval. The CMC shall approve the appointment of members to all other Departments after receiving recommendations from the respective elected Department heads. The CMC, with recommendations from the Treasurer, shall also appoint a Financial Secretary.

3. Department Committees, Special Appointees

The Departments may establish committees, and/or special appointees as necessary to carry out assigned responsibilities.

4. Advisory Members

The Senior Pastor, Directors of Ministries, and President may serve as advisory members, without vote, for all relevant Departments as specified in the Policies and Practices Manual.

D: Structure of Committees

Committees shall be of two types: Standing (or ongoing), and Special (duration limited to a specific task). Unless otherwise specified, members of Standing committees shall be appointed for a two-year (2) term, and may be re-appointed. All Committees shall consist of an odd number of Members. Committees shall include, but not be limited to the following:

Standing Committees

Finance Committee shall be comprised of the Treasurer, President, the Vice-President, the Congregation Secretary and the Financial Secretary.

Long Range Planning Committee shall include the Vice-President, and at least four Voting Members, preferably with experience in strategic planning, appointed by the President of the Congregation with the approval of the CMC.

Nominating Committee shall consist of the members of the CMC.

Tellers Committee shall be appointed annually by the Financial Secretary, with the approval of the CMC, and supervised by the Financial Secretary. The Committee shall consist of the minimum number of Voting Members of the Congregation as is necessary to efficiently process and record money received by the Congregation.

Special Committees

The President of the Congregation, with the approval of the CMC, shall appoint Special Committees on an as-needed basis. Such Special committees shall be automatically dismissed upon completion of their assigned tasks, and initially are to be as follows:

Audit Committee shall consist of at least three Voting Members, preferably with accounting training and experience, appointed annually by the President of the Congregation, with the approval of the CMC. The Treasurer and all elected officials are prohibited from serving on this Committee.

Call Committee - shall report to the CMC through the President, and shall be comprised of members appointed by the President and approved by the CMC.

Constitution Committee - shall report to the CMC through the President, be chaired by the Vice-President, and shall consist of at least four more voting members appointed by the President and approved by the CMC.

E: Removal from Office

Any Officer may be removed from office by the Voting Assembly with a two-thirds (2/3rds) majority ballot vote, in Christian and lawful order, for one of the following reasons: persistent adherence to false doctrine, scandalous life, willful neglect, or inability to perform the duties of the office.

F: Precedence of Governing Documents

In the event of a question of conflict or inconsistency between the Constitution, Bylaws, or Policies and Practices Manual, the order of precedence shall be:

(1) Constitution, (2) Bylaws, (3) Policies and Practices Manual.

ARTICLE FIVE: CHURCH MINISTRY COUNCIL

A: Membership

1. Voting Member

The voting membership of the Church Ministry Council (“**CMC**”) consists of those Officers of the Congregation elected by the Voting Assembly per Article Four.B of these Bylaws.

2. Non-Voting Member

The non-voting member of the CMC shall be the Senior Pastor, or in the event of his scheduled absence, his designee.

Other attendees at CMC meetings shall have no vote.

3. Vacancies

A voting member's position on the CMC shall be declared vacant if the member:

- a) ceases to be a Voting Member of the Congregation;
- b) is absent from three (3) consecutive meetings of the CMC;
- c) is removed by the Voting Assembly;
- d) resigns, or
- e) can no longer carry out their duties.

In the event of a vacancy, Article Three, Section E of these Bylaws shall be carried out.

B: Authority

The Congregation shall entrust administration of its affairs to the CMC with the following exceptions.

1. The CMC shall not extend a Call.
2. The CMC shall not terminate a Call.
3. The CMC shall not adopt the Congregational budget.
4. The CMC shall not add to or alter capital improvement beyond the congregational approved budget.
5. The CMC shall not elect Officers except as authorized under Article IV - Section B above.
6. The Congregation reserves the right to make additional exceptions to delegated responsibilities.

Consistent with the provisions of the laws under which this Congregation is incorporated, this Congregation may adopt provisions providing indemnification for each person who, by reason of the fact that such person is or was a CMC member, Officer, employee, agent, or other member of any committee, board, or specially appointed member, was or is threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding. Accordingly, the Congregation may purchase and maintain insurance on behalf of itself or any person entitled to indemnification pursuant to this Article.

C: Meetings

1. The CMC may meet monthly and at other times deemed advisable.
2. Special meetings may be called by the President of the Congregation, Senior Pastor or by one-half (1/2) of the voting members of the CMC.
3. Minutes of all CMC meetings shall be maintained in a book, and remain the property of the Congregation.
4. CMC meetings shall be open to all Members of the Congregation and invitees, except to the extent the meeting is moved into Executive Session, whereupon only voting members of the CMC and invitees shall be in attendance.

D: Quorum Requirements

All CMC meetings properly called shall be valid and legal meetings, capable of conducting or transacting business, provided that least one-half (1/2) of the voting members of the CMC are in attendance.

E: Agendas

1. The President shall establish the agenda for CMC meetings in consultation with its voting members.
2. The CMC shall establish the agenda for all Sessions of the Voting Assembly.

F: Congregational Affairs

1. The CMC, as the coordinating body of all the Officers, Departments, Committees and special appointed personnel, shall receive from such persons substantive reports concerning their area of responsibility.
2. The CMC shall propose an annual Ministry Plan and implementing budget to the Voting Assembly for approval.
3. The CMC shall establish the guidelines for the employment of secretaries, bookkeeping, and business management personnel as proper administration of the Congregation may demand, through the formulation of a Policies and Practices Manual.
4. The CMC shall be responsible for the Congregation's compliance with the Constitution and Bylaws.

5. The CMC shall be responsible for the Congregation's investments and its insurance program, specifically through the Office of the Treasurer.
6. The CMC shall ascertain that the financial affairs of the Congregation are being conducted efficiently, giving particular attention to the prompt payment of all obligations and to the regular forwarding of monies to missions.

G: Appointments

The CMC shall approve appointments of the following, in accordance with Article Four of these Bylaws:

1. Members of Departments in consultation with the respective Chairman;
2. Members of any committees of the Departments in consultation with the respective Chairman;
3. Special Committees, as set forth in Article IV - Section D and Article VIII - Section C herein; and
4. Special Appointed Personnel as stated in the Bylaws Article VIII - Section D.

ARTICLE SIX: DUTIES OF ADMINISTRATIVE OFFICERS

A: General

The elected Officers shall be charged with the following general duties in addition to any other duties herein prescribed or provided for by reason of their membership in the governing bodies hereby created.

1. All elected officials shall:
 - a) Maintain a simplified informal record of activities to pass on to successors to use as a guideline, as well as notes which may be helpful in carrying out responsibilities of the office;
 - b) Update the formal Policies and Practices Manual as necessary;
 - c) Perform whatever additional duties the CMC or Congregation may prescribe, and such other duties applicable to the office as prescribed by the parliamentary authority and adopted by the Congregation; and
 - d) Make such reports as the Congregation and CMC direct.

2. The CMC may adopt such practices and policies which may provide descriptions of operational patterns, or the ongoing responsibilities of ministers, commissioned workers, employees, contracted workers, ministries, committees, or other units within the organizational structure of the Congregation consistent with these Bylaws. Policies and practices shall be enacted or amended by a majority vote of all voting members of the CMC. All approved policies and practices shall be organized into a Policies and Practices Manual, and its maintenance, distribution, and the coordination of any revision or modification shall be the responsibility of the Vice-President.
3. In addition, the CMC has the responsibility and the appropriate authority to evaluate the needs of the Congregation regarding paid staff, and to develop position descriptions and hire staff to meet those needs in accordance with the approved annual budget. Such position descriptions and the lines of accountability shall be set forth in the Policies and Practices Manual.

B: Individual Officers

The detailed duties of all administrative offices, including the offices of President, Vice-President, Congregation Secretary, Treasurer, and Chairman of Facilities and Properties, are set forth in the Policies and Practices Manual.

ARTICLE SEVEN: DUTIES OF DEPARTMENTS OF MINISTRY

A: General

All Departments of Ministry shall perform the general duties described in this section.

1. As elected representatives of the Congregation and members of the CMC, the Chairmen of the Departments of Ministry shall be bound by the qualifications and duties established in Article Four: Section A, and Article Six: Section A respectively, herein.
2. Each Department is to organize itself into such committees as determined necessary to provide policy guidance, planning, and resources to support the Ministry entrusted to it to achieve its ministerial goals.
3. The fundamental duties and responsibilities of the Departments are stated broadly in the Sections below, with further details set forth in the Policies and Practices Manual.

4. Each Department shall assist the Senior Pastor in an annual performance review of the Ordained and/or Commissioned Workers it is partnered with, based on a pre-established written job description and goals. The Chairmen shall provide recommendations to the Congregation President regarding the performance review, continuing service, and salary, in accordance with detailed procedures set forth in the Policies and Practices Manual.
5. Hold regular meetings, and such special meetings as deemed necessary, and keep minutes of all meetings in a book provided by, and remaining property of, the Congregation.
6. Prepare written reports for the regular meetings of the CMC, and for presentation to the Voting Assembly as required by Article II of these Bylaws.
7. The Chairman of each Department of Ministry will meet regularly, but not less than quarterly, with any assistants and/or any functioning committees under their overview, to evaluate the methods, progress, and activities of the Department with the objective of improving its future performance.

B: Individual Departments

The detailed duties of the several Departments of Ministry are set forth in the Policies and Practices Manual.

ARTICLE EIGHT: DUTIES OF APPOINTEES

A: General

All appointments shall meet the qualifications set forth in Article Four, Section A of these Bylaws, and be in accordance with Section D of said Article, with a minimum of three members. When a vacancy occurs during the term of a Standing Committee position such vacancies shall be dealt with in accordance with Bylaws Article Three, Section E.

Special Committees shall be created as necessary by the CMC, or the Congregation, and all members shall be dismissed upon completion of their assigned task.

B: Detailed Duties

Detailed duties of all appointees are set forth in the Policies and Practices Manual.

C: Structure

Standing Committees, Special Committees, and other Appointed Officers shall include, but not be limited to the following:

Standing Committees

Audit Committee
Finance Committee
Long Range Planning Committee
Nominating Committee
Tellers

Special Committees

Call Committee
Constitution Committee

Other Appointed Offices

Financial Secretary
LWML Representative
Parliamentarian
Public Relations Editor
Synodical Representative

ARTICLE NINE: ORDAINED & COMMISSIONED WORKERS

A: Structure

1. Office of the Senior Pastor

The Senior Pastor of the Congregation will serve as the head of the Ministry Staff, and will become a member of this Congregation upon receipt and acceptance of the Call documents.

2. Duties and Responsibilities

Consistent with the faith and practice of the LCMS, the Senior Pastor shall ensure that:

- a) The Word and Sacraments are preached, taught, and administered in accordance with Article Three of this Constitution;
- b) Public worship is conducted decently and in good order;
- c) Pastoral care is provided;

- d) Provision is made for instruction, confirmation, marriage ceremonies, visits to the sick and distressed, and burial of the dead;
- e) Spiritual guidance is provided to all schools and organizations of this Congregation;
- f) Regularly elected Officers are installed;
- g) Efforts are made to extend the Kingdom of God in the community, nation, and abroad;
- h) Qualified persons are encouraged to prepare for the ministry of the Gospel;
- i) Accurate records are kept of all baptisms, confirmations, marriages, burials, communicants, members received, members dismissed, or members excluded;
- j) and that a summary of such statistics will be submitted annually to the Congregation.

3. Other Offices

The Congregation may create other ministry offices to facilitate the mission and ministry of the congregation. These offices, whether held by Ordained or Commissioned ministers of religion of the LCMS, shall report to the Senior Pastor as described in the Policies and Practices manual. Such offices shall be assigned their respective duties and responsibilities in job descriptions approved by the CMC in consultation with the Senior Pastor. These duties and responsibilities shall specifically relate to the duties and responsibilities of the Department of Ministry they will advise and assist by this office.

B: Calling

1. All Called Workers, either Ordained or Commissioned, shall be Called in accordance with Article Five of this Constitution. Authority to issue a Divine Call shall be the sole responsibility of the Congregation. Only Ordained or Commissioned ministers of religion from the roster of The Lutheran Church-Missouri Synod may be issued a Divine Call.
2. A Diploma of Vocation shall be prepared by the Call Committee, which shall set forth the specific duties of the Pastor or Commissioned Worker, including the compensation and other matters pertaining to the service of the Call. The Call document shall be approved by the Congregation at the Voting Assembly deciding the issuance of the Call. A copy of this document shall be retained in the Congregation's records.

3. In the event of a vacancy in the office of any called professional church worker of the congregation, either Ordained or Commissioned, the Texas District shall be notified, and its then current procedures followed for the filling of the vacancy.

C: Dismissal of an Ordained Minister of Religion

The Call of the Congregation, when accepted by a minister, shall constitute a continuing mutual relationship and commitment, which except in the case of a death or retirement, shall be terminated only following consultation with the LCMS-Texas District and for the following causes:

- a) Persistence in false doctrine;
- b) Leading an ungodly life;
- c) Willful neglect, unfaithfulness or inability to perform official duties

In the event of allegations of persistence in false doctrine, immorality, or neglect of duty, such allegations shall be considered and evaluated by the Elders and, if found to have sufficient basis for further investigation, the Elders shall consult with the Circuit Counselor and the Texas District of The Lutheran Church - Missouri Synod concerning the appropriate actions to be taken at that time.

After consultation with the District, when no other resolution is possible the Congregation may dismiss a pastor by a two-thirds majority vote of the Voting Assembly quorum present and voting at a legally called Session.

D: Dismissal of a Commissioned Worker

The procedures of Section C (above) shall be utilized as appropriate, with the initial review (see item 3) involving the applicable Department of Ministry.

ARTICLE TEN: AMENDMENTS

Amendments to the Bylaws may be proposed in writing in any duly authorized Voting Assembly by any Voting Member, or by the Constitution Committee. The proposed amendments shall then be made available to the membership of the Congregation at least two (2) weeks preceding the next duly authorized Voting Assembly. A majority vote of the Voting Assembly shall be required for adoption. All amendments must have the approval of the Texas District of the LCMS Committee on Constitution/Bylaws, according to the Bylaws of the Synod.